

Vijay J. Bhatt

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

110, RAJVEE TOWERS, NR. TUBE COMPANY, OLD PADRA ROAD, VADODARA – 390 020

Ph. :(O) 0265 2339 002 ♦ Email: vbhatt2004@yahoo.co.in

VIJAY BHATT & CO
COMPANY SECRETARIES

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
Makarpura,
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 as amended vide Notification no. G.S.R. 207 (E) dated 19th March, 2015 and poll taken on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 48th Annual General Meeting (AGM) of the members of the Company, to be held on 14th August, 2015 at Vadodara Chamber of Commerce & Industry, VCCI Commercial Complex, 2nd Floor, 73, GIDC, Makarpura, Vadodara – 390 010.

The notice dated 20th May, 2015 convening the 48th 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, 2015.

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 Tuesday, August 11, 2015 at 09:00 am and ended on Thursday, August 13, 2015 at 5:00 pm.
- 2 The Members of the Company as on "cut off" date i.e. Monday, 07th August, 2015 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 14th August, 2015 at 12.30 p.m in the presence of 2 witnesses Mr. Maulik Dave and Ms. Priyanka Rana 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.
- 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** – To receive and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31st March, 2015, the Balance Sheet as on that date, the Directors' and the Auditors' Reports 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	32	69,76,139	100
Physical	23	5,88,587	100
Total	55	75,64,726	100

(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 on equity shares:

(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	32	69,76,139	100
Physical	23	5,88,587	100
Total	55	75,64,726	100

(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 appoint a Director in place of Shri Kanubhai S. Patel, who retires by rotation and being eligible offers himself for reappointment:

(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	31	69,76,117	100
Physical	23	5,88,587	100
Total	54	75,64,704	100

(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	22	Negligible
Physical	Nil	Nil	Nil
Total	1	22	Negligible

(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:

(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	32	69,76,139	100
Physical	23	5,88,587	100
Total	55	75,64,726	100



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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	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

(e) Resolution No. 5– Re-appointment of Shri Kanubhai S. Patel, Chairman and Managing Director (DIN: 00008395) as a Chairman and Managing Director :

(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	31	69,76,117	100
Physical	23	5,88,587	100
Total	54	75,64,704	100

(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	22	Negligible
Physical	Nil	Nil	Nil
Total	1	22	Negligible

(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



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(f) **Resolution No. 6**– Appointment of Shri Vasantlal L. Patel (DIN: 00014411) as an Independent Director:

(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	30	69,76,017	100
Physical	23	5,88,587	100
Total	53	75,64,604	100

(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	122	Negligible
Physical	Nil	Nil	Nil
Total	2	122	Negligible

(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

(g) **Resolution No. 7**– Appointment of Shri Hemant P. Shaparia (DIN: 00053392) as an Independent Director:

(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	31	69,76,039	100
Physical	23	5,88,587	100
Total	54	75,64,626	100

(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	100	Negligible
Physical	Nil	Nil	Nil
Total	1	100	Negligible



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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

(h) Resolution No. 8– Appointment of Dr.(Smt.) Neela A. Shelat (DIN: 07121915) as an Independent Director:

(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	31	69,76,039	100
Physical	23	5,88,587	100
Total	54	75,64,626	100

(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	100	Negligible
Physical	Nil	Nil	Nil
Total	1	100	Negligible

(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

(i) Resolution No. 9– Adoption of new set of Memorandum of Association 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	32	69,76,139	100
Physical	23	5,88,587	100
Total	55	75,64,726	100



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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	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

(j) Resolution No. 10– Adoption of new set of Articles of Associations 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	32	69,76,139	100
Physical	23	5,88,587	100
Total	55	75,64,726	100

(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



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(k) Resolution No. 11– To approve remuneration of the Cost Auditors for the financial year ending March 31, 2016:

(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	31	69,76,127	100
Physical	23	5,88,587	100
Total	54	75,64,714	100

(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	12	Negligible
Physical	Nil	Nil	Nil
Total	1	12	Negligible

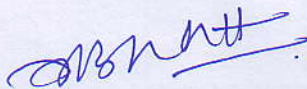
(iii) Invalid votes :

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: 14.08.2015

