



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: info@vetoswitchgears.com, cs@vetoswitchgears.com

Notice is hereby given that the 12th Annual General Meeting (AGM) of the members of Veto Switchgears and Cables Limited will be held on Saturday, the September 28th, 2019 at 12.00 P.M. at Daffodils 23, Royal Complex, Shop 1-4, Eksar Rd, Borivali West, Mumbai, Maharashtra 400092 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 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Narain Das Gurnani (DIN: 01970599) as a director, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Rajesh Goyal & Co., Cost Accountants having Firm Registration No. 000031 appointed by the Board of Directors of the company as Cost Auditors to conduct the audit of the cost records of the company for the financial year 2019-20, amounting to Rs. 15,000/- (Fifteen Thousand Rupees only) inclusive of Goods and Service tax as applicable and re-imbusement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the company, be and is hereby ratified and confirmed.”

4. Revision in the terms of remuneration of Mr. Akshay Kumar Gurnani (DIN 06888193), Managing Director and CEO of the Company

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

“RESOLVED THAT in partial modification of the relevant Resolution passed earlier by the shareholders at the Annual General Meeting of the Company held on 26th August 2015 and in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the revision in the remuneration of Mr. Akshay Kumar Gurnani (DIN 06888193), Managing Director and CEO of the Company for the remaining period of his existing tenure such that the upper limit in the scale of Basic Salary per month is increased to Rs. 2,00,000/- per month from the existing pay of Rs. 1,25,000/- per month upon the terms and conditions as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year the Managing Director shall be paid a minimum remuneration of Rs. 2,00,000/- per month subject however that the maximum remuneration payable shall be within the limits prescribed under Schedule V as amended from time to time and in the event such remuneration exceeds the prescribed limits under Schedule V, consent of members, Board of Directors and the Central Government be obtained in such a manner that the remuneration payable by way of salary and perquisites shall not be reduced.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director and CEO of the Company, as approved by the Resolution passed at the Annual General Meeting of the Company held on 26th August 2015 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and/ or to increase the remuneration of Mr. Akshay Kumar Gurnani (DIN 06888193) as approved to Rs. 2,00,000/- per month without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

5. Resignation of Mr. Mohan Sukhani (DIN: 00113432) from the post of Independent Director 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 resignation of Mr. Mohan Sukhani (DIN: 00113432) as an Independent Director from the Board of Directors of the Company be and is hereby received by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or CEO and/or Company Secretary be and are hereby severally/ jointly authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies."

6. Appointment of Mr. Hari Krishan Motwani as an Independent Director 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 Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hari Krishan Motwani, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years i.e. from 28th September, 2019 to 28th September, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or CEO and/or Company Secretary be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

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
(MANAGING DIRECTOR & CEO)
(DIN: 06888193)

Place: Jaipur

Date: 6th September 2019

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item number 3 to 6 and the information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and both forms part of the Notice.
2. The Board of Directors of the Company had appointed M/s. K. M. Tulsian & Associates (Firm Registration No. 111075W), as the Statutory Auditor(s) of the Company for a period of five years commencing from the conclusion of the 10th Annual General Meeting till the conclusion of 15th Annual General Meeting to be held in the year 2022, subject to the ratification by members at every Annual General Meeting to be held subsequent to the 10th Annual General Meeting on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.
3. The Notice is being sent to all the Members whose name appears in the Register of Members / List of Beneficial Owners received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 30th August, 2019 (cut-off date). The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the said date.
The Notice of AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose email address is registered with the company / Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 12TH ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. A BLANK FORM IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE MEETING.**
A person can act as a proxy on behalf of members not exceeding fifty and holding aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
5. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the AGM is enclosed herewith.
6. Members / proxies should bring the duly filled Attendance Slip/ Proxy Form enclosed herewith to attend the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board resolution to attend and vote on their behalf at the Meeting.
9. Attendance slip and proxy form are annexed hereto.
10. The Register of Members and Share Transfer Books of the company will remain closed from Sunday, the 22nd September 2019 to Saturday, the 28th September 2019 (both inclusive).
11. The members who hold shares in physical form are requested to notify immediately, any change in their addresses to the company and to their respective depository participants, in case shares are held in electronic form. The Members who have not registered their email address are requested to register the same with the Registrar and Share Transfer Agent/Depositories.
12. The Securities Exchange Board of India (SEBI) mandates the submission of Permanent Account Number (PAN) by every participant in securities market. The Companies Act, 2013 and rules made thereunder also require the further details to be submitted to the Company like email address, Father's/Mother's/ Spouse's name. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company's Registrar and Share Transfer Agent.
13. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report in the meeting.
14. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.vetoswitchgears.com and also on the website of respective Stock Exchanges (BSE and NSE). Members may also note that the Notice of AGM will be available on the company's website, www.vetoswitchgears.com. The Notice will also be available at the Company's Registered Office for inspection during

normal business hours on working days. Members may write us at cs@vetoswitchgears.com if they have any queries or require communication in physical form in addition to electronic communication.

15. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the registered office of the company during business hours on all working days up to the date of declaration of the result of the Annual General Meeting.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on the resolution set forth in this Notice.

E-VOTING

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on Wednesday, the 25th September 2019 9:00 A.M. and ends on Friday, the 27th September 2019 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 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Veto Switchgears and Cables Ltd." on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- B. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- (A) The voting period begins on Wednesday, 25th September 2019 9:00 A.M. and ends on Friday, 27th September 2019 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 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) A person who has voted through e-voting mechanism as detailed above shall not be debarred from participation in the Annual General Meeting physically. But he shall not be able to vote in the meeting again, and his earlier vote (cast through e-means) shall be treated as final.
- (C) The Voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the company as on 21st September 2019.
- (D) Ms. Manisha Kalra, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (E) The Scrutinizer shall, at the Annual General Meeting, unblock the votes in the presence of at least two witnesses, who are not in employment of the company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (F) The results declared along with the Scrutinizer's Report shall be placed on the company's Website (www.vetoswitchgears.com) and on RTA's or CDSL's Website within two days of passing of resolution at the Annual General Meeting of the company held on September 28th, 2019 and communicated to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the company are listed.

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
(MANAGING DIRECTOR & CEO)
(DIN: 06888193)

Place: Jaipur
Date: 6th September 2019

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

ITEM NO. 3

The Board, on the recommendation of the Audit Committee, in its Meeting held on 22nd May 2019 has approved the appointment and remuneration of M/s Rajesh Goyal & Co., as the Cost Auditors of the company having Firm Registration No. 000031 to conduct the audit of the cost records of the company for the financial year 2019-20 at a fee of Rs. 15,000 per annum subject to TDS, Service Tax etc., as applicable.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

In terms of the Corporate Governance Guidelines of the Company and as per the relevant provisions of the Act, Mr. Akshay Kumar Gurnani (DIN: 06888193), Managing Director and CEO of the Company, was last appointed by the shareholders in the Annual General Meeting (AGM) held on 27th August 2014. As per the existing terms of his appointment, he can be paid basic salary, as may be decided by the Board and/ or any Committee thereof subject to a maximum basic salary of Rs. 1,25,000/- per month.

Considering his contribution to the overall progress of the Company and also taking into account the prevailing managerial remuneration in industry, the Board of Directors in its Meeting held on 06th September, 2019, upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of Members sought in the Annual General Meeting has approved the revision in his monthly basic salary, as may be decided by the Board and/ or any Committee thereof, from the existing maximum limit of increased Rs. 1,25,000/- per month. However, in the event of inadequacy of profits in any financial year Mr. Akshay Kumar Gurnani (DIN: 06888193), Managing Director and CEO of the Company shall be paid a minimum remuneration of Rs. 2,00,000/- per month subject however that the maximum remuneration payable shall be within the limits prescribed under Schedule V as amended from time to time and in the event such remuneration exceeds the prescribed limits under Schedule V, consent of members, Board of Directors and the Central Government be obtained in such a manner that the remuneration payable by way of salary and perquisites shall not be reduced. Actual monthly basic salary shall however continue to be decided by the Board and/ or any Committee thereof.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the revision in the terms of remuneration of Mr. Akshay Kumar Gurnani (to the Members for their approval).

In furtherance to the Resolution No. AGM/2015/04 passed in the Eight Annual General Meeting of the company held for the financial year 2014-15 held on Wednesday, the 26th day of August, 2015 ("resolution") and except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director and CEO shall remain unchanged.

Except Mr. Akshay Kumar Gurnani, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Item No. 5

Mr. Mohan Sukhani who was acting as an Independent Director of the Company has given his resignation in writing to the Company. The Company has received a resignation letter in writing under the provisions of the Companies Act, 2013 from him.

In accordance with the provisions of the Act, the company if receives a letter of resignation from any director, proposes other director to join in his place. The consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 6

Mr. Hari Krishan Motwani to act as an Independent Director of the Company. The Company has received a notice in writing under the provisions of Section 160(1) of the Companies Act, 2013 (the Act) from him / Member proposing the candidature of Mr. Hari Krishan Motwani to act as an Independent Director of the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of his long and rich experience, it is proposed to appoint him as an Independent Director on the Board for a term of five years commencing from 28th September, 2019 to 27th September, 2024. The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

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 being provided. The Board recommends the given resolution for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of the Notice.

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

Place: Jaipur
Date: 06th September 2019

By order of the Board
for VETO SWITCHGEARS AND CABLES LIMITED

Sd/-
AKSHAY KUMAR GURNANI
(DIN: 06888193)
(MANAGING DIRECTOR & CEO)

Annexure to the Notice
**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT
12TH ANNUAL GENERAL MEETING (AGM)**

Name of the Director	Mr. Narain Das Gurnani DIN: 01970599
Date of the Appointment	29/09/2017
Brief Profile / Expertise in Specific field of areas	He is the whole-time Executive Director in the Capacity of Chief Financial Officer of our Company. He is Under Graduate by qualification but possesses specific skills in finance. He has over 35 years of experience in the field of wires and cables industry. Besides, he has experience of real estate sector also. He has Directorships in two other companies also. He is the member of other Board Committees.
Directorship held in other public Companies as on 31.03.2019 (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 31.03.2019)*	None
Number of shares held in the Company (as on 31.03.2019)	13200
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	He is uncle of Mr. Akshay Kumar Gurnani
Terms and conditions of appointment or re-appointment	Appointment as an executive director and is liable to retirement by rotation.



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: info@vetoswitchgears.com, cs@vetoswitchgears.com

PROXY FORM

TWELFTH ANNUAL GENERAL MEETING
Saturday, the September 28th, 2019 at 12.00 P.M.

Name of the Member (s) :
 Registered address :
 Email ID :
 Folio No./Client ID :
 DP ID :

I/We, being the member(s) ofshares of Veto Switchgears and Cables Limited, hereby appoint:

Name :
 Email Id:
 Address:.....
 Signature: or failing him / her;

Name :
 Email Id:
 Address:.....
 Signature: or failing him / her;

Name :
 Email Id:
 Address:.....
 Signature: or failing him / her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 12th Annual General Meeting of the company, to be held on Saturday, the September 28th, 2019 at 12.00 P.M. at Daffodils 23, Royal Complex, Shop 1-4, Eksar Rd, Borivali West, Mumbai, Maharashtra 400092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Optional *	
		For	Against
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 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.		
2.	To re-appoint Mr. Narain Das Gurnani (DIN: 01970599) as a director, who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
3.	Ordinary Resolution for Ratification of Remuneration and appointment of Cost Auditors		
4.	Special Resolution for Revision in the terms of remuneration of Mr. Akshay Kumar Gurnani (DIN 06888193), Managing Director and CEO of the Company		
5.	Ordinary Resolution for taking note of Resignation of Mr. Mohan Sukhani (DIN: 00113432) from the post of Independent Director of the Company.		
6.	Ordinary Resolution for Appointment of Mr. Hari Krishan Motwani as an Independent Director of the Company.		

Signed this day of 2019.

Affix Revenue Stamp Re. 1/-

Signature of Shareholder

Signature of Proxy holder(s).....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference if you leave the 'for or against' column blank against resolution, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

Route map to the venue of 12th AGM of Veto Switchgears and Cables Limited at Daffodils 23, Royal Complex, Shop 1-4, Eksar Rd, Borivali West, Mumbai, Maharashtra 400092

