

### Scrutinizer's Report

**[Pursuant to Section 108 and 109 of The Companies Act, 2013 and Rule 20 (3) (xi) and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman,  
Voltamp Transformers Limited  
Makarapura,  
Vadodara- 390 014

Dear Sir,

#### Sub: Scrutinizer's Report

I, Vijay J Bhatt, Proprietor of Vijay Bhatt & Co. Company Secretaries Firm has been appointed by the Board of Directors of Voltamp Transformers Limited (The Company) having its registered office at Makarpura, Vadodara 390 014 as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of the Section 108 of The Companies Act, 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014 and poll taken on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 47<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on 14<sup>th</sup> August, 2014 at Vadodara Chamber of Commerce & Industry, VCCI Commercial Complex, 2<sup>nd</sup> Floor, 73, GIDC, Makarpura, Vadodara – 390 010.

The notice dated 06<sup>th</sup> May, 2014 convening the 47<sup>th</sup> Annual General Meeting (AGM) of the Company along with statements setting out material facts under section 102 of The Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company to be held on 14<sup>th</sup> August, 2014.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice of Annual General Meeting (AGM) of the Company. My responsibility as scrutinizer for e-voting process and poll taken is restricted to make a scrutinizer's report of the vote cast "in favour" or "against" the resolutions and "invalid" votes, based on the reports generated from e-voting system provided by National Services Depository (India) Limited the authorized agency to provide e-voting facilities, engaged by the Company and scrutinizing votes cast at Annual General Meeting.

Further to the above I submit my report as under :-

- 1 The e-voting period commenced on Saturday, August 09, 2014 at 09:00 am and ended on Monday, August 11, 2014 at 6:00 pm.
- 2 The Members of the Company as on "cut off" date i.e Monday, 30<sup>th</sup> June, 2014 were entitled to vote on the resolutions as set out in the notice to the Annual General Meeting (AGM) of the members of the Company.
- 3 The e-votes cast were unblocked on 11<sup>th</sup> August, 2014 at 6:00 p.m in the presence of 2 witnesses Ms. Tanika Shah and Ms. Krupali Joshi who are not in the employment of the Company.
- 4 Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for", "against" and "invalid" each of the resolutions that were put to vote, were generated from e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 5 After the time fixed for closing of the poll by the Chairman at the Annual General Meeting, ballot box kept for polling were locked in my presence with due identification marks placed by me.
- 6 The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/ proxies lodged with the company.
- 7 The poll papers, which were complete, have been treated as valid.



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8 The over all result of e-voting and poll is as under:

(a) **Resolution No. 1 – Adoption of Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2014 and Directors' Report and Auditors' Report thereon**

(i) Voted in favour of the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes
E-voting	22	64,61,880	63.87
Physical	24	3,524	0.03
Total	46	64,65,404	63.90

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid Votes
E-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes :

Mode of Polling	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	Nil	Nil
Physical	Nil	Nil
Total	Nil	Nil

(b) **Resolution No. 2 – To declare Dividend for year ended 31<sup>st</sup> March, 2014**

(i) Voted in favour of the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes
E-voting	22	64,61,880	63.87
Physical	24	3,524	0.03
Total	46	64,65,404	63.90

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid Votes
E-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



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## (iii) Invalid votes :

Mode of Polling	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	Nil	Nil
Physical	Nil	Nil
Total	Nil	Nil

## (c) Resolution No. 3 – To reappoint Shri Vallabh N Madhani, who retires by rotation and being eligible offers himself for re-appointment

## (i) Voted in favour of the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes
E-voting	21	64,81,403	63.866
Physical	24	3,524	0.03
Total	45	64,84,927	63.896

## (ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid Votes
E-voting	1	477	0.005
Physical	Nil	Nil	Nil
Total	1	477	0.005

## (iii) Invalid votes :

Mode of Polling	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	Nil	Nil
Physical	Nil	Nil
Total	Nil	Nil

## (d) Resolution No. 4– To re-appoint Auditors of the Company and to fix their remuneration.

## (i) Voted in favour of the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes
E-voting	20	64,61,338	63.865
Physical	24	3,524	0.03
Total	44	64,64,862	63.895



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(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid Votes
E-voting	2	542	0.005
Physical	Nil	Nil	Nil
Total	2	542	0.005

(iii) Invalid votes :

Mode of Polling	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	Nil	Nil
Physical	Nil	Nil
Total	Nil	Nil

(e) Resolution No. 5- To appoint Shri Kewalkrishna G Tuli as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes
E-voting	20	64,61,338	63.865
Physical	24	3,524	0.03
Total	44	64,64,862	63.895

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid Votes
E-voting	2	542	0.005
Physical	Nil	Nil	Nil
Total	2	542	0.005

(iii) Invalid votes :

Mode of Polling	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	Nil	Nil
Physical	Nil	Nil
Total	Nil	Nil



Vijay J. Bhatt

B. Com (Hons.), LL.B. (Spl), FCS

**VIJAY BHATT & CO**  
**COMPANY SECRETARIES**

110, RAJVEE TOWERS, NR. TUBE COMPANY, OLD PADRA ROAD, VADODARA – 390 020  
Ph. (O) 0265 2339 002 • Email: vbhatt2004@yahoo.co.in

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(f) Resolution No. 6– To approve remuneration of Cost Auditors of the Company.

(i) Voted in favour of the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes
E-voting	21	64,61,403	63.866
Physical	24	3,524	0.03
Total	45	64,64,927	63.896

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid Votes
E-voting	1	477	0.005
Physical	Nil	Nil	Nil
Total	1	477	0.005

(iii) Invalid votes :

Mode of Polling	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	Nil	Nil
Physical	Nil	Nil
Total	Nil	Nil

9. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours truly,  
For Vijay Bhatt & Co.  
Company Secretaries,



Vijay J. Bhatt  
Proprietor  
CP: 2265 FCS: 4900  
Place: Vadodara  
Date: 16.08.2014

