



**Voltamp Transformers Limited**

**Ref: VTL/SEC/NSE-BSE/AGM-2024**  
**2<sup>nd</sup> July 2024**

To,  
**National Stock Exchange of India Limited,**  
Listing Department "Exchange Plaza,"  
Bandra –Kurla Complex,  
Bandra (E),  
Mumbai 400 051.

To,  
**BSE Limited,**  
Department of Corporate Services,  
Floor 1, Rotunda Building,  
P J Towers, Dalal Street,  
Mumbai 400 001.

**Scrip Code: VOLTAMP EQ**

**Scrip Code: 532757**

**Subject: Notice of 57<sup>th</sup> Annual General Meeting (AGM) for the F.Y. 2023-24**

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the 57<sup>th</sup> AGM. The same will be made available on the Company's website, at [https://www.voltamptransformers.com/investors\\_desk/annual-reports](https://www.voltamptransformers.com/investors_desk/annual-reports).

The schedule of AGM is set out below:

<b>Event</b>	<b>Date</b>
Relevant date / cut-off date to vote on AGM resolutions	Monday, 22 <sup>nd</sup> July 2024
Closure of register of members and share transfer books	Tuesday, 23 <sup>rd</sup> July 2024 to Monday, 29 <sup>th</sup> July 2024 (both days inclusive)
Commencement of E-voting	Friday, 26 <sup>th</sup> July 2024 (9:00 a.m. IST)
End of E-voting	Sunday, 28 <sup>th</sup> July 2024 (5:00 p.m. IST)
AGM	Monday, 29 <sup>th</sup> July 2024 (10:00 a.m. IST)
Mode	Video conference and other audio-visual means

This is for your information and record.

Thanking you,

Yours faithfully,

**For Voltamp Transformers Ltd.**

**Sanket Rathod**  
**Company Secretary & Compliance Officer**  
**Encl. A/a.**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the Members of VOLTAMP TRANSFORMERS LIMITED, that the 57<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Company will be held on Monday, 29<sup>th</sup> July, 2024 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 on 31<sup>st</sup> March, 2024, together with the Directors’ and Auditors’ Reports thereon.
- 2) To declare a final dividend of ₹ 90 per equity share for the year ended on 31<sup>st</sup> March, 2024.
- 3) To appoint a Director in place of Shri Kunjal L. Patel (DIN: 00008354), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

- 4) To appoint Smt. Roopa B. Patel (DIN: 00090105) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** Smt. Roopa B. Patel (DIN: 00090105) who was appointed as an Additional Director of the Company in the duly held Board Meeting on 2<sup>nd</sup> May 2024, 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 an Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 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 as per 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, Smt. Roopa B. Patel (DIN: 00090105), who meets the criteria to appoint as an independent Director as provided in Section 149(6) of the Act and the Rules framed thereunder and as per 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, who is not liable to retire by rotation, for a term of 5 (Five) years commencing from 2<sup>nd</sup> May 2024 to 1<sup>st</sup> May 2029.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary or Chief Financial Officer 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.”

- 5) To appoint Shri Sameer Khara (DIN: 00009317) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** Shri Sameer Khara (DIN: 00009317) who was appointed as an Additional Director of the Company in the duly held Board Meeting on 2<sup>nd</sup> May 2024, 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 an Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 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 as per 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 Sameer Khara (DIN: 00009317), who meets the criteria to appoint as an independent Director as provided in Section 149(6) of the Act and the Rules framed thereunder and as per 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, who is not liable to retire by rotation, for a term of 5 (Five) years commencing from 2<sup>nd</sup> May 2024 to 1<sup>st</sup> May 2029.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary or Chief Financial Officer 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.”

- 6) To approve remuneration of the Cost Auditors for the financial year 2024-25 and in this regard to consider and if thought fit, to pass, 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 2024-25, be paid the remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) 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** : 2<sup>nd</sup> May, 2024

**CIN** : L31100GJ1967PLC001437

**e-mail** : vnm\_ipo@voltamptransformers.com

**By order of the Board of Directors**

**Sanket Rathod**

**Company Secretary & Compliance Officer**

**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) The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020, followed by General Circular Nos. 20/2020 dated 5<sup>th</sup> May, 2020, 10/2022 dated 28<sup>th</sup> December, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.  
  
National Securities Depository 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 Tuesday, 23<sup>rd</sup> July, 2024 to Monday, 29<sup>th</sup> July, 2024 (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 the Financial Year 2023-24 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 57<sup>th</sup> AGM and the Annual Report for the Financial Year 2023-24 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.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 Friday, 26<sup>th</sup> July, 2024 at (9:00 A.M.IST) and ends on Sunday, 28<sup>th</sup> July, 2024 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. Monday, 22<sup>nd</sup> July, 2024, 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 Monday, 22<sup>nd</sup> July, 2024.

### 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. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select “ <b>Register Online for IDeAS Portal</b> ” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “ <b>Login</b> ” which is available under ‘ <b>Shareholder/Member</b> ’ section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you

	<p>will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 &amp; voting during the meeting.</p>

**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.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 toll free no. 1800 22 55 33</p>

**B) Login Method for e-Voting and joining virtual meeting 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.	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*****.
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](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.com](mailto:evoting@nsdl.com) 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 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 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request at evoting@nsdl.com

### **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@voltamprtransformers.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@voltamprtransformers.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.com 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 EGM/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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](mailto:vnm_ipo@voltamptransformers.com) to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before Saturday, 20<sup>th</sup> July 2024 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 Monday, 22<sup>nd</sup> July, 2024, 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 : 409-410, Vihav Supremus, Near Iscon Heights, Gotri Road, Vadodara - 390 021) 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](http://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. 22<sup>nd</sup> July, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at 022-4886 7000.



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. Dividend warrants / 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. 1<sup>st</sup> 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 20<sup>th</sup> July, 2024.
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 2016-17 is due for transfer to the IEPF by September 2024.
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/debenture interest 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](http://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](mailto: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 dividend warrants. 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 Business mentioned under item no. 4 to 6 in the accompanying Notice:

### Item No. 4

**To appoint Smt. Roopa B. Patel (DIN: 00090105) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:**

The Board of Directors of the Company in the duly convened Board Meeting held on 2<sup>nd</sup> May, 2024, appointed Smt. Roopa B. Patel (DIN: 00090105) 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. Looking to her rich experience, mainly as a strategic investor, social entrepreneur, an impactful community leader and as recommended by Nomination & Remuneration Committee, her appointment as an Independent Director of the Company will bring invaluable significance to the Company. Based on the above, 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 2<sup>nd</sup> May, 2024 upto 1<sup>st</sup> May, 2029 and not liable to retire by rotation.

Smt. Roopa B. Patel is a graduate of Science and she is on the Board of Paushak Limited, Parikrama Investments Private Limited and founder director of Reach One Technologies Private Limited. She is a Chairperson at Les Elfes International Camps and past Chairperson of FICCI, Ahmedabad. Presently she is member of FICCI FLO National Governing Body, SCWEC India National Committee, Woman’s Indian Chamber of Commerce and Industry (WICCI) and ASSOCHAM Gujarat Council Women’s empowerment committee.

Smt. Roopa B. Patel (DIN: 00090105) 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. Roopa B. Patel (DIN: 00090105) that she meets 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. Roopa B. Patel (DIN: 00090105) 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. Roopa B. Patel (DIN: 00090105) 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.

The other details as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard - 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) and other applicable provisions, if any, are provided in Annexure to the notice.

Except Smt. Roopa B. Patel (DIN: 00090105), 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. 4 of the Notice for the approval of the shareholders.

### Item No. 5

**To appoint Shri Sameer Khara (DIN: 00009317) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:**

The Board of Directors of the Company in the duly convened Board Meeting held on 2<sup>nd</sup> May, 2024, appointed Shri Sameer Khara (DIN: 00009317) as an Additional Director (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 his appointment, approval of shareholders by special resolution is mandatory. Looking to his vast experience, mainly in manufacturing industry and business management and as recommended by Nomination & Remuneration Committee, his appointment as an Independent Director of the Company will bring invaluable significance to 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 2<sup>nd</sup> May, 2024 upto 1<sup>st</sup> May, 2029 and not liable to retire by rotation.

Shri Sameer Khera is graduated in Mechanical Engineering and having PGD in Manufacturing Management, owns extensive professional experience and a strong commitment to community development. Presently he is Managing Director of SEE Linkages Private Limited and Whole Time Director of Eclipse Global Private Limited, Independent Director of Alembic Limited and Munjal Auto Industries Limited, Vice President of Federation of Gujarat Industries and a member of Board of Governors of Navrachna University. He is also founder trustee of SEE Foundation, trustee of Rubamin Foudation and Gujarat Nature Conservation Society. Currently he is president of Heritage Trust of Baroda, co-chairperson of Vadodara Marathon Private Limited.

Shri Sameer Khera (DIN: 00009317) 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 Sameer Khera (DIN: 00009317) 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 Sameer Khera (DIN: 00009317) 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 Sameer Khera (DIN: 00009317) 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.

The other details as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard - 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) and other applicable provisions, if any, are provided in Annexure to the notice.

Except Shri Sameer Khera (DIN: 00009317), 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. 5 of the Notice for the approval of the shareholders.

#### **Item No. 6**

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 2024-25. 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2025.

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. 6 of the Notice for approval by the shareholders.

**Profile of Director recommended for Appointment/ Re-appointment 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 of India (ICSI).**

<b>Name of Director</b>	<b>Shri Kunjal L. Patel (DIN : 00008354)</b>
<b>Date of Birth</b>	19/04/1972
<b>Age</b>	52 Years
<b>Date of first appointment on Board</b>	04/06/1994
<b>Brief Resume &amp; Expertise in specific functional area</b>	Shri Kunjal L. Patel (DIN : 00008354), has 30 years of experience in production, marketing, sales after services and general management of the Company. He is in charge of general management comprising of purchase and planning, technical aspects of quality control, manufacturing & design aspects of transformers.
<b>Companies in which Directorship held</b>	Samvedana Foundation
<b>Listed Companies in which membership of Committees of Directors held other than this Company</b>	-
<b>Relationship with other Directors and Key Managerial Personnel ("KMP")</b>	Spouse of Smt. Taral K. Patel, Non – Executive Director of the Company and not related to any other Director / Key Managerial Personnel.
<b>No. of shares held in the Company.</b>	38,23,822 equity shares
<b>Listed entity from which he has resigned in past three years</b>	—
<b>Terms and Conditions of Re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Shri Kunjal L. Patel who was re-appointed as a Vice Chairman & Managing Director (Executive Director) on March 15, 2022 through postal ballot, is liable to retire by rotation.
<b>Name of Director</b>	<b>Smt. Roopa B. Patel (DIN : 00090105)</b>
<b>Date of Birth</b>	20/01/1956
<b>Age</b>	68 Years
<b>Date of appointment</b>	2 <sup>nd</sup> May 2024
<b>Qualification</b>	Bachelor of Science from the MS University of Vadodara
<b>Brief Resume &amp; Expertise in specific functional area</b>	Smt. Roopa B. Patel is a graduate of Science and she is on the Board of Paushak Limited, Parikrama Investments Private Limited and founder director of Reach One Technologies Private Limited. She is a Chairperson at Les Elfes International Camps and past Chairperson of FICCI, Ahmedabad. Presently she is member of FICCI FLO National Governing Body, SCWEC India National Committee, Woman's Indian Chamber of Commerce and Industry (WICCI) and ASSOCHAM Gujarat Council Women's empowerment committee.
<b>Listed Companies in which Directorship held other than this Company</b>	Paushak Limited - Independent Director
<b>Listed Companies in which membership of Committees of Directors held other than this Company</b>	<b>Paushak Limited</b> Audit Committee – Member Nomination and Remuneration Committee - Member
<b>Relationship with other Directors and Key Managerial Personnel ("KMP")</b>	Not related with any Director / KMP of the Company.
<b>No. of shares held in the Company.</b>	Nil
<b>Listed entity from which he has resigned in past three years</b>	Nil

<b>Term of Appointment</b>	For the term of five consecutive years commencing from 2 <sup>nd</sup> May, 2024 to 1 <sup>st</sup> May, 2029 and not liable to retire by rotation.
<b>Details of Remuneration sought to be paid</b>	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.
<b>Name of Director</b>	<b>Shri Sameer Khara (DIN : 00009317)</b>
<b>Date of Birth</b>	05/04/1966
<b>Age</b>	58 Years
<b>Date of appointment</b>	2 <sup>nd</sup> May, 2024
<b>Qualification</b>	Bachelor of Mechanical Engineering from MS University of Vadodara Post-graduation in Manufacturing Management) from SPJIMR, Mumbai
<b>Brief Resume &amp; Expertise in specific functional area</b>	Shri Sameer Khara (DIN : 00009317), Aged 58 years, owns extensive professional experience and a strong commitment to community development, serving as a Managing Director of SEE Linkages Pvt. Ltd. and Whole Time Director of Eclipse Global Pvt. Ltd., he demonstrates professional leadership in business management. Additionally, as an Independent Non-Executive Director at Alembic Ltd. and Munjal Auto Industries Limited, Vice President of the Federation of Gujarat Industries, he contributes significantly to corporate governance.
<b>Listed Companies in which Directorship held other than this Company</b>	Alembic Limited – Independent Director Munjal Auto Industries Limited - Independent Director
<b>Listed Companies in which membership of Committees of Directors held other than this Company</b>	<b>Alembic Limited</b> Nomination and Remuneration Committee – Chairperson Audit Committee – Member Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Member <b>Munjal Auto Industries Limited</b> Corporate Social Responsibility Committee –Chairperson Stakeholders Relationship Committee – Member Risk Management Committee - Member
<b>Relationship with other Directors and Key Managerial Personnel (“KMP”)</b>	Not related with any Director / KMP of the Company.
<b>No. of shares held in the Company.</b>	Nil
<b>Listed entity from which he has resigned in past three years</b>	Nil
<b>Term of Appointment</b>	For the term of five consecutive years commencing from 2 <sup>nd</sup> May, 2024 to 1 <sup>st</sup> May, 2029 and not liable to retire by rotation.
<b>Details of Remuneration sought to be paid</b>	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.

**Regd. Office:**

Makarpura, Vadodara  
Gujarat – 390 014.

**Date** : 2<sup>nd</sup> May, 2024

**CIN** : L31100GJ1967PLC001437

**e-mail** : vnm\_ipo@voltamprtransformers.com

**By order of the Board of Directors**

**Sanket Rathod**

**Company Secretary & Compliance Officer**