

Date: 30<sup>th</sup> September, 2023

To,

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400001

National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai - 400051

Scrip Code: 539331; VETO

Dear Sir / Madam,

Sub:Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding details of Voting Results alongwith the Consolidated Scrutinizer's Report.

The 16<sup>th</sup> Annual General Meeting of the Company was held on Friday, 29<sup>th</sup> September, 2023 at 03:00 P.M. at through Video Conferencing (VC)/Other Audio Video Means (OAVM). In this regard, we are enclosing the Agenda wise Results u/r 44 (3) in the prescribed format along with the Consolidated Report of the Scrutinizer are also enclosed.

The above is also being uploaded on the Company's website at [www.vetoswitchgears.com](http://www.vetoswitchgears.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

Kindly take the same on your record.

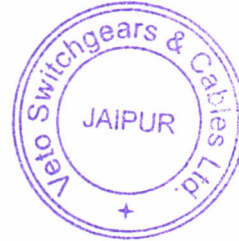
Thanking You.

Yours faithfully,

For Veto Switchgears And Cables Limited

VARSHA RANEE  
CHOUDHARY

Digitally signed by VARSHA  
RANEE CHOUDHARY  
Date: 2023.09.30 17:27:08  
+05'30'



Varsha Rane Choudhary  
Company Secretary Cum Compliance Officer  
Membership No. A39034

Encl: As stated

**Corporate Office :**

4th Floor, Plot No. 10, Days Hotel, Airport Plaza Scheme, Behind Hotel Radisson Blu, Tonk Road,  
Durgapura, Jaipur-302 018 (Rajasthan) Tel : 0141-6667777 Extn. 775

Email : [info@vetoswitchgears.com](mailto:info@vetoswitchgears.com), [vetoswitchgears@yahoo.co.in](mailto:vetoswitchgears@yahoo.co.in), Website : [www.vetoswitchgears.com](http://www.vetoswitchgears.com)

**Factory :** Plot No. 65-67 & 74-77, Sector -5, IIE, SIDCUL, Ranipur, Haridwar-249403

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## General information about company

Scrip code	539331
NSE Symbol	VETO
MSEI Symbol	NOTLISTED
ISIN	INE918N01018
Name of the company	Veto Switchgears and Cables Ltd
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2023
Start time of the meeting	03:00 PM
End time of the meeting	03:30 PM

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<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Govind Jaiswal
Firms Name	Govind Jaiswal and Company
Qualification	CS
Membership Number	52310
Date of Board Meeting in which appointed	04-09-2023
Date of Issuance of Report to the company	30-09-2023

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Voting results	
Record date	22-09-2023
Total number of shareholders on record date	26594
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	10
b) Public	41
<b>No. of resolution passed in the meeting</b>	<b>5</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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## Resolution (1)

**Resolution required: (Ordinary / Special)**

Ordinary

**Whether promoter/promoter group are interested in the agenda/resolution?**

No

**Description of resolution considered**

To receive, Consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the Financial Year ended on 31st 2023 together with the Reports of Board of Directors and Auditors thereon.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	9012273	8278940	91.8630	8278940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		9012273	8278940	91.8630	8278940	0	100.0000
<b>Public- Institutions</b>	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000
<b>Public- Non Institutions</b>	E-Voting	10102682	20987	0.2077	20978	9	99.9571	0.0429
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		10102682	20987	0.2077	20978	9	99.9571
<b>Total</b>		19114955	8299927	43.4211	8299918	9	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9012273	8278940	91.8630	8278940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>9012273</b>	<b>8278940</b>	<b>91.8630</b>	<b>8278940</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	10102682	20987	0.2077	20978	9	99.9571	0.0429
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>10102682</b>	<b>20987</b>	<b>0.2077</b>	<b>20978</b>	<b>9</b>	<b>99.9571</b>
<b>Total</b>		<b>19114955</b>	<b>8299927</b>	<b>43.4211</b>	<b>8299918</b>	<b>9</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

### Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Re-appoint Mr. Narain Das Gurnani (DIN:01970599) whole time Director of the Company, who Retire by Rotation in terms Section 152(6) of the Companies Act 2013 and being eligible, offers himself for Re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	9012273	8278940	91.8630	8278940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8278940</b>	<b>91.8630</b>	<b>8278940</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	E-Voting	10102682	20987	0.2077	15003	5984	71.4871	28.5129
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>20987</b>	<b>0.2077</b>	<b>15003</b>	<b>5984</b>	<b>71.4871</b>	<b>28.5129</b>
<b>Total</b>		<b>19114955</b>	<b>8299927</b>	<b>43.4211</b>	<b>8293943</b>	<b>5984</b>	<b>99.9279</b>	<b>0.0721</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; background-color: #800000; color: white; padding: 5px; display: inline-block;">Add Notes</div>	

## Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Ratification of Cost Auditor's Remuneration						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	9012273	8278940	91.8630	8278940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>9012273</b>	<b>8278940</b>	<b>91.8630</b>	<b>8278940</b>	<b>0</b>	<b>100.0000</b>
<b>Public- Institutions</b>	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	E-Voting	10102682	20987	0.2077	20479	508	97.5795	2.4205
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>10102682</b>	<b>20987</b>	<b>0.2077</b>	<b>20479</b>	<b>508</b>	<b>97.5795</b>
<b>Total</b>		<b>19114955</b>	<b>8299927</b>	<b>43.4211</b>	<b>8299419</b>	<b>508</b>	<b>99.9939</b>	<b>0.0061</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; background-color: #800000; color: white; padding: 5px; display: inline-block;">Add Notes</div>	



Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				For Revision in the term of Remuneration of Mrs. Jyoti Gurnani(DIN 06953899), Non-Executive non independence Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9012273	8278940	91.8630	8278940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>9012273</b>	<b>8278940</b>	<b>91.8630</b>	<b>8278940</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	10102682	20987	0.2077	13939	7048	66.4173	33.5827
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>10102682</b>	<b>20987</b>	<b>0.2077</b>	<b>13939</b>	<b>7048</b>	<b>66.4173</b>
<b>Total</b>		<b>19114955</b>	<b>8299927</b>	<b>43.4211</b>	<b>8292879</b>	<b>7048</b>	<b>99.9151</b>	<b>0.0849</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

# GOVIND JAISWAL & CO

*Practicing Company Secretaries*

F-108 FIRST FLOOR BAJRANGBALI TOWER CENTRAL SPINE VIDYADHAR NAGAR  
JAIPUR-302039 RAJASTHAN INDIA,

Tel No.: 8560029055

Email: [csgovindjaiswal@gmail.com](mailto:csgovindjaiswal@gmail.com)

## CONSOLIDATED SCRUTINIZER'S REPORT

To,  
The Chairman,  
VETO SWITCHGEARS AND CABLES LIMITED ("the Company")

16<sup>th</sup> Annual General Meeting ("16<sup>th</sup> AGM / the meeting") of the members of VETO SWITCHGEARS AND CABLES LIMITED ("the Company") held on Friday, 29<sup>th</sup> September, 2023 at 3:00 P.M. through Video Conferencing ("VC") or any Other Audio-Visual Means (OAVM).

Dear Sir,

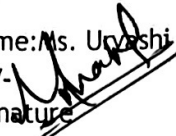
Sub: Combined Scrutinizer's Report on voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 for 16<sup>th</sup> Annual General Meeting ("16<sup>th</sup> AGM / the meeting") of the Company held through Video Conferencing ("VC") or any Other Audio-Visual Means (OAVM).

We, M/s: Govind Jaiswal & Company, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the e-voting process in accordance with section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Circulars and Notifications issued thereunder (MCA Circulars and SEBI Circulars), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for 16<sup>th</sup> AGM of the Company held through Video Conferencing ("VC").

1. As confirmed by the Company, the notice of 16<sup>th</sup> AGM, was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company/Depository Participant(s).
2. The members of the Company as on cut-off date i.e., 22<sup>nd</sup> September, 2023 were entitled to vote on the resolutions (as set out in the notice of 16<sup>th</sup> AGM of the Company).
3. The Company had availed the e-voting facility provided by Central Depository Services (India) Limited (CDSL). The remote e-voting period commenced on Tuesday, 26<sup>th</sup> September, 2023 (9.00 a.m.) and ended on Thursday, 28<sup>th</sup> September, 2023 (5.00 p.m.) (both days inclusive) ("Remote e-voting period").
4. The Company had also availed e-voting facility provided by CDSL to the members present at the AGM through VC and who had not cast their vote during the said remote e-voting period.

5. Post conclusion of the meeting, the votes cast during the remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Ms. Yamini Pareek and Ms. Urvashi Maheshwari who are not in the employment of the Company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Ms. Yamini Pareek  
SD/-   
Signature

Name: Ms. Urvashi Maheshwari  
SD/-   
Signature

6. On the basis of the votes exercised by the members of the Company by way of remote e-voting and e-voting at the AGM, we have issued the Combined Scrutinizer's Report dated 30<sup>th</sup> September, 2023.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence, there is no requirement of maintaining the list of shares with differential voting rights.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the 16<sup>th</sup> AGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a Scrutinizer Report of the vote cast in favor / against the resolutions stated above, based on the reports generated from the e-voting system provided by the CDSL, the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
9. The details containing, *inter alia*, list of equity shareholders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e. <https://eservices.cdsl.com> and based on such reports generated, the result of the combined / consolidated e-voting is as under;

Sr. No.	Particulars of Resolution as given in the Notice of 16 <sup>th</sup> AGM		Particulars of Votes Cast			Result Declared
			Members Voting			
			No. of members voted	No. of votes cast by them	% of total no. of votes cast	
<b>ORDINARY BUSINESS</b>						
1.	To receive, consider and adopt the audited financial statements of the company (including audited consolidated financial statements) for the financial year ended on 31st March 2023 together with the Reports of the Board of Directors and Auditors thereon.	Votes Cast in favor	82	8299918	100%	The resolution passed as an Ordinary Resolution
	Votes Cast against	1	9	0%		
	Votes Cast invalid	-	-	-		

		<b>Total</b>	<b>83</b>	<b>8299927</b>	<b>100</b>	
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 2023.	Votes Cast in favour	82	8299918	100%	The resolution passed as an Ordinary Resolution
		Votes Cast against	1	9	0%	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>83</b>	<b>8299927</b>	<b>100</b>	
3.	To Re-appoint Mr. Narain Das Gurnani (DIN: 01970599) 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 reappointment.	Votes Cast in favour	78	8293943	99.93%	The resolution passed as an Ordinary Resolution
		Votes Cast against	5	5984	0.7%	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>83</b>	<b>8299927</b>	<b>100</b>	
<b>SPECIALBUSINESS</b>						
4.	Ratification of Cost Auditors Remuneration	Votes Cast in favour	80	8299419	99.99%	The resolution passed as an Ordinary Resolution
		Votes Cast against	3	508	0.1%	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>83</b>	<b>8299927</b>	<b>100</b>	
5.	For Revision in the terms of remuneration of Mrs. Jyoti Gurnani (DIN 06953899), Non-Executive non Independent Director of the Company.	Votes Cast in favour	75	8292879	99.92%	The resolution passed as a Special Resolution
		Votes Cast against	8	7048	0.8%	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>83</b>	<b>8299927</b>	<b>100</b>	


Based on the above results of both remote e-voting and e-voting during the meeting, we hereby report that all the above five (5) resolutions have been duly passed by the members of the Company with the requisite majority.

**Notes:**

1. The percentages are rounded off to the nearest decimals.
2. No. of votes cast does not include no. of votes abstained & invalid votes.
3. Number of shareholders are not grouped on the basis of PAN.

For Govind Jaiswal & Company  
(Practicing Company Secretaries)

*Govind Jaiswal*



GOVIND JAISWAL & COMPANY  
COP. NO. 9954  
M. NO. 52310  
GOVIND JAISWAL  
ACS NO. 52310  
CP NO. 100014  
PRACTISING COMPANY SECRETARIES

DATE - 30<sup>TH</sup> SEPTEMBER 2023  
PLACE - JAIPUR  
UDIN - A052310E001138043