

January 24, 2015

Dear Member,

You are cordially invited to attend the Extra Ordinary General Meeting (the 'EOGM') of the members of Veto Switchgears and Cables Limited (the 'Company') to be held on Tuesday, February 24, 2015 at the 506, 5th Floor, Plot No. B-9, Landmark Building, New Link Road, Andheri (West), Mumbai, Maharashtra-400058 at 11:00 A.M.

The notice of the meeting containing the business to be transacted is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on the resolution set forth in the Notice. The Instructions for e- voting are enclosed herewith.

Yours truly,



Akshay Kumar Gurnani
(Managing Director)
(DIN: 06888193)

Enclosures:

1. Notice of EGM
2. Instructions for e-voting
3. Explanatory Statement
4. Proxy Form
5. Attendance Slip

Corporate Office :

230, Sindhi Colony, Raja Park, Jaipur-302 004 (Rajasthan) Tel : 0141-4100410-44 Fax : 4100415-25
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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of Veto Switchgears And Cables Limited will be held on Tuesday February 24, 2015 at 506, 5th Floor, Plot No. B-9, Landmark Building, New Link Road, Andheri (West), Mumbai at 11:00 A.M. to conduct the following business:

SPECIAL BUSINESS

1. To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

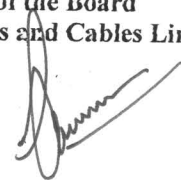
"RESOLVED THAT pursuant to applicable provisions of Securities And Exchange Board of India Act, 1992 and rules and regulations made there under, Securities Contract Regulations Act, 1956 and Rules made there under, SEBI (Issue of Capital And Disclosure Requirements) Regulation, 2009 Companies Act, 2013 and any re-enactments or modifications thereto and rules made there under and subject to the provisions of Small and Medium Enterprises Listing Agreement and Listing Agreement for listing of securities on main board of a Stock Exchange and subject to the applicable laws and by-laws and rules and regulations of respective Stock Exchange, and subject to all other modifications, enactments, re-enactments and amendments to the above and all other applicable laws and subject to the approval if any or any of the Statutory authorities such as Securities and Exchange Board of India (SEBI), concerned Registrar of Companies (ROC), Reserve Bank of India (RBI), Competition Commission of India and any other authority approval of which may be required for the purpose, approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to get 18327100 no. of Equity Shares of the Company of face value Rs. 10 Per Share, currently listed on National Stock Exchange EMERGE, migrated to National Stock Exchange Main Board and listed on the exchange, at the prevailing market price on the date of Migration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writing as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the said connection and to form any committee if it thinks and deem fit, delegate all or any of the powers herein conferred to any such committee of Directors or any Director and /or Officer of the Company and to appoint any such attorney / person to represent before the concerned authority and to delegate such powers to such person / representative, to give effect to this resolution."

Redg Office:

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

By Order of the Board
For, Veto Switchgears and Cables Limited


Akshay Kumar Gurnani
(Managing Director)
(DIN: 06888193)

Place: Mumbai
Date: January 24, 2015

Corporate Office :

230, Sindhi Colony, Raja Park, Jaipur-302 004 (Rajasthan) Tel : 0141-4100410-44 Fax : 4100415-25
Email : info@vetoswitchgears.com, vetoswitchgears@yahoo.co.in, Website : www.vetoswitchgears.com
Factory : Plot No. 65-67 & 74-77, Sector -5, ME, SIDCUL, Ranipur, Haridwar-249403

NOTES

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT TO BE MEMBER OF THE COMPANY.
- 2) Members are required to notify immediately any changes in their address AND email Id to the Company.
- 3) 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 EGM is enclosed herewith.
- 4) Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 5) Members may also note that the Notice of EGM 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.chavi@vetoswitchgears.com if they have any queries or require communication in physical form in addition to electronic communication.
- 6) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.
- 7) 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.

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Veto Switchgears and Cables Limited" from the drop down menu and click on "SUBMIT"
- (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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (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 Limited.

- (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.
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

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 e- voting period begins on February 18th, 2015 at 10:00 A.M. and ends on February 20th, 2015 at 10:00 A.M. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of January 30th, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder; the shareholder shall not be allowed to change it subsequently.
- (B) A person who has voted through e-voting mechanism as detailed above shall not be debarred from participation in the Extra Ordinary 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 January 30, 2015.
- (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 Scrutiniser shall, within a period of not exceeding three working days from the conclusion of the e-voting period, 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 Scrutiniser'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 Extra Ordinary General Meeting of the Company held on February 24th, 2015 and communicated to the National Stock Exchange of India Limited, where the shares of the Company are listed.

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 Extra Ordinary General Meeting.

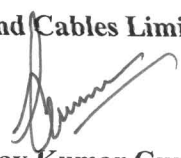
Redg Office:

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

Place: Mumbai
Date: January 24, 2015

By Order of the Board

For, Veto Switchgears and Cables Limited


Akshay Kumar Gurnani
(Managing Director)
(DIN: 06888193)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE CALLING EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY TO BE HELD ON TUESDAY, 24 DAY OF FEBRUARY , 2015 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY

Item No. 1

The Company's operations have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors has accordingly decided to migrate from NSE SME Emerge to NSE Main Board. As the Company's shares have been listed on NSE SME Emerge since December 13, 2012 till date, the Company has fulfilled the criteria to be migrated on to the Main Board. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business. The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Board commends this resolution for your approval.

None of the Directors and Key Managerial personnel of the Company or their respective relatives is concerned or interested in the passing of this resolution.

Regd. Office:

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

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



Place: Mumbai

Date: 24/01/2015

**AKSHAY KUMAR GURNANI
(MANAGING DIRECTOR)
(06888193)**

Proxy Form

Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies Act, (Management and Administration) Rules, 2014

**VETO SWITCHGEARS AND CABLES LIMITED**

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

CIN: L31401MH2007PLC171844

www.vetoswitchgears.com

Extra Ordinary General Meeting –February 24, 2015

Name of the member (s):

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Registered address:

E- mail Id:

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Folio No/ Client Id:

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DP ID:

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I /We, being the member (s) of _____ Shares of the above named Company, hereby appoint

Name: _____

E-mail Id: _____

Address: _____

Signature: _____,

Or failing him

Name: _____

E-mail Id: _____

Address: _____

Signature: _____,

Or failing him

Name: _____

E-mail Id: _____

Address: _____

Signature: _____,

Or failing him

As my / our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on the Tuesday, February 24, 2015 at 11:00 A.M. at 506, 5th

Floor, Plot No. B-9, Landmark Building, New Link Road, Andheri (West), Mumbai, Maharashtra-400058, India and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution Number	Resolution		
		For	Against
Special Business			
1.	Migration From SME Emerge to Main Board on NSE		

Signed this _____ day of February, 2015.

Affix Revenue
Stamp

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.

Signature of Shareholder/Proxy