

Date: 28/09/2024

To,

The BSE Limited  
Corporate Relation Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai -400001

The National Stock Exchange Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G-Block,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai -400051

BSE SCRIP CODE: 539331; NSE Symbol: VETO

Dear Sir / Madam,

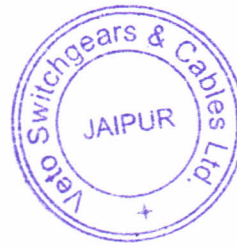
**Sub: Summary of Proceedings of 17<sup>th</sup> Annual General Meeting of the Company pursuant to Regulation 30 Read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 17<sup>th</sup> Annual General Meeting (AGM) of the Company held on Saturday, September 28<sup>th</sup>, 2024 at 03:00 P.M through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

This is for your information and record.

Thanking You.

For Veto Switchgears and Cables Limited



Kritika Todwal  
Company Secretary cum Compliance Officer

PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 30 READ WITH PARA A OF PART A OF SCHEDULE III OF SEBI (LODR) REGULATIONS, 2015.

The 17<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 28 September 2024 at 03:00 P.M. through video conference (VC) / other audiovisual means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

The Registered office of the Company has been deemed as the venue for the Meeting and the proceedings of the Annual General Meeting have been deemed to be made thereat, to transact the businesses as stated in the Notice convening the 17<sup>th</sup> AGM, without the physical presence of the Members at a common venue.

Total number of shareholders on Cut-Off Date i.e. 21<sup>st</sup> September 2024: 27399

1. No. of Shareholders present in the meeting either in person or through proxy: NA  
Promoters and Promoter Group: -Nil  
Public: -Nil
2. No. of Shareholders attended the meeting through Video Conferencing: 28  
Promoters and Promoter Group: - 8  
Public: -

**Directors Present:**

1. Mr. Akshay Kumar Gurnani: Chairman and Managing Director
2. Mr. Narain Das Gurnani: Whole Time Director & CFO
3. Mrs. Jyoti Gurnani: Non Executive Non Independent Director
4. Mr. Sanjeev Kumar Dass: Non Executive-Independent Director, Chairman of Audit Committee, Nomination, Remuneration & Compensation Committee and Stakeholder's Relationship Committee.
5. Mr. Hari Krishan Motwani: Non Executive -Independent Director
6. Mr. Kanwar Jeet Singh: Non Executive -Independent Director

**Others Present:**

Mr. Praveen Bharadiya - Representative of M/s. CAS & Co. (formerly Known as K.M. Tulsian & Associates), Statutory Auditors of the Company  
Mr. Govind Jaiswal - Scrutinizer and Secretarial Auditor of the Company.  
Mrs. Kritika Todwal- Company Secretary cum compliance officer  
were also present at the Meeting.



Chairman, other Directors and Officers were participating in the Meeting through VC.

Company Secretary welcomed the Shareholders who were participating in the Meeting through VC/ OAVM. The requisite quorum is present for conducting the Annual General Meeting before hand over to the chairman to declare the meeting open. Company secretary highlighted certain points and a few regulatory matters related to the joining of Meeting through VC.

Mr. Akshay Kumar Gurnani, Chairman of Meeting took the chair and welcomed all the shareholders and He further informed that circulars issued by the Ministry of Corporate Affairs, and Securities and Exchange Board of India the Annual General Meeting (AGM) is being held through video conferencing (VC) or Other Audio Visual Means. The requisite quorum was present, declared the meeting open and introduced all the Board of Directors Except Mr. Sanjeev Kumar Das and Mrs. Jyoti Gurnani to the shareholders on the occasion of the 17<sup>th</sup> AGM of the Company.

Mr. Sanjeev Kumar Dass, Non-Executive-Independent Director, Chairman of Audit Committee, Nomination, Remuneration & Compensation Committee and Stakeholder's Relationship Committee introduce himself to the shareholders on the occasion of the 17<sup>th</sup> AGM of the Company.

Mrs. Jyoti Gurnani, Non-Executive Non Independent Director introduce herself to the shareholders on the occasion of the 17<sup>th</sup> AGM of the Company.

Company Secretary briefed certain important points regarding participation in this meeting.

Since there was no Physical attendance of Members and in compliance with the Various Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders. Further, the Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection in electronic mode.

Thereafter the Company Secretary informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote. The remote e-Voting facility was provided for 3 days, which concluded on 27<sup>th</sup> September, 2024 at 5:00 PM.

Further, in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote through E-voting during the AGM on all the 10 (Ten) Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.

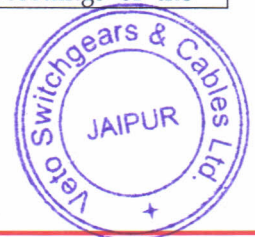
The Members were informed that the Results would be declared after considering the Remote e-voting, voting by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) on or before 30<sup>th</sup> September, 2024 and placed on the website of the Company & also placed in the website of the CDSL.

She informed that Mr. Govind Jaiswal was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting and the e-voting process during AGM in a fair and transparent manner.

The Chairman presented his speech regarding veto brand its upward and ongoing journey of VETO. The Chairman thereafter discussed about the Company's performance on standalone & consolidated basis and final dividend for the Financial Year 2023-24. He also discussed about the Company's updates and discussed future outlook of the Company.

As the Meeting was convened through VC/ OAVM, the following Resolutions had already been put to vote through remote e-voting and the requirement to propose and second was not applicable.

Mr. Akshay Kumar Gurnani invited Mrs. Kritika Todwal to continue the rest of the proceedings of the



Company		Kind of Resolution
Company Secretary brief the ordinary and special business to be transacted.		
<b>ORDINARY BUSINESS:</b>		
1.	To receive, consider and adopt the audited financial statements of the company (including audited consolidated financial statements) for the financial year ended on 31 <sup>st</sup> March 2024 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To declare a Final Dividend of Rs. 1/- per equity share having face value of Rs. 10/- each aggregating to 10% of F.V., for the financial year ended on 31 <sup>st</sup> March 2024.	Ordinary
3.	To Re-appoint Mr. Akshay Kumar Gurnani (DIN: 06888193) Whole Time Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment	Ordinary
4.	Appointment of SGCO & CO. LLP, Chartered Accountants as Statutory Auditors of the Company	Ordinary
<b>SPECIAL BUSINESS:</b>		
5.	To Re-appointment of Mr. Hari Krishan Motwani (DIN: 08570545) as an Independent Director for a Second Term.	Ordinary
6.	To recommendation for Re-appointment of cost auditor.	Ordinary
7.	To recommendation of Re-appointment of Secretarial Auditor	Ordinary
8.	To recommendation of Re-appointment of Internal Auditor	Ordinary
9.	To shifting of Registered office of the company from jurisdiction of one ROC to jurisdiction of another ROC within same state.	Special
10.	Reclassification of promoter.	Ordinary
The Company Secretary further informed that the Audit Report and Secretarial Audit Report for the Financial Year 2023-24 have no qualifications, observations or adverse remarks and the same were taken as read with the permission of the Members.		
The Company Secretary then invited the Seven registered speakers Members to express their views or ask question. Out of which only two members spoke, the Chairman responded to all their queries		
The Chairman thanked to Members for continuing support and for attending and participating the Meeting and requested to the Members who had not cast their vote through Remote e-voting may cast their vote by going to the e-voting platform for next 15 minutes.		
Annual General Meeting was concluded at 3:38 P.M. by the Chairman of the meeting.		

For Veto Switchgears and Cables Limited

**Kritika Todwal**  
Company Secretary cum Compliance officer  
Membership No. A60917

