

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the Members of VOLTAMP TRANSFORMERS LIMITED, that the 54th Annual General Meeting of the Members of the Company will be held on Thursday, 30th September, 2021 at 10:00 a.m. through video conference / other audio visual means ("VC/OAVM"), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Makarpura, Vadodara – 390 014.

ORDINARY BUSINESS:

- 1) To consider and adopt the Audited Financial Statement for the Financial Year ended 31st March, 2021, together with the Directors' and the Auditors' Reports thereon.
- 2) To declare a final dividend of ₹ 25 per equity share for the year ended March 31, 2021.
- 3) To appoint a Director in place of Shri Kanubhai S. Patel (DIN 0008395), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- 4) To appoint Smt. Paulomi Jabal Lashkari (DIN: 00274468) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Smt. Paulomi Jabal Lashkari (DIN: 00274468) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 14, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 105 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17, and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Smt. Paulomi Jabal Lashkari (DIN: 00274468), who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from August 14, 2020 to August 13, 2025, be and is hereby approved."

- 5) To appoint Shri Rajendra Chhotalal Patel (DIN: 01681826) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Rajendra Chhotalal Patel (DIN: 01681826) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 14, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 105 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17, and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Shri Rajendra Chhotalal Patel (DIN: 01681826), who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing August 14, 2020 to August 13, 2025, be and is hereby approved."

- 6) To appoint Smt. Taral K. Patel (DIN: 00023066) as a Non Executive Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Smt. Taral K. Patel (DIN: 00023066) who was appointed as an Additional Director of the Company w.e.f. 14th August, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 105 of the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer herself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Smt. Taral K. Patel’s (DIN: 00023066) candidature for the office of the Director, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- 7) To approve remuneration of the Cost Auditors for the financial year 2021-22 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Y. S. Thakar & Co., Cost Accountants, who has been appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2021-22, be paid the remuneration of ₹ 65,000/- (Rupees Sixty Five Thousand) per annum plus applicable taxes / levies and reimbursement of actual out of pocket expenses that may be incurred during the course of audit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do such acts, deeds and things as may be necessary or desirable to give effects to this Resolution or incidental thereto.”

Regd. Office:

Makarpura, Vadodara
Gujarat – 390 014.

Date : June 25, 2021

CIN : L31100GJ1967PLC001437

e-mail : vnm_ipo@voltampttransformers.com

BY ORDER OF THE BOARD OF DIRECTORS

**SANKET RATHOD
COMPANY SECRETARY**

NOTES:

- 1) AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO.
- 2) In view of the COVID-19 pandemic and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting to be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with the circulars issued by MCA and SEBI, 54th AGM of the Company shall be conducted through VC/OAVM. National Securities Depositories Limited (‘NSDL’) will be providing facility for remote e-voting participation in the AGM through VC/OAVM and e-voting during the AGM.
- 3) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, in terms of the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form and attendance slip including route map are not annexed to this notice.

- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) Register of Members and Share Transfer Books will remain closed from Friday, 24th September, 2021 to Thursday, 30th September, 2021 (Both days inclusive).
- 6) 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 7) In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars the Notice of AGM along with Annual Report for 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company or their respective Depository Participants. Members may also note that the Notice of the 54th AGM and the Annual Report 2020-21 will also be available on the website of the Company at <http://www.voltamptransformers.com>., websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Investors are requested to register their e-mail address with Link Intime India Pvt. Ltd., if shares are held in physical mode or with their DP, if the shares are held in electronic mode.
- 8) The remote e-voting period begins on Monday, 27th September, 2021 at (9:00 A.M. IST) and ends on Wednesday 29th September, 2021 at (5:00 P.M. IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday 23rd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday 23rd September, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ Beneficial Owner ” icon under “Login” which is available under “ IDeAS ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL. then your user ID is IN300***12*****.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vbhatt2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to vnm_ipo@voltampttransformers.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to vnm_ipo@voltampttransformers.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

1. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views/ send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at vnm_ipo@voltamptransformers.com to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before Monday, 27th September, 2021 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
2. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

GENERAL INFORMATION FOR SHAREHOLDERS

1. The voting right shall be as per the number of equity shares held by the member(s) as on Thursday, 23rd September, 2021, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
2. Mr. Vijay Bhatt of M/s. Vijay Bhatt & Co., Company Secretaries, (Membership No. FCS: 4900) (Address 110, Rajvee Tower, Near Tube Company, Old Padra Road, Vadodara - 390 020) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
3. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.voltamptransformers.com.
4. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

5. Subject to the approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the members whose names appear on the Company's register of members as on Record date, and in respect of the shares held in dematerialized mode, to the members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Demand drafts will be dispatched to the registered address of the members who have not updated their bank details. Members are requested to register / update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts, if shares are held in dematerialized mode by submitting the forms and documents as required by the Depository Participants. With the Company / Linkintime India Pvt. Ltd., if shares are held in physical mode by submitting scanned copy of signed request letter which shall contain Member's name, folio number, bank details (Bank account number, Bank and Branch name and address, IFSC MICR details), self attested copy of PAN card and cancelled cheque leaf.

6. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates in the Income Tax Act, 1961. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number ("PAN") category as per the IT Act with their Depository Participants ('DPS') or in case shares are held in physical form, with the Company by sending documents by 20th September, 2021.
7. In terms of the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2013-14 is due for transfer to the IEPF by September 2021.
8. Pursuant to section 124(6) of the Companies Act, 2013, as amended and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (the IEPF Rules, 2016) all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more will become due for transfer to the IEPF Demat account. Shareholders may note that both the unclaimed dividend amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF Authority by making an online application in Form IEPF-5 (available on www.iepf.gov.in) along with the fee prescribed to the IEPF authority with a copy to the Company.
9. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis on the request being sent on vnm_ipo@voltamptransformers.com till the date of AGM.
10. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
11. Members holding shares in dematerialised form may please note that, while opening a depository account with Participants they may have given their bank account details, which will be printed on their Demand draft. However, if Members want to change/correct the bank account details, they should send the same immediately to the Depository Participant concerned. Members are also requested to give the MICR code of their bank to their Depository Participant. The Company will not entertain any direct request from Members for cancellation/change in the bank account details furnished by Depository Participants to the Company.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent or the Company.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board of Directors of the Company by resolution dated 14th August, 2020, appointed Smt. Paulomi J Lashkari (DIN: 00274468) as an Additional Director (Woman- Independent) to hold office upto the 54th Annual General Meeting of the Company. As per the Sections 161 (1) & 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, for continuation of her appointment, approval of shareholders by ordinary resolution is mandatory. The Nomination & Remuneration Committee at its Meeting held on 14th August, 2020 after considering her knowledge, acumen, expertise and experience in respective fields has recommended to the Board that association of her as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended her appointment as an Independent Director on the Board of the Company, to hold office for the term of five consecutive years commencing from 14th August, 2020 upto 13th August, 2025 and not liable to retire by rotation.

Smt. Paulomi J Lashkari (DIN: 00274468) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Smt. Paulomi J Lashkari (DIN: 00274468) that she meets with the criteria of independence as prescribed in section 149 of the Act and regulation 16 of the SEBI (Listing obligation and Disclosure Requirements) Regulations 2015. In the opinion of the Board, Smt. Paulomi J Lashkari (DIN: 00274468) fulfills the conditions for appointment as an Independent Director as specified in the Act and rules made thereunder and is independent from the Management. Copy of the draft letter for appointment of Smt. Paulomi J Lashkari (DIN: 00274468) as an Independent Director setting out the terms and conditions of her appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Smt. Paulomi J Lashkari, aged 56 (DIN: 00274468) is a B.A – from The Gujarat University and having vast experience in the field of manufacturing and service industry. Presently she is on the Board of Yogi Metalised Products Pvt Ltd, Omni Lens Pvt Ltd, Scope Consultancy Private Limited, Madhav Health Care & Realty Private Limited, Jaybee Organiser and Developer Private Limited, L&P Infracon Private Limited and GIDC Epsez Gandhinagar Association. She is also Designated Partner of Aashiana Recreation Projects LLP.

Except Smt. Paulomi J Lashkari (DIN: 00274468), none of the other Directors and Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

The Board of Directors of the Company by resolution dated 14th August, 2020, appointed Shri Rajendra Chhotalal Patel (DIN: 01681826) as an Additional Director (Independent) to hold office upto the 54th Annual General Meeting of the Company. As per the Sections 161 (1) & 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, for continuation of his appointment, approval of shareholders by ordinary resolution is mandatory. The Nomination & Remuneration Committee at its Meeting held on 14th August, 2020 after considering his knowledge, acumen, expertise and experience in respective fields has recommended to the Board that association of him as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended his appointment as an Independent Director on the Board of the Company, to hold office for the term of five consecutive years commencing from 14th August, 2020 upto 13th August, 2025 and not liable to retire by rotation.

Shri Rajendra Chhotalal Patel (DIN: 01681826) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Shri Rajendra Chhotalal Patel (DIN: 01681826) that he meets with the criteria of independence as prescribed in section 149 of the Act and regulation 16 of the SEBI (Listing obligation and Disclosure Requirements) Regulations 2015. In the opinion of the Board, Shri Rajendra Chhotalal Patel (DIN: 01681826) fulfills the conditions for appointment as an Independent Director as specified in the Act and rules made thereunder and is independent from the Management. Copy of the draft letter for appointment of Shri Rajendra Chhotalal Patel (DIN: 01681826) as an Independent Director setting out the terms and conditions of his appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Shri Rajendra Chhotalal Patel, aged 69 years (DIN: 01681826) is a B.Sc - Chemical Engineering - from The California State Polytechnic University USA and having vast experience in the field of Chemical industry. Since 2005, he is a Managing Director of UI VR Private Limited, manufacturing persulfates. Previously, he had been on the board of Himanshu Chemicals Pvt Ltd and also been founder owner of Electrochem Industries & Seamless Corporation.

Except Shri Rajendra Chhotalal Patel (DIN: 01681826), none of the other Directors and Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

The Board of Directors of the Company by resolution dated 14th August, 2020, appointed Smt. Taral K. Patel (DIN: 00023066) as an Additional Director (Non-executive) to hold office upto the 54th Annual General Meeting of the Company. As per the Sections 161 (1) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, for continuation of her appointment, approval of shareholders by ordinary resolution is mandatory. The Nomination & Remuneration Committee at its Meeting held on 14th August, 2020 after considering her knowledge, acumen, expertise and experience in respective fields, has recommended to the Board that association of her as a Non-Executive Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended her appointment as a Non Executive, Non Independent Director on the Board of the Company, liable to retire by rotation.

Smt. Taral K. Patel (DIN: 00023066) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Smt. Taral K. Patel, aged 45 years (DIN: 00023066) is holding MBA degree from The B K School of Management, Ahmedabad, She is a Teacher Trainer for Fastrackkids International, a global early childhood educational franchise Company based in USA & Certified Professional Coach from LTW (USA) ACTP and having vast experience in the field of social wellness, charitable activities, Life Skill Development and Human Resource. She has been Founder Director of the Banyan Club since 2005 to till date, an early childhood education centre that focuses on life skills development, Managing Trustee of Samvedana Foundation, a foundation for supporting and funding various NGO and individual primarily in education and healthcare, apart from this, she is Trustee and Treasurer of Arpan Charitable Trust and Arpan School - NGO since 2006, Managing Committee Member at Baroda Management Association, Vadodara and Vice Chairperson and Trustee at Baroda Citizen's Council (NGO), Vadodara.

Except Smt. Taral K. Patel (DIN: 00023066) and Shri Kunjal L. Patel (DIN: 00008354), none of the other Directors and Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Y. S. Thakar & Co., Cost Accountants as the Cost Auditors and remuneration payable to them, to conduct the audit of the cost records of the Company for the financial year 2021-22. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors and Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Regd. Office:

Makarpura, Vadodara

Gujarat – 390 014.

Date : June 25, 2021

CIN : L31100GJ1967PLC001437

e-mail : vnm_ipo@voltamptransformers.com

BY ORDER OF THE BOARD OF DIRECTORS

SANKET RATHOD

COMPANY SECRETARY

PROFILE OF DIRECTORS RECOMMENDED FOR APPOINTMENT / REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD -2 ON GENERAL MEETINGS

Name of Director	Shri Kanubhai S. Patel (DIN No. 0008395)
Date of Birth	03/05/1957
Date of reappointment	11/02/2020
Expertise in specific functional area	Vast experience of more than 3 decades in the field of Strategic Business Management, Stakeholder Relationship, Marketing & Business Development, Finance, Accounting, Taxation and Banking, Resource Planning, Corporate Affairs and also the General Management of the Company.
Qualification	F.C.A., F.C.S., B.Com,
Brief Resume of Shri Kanubhai S. Patel & details of the Companies in which Directorship held	Shri Kanubhai S. Patel, Chairman and Managing Director, is associated with VOLTAMP GROUP since more than 39 years. He holds a Commerce degree from The M.S. University, Vadodara and is a Fellow Member of the Institute of Chartered Accountants of India and also the Institute of Company Secretaries of India. He has also attended Global Advance Management Programme conducted by the Kellogg School of Business Chicago (USA). He has vast experience of more than 3 decades in the field of Finance, Marketing and Commercial Matters and also the General Management of the Company. He also worked for short tenures with Atul Products Ltd., Bombay Dyeing & Manufacturing Company Ltd. and Cadbury India Ltd. Presently he is on the Board of Paramount Limited, Meghmani Finchem Ltd.
Listed Companies in which Directorship held other than this Company	Nil
Listed Companies in which membership of Committees of Directors held other than this Company	Nil
Relationship with other Directors and Key Managerial Personnel	Not related with any Director / KMP of the Company.
No. of shares held in the Company as on 31.03.2021	1

Name of Director	Smt. Paulomi J Lashkari (DIN: 00274468)
Date of Birth	05/10/1964
Date of Appointment	14/08/2020
Expertise in specific functional area	Vast experience in the field of manufacturing and service industry.
Qualification	B.A. from The Gujarat University
Brief Resume of Smt. Paulomi J Lashkari & details of the Companies in which Directorship held	Smt. Paulomi J Lashkari, (DIN: 00274468) is a B.A. from The Gujarat University and having vast experience in the field of manufacturing and service industry. Presently she is on the Board of Yogi Metalised Products Pvt Ltd, Omni Lens Pvt Ltd, Scope Consultancy Private Limited, Madhav Health Care & Realty Private Limited, Jaybee Organiser And Developer Private Limited, L&P Infracon Private Limited and GIDC Epsez Gandhinagar Association. She is also Designated Partner of Aashiana Recreation Projects LLP.
Listed Companies in which Directorship held other than this Company	Nil
Listed Companies in which membership of Committees of Directors held other than this Company	Nil
Relationship with other Directors and Key Managerial Personnel	Not related with any Director / KMP of the Company.
No. of shares held in the Company as on 31.03.2021	Nil

Name of Director	Shri Rajendra Chhotalal Patel (DIN: 01681826)
Date of Birth	16/03/1952
Date of Appointment	14/08/2020
Expertise in specific functional area	Vast experience in the field of manufacturing and General Management of the Company.
Qualification	B.Sc- Chemical Engineering from The California State Polytechnic University USA
Brief Resume of Shri Rajendra Chhotalal Patel & details of the Companies in which Directorship held	Shri Rajendra Chhotalal Patel, (DIN: 01681826) is a B.Sc. Chemical Engineering from The California State Polytechnic University USA and having vast experience in the field of Chemical industry. Since 2005, he is a Managing Director of UI VR Private Limited, manufacturing persulfates. Previously, he had been on the board of Himanshu Chemicals Pvt Ltd and also been founder owner of Electrochem Industries & Seamless Corporation.
Listed Companies in which Directorship held other than this Company	Nil
Listed Companies in which membership of Committees of Directors held other than this Company	Nil
Relationship with other Directors and Key Managerial Personnel	Not related with any Director / KMP of the Company.
No. of shares held in the Company as on 31.03.2021	Nil

Name of Director	Smt. Taral K. Patel (DIN: 00023066)
Date of Birth	28/12/1975
Date of Appointment	14/08/2020
Expertise in specific functional area	Social wellness, Charitable activities, Life Skill Development and Human Resource.
Qualification	MBA from The B K School of Management, Ahmedabad
Brief Resume of Smt. Taral K. Patel & details of the Companies in which Directorship held	Smt. Taral K. Patel, (DIN: 00023066) is holding MBA degree from The B K School of Management, Ahmedabad, She is a Teacher Trainer for Fastrackids International a global early childhood educational franchise Company based in USA & Certified Professional Coach from LTW (USA) ACTP and having vast experience in the field of social wellness, charitable activities, Life Skill Development and Human Resource. She has been Founder Director of the Banyan Club since 2005 to till date, an early childhood education center that focuses on life skills development, Managing Trustee of Samvedana Foundation, a foundation for supporting and funding various NGO and individual primarily in education and healthcare, apart from this, she is Trustee and Treasurer of Arpan Charitable Trust and Arpan School - NGO since 2006, Managing Committee Member at Baroda Management Association, Vadodara and Vice Chairperson and Trustee at Baroda Citizen's Council (NGO), Vadodara.
Listed Companies in which Directorship held other than this Company	Nil
Listed Companies in which membership of Committees of Directors held other than this Company	Nil
Relationship with other Directors and Key Managerial Personnel	Related with Shri Kunjal L. Patel Vice Chairman and Managing Director of the Company.
No. of shares held in the Company as on 31.03.2021	1