



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 9th Annual General Meeting (AGM) of the members of Veto Switchgears and Cables Limited will be held on Wednesday, the 28th September, 2016 at 12:00 P.M. 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 31st March 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of Rs. 0.50 paise per equity share, already paid and declare final dividend of Rs. 1.50/- per share having face value of Rs. 10/- each aggregating to 15% of F.V. , for the financial year ended on 31st March 2016.
3. To re-appoint Ms. Jyoti Gurnani (DIN 00056216) as a director, who retires by rotation and being eligible offers herself for re-appointment.
4. To ratify appointment of the Auditors and to fix their remuneration and in connection therewith to consider and if thought fit to pass, the following as Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder, as amended from time to time, the appointment of SGCO & Co., Chartered Accountants, Mumbai (Registration No.:112081W), be and is hereby ratified (for the financial year 2016-17) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting (AGM) and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2015-16 as recommended by the Audit committee in consultation with the Auditors.”

AS SPECIAL BUSINESS:

5. 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 2016-17, amounting to Rs. 15,000/- (Fifteen thousand Rupees only) inclusive of service tax as applicable and re-imburement 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.”
6. Appointment of Mr. Narain Das Gurnani (DIN 01970599), as Whole-time Director of the Company consider and, if thought fit, to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION**:
“**RESOLVED THAT** pursuant to recommendation of the Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Narain Das Gurnani, as Whole-time Director of the Company for a period of five years with effect from September 28, 2016 to September 27, 2021, with a liability to retire by rotation subject however that any

retirement by rotation and re-appointment thereof not to be considered as a break in his office, at a salary of Rs. 70,000/- per month or an amount upto 1% of the net profits as calculated in accordance with the provisions of Section 197 of the Act (as may be decided by the Board from time to time), and other benefits to which he is entitled to as a Whole time Director (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto.

"RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year the Whole Time Director shall be paid a minimum remuneration upto Rs. 70,000/- per month subject however that the maximum remuneration payable shall be within the limits prescribed under Schedule V as amended from time to time and in the event such remuneration exceeds the prescribed limits under Schedule V, consent of members, Board of Directors and the Central Government be obtained in such a manner that the remuneration payable by way of salary and perquisites shall not be reduced."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

7. Fixation of remuneration of Ms. Jyoti Gurnani (DIN: 06953899), Executive Director of the Company consider and, if thought fit, to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT that the remuneration of Rs. 50,000/- per month which is within the limits of 1% of the net profits of the Company paid to Ms. Jyoti Gunani w.e.f. December 01, 2015 be and is hereby ratified and that pursuant to applicable provisions of section 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) approval of the shareholders of the Company be and is hereby accorded for the payment of a remuneration of Rs. 50,000 per month or an amount upto 1% of the net profits as calculated in accordance with the provisions of Section 197 of the Act (as may be decided by the Board from time to time) to Ms. Jyoti Gunani, Executive Director of the Company."

"RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year the Executive Director shall be paid a minimum remuneration upto Rs. 50000 per month subject however that the maximum remuneration payable shall be within the limits prescribed under Schedule V as amended from time to time and in the event such remuneration exceeds the prescribed limits under Schedule V, consent of members, Board of Directors and the Central Government be obtained in such a manner that the remuneration payable by way of salary and perquisites shall not be reduced."

"RESOLVED FURTHER THAT any of the directors be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

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Mumbai, Maharashtra 400058.

**By order of the Board
for VETO SWITCHGEARS AND CABLES LIMITED**

**Place: Jaipur
Date: 5th September 2016**

Sd/-

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

NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
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 26th August, 2016 (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 2015-16 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 9TH 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 Monday, 23rd September, 2016 to Wednesday, 28th September, 2016 (both inclusive).
10. 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.
11. 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.

12. 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.
13. 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.
14. 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.
15. 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:

- a) Log on to the e-voting website www.evotingindia.com
- b) Click on Shareholders
- c) 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.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) 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).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) 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.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) 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.
- q) 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.
- r) 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.
- s) 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 September 26th, 2016 at 10:00 A.M. and ends on September 28th, 2016 at 5:00 P.M. 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 21st September 2016 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 21st, September, 2016.
- 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 28th, 2016 and communicated to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the Company are listed.

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**By order of the Board
for VETO SWITCHGEARS AND CABLES LIMITED**

Sd/-

Place: Jaipur

Date: 5th September 2016

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

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

Item no. 5

The Board, on the recommendation of the Audit Committee, in its Meeting held on 23rd May 2016 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 2016-17 at a fee of Rs. 15,000 per annum subject to TDS, Service Tax etc., as applicable, for the financial year 2016-17.

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, 2017.

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. 5 of the Notice.

The Board recommends the Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee the Board of Directors of the Company vide resolution passed on May 23, 2016 approved appointment of Mr. Narain Das Gurnani as Additional Director cum Chief Financial Officer on the Board of the Company with effect from May 24, 2016. However as per the provisions of Section 161, he shall cease to hold the office of Additional director w.e.f. the date of the proposed AGM. Accordingly, the Board has obtained his consent for his appointment as a Whole –time Director in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 for a period of five years w.e.f. 28.09.2016 till 27.09.2021 subject however that his term of office shall be liable to retire by rotation in the AGMs to be conducted during his office, in such a manner that any re-appointment after retirement by rotation shall not amount to a break in his service and that Mr. Narain Das Gurnani shall hold office up to the date of the Annual General Meeting to be held on September 28th, 2016 and shall be eligible for being the Whole-time Director subject to the approval of the shareholders at this Annual General meeting.

Further, any break in his service as a Whole-time director of the Company shall not amount to any termination from the office of the CFO unless otherwise resolved / approved and the same shall apply vice versa.

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Designation	Whole time Director
Age	57
Qualification	Senior Secondary
Profile of the director	Mr. Narain Das Gurnani has a rich experience in the industry and has been a significant part of the Veto Group since its inception. He is also one of the promoters of our company. The Board has believed that his services will benefit the growth of the Company in long run.
Remuneration Payable ¹	Fixed salary of Rs. 70000/- per month (Exclusive of reimbursement of expenses)

He is the brother of Mr. Mohan Das Gurnani and uncle of Mr. Akshay kumar Gurnani and Ms. Jyoti Gurnani. None of any other 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. 6 of the Notice.

Item No. 7

The Nomination and Remuneration Committee, in its meeting held on November 17, 2015 recommended and the Board of Directors, in its meeting held on November 28, 2015, approved for payment of remuneration of Rs. 6,00,000/- per annum or an amount upto 1% of Net profit of the Company, payable for financial year in which adequate profit is earned (as may be decided by the Board from time to time), to Ms. Jyoti Gurnani (holding DIN 00218635), in the capacity of a executive Director of the Company with effect from December 1, 2015, subject to the approval of the shareholders in the General Meeting.

However, Ms. Jyoti Gurnani shall be paid a minimum remuneration of Rs. 50,000/- in the event of inadequacy of profits.

¹The Remuneration of a director for attending the meeting of the Board or a committee thereof shall be such sum as may be determined by the Board subject to relevant provisions of the act. The Directors shall also be entitled to payment of actual expenditure for travelling, boarding, lodging, and other expenses incurred for attending the meetings of the Board or any Committee thereof or General Meetings of the Company or for journey performed in connection with the business of the company.

None of the Directors except Ms. Jyoti Gurnani herself and Mr. Akshay Kumar Gurnani as relative of Ms. Jyoti Gurnani, is concerned or interested in the resolution.

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**By order of the Board
for VETO SWITCHGEARS AND CABLES LIMITED**

Place: Jaipur

Date: 5th September 2016

Sd/-

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

Annexure to Notice

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT
9TH ANNUAL GENERAL MEETING (AGM)**

Sl. No	Name of the Director	Date of the Appointment	Brief Profile / Expertise in Specific field of areas	Directorship held in other public Companies as on 31.03.2016 (excluding foreign Companies and Private Companies)	Membership/ Chairmanship of Committees of other public Companies (as on 31.03.2016)*	Number of shares held in the Company (as on	Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Terms and conditions of appointment or re-appointment
1.	Narain Das Gurnani DIN : 01970599	24 th May 2016	Mr. Narain Das Gurnani is Under Graduate . He possess specific skills in finance. He has over 35 years of experience in the field of wires and cable industry and other electrical accessories besides real estate. He has handled finance and costs in other companies of the group. He had played vital role in formulating business strategies and effective implementation of the same for both domestic and international markets.	He has no other Directorships.	<u>Veto Swichgears and Cables Limited</u> Audit Committee (Member) Stakeholder's Relationship Committee (Member) Corporate Social Responsibility Committee (Member)	13200 Shares	He is the brother of Mr. Mohan Das Gurnani and uncle of Mr. Akshay kumar Gurnani and Ms. Jyoti Gurnani.	Appointment as Whole Time Director for a period of five years upon remuneration as stated above.
2.	Jyoti Gurnani DIN: 06953899	27 th August 2014	She is a Graduate and participates actively in the growth and development of the Company. She possesses great acumen and business understanding. She is a dynamic individual and is the sister of Mr. Akshay Kumar Gurnani, Chairman and Managing Director.	She has no other Directorships.	She is Chairperson of Internal Compliant Committee.	Nil	She is the sister of Mr. Akshay Kumar Gurnani, Managing Director & CEO.	Executive Director liable to retire by rotation



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PROXY FORM

NINTH ANNUAL GENERAL MEETING Wednesday, September 28, 2016 at 12.00 noon

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:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 9th Annual General Meeting of the Company, to be held on Wednesday , September 28th 2016 at 12.00 noon at Hotel Golden Tulip, 44-5-1 Mumbai- Ahmedabad Western Express Highway- NH-8, Vasai, Mumbai (Maharashtra) - 401208 Tel. No.: +912506631900 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Optional *	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the financial year ended on March 31, 2016		
2	To confirm the interim dividend and Declaration of dividend on equity shares		
3	To re-appoint Ms. Jyoti Gurnani (DIN 00056216) as a director, who retires by rotation and being eligible offers herself for re-appointment.		
4	Appointment of Statutory Auditors		
Special Business			
5	Ordinary Resolution for Ratification of Remuneration and appointment of Cost Auditors		
6	Special Resolution for Appointment of Mr. Narain Das Gurnani as Whole-time Director		
7	Special Resolution for fixation of remuneration of Ms. Jyoti Gurnani executive Director		

Signed this day of 2016.

Signature of Shareholder

Affix
Revenue
Stamp
Rs. 1/-

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

ATTENDANCE SLIP

NINTH ANNUAL GENERAL MEETING

Wednesday, September 28, 2016 at 12.00 noon

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

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No. of Shares held:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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 Hotel Golden Tulip, 44-5-1 Mumbai- Ahmedabad Western Express Highway- NH-8, Vasai, Mumbai (Maharashtra) - 401208 Tel. No.: +912506631900 on Wednesday September 28, 2016 at 12:00 P.M.

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

