

Date: 03rd September, 2024

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

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

To,
SCRIP CODE: 539331; VETO

Dear Sir/Madam,

SUB: Submission of Notice of 17th Annual General Meeting.

With reference to subject captioned above, please find enclosed herewith the Notice convening 17th Annual General Meeting of the Company scheduled to be held on Saturday, 28th September, 2024 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Kindly take the same on your record

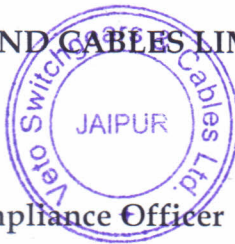
Thanking You.

for VETO SWITCHGEARS AND CABLES LIMITED

Kritika
Todwal

Digitally signed
by Kritika Todwal
Date: 2024.09.03
16:23:49 +05'30'

Kritika Todwal
Company Secretary Cum Compliance Officer
M. No. A60917



Encl: As above



VETO SWITCHGEARS AND CABLES LIMITED

Regd. Office: 506, 5th Floor, Plot No. B-9, Landmark Building, New Link Road, Andheri (West), Mumbai, Maharashtra-400058;
CIN: L31401MH2007PLC171844;
Tel No.: 0141-6667777/750;
Website: www.vetoswitchgears.com;
Email: cs@vetoswitchgears.com

Notice is hereby given that the 17th Annual General Meeting (AGM) of the members of **VETO SWITCHGEARS AND CABLES LIMITED** will be held on Saturday, the **September 28th, 2024 at 03:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM)** for such purpose the registered office would be deemed venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited financial statements of the company (including audited consolidated financial statements) for the financial year ended on 31st March 2024 together with the Reports of the Board of Directors and Auditors thereon.**
- 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 31st March 2024.**
- 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 herself for re-appointment.**
- 4. Appointment of SGCO & CO. LLP, Chartered Accountants as Statutory Auditors of the Company.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. SGCO & CO. LLP, Chartered Accountants (Firm Registration No.112081W / W100184) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 17th Annual General Meeting (AGM) until the conclusion of the 22nd AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

SPECIAL BUSINESS:

- 5. To Re-appointment of Mr. Hari Krishan Motwani (DIN: 08570545) as an Independent Director for a Second Term**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee, Mr. Hari Krishan Motwani (DIN: 08570545), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in calendar year after expiration of the said term.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To recommendation for Re-Appointment of Cost Auditor

The Chairperson informed the members of the Audit Committee for re-appointment of M/s Rajesh & Company, Cost Accountants as the Cost Auditors to audit the Cost records of the Company for the Year 2024-2025. The Audit Committee also recommended the remuneration of the Cost Auditor. In this regard following resolution was passed unanimously:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if, any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, subject to the approval of the Board, the consent of the members of the Committee be and is hereby given for re-appointment of M/s Rajesh & Company, Cost Accountants be appointed as Cost Auditors by the Board of Directors of the Company to audit the Cost records of the Company for the Financial Year 2024-2025, be paid a remuneration of Rs. 15000/- plus Service Tax.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To recommendation for Re-Appointment of Secretarial Auditor

The Chairperson informed the members of the Audit Committee regarding the re-appointment of Mr. Govind Jaiswal, Practicing Company Secretary in the capacity of the Secretarial Auditor in the Company, subject to the Board approval over such appointment and the appointment letter of Mr. Govind Jaiswal and passed the following Resolution in this regard:

“RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 read with rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, and subject to the approval of the Board, the consent of the members of the Committee be and is hereby given for re-appointment of Mr. Govind Jaiswal ,Practicing Company Secretary as Secretarial Auditors of the Company and Directors of the Company be and is hereby authorized to state such terms and conditions as may be deemed fit, and to fix the remuneration in consultation with Audit Committee.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

8. To recommendation for Re-Appointment of Internal Auditor

The Chairperson informed the members of the Audit Committee regarding the re-appointment of Mr. Kunal Sanghi, in the capacity of the Internal Auditor in the Company, subject to the Board approval over such appointment and the appointment letter of Mr. Kunal Sanghi and passed the following Resolution in this regard:

“**RESOLVED THAT** be and is hereby, as per the provision of section 138 of the Companies Act, 2013 (“the Act”) to be read with applicable rules & regulations, as amended from time to time, and subject to the approval of the Board, the consent of the members of the Committee accorded its approval for an appointment of Mr Kunal Sanghi as an Internal Auditor of the Company for the Financial Year 2024-25.

RESOLVED FURTHER THAT the Audit Committee of the company, in consultation with the Internal Auditor, shall formulate the scope, functioning, periodicity and methodology for conducting the internal audit.

RESOLVED FURTHER THAT Mr. Akshay Kumar Gurnani, Director of the Company be and is hereby authorized, on behalf of the company, to do all such acts, deeds, matters and things as deem necessary, proper and desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution”

9. To Shifting of a Registered office of the Company from jurisdiction of one ROC to Jurisdiction of another ROC within same state:-

“**RESOLVED THAT**, pursuant to the provisions of Sections 12 and all other applicable provisions, if any, of the Companies Act 2013, read with relevant rules made thereunder, and subject to the approval of Regional Director, the Registered Office of the Company be shifted from **506, 5th Floor, Landmark Building, Link Road, Andheri (W), Mumbai – 400053** to **Sagar Signature Complex India, Est. Pre, Co-operation Society Limited, Near IPOL, Valiv Phata, Vasai East, District Palghar – 401208** within the state of Maharashtra.

RESOLVED FURTHER THAT Mr. Akshay Kumar Gurnani, Director of the Company, is hereby authorized to file all the necessary forms with the Registrar of Companies and Regional Director and to undertake all necessary actions, deeds, matters, and tasks required to implement the aforementioned Resolution.

RESOLVED FURTHER THAT changes in the location of the registered office of the company be reflected on the nameplates or boards affixed at the registered office, as well as on the letterheads, official publications, and documents of the company.”

10. Reclassification of Promoters

“**RESOLVED THAT** pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to approval from Bombay Stock Exchange Limited and National Stock Exchange of India Limited (“Stock Exchanges”) and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of members of the Company be and is hereby accorded for reclassification of Mrs. Priyanka Kishore Gurnani Category to “Public” Category and removal of their name from “Promoter and Promoter Group” of the company.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that post re-classification from “Promoter and Promoter Group” to “Public”, shall continue to comply with conditions mentioned Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT upon receipt of requisite approvals, the Company shall effect such reclassification in the Shareholding Pattern of the Company from immediate succeeding “quarter” as per Regulation 31 of Listing Regulations and in all other records of the Company and shall make such applications, intimations, disclosure and/or filings as may be relevant or necessary from such date, as may be appropriate.

RESOLVE FURTHER THAT Mr. Akshay Kumar Gurnani, Chairman & Managing Director and/or Mrs. Kritika Todwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign any document(s) or do any or all such acts, deeds and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any question(s), difficulty or doubt that may arise, in order to give effect to the above resolution for and on behalf of the Company.”

Regd. Office:

By order of the Board

506, 5th Floor Plot No. B-9, Landmark Building

New Link Road, Andheri (West),

Mumbai, Maharashtra 400058

Place: Jaipur

Date: 03rd September 2024

For Veto Switchgears and Cables Limited

Sd/-

Akshay Kumar Gurnani

(DIN: 06888193)

(Managing Director & CEO)

NOTES

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8th, 2020, General Circular No. 17/2020 dated April 13th, 2020, General Circular No. 20/2020 dated May 5th, 2020, General Circular no. 02/2021 dated January 13th, 2021, General Circular no. 19/2021 dated December 08th, 2021, General Circular no. 21/2021 dated December 14th, 2021, Circular No. 02/2022 dated 5th May, 2022, followed by Circular No. 10/2022 dated 28th December, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12th, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15th, 2021, followed by SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 17th AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto.
3. Since 17th AGM is being held pursuant to the MCA Circulars through VC/OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.
4. Pursuant to the provisions of Sections 112 and 113 of the Act, Institutional/Corporate Members (i.e. other than individuals/ HUF/ NRI, etc.) are required to send a scanned copy of its Board Resolution/Authorization/POA etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at **cs.compliancek@gmail.com** with a copy marked to the Company at **cs@vetoswitchgears.com**.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
6. **Electronic Dispatch Of Notice And Annual Report:** In compliance with the aforesaid MCA and SEBI circulars physical copies of the financial statements (including Board’s Report, Auditor’s Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2024 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/RTA or the Depositories as on the cut-off date of 30th August 2024. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.

To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form after complying due procedure.

7. Members who have not registered their e-mail address and those members who have become the member of the Company after 30th August 2024 being the cut-off date for sending soft copy of the Notice of 17th AGM and Annual Report for the financial year 2023-24, may access the same from Company's website at www.vetoswitchgears.com, websites of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com, and www.nseindia.com respectively and on the website of CDSL (agency for providing the Remote e-Voting facility) www.evotingindia.com.
8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
9. The relevant details, pursuant to Regulations 36 of the Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at the AGM are provided as an annexure to the Notice and forms an integral part of this notice. Requisite declarations have been received from Director/s for seeking reappointment/appointment.
10. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
11. Pursuant to Provision of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period commencing from **Sunday, September 22, 2024 to Saturday, September 28, 2024 (both days inclusive)** for the purpose of 17th Annual General Meeting and for determining the entitlement of members to final dividend for the financial year ended March 31st, 2024, if approved at the AGM.
12. The Dividend for the Year ended March 31st, 2024, as recommended by the Board, if approved at the AGM, will be paid within thirty days from the date of declaration of dividend to –
 - (a) as Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours **on 21st September, 2024**, and
 - (b) Beneficial Owner as at the end of business hours **on 21st September, 2024**, as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.
13. TDS ON DIVIDEND: Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates of various categories, shareholders are requested to refer to the Finance Act, 2021 and amendments thereof. Shareholders are requested to update their Residential Status, PAN, and Category as per the IT Act with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20th, 2018

all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.

15. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3rd, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25th, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.vetoswitchgears.com and on the website of the Company's Registrar and Transfer agents www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
17. SEBI vide its notification has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Further, SEBI vide its circular dated 16th March, 2023 in supersession of earlier circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. Moreover, on or after 1st October, 2023, in case any of the above cited documents / details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchange and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link

18. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
19. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA website at **www.bigshareonline.com**. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
21. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
22. Members who have not encashed the dividend warrants/demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2015-16 and thereafter, are requested to make their claim to Registrar and Share Transfer Agent i.e. Bigshare Services Pvt. Ltd. well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified hereunder:

S. No.	Financial Year ended	Amount of Dividend	Date of Declaration of Dividend	Last date for Claiming unpaid/unclaimed
1	2015-2016	0.50/- Per Share	18/01/2016 (Interim dividend)	Rs. 81740/- Transfer to IEPF
2	2015-2016	1.50/- Per share	28/09/2016 (Final Dividend)	Rs. 105363/- Transfer to IEPF
3	2016-2017	1.00/- Per share	13/02/2017 (Interim dividend)	Rs. 205355/- Transfer to IEPF

4	2016-2017	1.00/- Per share	29/09/2017 (Final Dividend)	04.11.2024
5	2020-2021	1.00/- Per share	29/09/2021 (Final Dividend)	04.11.2028
6	2021-2022	1.00/- Per share	28/09/2022 (Final Dividend)	03.11.2029
7.	2022-2023	1.00/- Per share	29/09/2023 (Final Dividend)	04.11.2030

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2024 on the website of the Company.

In accordance IEPF Rules, the Company has sent individual communication to all Members whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and has also published notice in this regard in Newspapers.

Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Web Form IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

- A member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.
- For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency.
- The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
- The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

24. The remote e-voting period commences on **25th September, 2024, Wednesday (09.00 am) and ends on 27th September, 2024 Friday (05:00 pm).**

- Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 21st September, 2024**, Sunday may opt for remote e-voting and cast their vote electronically.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
 - Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and is holding shares as on the cut-off date i.e. **September 21st, 2024**, may obtain the login ID and password by sending a request at evoting@cdsl.co.in However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
 - Once the vote on a resolution is cast by the members, he/she shall not be allowed to change it subsequently.
 - The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again in the Meeting.
 - At the end of remote e-voting period, the facility shall forthwith be blocked.
25. The Company has appointed Mr. Govind Jaiswal, Practicing Company Secretary (Membership No. ACS-52310; CP No.19954) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during AGM in a fair and transparent
26. manner.
27. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
28. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.vetoswitchgears.com, and CDSL's, website within two days of passing of resolution at the Annual general meeting of the company held on September 28th, 2024. The same shall be communicated by the Company to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
29. The recorded transcript of the forthcoming AGM on 28th September, 2024, shall also be made available on the website of the Company www.vetoswitchgears.com in the Investor Relations Section, as soon as possible after the Meeting is over.
30. The annual accounts of the subsidiary companies along with the related detailed information are available for inspection at the Corporate Office of the Company and of the subsidiaries concerned and copies will be made available to Shareholders of Veto switchgears and cables Limited and its subsidiary companies upon request.
31. Members desirous of obtaining any information concerning to the accounts are requested to write to the Company at least 12 days before the date of the meeting so that the required information can be made available at the meeting.
32. Queries proposed to be raised at the Annual General Meeting may be sent to the company by mailing the same at cs@vetoswitchgears.com at least **seven days** prior to the date of Annual General Meeting. The same shall be replied suitably by the Company.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (ii) The voting period begins on Wednesday, the 25th September 2024 9:00 A.M. and ends on Friday, the 27th September 2024 5:00 P.M. (both inclusive). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9th, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (vi) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on “Shareholders” module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for the relevant <Veto Switchgears and Cables Limited> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@vetoswitchgears.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. **Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@vetoswitchgears.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@vetoswitchgears.com. These queries will be replied to by the company suitably by email.**
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-2308542/43.

Regd. Office:
By order of the Board
506, 5th Floor Plot No. B-9, Landmark Building
New Link Road, Andheri (West),
Mumbai, Maharashtra 400058

For Veto Switchgears And Cables Limited

Sd/-
Akshay Kumar Gurnani
(DIN: 06888193)
(Managing Director & CEO)

Place: Jaipur
Date: 03rd September 2024

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4: Appointment of Statutory Auditor.

The Board of Directors of the Company recommended the appointment of M/s. SGCO & Co LLP, Chartered Accountants (Firm Registration No. 112081W / W100184) as the Statutory Auditors of the Company, shareholders' approval by way of ordinary resolution is sought.

M/s. SGCO & Co LLP, Chartered Accountants (Firm Registration No. 112081W / W100184), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and have given a certificate in prescribed form B declaring that firm complies with all eligibility norms prescribed by RBI regarding appointment of statutory auditors.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 11 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

ITEM NO. 5: To Re-appointment of Mr. Hari Krishan Motwani (DIN: 08570545) as an Independent Director for a Second Term.

In the opinion of the Board, Mr. **Hari Krishan Motwani** fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice. Keeping in view his vast expertise and knowledge, it was be in the interest of the Company that Mr. **Hari Krishan Motwani** is proposed to be appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from September 28th 2024 and upto the conclusion of this Annual General Meeting of the Company. Further, the term shall not be subject to retirement by rotation. Accordingly, the tenure of Mr. **Hari Krishan Motwani (DIN: 08570545)** as an Independent Director is due for expire.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. **Hari Krishan Motwani (DIN: 08570545)** as an Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. **Hari Krishan Motwani (DIN: 08570545)** would be beneficial for the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. **Hari Krishan Motwani (DIN: 08570545)** as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in calendar year after expiration of the said term.”

Mr. **Hari Krishan Motwani (DIN: 08570545)** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under regulation 16 (1) b and other applicable Regulation of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief profile of Mr. **Hari Krishan Motwani (DIN: 08570545)** who is proposed to be re-appointed as an independent director is annexed herewith separately with this notice. The Board of Directors have evaluated the performance of the Mr. **Hari Krishan Motwani (DIN: 08570545)** and details of the same is given in the Corporate Governance Report.

Except Mr. **Hari Krishan Motwani (DIN: 08570545)** none of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Special Resolution for passing of the resolution as set out at Item No.5 of the accompanying Notice.

ITEM NO. 6: For re-appointment of cost auditor of the Company.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditor) Rules 2014, the company is required to appoint to audit the cost records of the company.

The Board has considered and approved the re-appointment of M/s Rajesh & Company, Cost Accountants as the Cost Auditors to audit the Cost records of the Company for the Year 2023-2024 at a remuneration of Rs. 15000/- plus Service Tax.

The Board recommends this resolution for approval of members.

None of the director/key managerial personnel of the company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution,

ITEM NO. 7: For re-appointment of Secretarial auditor of the Company.

In pursuance of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act, 2013, the company is required to appoint to secretarial auditor of the company.

The Board has considered and approved the re-appointment of Mr. Govind Jaiswal, Practicing Company Secretary as Secretarial auditor of the Company and remuneration is paid in consultation with audit committee.

The Board recommends this resolution for approval of members.

None of the director/key managerial personnel of the company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution,

ITEM NO. 8: For re-appointment of internal auditor of the Company.

In pursuance of Section 138 of the Companies Act, 2013 and other applicable rules & regulations if any of the Companies Act, 2013, the company is required to appoint to Internal auditor of the company.

The Board has considered and approved the re-appointment of Mr. Kunal Sanghi, in the capacity of the Internal Auditor in the Company, for the Financial Year 2023-2024.

The Board recommends this resolution for approval of members.

None of the director/key managerial personnel of the company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution,

ITEM NO. 9: To Shifting of a registered office of the Company from jurisdiction of one ROC to Jurisdiction of another ROC within same state:-

The registered office of the Company is situated at 506, 5th floor, plot no. B-9 landmark building, new link road, Andher, i (west), Mumbai City, Mumbai, Maharashtra, India, 400058. Now the shareholders of the company at its meeting held on 28th September 2024 decided that the registered office of the Company is to be shifted to Sagar Signature Complex India, Est. Pre, Co-operation Society Limited, Near IPOL, Valiv Phata, Vasai East, District Palghar – 401208 a place within the local limits of the town where the company's registered office is presently situated but roc is shifted to another roc in the same state.

The Board recommends the proposed resolution to the members of the Company for their consideration and approval.

None of the directors of the company is concerned or interested in the proposed resolution.

ITEM NO. 10: Reclassification of Promoter.

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), along with amendments thereto, has provided a regulatory mechanism for reclassification of person belonging to Promoter(s)/Promoter Group Shareholder to Public Shareholder of the Company subject to fulfillment of conditions as provided therein.

In this regard, the Company received request letter dated 01st September 2024 from Mrs. Priyanka Kishore Gurnani D/o Mr. Ishawr Mulani R/o A-304, Vastu Tower, Evershine Nagar, Opposite Rayan International School, Malad West, Mumbai- 400064 (MH) is a person belonging to the Promoter Group category of the Company holding 0 no. of equity shares in Demat A/c 12034600 as of 31st March, 2024 pursuant, to Regulation 31A of the Listing Regulations, 2015 for reclassification from "Promoter Group" category to "Public" category pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mrs. Priyanka Kishore Gurnani seeking reclassification confirmed that:

- She does not hold more than ten per cent of the total Voting Rights in the Company;
- She does not exercise control over the affairs of the Company directly or indirectly;
- She does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- She does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- She does not act as a Key Managerial Person in the Company;
- She is not 'a willful defaulter' as per the Reserve Bank of India Guidelines;
- She is not a fugitive economic offender.
- No regulatory action is pending against her.

In view of the explanations given by her as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 28.09.2024 have approved her request for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from her.

Further, she has confirmed that subsequent to reclassification, she would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, she shall automatically be reclassified as Promoter/ persons belonging to Promoter Group, as applicable.

Your directors recommend the passing of the Resolution in Item No.12 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

**Regd. Office:
506, 5th Floor Plot No. B-9, Landmark Building
New Link Road, Andheri (West), Mumbai,
Maharashtra 400058**

**By order of the Board
for Veto Switchgears and Cables Limited**

**Akshay Kumar Gurnani
(DIN: 06888193)
(Managing Director & CEO)**

**Place: Jaipur
Date: 03rd September 2024**

Additional Information of Director seeking re-appointment/retire by rotation at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting:

Annexure to the Notice

17TH ANNUAL GENERAL MEETING (AGM)

Name of the Director	Mr. Akshay Kumar Gurnani (DIN: 06888193)
Date of Birth	27/02/1993
Date of the Appointment	27/08/2014
Qualification	He is Post Graduate by qualification
Brief Profile / Expertise in Specific field of areas	He is a Managing Director and CEO of our Company. He is qualified post graduate in the fields of Commerce and Business Administration as well as having Qualification of International Hotel Management. He plays vital role in every era of management right from building of infrastructure to development of every department which includes marketing, planning, production etc. He possesses expertise in managing the manufacturing and marketing segment of copper wires, cables lightning, fan and other electrical accessories
Directorship held in other Public Companies as on 31.03.2024 (excluding foreign Companies and Private Companies)	He has no Directorships in any other public companies.
Membership/Chairmanship of Committees of other public Companies (as on 31.03.2024)*	None
Number of shares held in the Company (as on 31.03.2024)	688722
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	
Terms and conditions of appointment or re-appointment	Appointment as an executive director and is liable to retire by rotation.

Annexure to the Notice

17TH ANNUAL GENERAL MEETING (AGM)

Name of the Director & DIN	Hari Krishan Motwani (DIN: 08570545)
Date of Birth	12/09/1953
Date of the Appointment	28 th September 2024
Qualification	He is a graduate and having very rich experience in Business Management
Brief Profile / Expertise in Specific field of areas	He appointed as a Non- Executive Independent Director since 2019. He is a graduate and having very rich experience in Business Management and that his induction will ultimately strengthen the company by all means in development of its business. He is a Retired Deputy Manager in United India Insurance Co. Ltd
Directorship held in other Public Companies as on 31.03.2024 (excluding foreign Companies and Private Companies)	He has no Directorships in any other public companies.
Membership/Chairmanship of Committees of other public Companies (as on 31.03.2024)*	None
Number of shares held in the Company (as on 31.03.2024)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not related with any Director/ KMP of the Company
Terms and conditions of appointment or re-appointment	Appointment as an Independent director not liable to retire by rotation.