



VETO SWITCHGEARS AND CABLES LIMITED

Regd. Office: 506, 5th Floor, Plot No. B-9, Landmark Building, New Link Road, Andheri (West),
Mumbai, Maharashtra-400058; CIN: L31401MH2007PLC171844;
Tel No. : 0141-4100400/444; Fax No. 0141-4100410
Website: www.vetoswitchgears.com;
Email: info@vetoswitchgears.com, cs@vetoswitchgears.com

Notice is hereby given that the 11th Annual General Meeting (AGM) of the members of Veto Switchgears and Cables Limited will be held on Saturday, the September 29th, 2018 at 12.00 P.M. at Hotel Sai Palace Grand, 12, Link Rd, Evershine Nagar, Malad West, Mumbai, Maharashtra 400064 to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the company (including audited consolidated financial statements) for the financial year ended on 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs. 2.00/- per share having face value of Rs. 10/- each aggregating to 20% of F.V., for the financial year ended on 31st March 2018.
3. To re-appoint Ms. Jyoti Gurnani (DIN: 06953899) as a director, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ***Ordinary Resolution*** :

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), 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 2017-18, amounting to Rs. 15,000/- (Fifteen thousand Rupees only) inclusive of Goods and Service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the company, be and is hereby ratified and confirmed.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a ***Special Resolution*** :

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (hereinafter referred to as “SEBI (SBEB) Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company (“Shareholders”) be and is hereby accorded to create, offer and grant from time to time, in a financial year, employees stock options in excess of 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant of such options within the overall ceiling of 9,16,355 (Nine Lakhs Sixteen Thousand Three Hundred Fifty Five) Equity Shares to the permanent Employees of the Company or of the Holding Company or of the Subsidiary Company(ies) or of Associate Company(ies) including Directors, whether Whole time or otherwise, whether working in India or out of India of any existing and future Holding Company or Subsidiary Company(ies) or Associate Company(ies) whether in or outside India (hereinafter referred to as an “Employee(s)”), as may be decided solely by the Board under the ‘Veto Switchgears and Cables Limited Employees Stock Option Scheme 2015’ (hereinafter referred to as “ESOS-2015” or “the Scheme”), exercisable into not more

than 9,16,355 (Nine Lakhs Sixteen Thousand Three Hundred Fifty Five) fully paid-up equity shares in the Company in aggregate of face value of Rs.10/- (Rupees Ten) each at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, SEBI (SBEB) Regulations and in due compliance with other applicable laws and regulations.

“RESOLVED FURTHER THAT in addition to the resolution passed at the General meeting of the company held on 26th August, 2015, and in alignment to the alterations made in the aforesaid resolution, and in accordance with the applicable provisions of the Companies Act, 2013 or Companies (Share Capital and Debentures) Rules, 2014 or any amendments thereto, SEBI (Share Based Employee Benefits) Regulations, 2014 and the applicable guidelines and clarifications issued by the Reserve Bank of India (RBI) and any statutory/regulatory authorities and the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to ratify any previous grant from the time of approval of the scheme and upto the date of this general meeting in excess of 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant of such options within the overall ceiling of 9,16,355 (Nine Lakhs Sixteen Thousand Three Hundred Fifty Five) Equity Shares to the Employees of the company.”

“RESOLVED FURTHER THAT Mr. Akshay Kumar Gurnani, Managing Director and Mr. Narain Das Gurnani, Chief Financial Officer, Whole Time Director along with the Company Secretary of the Company be and are hereby severally authorized to submit the copy of the amended ESOP Scheme to any regulatory authority and to file necessary forms with the Registrar of Companies, of Maharashtra and to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution.”

Regd. Office:

By order of the Board

**506, 5th Floor Plot No. B-9, Landmark Building
New Link Road, Andheri (West),
Mumbai, Maharashtra 400058.**

FOR VETO SWITCHGEARS AND CABLES LIMITED

Sd/-

**AKSHAY KUMAR GURNANI
(MANAGING DIRECTOR & CEO)
(DIN: 06888193)**

Place: Jaipur

Date: 7th September 2018

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item number 4 to 9 and the information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and both forms part of the Notice.
2. The Notice is being sent to all the Members whose name appears in the Register of Members /List of Beneficial Owners received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 31st August, 2018 (cut-off date). The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the said date.
The Notice of AGM along with the Annual Report 2017-18 is being sent by electronic mode to those members whose email address is registered with the company / Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 11TH ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. A BLANK FORM IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE MEETING.**
A person can act as a proxy on behalf of members not exceeding fifty and holding aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the AGM is enclosed herewith.
5. Members / proxies should bring the duly filled Attendance Slip/ Proxy Form enclosed herewith to attend the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board resolution to attend and vote on their behalf at the Meeting.
8. Attendance slip and proxy form are annexed hereto.
9. The Register of Members and Share Transfer Books of the company will remain closed from Thursday, the 27th September 2018 to Saturday, the 29th September 2018 (both inclusive).
10. The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
 - a) as Beneficial Owner as at the end of business hours on 26th September 2018 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - b) as Member in the Register of Members of the Company/Registrars & Share Transfer Agent after giving effect to valid share transfers in physical form lodged with the company as at the end of business hours on 26th September 2018.
11. The members who hold shares in physical form are requested to notify immediately, any change in their addresses to the company and to their respective depository participants, in case shares are held in electronic form. The Members who have not registered their email address are requested to register the same with the Registrar and Share Transfer Agent/Depositories.
12. The Securities Exchange Board of India (SEBI) mandates the submission of Permanent Account Number (PAN) by every participant in securities market. The Companies Act, 2013 and rules made thereunder also require the further details to be submitted to the Company like email address, Father's/Mother's/ Spouse's name. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company's Registrar and Share Transfer Agent.
13. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report in the meeting.
14. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.vetoswitchgears.com and also on the website of respective Stock Exchanges (BSE and NSE). Members may also note that the Notice of AGM will be available on the company's website,

www.vetoswitchgears.com . The Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may write us at cs@vetoswitchgears.com if they have any queries or require communication in physical form in addition to electronic communication.

15. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the registered office of the company during business hours on all working days up to the date of declaration of the result of the Annual General Meeting.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under, 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 this Notice.

E-VOTING

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on Wednesday, the 26th September 2018 9:00 A.M. and ends on Friday, the 28th September 2018 5:00 P.M. (both inclusive). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Veto Switchgears and Cables Ltd." on which you choose to vote.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- B. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- (A) The voting period begins on Wednesday, 26th September 2018 9:00 A.M. and ends on Friday, 28th September 2018 5:00 P.M. (both inclusive). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) A person who has voted through e-voting mechanism as detailed above shall not be debarred from participation in the Annual General Meeting physically. But he shall not be able to vote in the meeting again, and his earlier vote (cast through e-means) shall be treated as final.
- (C) The Voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the company as on 22nd September 2018.
- (D) Ms. Manisha Kalra, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The Scrutinizer shall, at the Annual General Meeting, unblock the votes in the presence of at least two witnesses, who are not in employment of the company and make a Scrutinizer’s Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (F) The results declared along with the Scrutinizer’s Report shall be placed on the company’s Website (www.vetoswitchgears.com) and on RTA’s or CDSL’s Website within two days of passing of resolution at the Annual

General Meeting of the company held on September 29th, 2018 and communicated to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the company are listed.

Regd. Office:

By order of the Board

**506, 5th Floor Plot No. B-9, Landmark Building
New Link Road, Andheri (West),
Mumbai, Maharashtra 400058.**

FOR VETO SWITCHGEARS AND CABLES LIMITED

Sd/-

**AKSHAY KUMAR GURNANI
(MANAGING DIRECTOR & CEO)
(DIN: 06888193)**

Place: Jaipur

Date: 7th September 2018

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, in its Meeting held on 28th May 2018 has approved the appointment and remuneration of M/s Rajesh Goyal & Co., as the Cost Auditors of the company having Firm Registration No. 000031 to conduct the audit of the cost records of the company for the financial year 2018-19 at a fee of Rs. 15,000 per annum subject to TDS, Service Tax etc., as applicable.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5

As per Clause 6(3)(d) of the SEBI Regulations, a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to identified Employees, during any one year, equal to or exceeding one per cent of the issued capital of the company at the time of grant of option.

Further, the Company may identify certain Employee/s to whom it may be necessary to grant option exceeding one per cent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 5 provides that the Company may grant option equal to or exceeding one per cent but not exceeding 5 percent in one year to identified Employee/s or Director/s of the Company.

The draft copies of the Scheme are made available at the Registered Office of the Company for inspection between 10 am to 5 pm.

Accordingly, your Directors recommend the Special Resolution as set out in Item No. 5 of this notice in the best interests of the Company.

None of the Directors of the Company are in any way concerned or interested, in this resolution, except to the extent of any option that may be offered or securities that may be issued to them under the Scheme.

Regd. Office:
506, 5th Floor Plot No. B-9, Landmark Building
CABLES LIMITED
New Link Road, Andheri (West), Mumbai,
Maharashtra 400058

Place: Jaipur
DIRECTOR & CEO)
Date: 07th September 2018

By order of the Board
for VETO SWITCHGEARS AND

SD/-
AKSHAY KUMAR GURNANI
(DIN: 06888193)
(MANAGING

Annexure to the Notice
DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT
11TH ANNUAL GENERAL MEETING (AGM)

Name of the Director	Ms. Jyoti Gurnani DIN: 06953899
Date of the Appointment	27/08/2014
Brief Profile / Expertise in Specific field of areas	She is a Director of our Company. She is a Graduate and participates actively in the growth and development of the Company. She has no other Directorships. She is the Chairperson of Internal Complaint Committee.
Directorship held in other public Companies as on 31.03.2018 (excluding foreign Companies and Private Companies)	She has no Directorships in any other public companies.
Membership/Chairmanship of Committees of other public Companies (as on 31.03.2018)*	None
Number of shares held in the Company (as on 31.03.2018)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	She is the sister of Mr. Akshay Kumar Gurnani
Terms and conditions of appointment or re-appointment	Appointment as an executive director and is liable to retirement by rotation.



VETO SWITCHGEARS AND CABLES LIMITED

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Email: info@vetoswitchgears.com, cs@vetoswitchgears.com

PROXY FORM

ELEVENTH ANNUAL GENERAL MEETING Saturday, the September 29th, 2018 at 12.00 P.M.

Name of the Member (s) :
Registered address :
.....
Email ID :
Folio No./Client ID :
DP ID :

I/We, being the member(s) ofshares of Veto Switchgears and Cables Limited, hereby appoint:

Name :
Email Id:
Address:.....
.....
Signature: or failing him / her;

Name :
Email Id:
Address:.....
.....
Signature: or failing him / her;

Name :
Email Id:
Address:.....
.....
Signature: or failing him / her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 11th Annual General Meeting of the company, to be held on **Saturday, the September 29th, 2018 at 12.00 P.M.** at **G-05, China 1, Bandra Kurla complex, Bandra East, Mumbai Maharashtra 400051** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Optional *	
		For	Against
Ordinary Business			
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 2018 and the Reports of the Board of Directors and Auditors thereon.		
2.	To confirm the interim dividend of Rs. 2.00 per equity share, already paid and declare final dividend of Re. 1.00/- per share having face value of Rs. 10/- each aggregating to 20% of F.V., for the financial year ended on 31st March 2018.		
3.	To re-appoint Ms. Jyoti Gurnani (DIN: 06953899) as a director, who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
4.	Ordinary Resolution for Ratification of Remuneration and appointment of Cost Auditors		
5.	Special Resolution for Grant of stock options to the Employees in excess of 1% of issued equity capital under Veto Switchgears and Cables Limited Employees Stock Option Scheme 2015.		

Signed this day of 2018.

Affix
Revenue
Stamp
Re. 1/-

Signature of Shareholder

Signature of Proxy holder(s).....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference if you leave the 'for or against' column blank against resolution, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

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Tel No. : 0141-4100400/444 Fax No. 0141-4100410 Website: www.vetoswitchgears.com
Email: info@vetoswitchgears.com, cs@vetoswitchgears.com

ATTENDANCE SLIP

ELEVENTH ANNUAL GENERAL MEETING
Saturday, the September 29th, 2018 at 12.00 P.M.

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Registered Folio No. / DPID No. / Client ID

[illegible]

No. of Shares held:

[illegible]

Name (s) and complete address of Shareholder

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company held at the 11th Annual General Meeting of the Company, to be held on **Saturday, the September 29th, 2018 at 12.00 P.M. at G-05, China 1, Bandra Kurla Complex, Bandra East, Mumbai Maharashtra-400051**

Please (✓) in the box

☐ Member ☐ Proxy

Signature of Shareholder/Proxy

NOTE: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Route map to the venue of 11th AGM of Veto Switchgears and Cables Limited at Hotel Sai Palace Grand, 12, Link Rd, Evershine Nagar, Malad West, Mumbai, Maharashtra 400064

