



## Voltamp Transformers Limited

Ref: VTL/SEC/NSE-BSE/April,2021

April 28, 2021

<b>To,</b> <b>NATIONAL STOCK EXCHANGE OF INDIA LTD</b> Listing Department "Exchange Plaza," Bandra –Kurla Complex, Bandra (E), Mumbai 400 051 Scrip Code: VOLTAMP EQ	<b>To,</b> <b>BSE LIMITED</b> Department of Corporate Services, Floor 1, Rotunda Building, P J Towers, Dalal Street, Mumbai 400 001 Scrip Code: 532757
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Dear Sirs,

**Sub: Update on the proceedings of the meeting of Unsecured Creditors of the Company and Scrutinizer's Report on e-voting (remote e-voting and e-voting at the Meeting)**

We enclose herewith the following in connection with the meeting of Unsecured Creditors of the Company convened pursuant to the Order of Hon'ble National Company Law Tribunal, Ahmedabad Bench and held on Tuesday, April 27, 2021.

1. Update on the proceedings of the Meeting
2. Scrutinizer's Report on e-voting (remote e-voting and e-voting at the Meeting)

Kindly take the above intimation in your record

Thanking you,

Yours faithfully,

**FOR VOLTAMP TRANSFORMERS LTD.**

**SANKET RATHOD**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl. As above

**Update on the proceedings of the meeting of the Unsecured Creditors of the Company convened pursuant to the Order of Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT Ahmedabad") and held on Tuesday, April 27, 2021 ("Meeting")**

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**A. Date, time and venue of the Meeting**

The Meeting of the Unsecured Creditors of the Company convened pursuant to the Order of NCLT Ahmedabad was held on Tuesday, April 27, 2021 at 12:00 noon (IST) through video conferencing ("VC").

**B. Proceedings in brief**

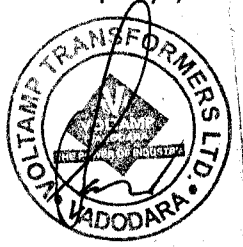
Shri Hemant Shaparia, Independent Director of the Company, Chairman appointed by NCLT Ahmedabad, vide it's order dated 24<sup>th</sup> March, 2021, chaired the Meeting ("Chairman").

The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman thereafter stated that in view of the continuing Covid-19 pandemic, conducting physical meeting of the Unsecured Creditors is not possible and hence pursuant to order of the Hon'ble NCLT Ahmedabad and in compliance with provisions of Section 108 of Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and related circulars issued by SEBI and general circular no. 14/2020, 17/2020 and 39/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 31<sup>st</sup> December, 2020 respectively issued by the Ministry of Corporate Affairs (MCA), the meeting of Unsecured Creditors is being conducted through Video Conferencing/Other Audio Visual Means ('VC/AVM'). The platform for meeting is provided by the National Securities Depository Limited (NSDL).

The Chairman thereafter addressed the Unsecured Creditors. He informed that the remote e-voting commenced at 9:00 a.m. (IST) on Saturday, April 24, 2021 and concluded at 5:00 p.m. (IST) on Monday, April 26, 2021. Further, Unsecured Creditors who are present in the meeting through VC facility and who has not cast their vote on the resolution through remote e-voting, is eligible to vote through e- voting system available during the meeting. E-voting will open for 15 minutes after conclusion of this Meeting.

Scheme of Amalgamation of Kunjal Investments Private Limited ("Transferor Company") with Voltamp Transformers Limited ("Transferee Company") & its shareholders, secured creditor



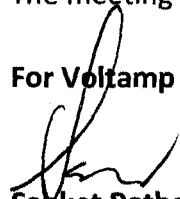
and unsecured creditors, along with the resolution was placed before the Unsecured Creditors for consideration and approval.

The Chairman informed that Mr. Vijay Bhatt of M/s. Vijay Bhatt & Co., Company Secretaries have been appointed as Scrutinizer by the NCLT Ahmedabad to scrutinize the entire voting process at the meeting in a fair and transparent manner.

The Chairman informed the Unsecured Creditors that results of both Remote e-voting and e-voting done during the Meeting will be declared within 48 hours of the conclusion of the Meeting upon receipt of the Scrutinizer's Report. Scrutinizer's report along with voting result will be placed on the web site of the Company.

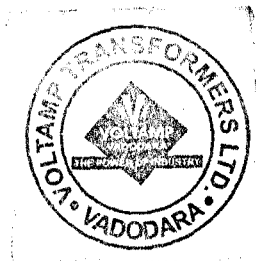
The meeting was concluded at 12: 16 P.M.

**For Voltamp Transformers Limited**



**Sanket Rathod**

**Company Secretary & Compliance Officer**



## SCRUTINIZER'S REPORT

[Pursuant to directions of the National Company Law Tribunal, Ahmedabad Bench vide its Order dated 24<sup>th</sup> March, 2021 and provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
Mr. Hemant P. Shaparia  
Chairperson appointed for the meeting of the Unsecured Creditors of Voltamp Transformers Limited [CIN: L31100GJ1967PLC001437], convened pursuant to the Order of the Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench dated 24<sup>th</sup> March, 2021.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for remote e-voting and e-voting at the NCLT Convened Meeting of Unsecured Creditors ("Meeting") of Voltamp Transformers Limited in connection with the resolution detailed in the Notice dated 25<sup>th</sup> March, 2021 ("Notice"), convening Meeting of the Company on Tuesday, 27<sup>th</sup> April, 2021 at 12:00 Noon., conducted through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in pursuance of directions issued by the Ahmedabad Bench of Hon'ble NCLT vide its order dated 24<sup>th</sup> March, 2021 in Company Scheme Application No. CA(CAA) No. 12/NCLT/AHM/2021.**

1. NCLT vide its Order dated 24<sup>th</sup> March, 2021, ("NCLT Order") has *inter – alia* directed Voltamp Transformers Limited ("Transferee Company") to hold a meeting of its Unsecured Creditors to consider and, if thought fit, to approve, with or without modification(s), the proposed Scheme of Amalgamation between the Transferee Company and its shareholders and creditors and Kunjal Investments Private Limited ("Transferor Company") and its shareholders and creditors ("Scheme"), in accordance with the terms of the Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act").
2. In terms of the notice dated 25<sup>th</sup> March, 2021 ("Notice"), a meeting of the Unsecured Creditors of the Transferee Company was convened and held on Tuesday, 27<sup>th</sup> April, 2020 at 12:00 Noon IST through VC ("the Meeting").
3. The Transferee Company had provided to its Unsecured Creditor, facility to exercise their right to vote on the resolution contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("remote e-voting"); and (ii) at the Meeting ("e-voting at the Meeting").
4. I, Vijay J. Bhatt, Practicing Company Secretary, have been appointed as Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the Meeting on the proposed resolution contained in the Notice calling the Meeting.
5. As the Scrutinizer, I have to scrutinize the process of:
  - (i) remote e-voting; and
  - (ii) e-voting at the Meeting



### **Management's Responsibility**

6. The management of the Transferee Company is responsible to ensure compliance with the requirements of the Act and the Rules made there under and the NCLT Order in this regard. The management of the Transferee Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **Scrutinizer's Responsibility**

7. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the Meeting) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Registrar and Transfer Agent of the Transferee Company and the Agency authorized in accordance with the applicable Rules under the Act and engaged by the Transferee Company to provide the facility of remote e-voting and e-voting at the Meeting and attendant papers / documents furnished to me electronically by the Transferee Company and / or NSDL for my verification.
8. The Company has completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Unsecured Creditors of the Company by 26<sup>th</sup> March, 2021 and also published an advertisements which appeared in "Financial Express" English Daily Ahmedabad Edition and "Vadodara Samachar" Gujarati Daily, both on 26<sup>th</sup> March, 2021.
9. The Unsecured Creditors of the Transferee Company as on the "cut-off" date, as specified in the Notice, i.e., Tuesday, 20<sup>th</sup> April, 2021 were entitled to vote on the resolution as set out in the Notice calling the Meeting and their voting rights were in proportion to the outstanding amount due by the Transferee Company to them as on the cut-off date.

### **10. Remote e-voting process:**

The remote e-voting vide EVEN: 115902, in accordance with the Rules framed under the Act, remained open from Saturday, 24<sup>th</sup> April, 2021 (9:00 a.m. IST) to Monday, 26<sup>th</sup> April, 2021 (5:00 p.m. IST).

Thereafter, the votes cast during remote e-voting were unblocked on Tuesday, 27<sup>th</sup> April, 2021 after the conclusion of the Meeting and was witnessed by two witnesses, Ms. Uttara Jagannath and Mr. Parag Pandya, who are not in the employment of the Transferor Company and / or NSDL.

Thereafter, the details containing, *inter alia*, the list of Unsecured Creditors who voted "in favour" or "against" the resolution were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsd.com/>. Based on the report generated by NSDL and relied upon by me, the data relating to remote e-voting was scrutinized on test check basis.

### **11. E-voting at the Meeting:**

After the time fixed for closure of the e-voting at the Meeting by the Chairperson, the electronic system recording the e-voting (e-votes) was locked by NSDL.

The e-votes were reconciled with the records maintained by the Transferee Company / NSDL and the authorizations lodged with the Transferee Company / NSDL on test check basis.

The e-votes cast at the meeting were unblocked on Tuesday, 27<sup>th</sup> April, 2021 after the conclusion of the Meeting.

12. The resolution as set out in the Notice calling the Meeting of Unsecured Creditors (Resolution) is reproduced below:-

**“RESOLVED THAT** pursuant to the directions of Hon'ble National Company Law Tribunal, Ahmedabad Bench (hereinafter referred to as 'the Hon'ble Tribunal'/ NCLT') for convening the meeting of Unsecured Creditors of Voltamp Transformers Limited (Transferee Company), vide its Order dated 24th March, 2021 read with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to the approval of the Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the arrangement embodied in the proposed Scheme of Amalgamation between Kunjal Investments Private Limited (the 'Transferor Company') and Voltamp Transformers Limited (the 'Transferee Company') and their respective Shareholders and Creditors ('Scheme') placed before this meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

13. The consolidated results of remote e-voting and e-voting at the Meeting of the Transferee Company, on the Resolution, based on the reports generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:-

- I. Voted in **Favour** of the resolution:

Type of Voting	Number of Unsecured Creditors who voted	Value of Unsecured Debt (In ₹)	% of total number of valid votes casted
Voting through Remote e-voting And e-voting at the meeting	33	₹ 14,59,95,924/-	100%

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

II. Voted against the resolution:

Type of Voting	Number of Unsecured Creditors who voted	Value of Unsecured Debt (In ₹)	% of total number of valid votes casted
Voting through Remote e-voting And e-voting at the meeting	Nil	Nil	Nil

III. Invalid Votes:

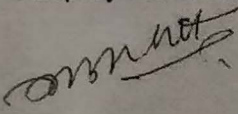
Type of Voting	Number of Unsecured creditors whose Votes declared invalid	Total number of invalid votes
Voting through Remote e-voting And e-voting at the meeting	Nil	Nil

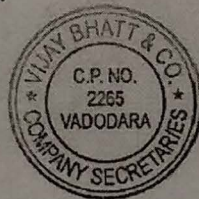
Accordingly, the proposed Resolution approving the Scheme has been approved unanimously by the Unsecured Creditors of the Transferee Company.

14. The electronic data and all other relevant records relating to remote e-voting and e-voting at the Meeting were handed over to Mr. Sanket Rathod, Company Secretary and Compliance Officer of the Transferee Company for safe keeping.

Thanking you,

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

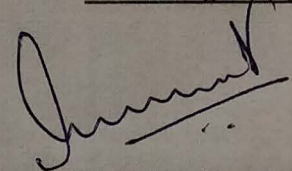
  
Vijay J. Bhatt  
Proprietor  
FCS: 4900  
CP: 2265



UDIN: F004900C000187489

Date: 27/04/2021  
Place: Vadodara

Countersigned by:



Hemant P. Shaparia  
Chairperson appointed by NCLT for the Meeting of  
Unsecured Creditors of Voltamp Transformers Limited

Date: 27/04/2021  
Place: Rajkot