

Vijay J. Bhatt

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

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

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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 49th Annual General Meeting (AGM) of the members of the Company, to be held on 12th August, 2016 at Vadodara Chamber of Commerce & Industry, VCCI Commercial Complex, 2nd Floor, 73, GIDC, Makarpura, Vadodara – 390 010.

The notice dated 30th May, 2016 convening the 49th 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 12th August, 2016.

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 09, 2016 at 09:00 am and ended on Thursday, August 11, 2016 at 5:00 pm.
- 2 The Members of the Company as on "cut off" date i.e. Friday, 5th August, 2016 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 12th August, 2016 at 11.00 a.m in the presence of 2 witnesses Ms. Priyanka Rana and Ms. Bhumi Vaid 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, 2016, 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	40	76,03,462	100
Physical	19	753	100
Total	59	76,04,215	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	3	Negligible
Physical	Nil	Nil	Nil
Total	1	3	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

(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	40	76,03,462	100
Physical	19	753	100
Total	59	76,04,215	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	3	Negligible
Physical	Nil	Nil	Nil
Total	1	3	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

(c) **Resolution No. 3** – To appoint a Director in place of Shri Kunjalbhai L. 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	38	76,03,447	100
Physical	19	753	100
Total	57	76,04,200	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	3	18	Negligible
Physical	Nil	Nil	Nil
Total	3	18	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	39	76,03,452	100
Physical	19	753	100
Total	58	76,04,205	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	2	13	Negligible
Physical	Nil	Nil	Nil
Total	2	13	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

(e) **Resolution No. 5–** To approve remuneration of the Cost Auditors for the financial year ending March 31, 2017:

(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	38	76,03,447	100
Physical	19	753	100
Total	57	76,04,200	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	13	Negligible
Physical	Nil	Nil	Nil
Total	2	13	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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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: 12.08.2016