

NOTICE

Notice is hereby given that the First Board Meeting of the Company will be held on Tuesday, the April 30th, 2024 at the Corporate Office, 4th Floor, Plot No. 10, Days Hotel, Airport Plaza Scheme, Behind Hotel Radisson Blu, Tonk Road, Durgapura, Jaipur at 11:00 A.M. of the Company to transact the following business:

1. To authorize a representative to attend the General Meeting.
2. To authorize for filing forms with ROC
3. To open a fixed deposit account in HDFC Bank VKI Branch Jaipur.
4. For repayment of term loan having account no. 86915172
5. The Company may also review other business activities.
6. To consider any other business activities with the permission of the Chairman.

FOR VETO SWITCHGEARS AND CABLES LIMITED

Sd/-
(Kritika Todwal)
Company Secretary
cum Compliance Officer

Place: Jaipur
Date: April 23rd, 2024

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, vetoswitchgears@yahoo.co.in, Website: www.vetoswitchgears.com
Factory: Plot No. 65-67 & 74-77, Sector – 5, IIE, SIDCUL, Ranipur, Haridwar – 249403

AGENDA FOR THE FIRST MEETING OF BOARD OF DIRECTORS OF VETO SWITCHGEARS AND CABLES LIMITED TO BE HELD ON TUESDAY, THE APRIL 30th 2024 AT THE CORPORATE OFFICE, 4TH FLOOR, PLOT NO. 10, DAYS HOTEL, AIRPORT PLAZA SCHEME, BEHIND HOTEL RADISSON BLU, TONK ROAD, DURGAPURA, JAIPUR AT 11:00 A.M.

1. To elect the Chairman of the Meeting.
2. To grant leave of absence, if any, to the Directors of the Company.
3. To consider and approve minutes of the previous meetings of audit committee, other committees and Board Meeting of the company.
4. To Consider and approve the Minutes of Board meetings of unlisted subsidiary Companies.
5. To Consider Investor grievance report and compliance of Listing Agreement for the Quarter/year ended 31st March 2024, complied by the Company.
6. To take note on Annual disclosures of interest received from the directors and/ or Key Managerial personnel under section 184(1) in Form MBP-1 and the declarations from director's u/s 164 of the Companies Act, 2013.
7. To take note of declaration by Independent Directors as per Section 149(7) of the Companies Act, 2013.
8. To authorize a representative to attend the General Meeting.
9. To authorize for filing forms with ROC.
10. To open a fixed deposit account in HDFC Bank VKI Branch Jaipur.
11. For repayment of term loan having account no. 86915172
12. The Company may also review other business activities.
13. To consider any other business activities with the permission of the Chairman.
14. To Vote of Thanks

FOR VETO SWITCHGEARS AND CABLES LIMITED

Sd/-
(Kritika Todwal)
Company Secretary cum Compliance Officer

Place: Jaipur
Date: April 23rd, 2024

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NOTES ON AGENDA OF BOARD MEETING

1st Board Meeting of Veto Switchgears and Cables Limited for the Financial Year 2024-25, to be held on Tuesday, the April 30th 2024 at the Corporate Office, 4th Floor, Plot No. – 10, Days Hotel, Tonk Road, Jaipur at 11:00 A.M.

Agenda Item No. 1: Chairman

Notes: The Chairman of the Board shall take the Chair. In his absence, any one of the director shall be elected as Chairman of the meeting.

Agenda Item No. 2: Leave of absence

Notes: Leave of absence will be granted to those Directors who have expressed their inability to attend the Board meeting.

Agenda Item No. 3: Consider and approve of the Minutes of last audit committee meeting, other committee meeting and Board meeting

Notes: The Minutes of the last Board Meeting of which a copy was circulated amongst the directors of the company, are submitted herewith for confirmation and signatures by the Chairman of the meeting. The Minutes of the last audit committee meeting and other committee meeting is also submitted for taking on record.

Agenda Item No. 4: Consider and approve the Minutes of Board meetings of unlisted subsidiary Companies

Notes: The Minutes of the last Board Meeting of the subsidiary companies, Veto Electricals Private Limited, Veto LED Lightings Private Limited and Vankon Modular Private Limited of which a copy was circulated amongst the directors of the company, are submitted herewith for consideration and for taking on record.

Agenda Item No. 5: To consider Investor grievance report and compliance of Listing Agreement for the Quarter/year ended 31st March 2024, complied by the Company.

Notes: Investor grievance report, Compliance Report on Corporate Governance, Shareholding Pattern and compliance of Listing Agreement for the Quarter/Year ended 31st March, 2024 would be placed before the board. The Board would consider and review compliance reports pertaining to all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances.

Agenda Item No. 6: To take note on Annual disclosures of interest received from the directors and/or Key Managerial personnel under section 184(1) in Form MBP-1 and the declarations from director's u/s 164 of the Companies Act, 2013.

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Notes: The Company is in receipt of declaration from all the Directors of the Company under the relevant provisions of the Companies Act 2013, disclosing their interest in other Companies / Entities in Form MBP-1 and confirming that they have not been disqualified from being appointed as Directors of the Company as on 31st March, 2024 in Form DIR-8. The copy of the said declaration would be presented before the Board.

Agenda Item No. 7: To take note of declaration by Independent Directors as per Section 149(7) of the Companies Act, 2013

Notes: A letter of Disclosure of Interest was received by each Independent Directors. The copy of the same would be presented before the Board of Directors to be noted and taken on record.

Agenda Item No. 8: To authorize a representative to attend the General Meeting

Notes: The Chairman informed the Board that our Company is presently a member of Veto Electricals Private Limited, Veto LED Lightings Private Limited and Vankon Modular Private Limited that their all the General Meetings will be conduct in financial Year 2024-25. The Board was apprised of the provisions of Section 113 of the Companies Act, 2013, in accordance of which, it was suggested to appoint authorised representative to attend the meeting on behalf of the Company. The Board considered the same and passed the following resolution unanimously:

“RESOLVED THAT pursuant to the provision of section 113 of the Companies Act, 2013, and any other applicable provision of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Nandlal Alwani Son of Mr. Jawahar Mal Alwani Resident of 501, Sindhi Colony, Raja Park, Adarsh Nagar, Jaipur-302004 Rajasthan, be and is hereby authorised to act as representative of the Company and right to attend, speak and vote at the all the general meeting of the Financial year 2024-25, of which the company is a member.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified by the Director of the company be which shall be convey to Companies in which hold voting right, from time to time.

Agenda Item No. 9: To authorize for filing forms with ROC

Notes: The Chairman informed the Board that someone should be authorized on behalf of the Board for signing and Filing of various E-form, Returns etc. with the concerned authorities under the Companies act 2013. The Board considered the need of the same and passed the following resolution:

“RESOLVED THAT Mr. Akshay Kumar Gurnani, Director and Mr. Narain Das Gurnani, Director of the Company, be and are hereby severally authorized, for and on behalf of the Company, to sign E-forms i.e. DPT-3, CFSS, Charge, AOC-4, MGT-14, etc., file and submit necessary / statutory forms, returns and other documents for the Financial Year 2024-2025 to be submitted to the office of the Registrar of the Companies, Regional Director (s), MCA and any other statutory / regulatory/ Government authority under the Companies Act, 2013 (including the rules and other addendums thereto) and any amendments or modification thereto and also to represent the Company before the said authorities with respect to any Secretarial affair.

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RESOLVED FURTHER THAT the Board be informed about the filling of any such forms and documents either in advance wherever required or post to filing of these.”

Agenda Item No. 10: For Fixed Deposit Account Opening, Operations and Merchants Services (POS):

Notes: The Chairman informed the Board For Fixed Deposit Account Opening, Operations and Merchants Services (POS) with HDFC Bank. The Board considered the need of the same and passed the following resolution:

"RESOLVED THAT We wish to open a Fixed deposit Account in the name & style of "VETO SWITCHGEARS AND CABLES LIMITED" in the state of Rajasthan with HDFC Bank at their VKI Branch Jaipur.

RESOLVED FURTHER THAT Mr. Akshay Kumar Gurnani, Director of the company be and is hereby severally authorized to operate the Fixed Deposit Account and to honour Cheque drawn, drafts, Bills of Exchange, Promissory Notes and any other orders drawn, made, accepted, endorsed or lodged for collection in the name and on behalf of the company.

RESOLVED FURTHER THAT a copy of this resolution be given to the bank, as may be required under the seal and signature of any one director of the company.”

Agenda Item No. 11: For repayment of term loan having account no. 86915172

Notes: The Chairman informed the Board that the company planning for repayment of term loan availed from HDFC Bank bearing Loan Account Number 86915147. The Board considered the need of the same and passed the following resolution:

"RESOLVED THAT the Board of Directors of the Company hereby approves the repayment of the term loan availed from HDFC Bank bearing Loan Account Number 86915172, amounting to Rs. 9,81,31,951.33 in Words Nine Crore Eighty One Lacs Thirty one Thousands Nine Hundred And Fifty one and Thirty three paisa only".

RESOLVED FURTHER THAT Mr. Vijendra Rajawat employee of the Company, be and is hereby authorized to submit the cheque, amounting to 9,81,31,951.33 in Words Nine Crore Eighty One Lacs Thirty one Thousands Nine Hundred And Fifty one and Thirty three paisa only in favor of HDFC Bank for the partial repayment of the said term loan.

RESOLVED FURTHER THAT Mr. Vijendra Rajawat employee of the company, be and is hereby authorized to sign and execute all necessary documents, agreements, and forms as may be required by HDFC Bank, and to do all such acts, deeds, and things necessary or incidental thereto to give effect to this resolution.”

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Agenda Item No. 10:

Notes: Any other business activities with the permission of the Chairman and with the consent of a majority of the Directors present in the Meeting, which shall include at least one Independent Director.

***Disclaimer:** *The above notes to agenda are subject to modifications, if any, on the part of the Board. The said notes to agenda are for information purpose only and would not serve as basis of board approval of any kind. A separate resolution is required wherever needed.*

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