

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Veto Switchgears and Cables Limited will be held on Friday, February 28th, 2020 at 12:00 P.M. at Hotel Radisson Blu, Plot No. 5-6, Airport Plaza, Tonk Road, Durgapura, Jaipur, Raj.-302018 to transact the following business:

SPECIAL BUSINESS:

Item No. 1. Continuation of directorship of Mr. Govind Ram Thawani, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. Govind Ram Thawani [Director Identification Number (DIN): 06367093], Non-Executive, Independent Director of the Company, aged 79 years, whose present term of office is for 5 (five) years, re-appointed with effect from the 10th (Tenth) Annual General Meeting of the Company held on September 29th, 2017 till September 28th, 2022 and whose continuation in office requires approval of the Members by way of Special Resolution being more than 75 years of age (DOB: 04-04-1940), approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. Govind Ram Thawani as a 'Non-Executive, Independent Director' of the Company to hold office for his remaining term of office, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Company Secretary or any director of the Board of Directors of the Company be and is hereby authorized to execute all required documents and to do all such acts, deeds and things as may be necessary in relation to completion of all formalities for the purpose of giving effect to this resolution.”

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

By the Order of the Board of Directors of
VETO SWITCHGEARS AND CABLES LIMITED

Place: Jaipur
Date: 31st January 2020

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 of the Extra-Ordinary General Meeting (“Notice”) is annexed hereto.
2. Brief resume of Director / person proposed to be appointed / re-appointed / continued, as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards issued by the Institute of Company Secretaries of India is provided after the explanatory statement to this Notice.
3. 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 24th January, 2020 (cut-off date). However, 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 record date mentioned hereunder for the purpose of voting.

The Notice 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 addresses, physical copies of the Notice of the EGM would be sent by the permitted mode.

Members are requested to support Green Initiative by registering / updating their email addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with the Bigshare Services Private Limited, our Registrar and Share Transfer Agents (in case of Shares held in physical form).

4. A member entitled to attend and vote at the extra-ordinary 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.

5. A route map giving directions to reach the venue of the Extra-Ordinary General Meeting (EGM) is given at the end of the Notice.
6. 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.
7. Members / proxies should bring the duly filled Attendance Slip / Proxy Form enclosed herewith to attend the meeting.
8. 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.
9. 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.

10. Attendance slip and proxy form are annexed hereto.
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 Notice will not be distributed at the Extra-Ordinary General Meeting. Members are therefore, requested to bring their copies of the Notice in the meeting.
14. The Notice 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 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@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 Extra-Ordinary 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 February 25th, 2020 at 9:00 A.M. and ends on February 27th, 2020 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 February, 2020 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 LIMITED” 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 :

- i. Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- ii. 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 February 25th, 2020 at 9:00 A.M. and ends on February 27th, 2020 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 February, 2020 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 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 21st February, 2020.
- (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 Extraordinary 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 Extra-Ordinary General Meeting of the Company held on February 28th, 2020 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:
506, 5th Floor Plot No. B-9, Landmark Building
New Link Road, Andheri (West),
Mumbai, Maharashtra 400058

By the Order of the Board of Directors of
VETO SWITCHGEARS AND CABLES LIMITED

Place: Jaipur
Date: 31st January 2020

Sd/-
AKSHAY KUMAR GURNANI
(MANAGING DIRECTOR & CEO)
(DIN: 06888193)

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned under Item No. 1 of the accompanying Notice dated January 31st, 2020

Item No. 1

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“listing regulations”), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Members of the Company, at their 10(Tenth) Annual General Meeting held on September 29th, 2017 had granted approval for re-appointment of Mr. Govind Ram Thawani (DIN: 06367093) as Non-Executive, Independent Director of the Company for the term of 5(five) years, w.e.f. September 29th, 2017 upto September 28th, 2022, not liable to retire by rotation.

Accordingly, as per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of Mr. Govind Ram Thawani as Non-Executive, Independent Director who has attained the age of 75 (Seventy Five) years [DOB: 04-04-1940] shall require approval of the Member by way of passing Special Resolution with effect from April 1, 2019.

A brief justification for their continuation as Non-Executive Independent Director on the Board of the Company is as under:

Mr. Govind Ram Thawani being graduated in Law holds vast and rich experience in advising legal matters of the Company. His continued valuable guidance to the management has led to the strong Board performance. Currently he is an Independent Director on the Board of Directors of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of Mr. Govind Ram Thawani as “Independent Director” of the Company, considering their rich experience, expertise and valuable contribution made to the Board of Directors of the Company. Their presence on the Board adds more value and gives confidence to the Board in its decisions.

The aforementioned Non-Executive Independent Director fulfills all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from them that they meet the criteria of independence as prescribed under the Act and Listing Regulations, presently applicable. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the companies Act, 2013.

A brief resume of the said Director, the nature of their expertise in specific functional areas, names of the companies in which they are holding Directorship, Committee Memberships / Chairmanships, their shareholding etc. are separately annexed in terms of Regulation 36(3) of the Listing Regulations.

The Members are, therefore, requested to grant their approval by way of passing Special Resolution for the continuation of directorship of Mr. Govind Ram Thawani as Non-Executive, Independent Director of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Govind Ram Thawani with respect to their respective resolution) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

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

By the Order of the Board of Directors of
VETO SWITCHGEARS AND CABLES LIMITED

Place: Jaipur
Date: 31st January 2020

Sd/-
AKSHAY KUMAR GURNANI
(MANAGING DIRECTOR & CEO)
(DIN: 06888193)

**Brief Resume of Director seeking appointment/re-appointment/continuation in the Office at the
Extra-Ordinary General Meeting of the Company**
[Pursuant to Regulation 36(3) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2
issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Govind Ram Thawani
DIN	06367093
Age (in years)	79
Nationality	Indian
Date of first appointment	22-08-2012
Qualification	B.Com, Llb
Experience (in years)	55
Terms and Conditions of appointment/re-appointment / continuation	Appointed as Independent Director on terms and conditions as mentioned in the Letter of Appointment.
Details of Remuneration	No remuneration except the sitting fee as permitted under the Companies Act, 2013
Nature of expertise in specific functional area	His expertise lies in Legal Matters
Directorship held in other companies (excluding Foreign Companies and Section 8 Companies)	Veto Electricals Private Limited
Chairmanships/ Memberships of Committees held in Committees of other Companies	NIL
Relationship with other Directors and Key Managerial Personnel of the Company <i>inter-se</i>	NIL
No. of Shares held by Director	NIL
Number of Meetings of the Board attended during the year	7

PROXY FORM

EXTRA-ORDINARY GENERAL MEETING
Friday, February 28th, 2020 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 extra-ordinary general meeting of the company, to be held on **Friday, February 28th, 2020 At 12:00 P.M. at Hotel Radisson Blu, Plot No. 5-6, Airport Plaza, Tonk Road, Durgapura, Jaipur, Raj.-302018** and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution Number	Resolution		
		For	Against
Special Business			
1.	Continuation of directorship of Mr. Govind Ram Thawani, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015		

Signed this day of 2020.

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.



EXTRA-ORDINARY GENERAL MEETING
Friday, February 28th, 2020 at 12:00 P.M.

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11

Route Map of the Venue

EXTRA-ORDINARY GENERAL MEETING
Friday, February 28th, 2020 at 12:00 P.M.

