VOLTAMP
VADODARA
THE POWER OF INDUSTRY

Voltamp Transformers Limited

REF.:VTL/SEC/NSE/2014

August 19, 2014
By Email & Courier

To,
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Listing Department,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
MUMBAI – 400 051

Script Code VOLTAMP EQ

Dear Sir / Madam,

Sub.: Details regarding Voting Results as per clause 35A of Listing Agreement

With reference to above and in continuation with our letter dated 16.08.2014, please find below the details of voting results for the Agenda items of the 47th Annual General Meeting of the Company, in the format prescribed under clause 35A of the listing agreement:

1. **Date of the AGM : 14th August, 2014**
2. **Total number of shareholders on record date : 13087**
3. **No. of shareholders present in the meeting either in person or through proxy:**
   Promoters and Promoter Group: 2
   Public: 33
4. **No. of Shareholders attended the meeting through Video Conferencing : N.A.**
5. **Details of the Agenda:**

Resolution No. 1 : Adoption of the Audited Statement of Profit and Loss for the Financial Year ended 31st March, 2014, the Balance Sheet as on that date, the Directors' and the Auditors' Reports thereon.

Resolution required : Ordinary
Mode of voting : E-voting & Poll

VOLTAMP TRANSFORMERS LTD. BARODA

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4804067	4804067	100	4804067	0	100	0
Public Institutional holders	1653072	1653072	100	1653072	0	100	0
Public – others	8265	8265	100	8265	0	100	0
Total	6465404	6465404	100	6465404	0	100	0

Resolution No. 2 : Declaration of dividend on equity shares for the year ended on March 31, 2014

Resolution required : Ordinary
Mode of voting : E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4804067	4804067	100	4804067	0	100	0
Public Institutional holders	1653072	1653072	100	1653072	0	100	0
Public – others	8265	8265	100	8265	0	100	0
Total	6465404	6465404	100	6465404	0	100	0

Resolution No. 3 : Re-appointment of Shri Vallabh N. Madhani as a Director of the Company.

Resolution required : Ordinary
Mode of voting : E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4804067	4804067	100	4804067	0	100	0
Public Institutional holders	1653072	1653072	100	1653072	0	100	0
Public – others	8265	8265	100	7788	477	94.23	5.77
Total	6465404	6465404	100	6464927	477	99.995	0.005

Resolution No. 4 : Re-appointment of M/s. Chandulal M. Shah & Co. (Firm Registration No. 101698W) Chartered Accountants as Statutory Auditors of the Company.

Resolution required : Ordinary
Mode of voting : E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4804067	4804067	100	4804067	0	100	0
Public	1653072	1653072	100	1653072	0	100	0

Institutional holders							
Public – others	8265	8265	100	7723	542	93.44	6.56
Total	6465404	6465404	100	6464862	542	99.995	0.005

Resolution No. 5 : Re-appointment of Shri Kewalkrishna G. Tuli (DIN: 00014349) as an Independent Director of the Company

Resolution required : Ordinary
Mode of voting : E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4804067	4804067	100	4804067	0	100	0
Public Institutional holders	1653072	1653072	100	1653072	0	100	0
Public – others	8265	8265	100	7723	542	93.44	6.56
Total	6465404	6465404	100	6464862	542	99.995	0.005

Resolution No. 6 : Approval of the remuneration of the Cost Auditors for the financial year ending March 31, 2015

Resolution required : Ordinary
Mode of voting : E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against votes polled (7)=[(5)/(2)]*100

TRANSFORMER BARODA

Promoter and Promoter Group	4804067	4804067	100	4804067	0	100	0
Public Institutional holders	1653072	1653072	100	1653072	0	100	0
Public – others	8265	8265	100	7788	477	94.23	5.77
Total	6465404	6465404	100	6464927	477	99.995	0.005

Please find the above in order and acknowledge the receipt and take the same on your records.

Thanking you,

Yours Faithfully,
FOR VOLTAMP TRANSFORMERS LIMITED

V N MADHANI
VICE PRESIDENT (COMMERCIAL) &
COMPANY SECRETARY

Vijay J. Bhatt
B.Com (Hons.), LL.B. (Spl), FCS

VIJAY BHATT & CO
COMPANY SECRETARIES

110, RAJVEE TOWERS, NR. TUBE COMPANY, OLD PADRA ROAD, VADODARA – 390 020
Ph. :(O) 0265 2339 002 ♦ Email:vbhatt2004@yahoo.co.in

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 and poll taken on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 47th Annual General Meeting (AGM) of the members of the Company, to be held on 14th August, 2014 at Vadodara Chamber of Commerce & Industry, VCCI Commercial Complex, 2nd Floor, 73, GIDC, Makarpura, Vadodara – 390 010.

The notice dated 06th May, 2014 convening the 47th 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, 2014.

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 Saturday, August 09, 2014 at 09:00 am and ended on Monday, August 11, 2014 at 6.00 pm.

2. The Members of the Company as on "cut off" date i.e Monday, 30th June, 2014 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 11th August, 2014 at 6.00 p.m in the presence of 2 witnesses Ms. Tanika Shah and Ms. Krupali Joshi 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.

VIJAY BHATT & CO. C. P. No. 2265 VADODARA COMPANY SECRETARIES

Vijay J. Bhatt
B.Com (Hons.), LL.B. (Spl), FCS

VIJAY BHATT & CO
COMPANY SECRETARIES

110, RAJVEE TOWERS, NR. TUBE COMPANY, OLD PADRA ROAD, VADODARA – 390 020
Ph. :(O) 0265 2339 002 • Email:vbhatt2004@yahoo.co.in

8 The over all result of e-voting and poll is as under:

(a) Resolution No. 1 – Adoption of Audited Financial Statements for the year ended on 31st March, 2014 and Directors' Report and Auditors' Report 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	22	64,61,880	63.87
Physical	24	3,524	0.03
Total	46	64,65,404	63.90

(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 for year ended 31st March, 2014

(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	22	64,61,880	63.87
Physical	24	3,524	0.03
Total	46	64,65,404	63.90

(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



Vijay J. Bhatt
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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 reappoint Shri Vallabh N Madhani, who retires by rotation and being eligible offers himself for re-appointment

(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	21	64,61,403	63.866
Physical	24	3,524	0.03
Total	45	64,64,927	63.896

(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	477	0.005
Physical	Nil	Nil	Nil
Total	1	477	0.005

(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 and to fix their remuneration.

(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	20	64,61,338	63.865
Physical	24	3,524	0.03
Total	44	64,64,862	63.895

VIJAY BHATT & CO. C.P. NO. 2245 VADODARA COMPANY SECRETARIES

Vijay J. Bhatt
B.Com (Hons.), LL.B. (Spl), FCS

VIJAY BHATT & CO
COMPANY SECRETARIES

110, RAJVEE TOWERS, NR. TUBE COMPANY, OLD PADRA ROAD, VADODARA – 390 020
Ph. :(O) 0265 2339 002 • Email:vbhatt2904@yahoo.co.in

(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	542	0.005
Physical	Nil	Nil	Nil
Total	2	542	0.005

(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 appoint Shri Kewalkrishna G Tuli as an Independent Director 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	20	64,61,338	63.865
Physical	24	3,524	0.03
Total	44	64,64,862	63.895

(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	542	0.005
Physical	Nil	Nil	Nil
Total	2	542	0.005

(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



Vijay J. Bhatt
B.Com (Hons.), LL.B. (Spl), FCS

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COMPANY SECRETARIES

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(f) Resolution No. 6– To approve remuneration of Cost 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	21	64,61,403	63.866
Physical	24	3,524	0.03
Total	45	64,64,927	63.896

(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	477	0.005
Physical	Nil	Nil	Nil
Total	1	477	0.005

(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 BHATT & CO. C.P. No. 2265 VADODARA COMPANY SECRETARIES

Vijay J. Bhatt
Proprietor
CP: 2265 FCS: 4900
Place: Vadodara
Date: 16.08.2014