

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
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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended]

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting by remote e-voting and e-voting facility provided to the shareholders during the 53rd Annual General Meeting (AGM) of the shareholders of Voltamp Transformers Limited held on Friday, 14th August, 2020 at 10:00 A.M. through Video Conference (VC) / Other Audio Visual Means (OAVM).

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 (remote e-voting) and electronic voting (e-voting) conducted at the 53rd Annual General Meeting (AGM) pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I confirm that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

The notice dated 10th June, 2020 convening the 53rd 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 14th August, 2020.

I submit report as under:

1. The AGM was held in compliance with the MCA Circular dated May 5, 2020 read with Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 for holding of the "AGM" through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the AGM along with Annual Report 2019-20 was sent on 22.07.2020 through Electronic mode only to those Members whose e-mail address are registered with the Company, RTA or CDSL/NSDL (Depositories).
2. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-voting (which includes remote e-voting and the electronic voting, provided at the AGM) to the Members on the Resolutions proposed in the Notice calling the 53rd AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a Consolidated Scrutinizer's Report on the voting to the Chairman on the Resolutions.



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3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by National Services Depository (India) Limited (NSDL).
4. The Members of the Company as on "cut off" date i.e. Friday, 07th August, 2020 were entitled to vote on the resolutions as set out in the notice of the AGM.
5. The e-voting period commenced on Tuesday, 11th August, 2020 at 09:00 am (IST) and ended on Thursday, 13th August, 2020 at 5:00 pm. (IST).
6. At the 53rd AGM of the Company held on Friday, 14th August, 2020, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-Voting to record their votes on the Resolutions to be passed.
7. After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Friday, 14th August, 2020 at around 11.30 a.m. in the presence of two witnesses who are not in employment of the Company.
8. I hereby submit a Consolidated Scrutinizer's Report pursuant to Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the aforesaid 53rd AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the electronic voting system of the National Services Depository (India) Limited (NSDL).
9. The results of the Remote e-voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

Resolution No. 1: Ordinary Resolution:

To receive and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31st March, 2020, the Balance Sheet as on that date, the Directors' and the Auditors' Reports thereon:

- (i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of valid votes cast by them	% of total number of valid votes cast
88	8634809	100%

- (ii) Voted **against** the resolution:

Number of members voted electronically	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%



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(iii) **Invalid votes :**

Number of members whose votes were declared invalid	Number of valid votes cast by them
-	-

Resolution No. 2: Ordinary Resolution:

To confirm payment of interim dividend of Rs. 25/- per share of face value of Rs. 10/- each for F.Y. 2019-20.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of valid votes cast by them	% of total number of valid votes cast
89	8634884	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iii) **Invalid votes :**

Number of members whose votes were declared invalid	Number of valid votes cast by them
-	-

Resolution No. 3: Ordinary Resolution:

To appoint a Director in place of Shri Kunjalbhai L Patel, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
88	8634812	100%



(iii) Voted **against** the resolution:

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
2	73	0.00%

(iii) **Invalid** votes :

Number of members whose votes were declared invalid	Number of valid votes cast by them
-	-

Resolution No. 4: Special Resolution:

To reappoint Shri Kanubhai S. Patel (DIN 0008395) as a Chairman and Managing Director of the Company.

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

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
88	8634808	100%

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
3	87	0.00%

(iii) **Invalid** votes :

Number of members whose votes were declared invalid	Number of valid votes cast by them
-	-



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Resolution No. 5: Special Resolution:

To reappoint Shri Hemant P. Shaparia (DIN: 00053392) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
88	8573956	99.29%

(ii) Voted against the resolution:

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
3	60939	0.71%

(iii) Invalid votes :

Number of members whose votes were declared invalid	Number of valid votes cast by them
-	-

Resolution No. 6: Special Resolution:

To appoint Shri Vallabh N. Madhani (DIN: 02209006) as a Whole Time Director & CFO.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
89	8634822	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
2	73	0.00%



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(iii) **Invalid votes :**

Number of members whose votes were declared invalid	Number of valid votes cast by them
-	-

Resolution No. 7: Ordinary Resolution:

To approve remuneration of the Cost Auditors for the financial year 2020-21.

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

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
88	8634876	100%

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of valid votes cast by them	Number of votes cast by them % of total number of valid votes
3	19	0.00%

(iii) **Invalid votes :**

Number of members whose votes were declared invalid	Number of valid votes cast by them
-	-

10. All the 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



Date : 14/08/2020
Place : Vadodara
UDIN : F004900B000579562