

V Veto[®]

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ALL ELECTRICAL SEGMENTS

ANNUAL REPORT 2015-16



VETO SWITCHGEARS AND CABLES LTD.



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Corporate Information



MOHAN DAS GURNANI
Group Chairman



Akshay Kumar Gurnani
Managing Director



NARAIN DAS GURNANI
(Additional Director cum CFO)
W.e.f. May 2016



Jyoti Gurnani
Director



MURLI DHAR KAURANI (Retd. IAS)
Independent Director



MOHAN SUKHANI
Independent Director



GOVIND RAM THAWANI
Independent Director

Company Secretary and Compliance Officer	: Ms. Shilpi Keswani M.Com , ACS
Sr. Manager Accounts and Internal Auditor	: Mr. Anuj Kumar Khator (B.Com, C.A.)
Vice President Marketing	: Mr. Vasudev Lalwani B.Com
Auditors	: S G CO & Co. Chartered Accountant 4A, kaledonia-HDIL,2nd Floor, Sahar Road, Near Andheri Station, Andheri(East), Mumbai-400069.
Registrar and Share transfer Agents	: Bigshare Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri(E), Mumbai-400 072 info@bigshareonline.com
Bankers	: Indian Overseas Bank Bank of Baroda
Secretarial Auditor	: Ms. Nisha Agarwal
Stock Exchanges where Company's Securities are Listed	: BSE Limited National Stock Exchange of India, Limited
Registered Office	: 506, 5th Floor Plot No. B-9 Landmark Building New link Road Andheri (West) Mumbai Maharashtra 400058
Corporate Office	: 230, Sindhi Colony Raja Park Jaipur- 302004
Website	: www.vetoswitchgears.com
Email ID	: info@vetoswitchgears.com cs@vetoswitchgears.com
Corporate Identity Number	: L31401MH2007PLC171844





Board's Committees

Audit Committee	Corporate Social Responsibility Committee
Govind Ram Thawani (Chairman)	Mr. Govind Ram Thawani (Chairman)
Mohan Sukhani	Mr. Mohan Sukhani
Mr. Dinesh Gurnani ²	Mr. Dinesh Gurnani ²
Nomination, Remuneration & Compensation Committee	Stakeholders Relationship Committee
Govind Ram Thawani (Chairman)	Mr. Govind Ram Thawani (Chairman)
Murlidhar Kaurani	Mr. Dinesh Gurnani ²
Mohan Sukhani	Mr. Mohan Sukhani

Board's Profile

Akshay Kumar Gurnani (DIN: 06888193), Managing Director cum Chief Executive officer of our Company. He is a post graduate in commerce and having a Qualification of International Hotel Management and Master in Business Administration alongwith Master in Commerce. He has a wide role to play in department of marketing, planning and production. He aims at achieving Rs. 1000 Crores from sales in next Five years. He possesses skilled experience in manufacturing and marketing of copper wires, cables and electrical accessories.

Other Directorship :

SL No.	Names of the Companies	Position
1.	Veto Electropowers (India) Private Limited	Director
2.	Gurnani Holdings Private Limited	Director
3.	Veto Electric Components Private Limited	Director
4.	Ambience Lifespace LLP	Partner

Dinesh Gurnani*, DIN: 00218635 is the Whole Time Executive Director of our Company. He is a Commerce Graduate and has over 10 years of experience in the field of wires and cable industry and other electrical accessories besides real estate. He has a specialized knowledge of manufacturing of copper wires, cables and electrical accessories. Further, he is instrumental in the formulation of distribution policies in India & abroad. Apart from the company, he is actively involved in the development of real estate projects of the group companies.

Other Directorships :

SI No.	Names of the Companies	Position
1	Mukesh Propcon Private Limited	Director
2	Pinkcity Buildhome Private Limited	Director
3	Veto Electric Components Private Limited	Director





SI No.	Names of the Companies	Position
4	Veto Power Products Private Limited	Director
5	Veto Electricals Private Limited	Director
6	Veto Exim Private Limited	Director
7	Gurnani Realators Private Limited	Director
8	Mukesh Buildhome Private Limited	Director
9	Pink Square Build Estate Private Limited	Director
10	Pink Square Real Estate Private Limited	Director
11	Pink Square Infra Developers Private Limited	Director
12	Vankon Switchgears And Cables Private Limited	Director
13	V1 Infradevelopers Private Limited	Director

*Mr. Dinesh Gurnani has been relieved from the Board w.e.f. 24th May 2016 at the meeting of its Board of Directors.

Murlidhar Kaurani, DIN: 06367086 is Non- Executive Independent Director of our Company. He is a retired IAS officer and has over 36 years of experience and has been an active bureaucrat in Government of India. Being an active officer of the Indian Administrative Services, he has a good administrative power and his experience thus can act as a guiding role for growth of our organization. There were no other directorships held as on March 31, 2016. He is a member of Nomination and Remuneration Committee. No other directorships were held by Mr. Murlidhar Kaurani.

Mohan Sukhani, DIN: 00113432 is Non- Executive Independent Director of our Company. He is a Science Graduate and has over 31 years of experience in the field of textile and hotel business. There were no other directorships. He is a member of Nomination & Remuneration Committee and Audit Committee.

Other Directorships

SI No.	Names of the Companies	Position
1.	Goyal Farms Pvt. Ltd	Director
2.	Manhattan Constructions Pvt. Ltd.	Director
3.	Sukhani Buildcon Private Limited	Director
4.	Manhattan Capital Services Private Limited	Director
5.	Gestalt Builders Private Limited	Director
6.	Aravali Square Private Limited	Director
7.	Anokhi Builders Private Limited	Director
8.	Tulsan Constructions Private Limited	Director
9.	Vinayakraj Build Tech Private Limited	Director
10.	Spectrum Buildcon Private Limited	Director
12.	Tulsi Palace Resort Private Limited	Director





Govind Ram Thawani DIN: 06367093 is Non- Executive Independent Director of our Company. He is an Arts Graduate and is a managerial level retired government employee. He is over 35 years of experience in the field of marketing and finance.

Other Directorships :

SI No.	Names of the Companies	Position
1	Veto Electricals Private Limited	Director

Jyoti Gurnani DIN: 06953899 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 .

Narain Das Gurnani DIN : 01970599 is appointed as the additional Director in the Capacity of Chief Financial Officer w.e.f. 24th may 2016. He is an Under Graduate , but 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.

Other Directorships:

SI No.	Names of the Companies	Position
1.	Veto Electropowers (India) Private Limited	Director
2.	Esmas Constructions Private Limited	Director

Notes:

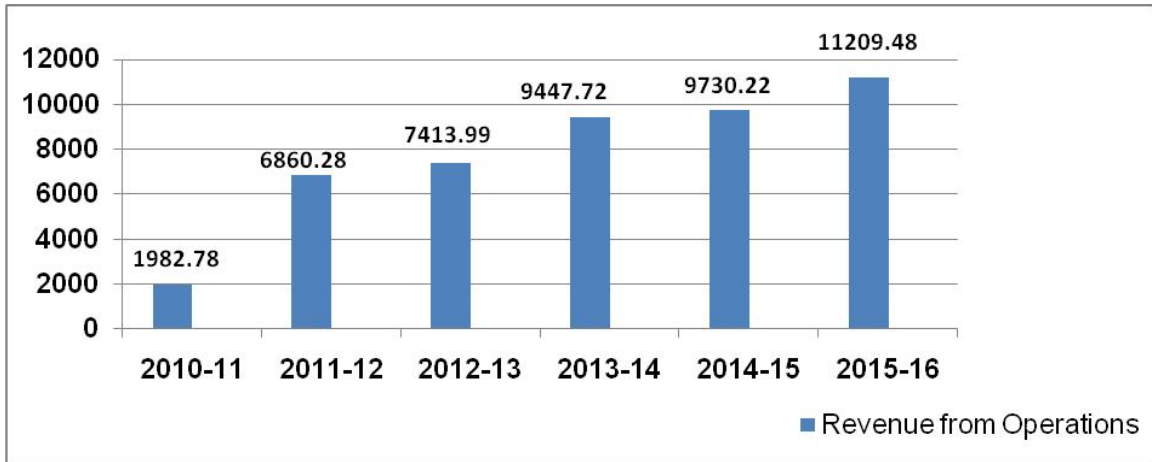
1. Other Directorships and Committee Memberships of Directors are as on 31st March, 2016.
2. Changes in the composition of Director and the Committee:
Mr. Dinesh Gurnani resigned w.e.f 24th May 2016 and Mr. Narain Das Gurnani was appointed as the additional director cum CFO , and became a member of the Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship committees, thereafter.



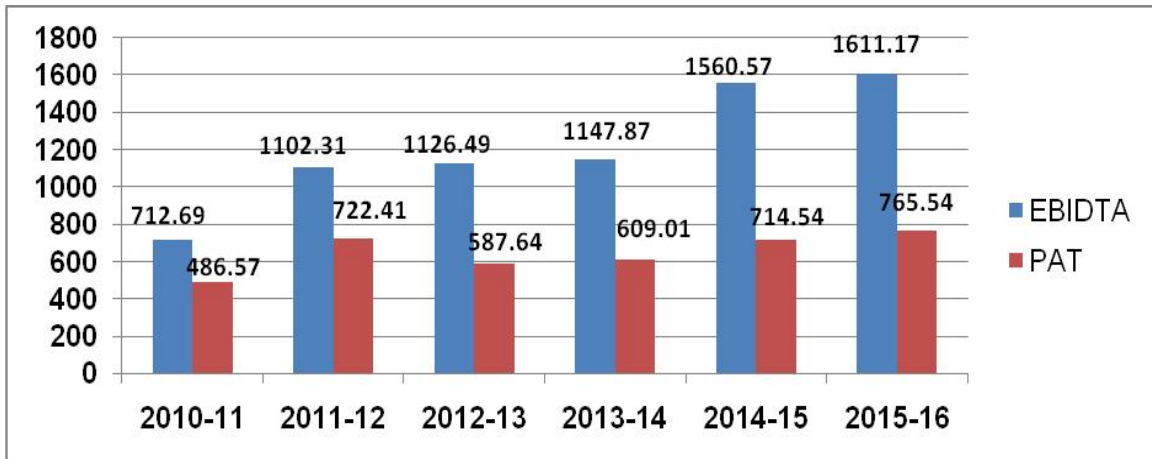


KEY PERFORMANCE INDICATORS

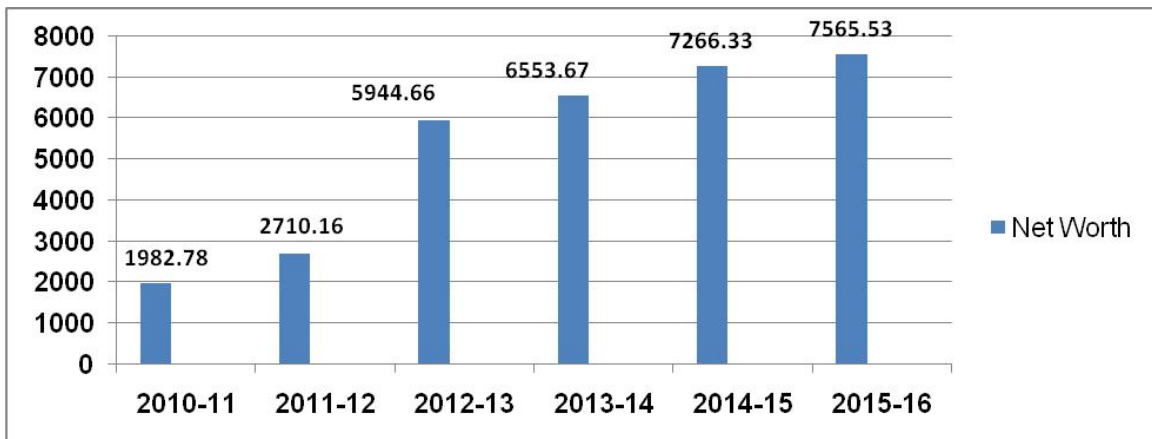
Years Of Consistent Progress And Perseverance Revenue from Operations (in Lacs)



EBIDTA & Profit after Tax (in Lacs)



Net Worth (in lacs)





GROUP CHAIRMAN'S MESSAGE

"No matter how much darkness there is at the end of the day, with the onset of the sun there comes light."

Dear Shareowners,
Greeting from VETO!

It gives me great pleasure to write to you at the end of another exciting year of our journey.

Welcome to the 9th Annual General Meeting of Veto Switchgears and Cables Limited.

At VETO we believe – "Where there is light there is a way".

The year 2015-2016 was earmarked year of light. At Veto, each individual is working towards a common goal, and that is bringing light to the common household.

The year 2015-16 was a milestone year of success. Our major achievement was our first step to be globally awarded. Veto has established its wholly owned subsidiary in Dubai by the name of "VETO Overseas Private F.Z.E. We were welcomed in Dubai with open hands and we are thankful for their gesture. Your company has earned a consolidated profit of 1958.80 Lakhs before tax and exceptional items. The year proved to be a payback for all the hard work and optimism that all its stakeholders have put into this company since its foundation in 2007. Along with the company the group was exponentially awarded. We have maintained the ICRA grade of BBB+ in current year as well.

After the fire that had occurred at one of the rental warehouse of the Company during the financial Year 2014-2015 the Company had faced various challenges. Thankfully the company has received major claim settlement of Rs. 1119.23 lakhs, however short receipt of Rs. 421.03 lakhs. The year 2015-16 has also been full of milestones and memories. The company witnessed diverse challenges as a result of elevated high client expectations, changing environment, new emerging technologies and moreover the manufacturing sector facing unbounded competition. Despite of all the difficulties faced as a result of the innumerable developments on the domestic and global front, your company strived hard and succeeded to deliver performances.

To celebrate our journey in the last year, the board of directors announced a Dividend of Rs 0.50 per share as interim dividend and recommended Rs. 1.50 as final dividend on this occasion. The total dividend paid in FY 2015-16 amounts to Rs. 366,54,200/-

Veto continues to believe in excellence in delivering services seasoned with good business ethics. We target high customer satisfaction, employee satisfaction and maximum revenue generation from all that we undertake. We aim to extract maximum benefit from the business opportunities that we foresee, hand in hand with our trained and skilled team and their teamwork.

Your company has been developing as a distinctive brand of leadership well equipped to address critical challenges faced by industry and society. We look forward to being recognized as one of the major competitors in the global electrical accessory industry.

We constantly work towards our motto:

In the spirit of peace and harmony, we will constantly improve and innovate technologies and carry out our responsibility towards society, nature and culture.

We look forward for the continuing support and encouragement from all our stakeholders, financiers, customers, vendors, staff and all those who directly or indirectly helped us to achieve our goals and conquer our dreams. Last but not the least I would like to thank the Veto team for their determination and hardwork to take the company to soaring new heights, for their potential to face challenges and overcome them and to cross each milestone with flying colours.

Thank you,



MOHAN DAS GURNANI
Group Chairman



Mohan Das Gurnani
GROUP CHAIRMAN





FROM THE DESK OF MANAGING DIRECTOR

*"I find hope in the darkest of days, and focus in the brightest.
I do not judge the universe."*

- Dalai Lama

Dear Shareowners,

Greeting from Veto!

With great pride and pleasure I am presenting you, our Shareholders, the Annual Report 2015-16 of Veto Switchgears and Cables Limited.

Investors nowadays are uncertain about the ever-fluctuating global economy. The economy is volatile and there is lack of leadership and management. In the hour of difficulties, we stand operational.

During the financial year 2015-16, the Company faced various challenges but it stands back and earned a Profit of Rs. 765.55 lacs as Compared to Rs. 714.55 lacs in Financial Year 2014-15.



Akshay Kumar Gurnani
Managing Director & CEO

"Quality assurance at different stages of the manufacturing process ensures that only those products go out of the factories that are safe and of high quality. Veto assures 100% Guarantee for its products."

Technology, design, quality and variety we have it all. We don't say that we are perfect, we just say that we are progressive. Your faith, dear shareholders, is the basis of our hope. We have transformed our portfolio this year the major developments of the year have been:

- The company is now listed on both NSE and BSE.
- Declared its first interim dividend
- Got an order of Rs. 76 crores (approx) at dealers conference
- 100% subsidiary established in Dubai

Reshaping our portfolio would help our stakeholders and the company to achieve greater value and efficiency.

By continuing with our goal of "Absolute Light" we ensure to serve our customers better and delight them everyday.

We are proposing to the upcoming Annual General Meeting of shareholders to accept their share of earners as a small token for their share of earners as a small token for their gratitude and faith upon us. The dividend recommended by the Board is Rs. 1.50 per share of face value Rs. 10 per share (i.e. 15% of Face Value)

Looking ahead we remain cautious about the macro-economic suspects and would be insured at all times to face them, along with other ancillary costs.

On behalf of my colleagues on the executive board, I would like to thank all our employees for their hardwork over the past years, as well as their willingness to embrace change. I would further like to express my gratitude to all the shareholders, customers, and stakeholders for supporting us at all times and for the absolute trust and confidence they have in Veto Switchgears and Cables Limited.

Thank you,

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

