

Date: 29/09/2016

To,

Bombay Stock Exchange 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

SCRIP CODE: 539331; VETO

Dear Sir / Madam,

Sub: Proceedings/Outcome of the 9th Annual General Meeting ('AGM').

We are pleased to submit herewith the following with respect to the 9th Annual General Meeting ("AGM") of the company held on Wednesday, 28th September 2016 Hotel Golden Tulip, 44-5-1 Mumbai-Ahmedabad Western Express Highway – Nh-8, Vasai, Mumbai, Maharashtra-401208 At 12 P.M.

(1) Summary of the Proceedings of the AGM as required under Regulation 44(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-I) .

(2) Annual Report for the Financial Year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members as per the provisions of Companies Act, 2013.

This is for your information and record.

Thanking You.

Yours Truly,

For Veto Switchgears and Cables Limited

(Mr. Akshay Kumar Gurnani)
Managing Director and CEO
DIN: 06888193



Corporate Office :

230, Sindhi Colony, Raja Park, Jaipur-302 004 (Rajasthan) Tel : 0141-4100410-44 Fax : 4100415-25
Email : info@vetoswitchgears.com, vetoswitchgears@yahoo.co.in, Website : www.vetoswitchgears.com
Factory : Plot No. 65-67 & 74-77, Sector -5, IIE, SIDCUL, Ranipur, Haridwar-249403

Summary Proceedings of the 9th Annual General Meeting Of The Company

The 9th Annual General Meeting (AGM) of the Members of the Company was held on Wednesday, September 28th, 2016 at Hotel Golden Tulip, 44-5-1 Mumbai-Ahmedabad Western Express Highway - NH-8, Vasai, Mumbai (Maharashtra) 401208 at 12:00 PM and concluded on 3:00 P.M.

Total 31 members attended the Meeting. Three of our Directors of the Company were present at the Meeting, including the Chairman of Audit Committee, Nomination, Remuneration & Compensation Committee and Stakeholder's Relationship Committee were present at the Meeting. The representatives of Statutory Auditors and Secretarial Auditor were also present at the Meeting.

Mr. Akshay Kumar Gurnani Chairman of Board of Directors took the chair and welcomed the members to the 9th Annual General Meeting. Mr. Govind Ram Thawani, Director of the Company, chaired the proceedings in respect of the items of business where Mr. Akshay Kumar Gurnani was deemed to be interested. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman gave an overview of the financial performance of the Company for the financial year ended on March 31, 2016 and given Chairman's speech together with discussing future outlook of the Company. With the permission of the Members, the Audited financial statements (Consolidated and Standalone) together with Auditors' and Directors' Report were taken as read.

He further informed the members that the Company extended remote e-voting facility to the Members of the Company in respect of business to be transacted at the Annual General Meeting. The remote e-voting commenced on 25th September, 2016 at 09:00 A.M and ended on 27th September, 2016 at 05:00 P.M. Ms. Manisha Kalra, Company Secretary in practice, Jaipur was appointed as Scrutinizer by the Board for scrutinizing the remote evoting process.

The Chairman informed the Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through poll arranged on all the seven (7) resolutions to be passed at the Meeting. All the resolutions were proposed and seconded. The Chairman appointed Ms. Manisha Kalra, Practicing Company Secretary as the Scrutinizer for the Polling and requested her for an orderly conduct of the voting. Thereafter, the Chairman announced for poll to be taken at the meeting through Polling Paper. It was further informed that there would be no voting by show of hands.

The following items of business as per the Notice of AGM dated September 5th, 2016 were transacted at the meeting:

Ordinary Business

Kind of Resolution

- | | | |
|----|--|----------|
| 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 2016 and the Reports of the Board of Directors and Auditors thereon | Ordinary |
|----|--|----------|



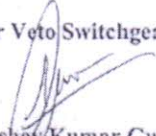
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|-------------------------|--|----------|
| 2. | To confirm the interim dividend of Rs. 0.50 paise per equity share, already paid and declare final dividend of Rs. 1.50/- per share having face value of Rs. 10/- each aggregating to 15% of F.V., for the financial year ended on 31st March 2016. | Ordinary |
| 3. | To re-appoint Ms. Jyoti Gurnani (DIN 00056216) as a director, who retires by rotation and being eligible offers herself for re-appointment. | Ordinary |
| 4. | To ratify appointment of the Auditors of SGCO & Co., Chartered Accountants, Mumbai to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting (AGM) and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-17. | Ordinary |
| Special Business | | |
| 5. | Ratification and confirmation of 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 2016-17. | Ordinary |
| 6. | Appointment of Mr. Narain Das Gurnani (DIN 01970599), as Whole-time Director of the Company and fixation of his remuneration thereof | Special |
| 7. | Fixation of remuneration of Ms. Jyoti Gurnani (DIN: 06953899), Executive Director of the Company | Special |

The Chairman invited the members to express the views and make their observations on the financial statements, performance of the company and related matters. Clarifications were provided to the queries raised by the members.

The Chairman announced that the combined result of e-voting and polling will be placed on the website of the Company and also will be notified to the Stock Exchange.

Thereafter there being no other business, the Meeting terminated with a vote of thanks to the Chair.

For Veto Switchgears and Cables Limited


Akshay Kumar Gurnani
Chairman & Managing Director
(DIN: 06888193)

