

Date: 07<sup>th</sup> March, 2025

To  
The Compliance Department  
BSE Limited  
PJ Towers, Dalal Street,  
Mumbai-400001

The Secretary  
Listing Department  
National Stock Exchange of India Ltd.  
"Exchange Plaza" C-1, Block - G,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400051

Ref.: Scrip Code: 539331; Company Symbol: VETO

**Sub: Compliance Report on Integrated Corporate Governance**

Dear Sir/Madam(s),

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/cir/p/2024/185 dated 31<sup>st</sup> December, 2024 regarding Integrated Filing, please find attached the Integrated Corporate Governance Report for the Quarter ended 31<sup>st</sup> December, 2024 as per the format prescribed in the above-mentioned SEBI Circular.

You are requested to kindly take the same on your record and oblige.

Yours' Faithfully  
For Veto Switchgears and Cables Limited

Kritika Todwal  
Company Secretary cum Compliance officer  
M. No. A60917

Encl.: As stated above

## FORMAT FOR QUARTERLY INTEGRATED FILING (GOVERNANCE)

### A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. Name of Listed Entity: **VETO SWITCHGEARS AND CABLES LIMITED**

2. Quarter ending : **December 31, 2024**

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/ Non- Executive/ independent / Nominee)&	Initial date of Appoint ment	Date of Reappoi ntment	Date of cessa tion	Tenure *	Date of Birth	No. of Director ship in listed entities includin g this listed entity [in referenc e to Regulati on 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairpe rson in Audit/ Stakeho lder Commit tee held in listed entities includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)
MR.	Akshay	068	Executive	27-08-	27-08-	-	124	27-02-	1	0	0	0

	Kumar Gurnani	881 93	Director	2014	2014		months	1993				
MR.	Narain Das Gurnani	019 705 99	Executive Director	24-05-2016	24-05-2016	-	103 months	15-10-1957	1	0	1	0
MRS.	Jyoti Gurnani	069 538 99	Non-Executive - Non Independent Director	27-08-2014	27-08-2014	-	124 months	19-01-1987	1	0	0	0
MR.	Kanwarjeet Singh	078 137 14	Non-Executive - Independent Director	06-05-2017	28-09-2022	-	91 months	05-07-1953	1	1	1	0
MR.	Hari Krishana Motwani	085 705 45	Non-Executive - Independent Director	28-09-2019	28-09-2019	-	63 months	12-09-1953	1	1	1	0
MR.	Sanjeev Kumar Dass	096 903 17	Non-Executive - Independent Director	01-09-2022	01-09-2022	-	28 months	20-08-1965	1	1	1	1
		Whether Regular chairperson appointed- YES										
		Whether Chairperson is related to managing director- YES										
		<i>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i> <i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i>										

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)&	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Sanjeev Kumar Dass	Chairperson Non-Executive - Independent Director	01-10-2022	-
		Mr. Narain Das Gurnani	Executive Director	24-05-2016	-
		Mr. Hari Krishana Motwani	Non-Executive - Independent Director	28-09-2019	-
2. Nomination & Remuneration Committee	Yes	Mr. Sanjeev Kumar Dass	Chairperson Non-Executive - Independent Director	01-10-2022	-
		Mr. Kanwarjeet Singh	Non-Executive - Independent Director	06-05-2017	-
		Mr. Hari Krishana Motwani	Non-Executive - Independent Director	28-09-2019	-
3. Stakeholders' Relationship Committee	Yes	Mr. Sanjeev Kumar Dass	Chairperson Non-Executive - Independent Director	01-10-2022	-
		Mr. Narain Das Gurnani	Executive Director	24-05-2016	-
		Mr. Hari Krishana Motwani	Non-Executive - Independent Director	28-09-2019	-
4. Corporate Social Responsibility Committee	Yes	Mr. Sanjeev Kumar Dass	Chairperson Non-Executive - Independent Director	01-10-2022	-
		Mr. Narain Das Gurnani	Executive Director	24-05-2016	-
		Mr. Hari Krishana Motwani	Non-Executive - Independent Director	28-09-2019	-

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the relevant quarter*	Whether requirement of Quorum met* Yes/No	Total Number of Directors as on date of the meeting	Number of Directors present*(All Directors including Independent Directors)	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
13-11-2024	Yes	6	6	13-08-2024	117 days (August 13, 2024 to December 09, 2024)
09-12-2024	Yes	6	6	03-09-2024	
				20-09-2024	
				27-09-2024	

*\* to be filled in only for the current quarter meetings*

### IV. Meeting of Committees

Name of Committee(s)	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum Met (details) Yes/No	Total Number of Directors as on date of meeting	Number of Directors (All directors including Independent Director )	Number of Independent directors attending the meeting*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee	13-11-2024	Yes	3	3	2	13-08-2024 03-09-2024	91 days (August 13, 2024 to November 13, 2024)

<b>2. Nomination &amp; Remuneration Committee</b>	-	Yes	<b>3</b>	<b>3</b>	2	03-09-2024	-
<b>3. Stakeholders' Relationship Committee</b>	-	Yes	<b>3</b>	<b>3</b>	2	03-09-2024	-
<b>4. Corporate Social Responsibility Committee</b>	-	Yes	<b>3</b>	<b>3</b>	2	03-09-2024	-

*\*This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional.  
\*\*to be filled in only for the current quarter meetings*

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee **Yes**
  - b. Nomination & Remuneration Committee **Yes**
  - c. Stakeholders Relationship Committee **Yes**
  - d. Risk management committee (applicable to the top 500 listed entities) **NA**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here: **Yes**

**Signature: sd/-**

**Name & Designation: Kritika Todwal**

**Company Secretary Cum Compliance Officer**

**Details of Cyber Security Incidents during the quarter ended December 31, 2024**

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	NA	Brief details of the event	NA

**B. INVESTOR GRIEVANCE REDRESSAL REPORT**

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES**

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is not applicable to the Company as there are no Acquisition for the said period.					

#### **D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY**

<b>S. No</b>	<b>Name of the authority</b>	<b>Nature and details of the action(s) taken or order(s) passed</b>	<b>Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority</b>	<b>Details of the violation(s)/ contravention(s) committed or alleged to be committed</b>	<b>Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible</b>
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Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is not applicable to the Company as there are no fine or penalty for the said period.

#### **E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES**

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

<b>S. No</b>	<b>Name of the opposing party</b>	<b>Date of initiation of the litigation / dispute</b>	<b>Status of the litigation/dispute as per last disclosure</b>	<b>Current status of the litigation / dispute</b>
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Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is not applicable to the Company as there are no ongoing Tax Litigations or disputes for the said period.