

NOTICE

Notice is hereby given that the Second Board Meeting of the Company will be held on Wednesday, the 29th May, 2024 at the Corporate Office, 4th Floor, Plot No. 10, Days Hotel, Airport Plaza Scheme, Behind Hotel Radisson Blu, Tonk Road, Durgapura, Jaipur at 02:00 PM. of the Company to transact the following business:

1. To consider, approve and adopt Standalone and Consolidated Audited Financial Results of the Company for the Fourth Quarter and Financial Year ended on 31st March, 2024.
2. To consider recommendation of Final Dividend for the financial year 31st March, 2024.
3. To re-appoint M/s Rajesh & Co., Cost Accountants, Jaipur to conduct audit of Cost Accounts for financial year 2024-2025.
4. To reappoint Mr. Govind Jaiswal as the Secretarial Auditor of the company for the year 2024-25.
5. To reappoint Mr. Kunal Sanghi as the Internal Auditor of the Company for the Year 2024-2025.
6. To consider any other business activities with the permission of the Chairman.

Further, as per Code of Conduct for trading by Insiders, under SEBI (Prohibition of Insider Trading) Regulations, 2015, Trading Window for dealing in the shares of the Company for persons specified under the Code, is closed since 1st April, 2024, Wednesday onwards. The Trading Window shall remain closed upto 48 hours after the aforesaid Board Meeting i.e. upto 31st May 2024, Friday (both days inclusive).

FOR VETO SWITCHGEARS AND CABLES LIMITED

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

Place: Jaipur
Date: May 22nd 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 SECOND MEETING OF BOARD OF DIRECTORS OF VETO SWITCHGEARS AND CABLES LIMITED TO BE HELD ON WEDNESDAY, THE 29th MAY, 2024 AT THE CORPORATE OFFICE, 4TH FLOOR, PLOT NO. 10, DAYS HOTEL, AIRPORT PLAZA SCHEME, BEHIND HOTEL RADISSON BLU, TONK ROAD, DURGAPURA, JAIPUR AT 02:00 PM.

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 and other committees of the board of directors 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 ended 31st March, 2024, complied by the Company.
6. To review the progress and discuss the financials for the quarter ended on 31st March, 2024 of subsidiaries.
7. To consider, approve and adopt Standalone and Consolidated Audited Financial Results of the Company for the Fourth Quarter and Financial Year ended on 31st March, 2024.
8. To consider recommendation of Final Dividend for the financial year 31st March 2024.
9. To re-appoint M/s Rajesh & Co., Cost Accountants, Jaipur to conduct audit of Cost Accounts for financial year 2024-2025.
10. To reappoint Mr. Govind Jaiswal as the Secretarial Auditor of the company for the financial year 2024-2025.
11. To reappoint Mr. Kunal Sanghi as the Internal Auditor of the Company for the financial year 2024-2025.
12. The Company may also review other business activities.
13. Vote of Thanks

FOR VETO SWITCHGEARS AND CABLES LIMITED

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

Place: Jaipur
Date: May 22nd, 2024

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NOTES ON AGENDA OF BOARD MEETING

11th Board Meeting of Veto Switchgears and Cables Limited for the Financial Year 2024-25, to be held on Wednesday, the May 29th 2024 at the Corporate Office, 4th Floor, Plot No. – 10, Days Hotel, Tonk Road, Jaipur at 02:00 PM.

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: Confirmation of the Minutes of last audit committee meeting, other committee meeting and Board meeting

Notes: The Minutes of the last Board Meeting held on 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 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 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: Review the Progress and Discuss the Financials for The Quarter Ended On 31st March, 2024 Of Subsidiaries

Notes: The Board would discuss, consider Review the Progress and Discuss the Financials for the Quarter Ended on 31st March, 2024 of Subsidiaries.

Agenda Item No. 7: To consider, approve and adopt Standalone and Consolidated Audited Financial Results of the Company for the Quarter ended on 31st March, 2024

Notes: The Board would discuss and consider the Financial Results (Standalone and Consolidated) of the Company for the Quarter ended on 31st March, 2024 and thereafter may pass the following resolution:

“**RESOLVED THAT** the Standalone and Consolidated Audited Financial Results along with schedule annexed thereto, the Profit & Loss Account for the Fourth Quarter and Financial Year ended 31st March

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2024 and the Auditors Report as placed before the meeting be and are hereby considered and approved and the same be published in newspapers as per requirement of listing agreement with the Stock exchanges.

RESOLVED FURTHER THAT Mr. Akshay Kumar Gurnani, Managing Director cum CEO and/or Mr. Narain Das Gurnani, Whole-time Director cum CFO of the Company, be and are hereby authorized to sign and furnish Auditors Report and the declaration for Auditors report with unmodified opinion to the Stock Exchanges where the shares of the Company are listed.

RESOLVED FURTHER THAT Mr. Akshay Kumar Gurnani, Managing Director of the Company be and is hereby authorized to sign requisite Annual Filing forms.”

Agenda Item No. 8: To consider recommendation of Final Dividend for the financial year 31st March, 2024.

Notes: The Board would discuss and consider recommendation of Final Dividend for the financial year 31st March, 2024 in accordance with the provisions of Section 123 of the Companies Act and thereafter may pass the following resolution:

RESOLVED THAT in accordance with the provisions of Section 123 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company hereby recommends a Dividend of Rs 1/- (at the rate of 10 % of Face Value) per equity share out of the profits of the Company for the year ended on 31st March, 2024.

RESOLVED FURTHER THAT, subject to declaration by the Members of the Company at the ensuing Annual General Meeting, the Dividend be paid to the registered holders of the equity shares whose names would appear on the Register of Members on the record date.

RESOLVED FURTHER THAT, subject to the declaration by the Members of the Company at the ensuing Annual General Meeting, Mr. Akshay Kumar Gurnani., Director of the company be and is hereby authorised to take necessary steps including opening of the bank account with the HDFC Bank by signing the account opening form and by furnishing to the said bank the required papers, documents and information, and completing all other required formalities for the purpose of opening the bank account and to make arrangements with the said bank for the payment at par, of the Dividend within thirty days from the date of declaration of Dividend by the members at the Annual General Meeting.

RESOLVED FURTHER THAT Akshay Kumar Gurnani., Director of the company be and is hereby authorised to sign the dividend warrants to be issued on the said bank and the said bank be and is hereby authorised to honour the Dividend warrants signed by the said authorised signatory, as and when presented for encashment.

Agenda Item No. 9 : Re-Appointment of Cost Auditor

Notes: The Chairman recommends the appointment M/s Rajesh & Co., Cost Accountants, Jaipur to conduct audit of Cost Accounts for financial year 2024-2025. The remuneration of the Cost Accountant shall be subject to the approval of members at their meeting upon the recommendation of the Audit committee

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if, any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Rajesh &

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Company, Cost Accountants be appointed as Cost Auditors by the Board of Directors of the Company to audit the Cost records of the Company for the Financial Year 2024-2025, be paid a remuneration of Rs. 15000/- Plus Service Tax.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Agenda Item No. 10: Re-Appointment of Secretarial Auditor

Notes: The Chairman informed the Board that regarding the Re-appointment Mr. Govind Jaiswal, Practicing Company Secretary to be the Secretarial Auditor of the Company. Board approved such appointment and the appointment letter of Mr. Govind Jaiswal and will be passed the following Resolution in this regard:

“RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, consent of the Board of Directors be and is hereby given for appointment of Mr. Govind Jaiswal, Practicing Company Secretary as Secretarial Auditor of the Company and Directors of the Company be and is hereby authorized to fix the remuneration in consultation with Audit Committee.

RESOLVED FURTHER THAT the appointment letter of Mr. Govind Jaiswal, Practicing Company Secretary as Secretarial Auditor of the Company has been placed before the Board and the same has been signed by Mr. Akshay Kumar Gurnani, Managing Director of the Company, on behalf of the of the Board, to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

Agenda Item No. 11: Re-Appointment of Internal Auditor

Notes: The Chairman informed the Board that regarding the Re-appointment Mr. Kunal Sanghi, to be the Internal Auditor of the Company. Board approved such appointment and the appointment letter of Mr. Kunal Sanghi and will be passed the following Resolution in this regard:

“RESOLVED THAT, be and is hereby, as per the provision of section 138 of the Companies Act, 2013 (“the Act”) to be read with applicable rules & regulations, as amended from time to time, the Board of Directors (“Board”) upon the recommendations of the Audit Committee accorded its approval for an appointment of Mr. Kunal Sanghi as an Internal Auditor of the Company for the Financial Year 2024-25.

RESOLVED FURTHER THAT, the Audit Committee of the company, in consultation with the Internal Auditor, shall formulate the scope, functioning, periodicity and methodology for conducting the internal audit.

RESOLVED FURTHER THAT, Mr. Akshay Kumar Gurnani, Director of the Company be and is hereby authorized, on behalf of the company, to do all such acts, deeds, matters and things as deem necessary, proper and desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution”

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Agenda Item No. 12:

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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