



CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman,
VETO SWITCHGEARS AND CABLES LIMITED ("the Company")

18TH ANNUAL GENERAL MEETING ("**18TH AGM / the meeting**") of the members of VETO SWITCHGEARS AND CABLES LIMITED ("**the Company**") held on Monday, 29th September 2025 at 3:00 P.M. through **Video Conferencing ("VC")** or any **Other Audio-Visual Means (OAVM)**.

Dear Sir,

Sub: Combined Scrutinizer's Report on voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 for 18TH Annual General Meeting ("18th AGM / the meeting") of the Company held through Video Conferencing ("VC") or any Other Audio-Visual Means (OAVM).

We, M/s. Govind Jaiswal & Company, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the e-voting process in accordance with section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Circulars and Notifications issued thereunder (MCA Circulars and SEBI Circulars), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for 18th AGM of the Company held through Video Conferencing ("VC") or any Other Audio-Visual Means (OAVM).

1. As confirmed by the Company, the notice of 18TH AGM was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company/Depository Participant(s).
2. The members of the Company as on cut-off date i.e., **22nd September 2025**, were entitled to vote on the resolutions (as set out in the notice of 18th AGM of the Company).
3. The Company had availed the e-voting facility provided by Central Depository Services (India) Limited (CDSL). The remote e-voting period commenced on Friday, 26th September 2025 (9.00 a.m.) and ended on Sunday, 28th September 2025 (5.00 p.m.) (both days inclusive) ("Remote e-voting period").



4. The Company had also availed e-voting facility provided by CDSL to the members present at the AGM through VC and who had not cast their vote during the said remote e-voting period.

5. Post conclusion of the meeting, the votes cast during the remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Ms. Varsha Tainwala and Mr. Abhay Pandey who are not in the employment of the Company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Ms. VARSHA TAINWALA

SD/-
Signature

Name: Mr. ABHAY PANDEY

SD/-
Signature

6. On the basis of the votes exercised by the members of the Company by way of remote e-voting and e-voting at the AGM, we have issued the Combined Scrutinizer's Report dated 29th September 2025.

7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence, there is no requirement to maintain the list of shares with differential voting rights.

8. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the 18TH AGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a Scrutinizer Report of the vote cast in favor / against the resolutions stated above, based on the reports generated from the e-voting system provided by the CDSL, the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.

9. The details containing, *interalia*, list of equity shareholders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e. <https://eservices.cdsl.com> and based on such reports generated, the result of the combined / consolidated e-voting is as under;



ORDINARY BUSINESS

RESOLUTION ITEM NO. 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 2025 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of members voted		No. of votes Cast by them		Total		
	Remote e-voting	E-Voting at the venue meeting	Remote e-voting	E-Voting at the venue meeting	No of Members	Votes Cast	Percentage (%)
Votes Cast in favour	58	01	7223561	50	59	7223611	99.99
Votes Cast against	5	00	204	00	5	204	0.002
Total	63	01	7223765	50	64	7223815	100

Based on the above results (both remote e-voting and e-voting during the meeting), we Hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

RESOLUTION ITEM NO. 2

To declare a Final Dividend of Rs. 1/- per equity share having face value of Rs. 10/- each aggregating to 10 % of F.V. for the financial year ended on 31st March 2025.

Particulars	No. of members voted		No. of votes Cast by them		Total		
	Remote e-voting	E-Voting at the venue meeting	Remote e-voting	E-Voting at the venue meeting	No of Members	Votes Cast	Percentage (%)
Votes Cast in favour	58	01	7223561	50	59	7223611	99.99
Votes Cast against	5	00	204	00	5	204	0.002
Total	63	01	7223765	50	64	7223815	100

Based on the above results (both remote e-voting and e-voting during the meeting), we Hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.



RESOLUTION ITEM NO. 3

To Re-appoint Mr. Jyoti Gurnani (DIN: 06953899) Whole Time Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.

Particulars	No. of members voted		No. of votes Cast by them		Total		
	Remote e-voting	E-Voting at the venue meeting	Remote e-voting	E-Voting at the venue meeting	No of Members	Votes Cast	Percentage (%)
Votes Cast in favour	57	01	7223559	50	58	7223609	99.99
Votes Cast against	6	00	206	00	6	206	0.002
	63	01	7223765	50	64	7223815	100

Based on the above results (both remote e-voting and e-voting during the meeting), we Hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

SPECIAL BUSINESS

RESOLUTION ITEM NO. 4

To recommendation for Re-Appointment of Cost Auditor. The Chairperson informed the members of the Audit Committee for re-appointment of M/s Rajesh and Company, Cost Accountants as the Cost Auditors to audit the Cost records of the Company for the Year 2025-2026. The Audit Committee also recommended the remuneration of the Cost Auditor. In this regard following resolution was passed unanimously

Particulars	No. of members voted		No. of votes Cast by them		Total		
	Remote e-voting	E-Voting at the venue meeting	Remote e-voting	E-Voting at the venue meeting	No of Members	Votes Cast	Percentage (%)
Votes Cast in favour	58	01	7223561	50	59	7223611	99.99
Votes Cast against	5	00	204	00	5	204	0.002
	63	01	7223765	50	64	7223815	100

Based on the above results (both remote e-voting and e-voting during the meeting), we Hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.



RESOLUTION ITEM NO. 5

To recommendation for Re-Appointment of Secretarial Auditor
The Chairperson informed the members of the Audit Committee regarding the re-appointment of Mr. Govind Jaiswal, Practicing Company Secretary in the capacity of the Secretarial Auditor in the Company for a term of five consecutive years, commencing from financial year 2025-26 till financial year 2029-30, subject to the Members approval over such appointment and the appointment letter of Mr. Govind Jaiswal and passed the following Resolution in this regard.

Particulars	No. of members voted		No. of votes Cast by them		Total		
	Remote e-voting	E-Voting at the venue meeting	Remote e-voting	E-Voting at the venue meeting	No of Members	Votes Cast	Percentage (%)
Votes Cast in favour	58	01	7223561	50	59	7223611	99.99
Votes Cast against	5	00	204	00	5	204	0.002
	63	01	7223765	50	64	7223815	100

Based on the above results (both remote e-voting and e-voting during the meeting), we Hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

Notes:

- 1. The percentages are rounded off to the nearest decimals.*
- 2. No. of votes cast does not include no. of votes abstained & invalid votes.*
- 3. Number of shareholders are not grouped on the basis of PAN.*

For GOVIND JAISWAL & COMPANY
(COMPANY SECRETARIES)
ICSI Unique Code: S2018RJ576400
(PEER REVIEWED FIRM)

CS GOVIND JAISWAL
PROPRIETOR
C.P. NO – 19954
M.No.52310
PEER REVIEW CERTIFICATE NO_1309/2021
UDIN - A052310G001391043
Date: 29/09/2025
Place: Jaipur