

NOTICE

Notice is hereby given that the Sixth Board Meeting of the Company will be held on Tuesday, the September 03rd, 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 discuss and finalize the Annual Report 2023-24.
2. To authorize for signing of Board's Report 2023-24.
3. To authorize for signing of Notice of 17th Annual General Meeting 2023-24.
4. To discuss for Providing Voting through Electronic Means, Fixation of Cut-Off Date and appointment of Mr. Govind Jaiswal, Practising Company Secretary as the Scrutinizer for the purpose of the Annual General Meeting
5. To discuss and finalised book closure period for the purpose of the 17th Annual General Meeting.
6. To shifting of a registered office of the Company from jurisdiction of one ROC to Jurisdiction of another ROC within same state.
7. Appointment of SGCO & CO. LLP, Chartered Accountants as Statutory Auditors of the Company.
8. Any other business with the permission of chair.

FOR VETO SWITCHGEARS AND CABLES LIMITED

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

Place: Jaipur
Date: August 27th, 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 SIXTH MEETING OF BOARD OF DIRECTORS OF VETO SWITCHGEARS AND CABLES LIMITED TO BE HELD ON TUESDAY, THE SEPTEMBER 03RD 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 the previous Board meetings of all unlisted subsidiary Companies.
5. To discuss and finalize the Annual Report 2023-24.
6. To authorize for signing of Board's Report 2023-24.
7. To authorize for signing of Notice of 17th Annual General Meeting 2023-24.
8. To discuss for Providing Voting through Electronic Means, Fixation of Cut-Off Date and appointment of Mr. Govind Jaiswal, Practicing Company Secretary as the Scrutinizer for the purpose of the Annual General Meeting.
9. To discuss and finalised book closure period for the purpose of the 17th Annual General Meeting.
10. To shifting of a registered office of the Company from jurisdiction of one ROC to Jurisdiction of another ROC within same state.
11. Appointment of SGCO & CO. LLP, Chartered Accountants as Statutory Auditors of the Company.
12. The Company may also review other business activities.
13. To Vote of Thanks.

FOR VETO SWITCHGEARS AND CABLES LIMITED

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

Place: Jaipur
Date: August 27th, 2024

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NOTES ON AGENDA OF BOARD MEETING

VIth Board Meeting of Veto Switchgears and Cables Limited for the Financial Year 2024-25, to be held on Tuesday, the September 03rd, 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: To Consider and approve the Minutes of Board meetings of unlisted subsidiary Companies.

Notes: The Minutes of the last Board Meeting of the subsidiary companies, Vankon Modular Private Limited, Veto Electricals Private Limited and Veto LED Lightings 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 discuss and finalize the Annual Report 2023-24

Notes: Annual Report 2023-24 containing the financial statements (Standalone and Consolidated) of the year 2023-24 and Board's Report would be placed before the board. The Board would consider and review compliance 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 authorize for signing of Board's Report 2023-24

Notes: After ascertaining the Board Report, the Board may pass the following resolution:

“RESOLVED THAT the Board's Report of the Company for the financial year ending 31st March 2024, prepared in accordance to and along with the Audited Financial Statements, be and is hereby adopted. Mr. Akshay Kumar Gurnani, Managing Director cum CEO and Mr. Narain Das Gurnani, Whole Time Director cum CFO, of the Company be and are hereby authorized in terms of Section 134 of the Companies Act, 2013 to sign the said Director' and the annexure on behalf of Board of Directors of the Company.”

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“RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies and any other concerned authority.”

Agenda Item No. 7: To authorize for signing of Notice of 17th Annual General Meeting 2023-24

Notes: After ascertaining the Notice for calling AGM 2023-24, the Board may pass the following resolution:

“RESOLVED THAT the Notice of the 17th Annual General Meeting of the Company which is to be held on Saturday, September 28th, 2024 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for the financial year ending 31st March, 2024 be and is hereby adopted. Mr. Akshay Kumar Gurnani, Managing Director of the Company be and is hereby authorized in terms of provisions of the Companies Act, 2013 to sign the same on behalf of Board of Directors of the Company.”

“RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, Maharashtra.”

Agenda Item No. 8: To discuss for Providing Voting Through Electronic Means, Fixation Of Cut-Off Date and appointment of Mr. Govind Jaiswal Practicing Company Secretary as the Scrutinizer.

Notes: The Board will consider and adopt a cut-off date as per the relevant provisions applicable. Please note that there must be a gap of seven clear days between date of AGM and cut-off date. In this regard the Board may pass the following resolution:

“RESOLVED THAT pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (management and Administration) Rules, 2014 and Regulation 44(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company hereby accorded their consent to providing the facility for voting through electronic means (including remote e-voting), to its members of the company to enable them to cast their vote electronically on resolution proposed to be passed in the 17th Annual General Meeting (“AGM”).

RESOLVED FURTHER THAT the board has appointed Mr. Govind Jaiswal, practicing Company Secretary as the Scrutinizer for conducting e-voting in fair and transparent manner at the AGM.

RESOLVED FURTHER THAT the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on the resolution set forth in the Notice of AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company hereby accorded their consent that the remote e-voting period shall begin on September 25th, 2024 at 9:00 A.M. and ends on September 27th, 2024 at 5:00 P.M. and during this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

RESOLVED FURTHER THAT e-voting can be done only by those members whose names would be appearing on September 21st, 2024 in the Register of members of the Company.”

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Agenda Item No. 9: To discuss and finalise book closure period for the purpose of the 17th Annual General Meeting.

Notes: The Board will discuss and finalise the days when the Register of Members and Share Transfer Books of the Company shall remain closed and may pass the following resolution after consent of the Board:

“RESOLVED THAT the Board of Directors of the Company hereby accorded their consent that Register of Members and Share Transfer Books of the Company will remain closed on Sunday, 22nd September 2024 to Saturday, 28th September 2024 (both inclusive) for the purpose of Annual General Meeting.”

“RESOLVED FURTHER THAT the Board Authorises Mrs. Kritika Todwal, Company Secretary cum Compliance officer to intimate to NSE and BSE.”

Agenda Item No. 10: To Shifting of a Registered office of the Company from jurisdiction of one ROC to Jurisdiction of another ROC within same state:-

Notes: The Board will discuss and finalise the shifting of a registered office of the Company from jurisdiction of one ROC to Jurisdiction of another ROC within same state.

“RESOLVED THAT, pursuant to the provisions of Sections 12 and all other applicable provisions, if any, of the Companies Act 2013, read with relevant rules made thereunder, and subject to the approval of Regional Director and shareholders of the company, the Registered Office of the Company be shifted from 506, 5th Floor, Landmark Building, Link Road, Andheri (W), Mumbai – 400053 to Sagar Signature Complex India, Est. Pre, Co-operation Society Limited, Near IPOL, Valiv Phata, Vasai East, District Palghar – 401208 within the state of Maharashtra.

RESOLVED FURTHER THAT Mr. Akshay Kumar Gurnani, Director of the Company, is hereby authorized to file all the necessary forms with the Registrar of Companies and Regional Director and to undertake all necessary actions, deeds, matters, and tasks required to implement the aforementioned Resolution.

RESOLVED FURTHER THAT changes in the location of the registered office of the company be reflected on the nameplates or boards affixed at the registered office, as well as on the letterheads, official publications, and documents of the company.”

Agenda Item No. 11: Appointment of SGCO & CO. LLP, Chartered Accountants as Statutory Auditors of the Company.

Notes: The Board will discuss and finalize the appointment of a statutory auditor of the company.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee the consent of the board be and is hereby accorded to recommend to the shareholders of the company to appoint M/s. SGCO & CO. LLP, Chartered Accountants (Firm Registration No. _____) as statutory auditor of the company, to hold office for a term of five consecutive years from the conclusion of the 17th Annual General Meeting (AGM) until the conclusion of the 22nd AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

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RESOLVED FURTHER THAT the Board or duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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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