



**VOLTAMP TRANSFORMERS LIMITED**

**Registered office :** Makarpura, Vadodara – 390014, Gujarat.

**CIN :** L31100GJ1967PLC001437

**Tel:** +91 265 6141403 / 6141480 / 3041480 | **Email:** [vnv\\_ipo@voltamptransformers.com](mailto:vnv_ipo@voltamptransformers.com)

**Website:** [www.voltamptransformers.com](http://www.voltamptransformers.com)

**NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)**

To the members of the Company,

Notice is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the SEBI Listing Regulations”**), the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time) and the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) and other applicable laws and regulations, the Resolutions appended below are proposed to be passed by the Members of the Company by way of Postal Ballot only through voting by electronic means (**“remote e-voting”**).

In view of the COVID-19 pandemic requiring social distancing, the MCA has in terms of the above MCA Circulars advised the companies to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

This Postal Ballot Notice is being sent by electronic mode (**by e-mail**) to all Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (**“NSDL”**) and Central Depository Services (India) Limited (**“CDSL”**) as on Friday, 24<sup>th</sup> June, 2022 (**“cut-off date”**) and who have registered their e-mail addresses with the Depository Participant(s).

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the below Resolutions setting out the material facts and the reasons thereof together with the instructions for voting are provided in the notes here in below for your consideration.

**The e-voting period commences on Friday, 1<sup>st</sup> July, 2022 (9:00 a.m. IST) and concludes on Sunday, 31<sup>st</sup> July, 2022 (5:00 p.m. IST).**

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. J. J. Gandhi of M/s. J. J. Gandhi & Co., Practicing Company Secretaries, F-46, India Bulls Mega Mall, Besides Dinesh Mill, Jetalpur, Vadodara - 390 007 (ICSI Membership No FCS-3519, CP-2515), as Scrutinizer to scrutinize the postal ballot process and votes cast (through remote e-voting) in a fair and transparent manner.

On completion of the scrutiny of e-voting, the Scrutinizer will submit his report to the Chairman of the Company, or any other person of the Company authorised by him within prescribed timelines. The results of the Postal Ballot will be declared within two working days from the closure of electronic voting and on declaration along with the Scrutinizer's Report will be communicated to the Stock Exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website: [www.voltamptransformers.com](http://www.voltamptransformers.com). The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

**In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through remote e-voting system only.**

**SPECIAL BUSINESS:**

- 1. To appoint Shri Jabal C. Lashkari (DIN: 00216994) as an Independent Director for the term of five consecutive years commencing from 20<sup>th</sup> June, 2022 upto 19<sup>th</sup> June, 2027 and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:**

**“RESOLVED THAT** Shri Jabal C. Lashkari (DIN: 00216994) who was appointed as an Additional Director of the Company effective 20<sup>th</sup> June, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company 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 a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and the Articles of Association of the Company, Shri Jabal C. Lashkari (DIN: 00216994), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing 20<sup>th</sup> June, 2022 to 19<sup>th</sup> June 2027.

**RESOLVED FURTHER THAT** the Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To appoint Ms. Visha Suchde (DIN: 05209312) as an Independent Director for the term of five consecutive years commencing from 20<sup>th</sup> June, 2022 upto 19<sup>th</sup> June, 2027 and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT Ms. Visha Suchde (DIN: 05209312) who was appointed as an Additional Director of the Company effective 20<sup>th</sup> June, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company 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 a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended and the Articles of Association of the Company, Ms. Visha Suchde (DIN: 05209312), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing 20<sup>th</sup> June, 2022 to 19<sup>th</sup> June 2027.

RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date:18<sup>th</sup> June, 2022  
Place: Vadodara

By order of the Board of Directors  
For Voltamp Transformers Limited

Registered office :  
Makarpura, Vadodara – 390014, Gujarat.  
CIN: L31100GJ1967PLC001437  
Tel: +91 265 6141403 / 6141480 / 3041480  
Email : [vnmm\\_ipo@voltamptransformers.com](mailto:vnmm_ipo@voltamptransformers.com)

Sd/-  
Sanket Rathod  
Company Secretary & Compliance Officer  
Membership No. : A36555

**Notes:**

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) setting out the material facts and reasons relating special business to be transacted at the meeting is annexed hereto.
2. Member(s) whose name(s) appear in the Register of Members/the List of Beneficial Owners as on Friday, 24<sup>th</sup> June, 2022 (“cut-off date”) will be considered for the purpose of voting in proportion to his/her/their/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat the Notice for information purposes only.

3. Members are requested to exercise their voting rights through remote e-voting only. No other means of voting are permitted. The Company will not be dispatching physical copies of Notice of Postal Ballot to any Member.
4. The Company has engaged the National Securities Depository Limited (**NSDL**) as the agency to provide the e-voting facility and the instructions for e-voting are provided as a part of this Notice.
5. The e-voting period commences on Friday, 1<sup>st</sup> July, 2022 (9:00 a.m. IST) and concludes on Sunday, 31<sup>st</sup> July, 2022 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. Friday, 24<sup>th</sup> June, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Resolutions passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed on the last date of remote e-voting i.e. 31<sup>st</sup> July, 2022, as if it has been passed at a General Meeting of the Members.
8. The date of completion of dispatch of e-mails will be announced through advertisement in Newspapers.
9. A copy of this Notice has been placed on the website of the Company at [www.voltamptransformers.com](http://www.voltamptransformers.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as well as on website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com)
10. The documents, if any, referred to above will be available for inspection at the Registered office of the Company during working hours on all working days from the date of dispatch of the Notice till 31<sup>st</sup> July, 2022 (5:00 PM. IST).

**Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the Depositories:**

Those persons who are Members of the Company as on cut-off date i.e. 24<sup>th</sup> June, 2022 and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below to receive this Postal Ballot Notice and the procedure and instructions for remote e-voting electronically.

Connect with your Depository Participants	Members holding shares in dematerialized mode are requested to approach their Depository Participant to register their e-mail address. This will enable you to receive all communications from the Company as well as other Companies through electronic mode.
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Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participant(s) to enable serving of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

**The instructions for members for remote E-Voting are as under:**

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 remote e-Voting for Individual shareholders holding securities in demat mode:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants by way of single login credentials without having to register again with e-voting service provider. Shareholders are advised to update their mobile number and email Id in their demat accounts to access eVoting facility.

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

<u>Type of Shareholders</u>	<u>Login Method</u>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p><b>A. NSDL IDeAS Facility</b></p> <p>If you are already registered for NSDL IDeAS facility, please follow the below steps:</p> <ol style="list-style-type: none"><li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li><li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li><li>3. 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.</li><li>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li><li>5. 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.</li></ol> <p>If you are not registered for IDeAS e-Services, please follow the below steps:</p> <ol style="list-style-type: none"><li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li><li>2. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>3. Please follow steps given in points 1 to 5 above.</li></ol> <p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"><li>1. Open the web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li><li>2. Once the home page of e-Voting system, click on the icon “Login” which is available under “Shareholder/Member” section.</li><li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li></ol>

	<ol style="list-style-type: none"> <li>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once logged in, 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.</li> <li>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.</li> </ol>

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 e-services 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:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
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*****
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 the shareholders other than individual shareholder 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](http://www.evoting.nsdl.com).
  - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 “Login” button, Home Page of e-Voting will open.

### **Step 2: Cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e- Voting period.
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 [jigandhics@gmail.com](mailto:jigandhics@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with the facility for e-voting, please contact Ms. Pallavi Mhatre, Manager – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



**Process for those shareholders whose email ids are not registered with the depositories/Company for procuring user id and password:**

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@voltamptransformers.com](mailto:vnm_ipo@voltamptransformers.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@voltamptransformers.com](mailto:vnm_ipo@voltamptransformers.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.
3. Alternatively members may send a request to [evoting@nsdl.co.in](mailto: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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013:**

**Item No. 1**

**Appointment of Shri Jabal C. Lashkari (DIN: 00216994) as an Independent Director of the Company for the term of five consecutive years commencing from 20<sup>th</sup> June, 2022 upto 19<sup>th</sup> June, 2027:**

The Board of Directors of the Company by circular resolution dated 18<sup>th</sup> June, 2022, appointed **Shri Jabal C. Lashkari (DIN: 00216994)** as an Additional Director (Independent). 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 special resolution is mandatory. The Nomination & Remuneration Committee at its Meeting held on 16<sup>th</sup> June, 2022 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 to the Board of the Company, to hold office for the term of five consecutive years commencing from 20<sup>th</sup> June, 2022 upto 19<sup>th</sup> June, 2027 and not liable to retire by rotation.

In terms of Regulation 17 of SEBI Listing Regulations, listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of members is sought to the appointment of **Shri Jabal C. Lashkari (DIN: 00216994)** as Independent Director.

**Shri Jabal C. Lashkari (DIN: 00216994)** 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 Jabal C. Lashkari (DIN: 00216994)** 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 Jabal C. Lashkari (DIN: 00216994)**

fulfills the conditions for appointment as an Independent Director as specified in the Act and rules made thereunder and is independent from the Management.

**Shri Jabal C. Lashkari (DIN: 00216994)** aged 62 years is a Bachelor of Commerce from the Gujarat University and having vast experience in the field of Chemical industry, insurance and leasing. He worked as an indenting agent with Atul Limited for about 24 years. Presently, he is also on the Board of Om Neelkanth Drugs and Chemicals Pvt Ltd, Hemavati Traders Private Limited, Denis Plast Limited and Star Line Leasing Ltd. The Company believes that his varied experience, mainly in manufacturing industry, insurance and leasing, skills and capabilities, his appointment as an Independent Director of the Company will be of great use to the Company and meets the requirement laid down by Nomination and Remuneration Committee.

Except **Shri Jabal C. Lashkari (DIN: 00216994)**, 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 of Directors commend the Special Resolution in relation to item no. 1 of Postal Ballot Notice for the approval of the shareholders.

## **Item No. 2**

**Appoint Ms. Visha Suchde (DIN: 05209312) as an Independent Director for the term of five consecutive years commencing from 20<sup>th</sup> June, 2022 upto 19<sup>th</sup> June, 2027:**

The Board of Directors of the Company by circular resolution dated 18<sup>th</sup> June, 2022, appointed **Ms. Visha Suchde (DIN: 05209312)** as an Additional Director (Woman Independent) 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 Special resolution is mandatory. The Nomination & Remuneration Committee at its Meeting held on 16<sup>th</sup> June, 2022 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 20<sup>th</sup> June, 2022 upto 19<sup>th</sup> June, 2027 and not liable to retire by rotation.

In terms of Regulation 17 of SEBI Listing Regulations, listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or with in a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of members is sought to the appointment of **Ms. Visha Suchde (DIN: 05209312)** as an Independent Director.

**Ms. Visha Suchde (DIN: 05209312)** 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 **Ms. Visha Suchde (DIN: 05209312)** 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, **Ms. Visha Suchde (DIN: 05209312)** fulfills the conditions for appointment as an Independent Director as specified in the Act and rules made thereunder and is independent from the Management.

**Ms. Visha Suchde (DIN: 05209312)**, aged 46 years has relevant experience and expertise in retail business. Presently she is a Director at Tinkara Retail Pvt. Ltd. and heading retail business since more than 10 years. The Company believes that her skills, knowledge and experience on the Board will be of immense use to the Company and meets the requirement laid down by Nomination and Remuneration Committee.

Except **Ms. Visha Suchde (DIN: 05209312)**, 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 of Directors commend the Special Resolution in relation to item no. 2 of Postal Ballot Notice for the approval of the shareholders.

**Profile of Director recommended for reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard -2 on General Meetings issued by Institute of Company Secretaries (ICSI).**

<b>Name of Director</b>	Shri Jabal C. Lashkari (DIN: 00216994)	Ms. Visha Suchde (DIN: 05209312)
<b>Date of Birth</b>	6 <sup>th</sup> August, 1960	3 <sup>rd</sup> November, 1976
<b>Date of Appointment</b>	20 <sup>th</sup> June, 2022	20 <sup>th</sup> June, 2022
<b>Expertise in specific functional area</b>	24 years of vast experience in Chemical industry, Insurance and leasing.	Retail Business
<b>Qualification</b>	Bachelor of Commerce from the Gujarat University.	Diploma in Fashion Designing from National Institute of Fashion Technology.
<b>Brief Resume</b>	Shri Jabal C. Lashkari (DIN: 00216994), aged 62 years is a Bachelor of Commerce from the Gujarat University and having vast experience in the field of Chemical industry, insurance and leasing. He worked as an indenting agent with Atul Limited for about 24 years. Presently, he is also on the Board of Om Neelkanth Drugs and Chemicals Pvt Ltd, Hemavati Traders Private Limited, Denis Plast Limited and Star Line Leasing Ltd.	Ms. Visha Suchde, (DIN: 05209312), Aged 46 years, is Diploma in Fashion Designing from National Institute of Fashion Technology and Director at Tinkara Retail Pvt. Ltd. and heading retail business since more than 10 years
<b>Listed Companies in which Directorship held other than this Company</b>	Nil	Nil
<b>Listed Companies in which membership of Committees of Directors held other than this Company</b>	Nil	Nil
<b>Relationship with other Directors and Key Managerial Personnel ("KMP")</b>	Not related with any Director / KMP of the Company.	Not related with any Director / KMP of the Company.
<b>No. of shares held in the Company.</b>	Nil	Nil
<b>Skills and capabilities required for the role and the manner in which</b>	Please refer explanatory statement for item no. 1.	Please refer explanatory statement for item no. 2.

the proposed Independent Director meets such requirements		
Listed entity from which he has resigned in past three years	Nil	Nil
Term of Appointment	For the term of five consecutive years commencing from 20 <sup>th</sup> June, 2022 to 19 <sup>th</sup> June, 2027 and not liable to retire by rotation.	For the term of five consecutive years commencing from 20 <sup>th</sup> June, 2022 to 19 <sup>th</sup> June, 2027 and not liable to retire by rotation.
Details of Remuneration sought to be paid	Independent Directors are paid sitting fee for attending meetings of the Board /Committees (including reimbursement of expenses for participating in the Board/Committee meetings) as per provisions of the Companies Act, 2013 and as decided by the Board of Directors from time to time.	

Date: 18<sup>th</sup> June, 2022

Place: Vadodara

Registered office :

Makarpura, Vadodara – 390014, Gujarat.

CIN: L31100GJ1967PLC001437

Tel: +91 265 6141403 / 6141480 / 3041480

Email : [vnm\\_ipo@voltamptransformers.com](mailto:vnm_ipo@voltamptransformers.com)

By order of the Board of Directors

For Voltamp Transformers Limited

Sd/-

Sanket Rathod

Company Secretary & Compliance Officer

Membership No. : A36555