



**VOLTAMP TRANSFORMERS LIMITED**  
**49<sup>TH</sup> ANNUAL REPORT: 2015-16**

### LAST 10 YEARS FINANCIAL HIGHLIGHTS

Year ended 31 March										
(₹ in crores)	FY07	FY08	FY09	FY10	FY11	FY12	FY13	FY14	FY15	FY16
<b>Net Sales</b>	<b>405.80</b>	<b>555.35</b>	<b>643.06</b>	<b>541.97</b>	<b>526.29</b>	<b>569.81</b>	<b>515.50</b>	<b>444.78</b>	<b>516.89</b>	<b>563.30</b>
<b>EBITDA</b>	<b>61.35</b>	<b>117.86</b>	<b>149.86</b>	<b>105.80</b>	<b>66.78</b>	<b>41.72</b>	<b>34.18</b>	<b>14.97</b>	<b>19.75</b>	<b>37.42</b>
Interest & Bank Charges	1.26	0.50	0.47	0.74	0.79	0.48	0.49	0.37	0.30	0.43
Depreciation	2.17	3.13	4.47	5.97	7.50	8.27	7.67	7.13	7.22	5.98
Other Income	4.87	10.76	23.97	23.21	18.31	15.45	20.02	26.74	21.16	28.29
<b>PBT</b>	<b>62.79</b>	<b>124.98</b>	<b>168.90</b>	<b>122.30</b>	<b>76.80</b>	<b>48.43</b>	<b>46.03</b>	<b>34.21</b>	<b>33.39</b>	<b>59.29</b>
Tax	23.23	45.08	54.09	39.77	25.02	15.15	13.13	7.92	4.98	15.31
<b>PAT</b>	<b>39.56</b>	<b>79.91</b>	<b>114.80</b>	<b>82.53</b>	<b>51.78</b>	<b>33.27</b>	<b>32.90</b>	<b>26.29</b>	<b>28.41</b>	<b>43.98</b>
<b>Key Ratios (%)</b>	<b>FY07</b>	<b>FY08</b>	<b>FY09</b>	<b>FY10</b>	<b>FY11</b>	<b>FY12</b>	<b>FY13</b>	<b>FY14</b>	<b>FY15</b>	<b>FY16</b>
EBITDA Margin	15.12	21.22	23.30	19.52	12.69	7.32	6.63	3.37	3.82	6.64
Net Margin	9.75	14.39	17.85	15.23	9.84	5.84	6.38	5.91	5.50	7.81

# VOLTAMP TRANSFORMERS LIMITED

## BOARD OF DIRECTORS

<b>Shri Kanubhai S. Patel</b>	<b>Chairman &amp; Managing Director</b>
<b>Shri Kunjalbhai L. Patel</b>	<b>Vice Chairman &amp; Managing Director</b>
<b>Shri Vasantlal L. Patel</b>	<b>Director</b>
<b>Shri Hemant P. Shaparia</b>	<b>Director</b>
<b>Dr. (Smt.) Neela A. Shelat</b>	<b>Director</b>
<b>Shri Vallabh N. Madhani</b>	<b>Director</b>

### **BANKERS:**

#### **1) ICICI BANK LTD.**

Commercial Banking Group,  
Jay House, 2<sup>nd</sup> Floor, Haribhakti Society,  
Nr. Bird Circle, Old Padra Road,  
Vadodara – 390007, Gujarat.

#### **2) AXIS BANK LTD.**

Vardhman Complex, Opp. GEB Office,  
Race Course Circle,  
Vadodara – 390007, Gujarat.

### **REGISTERED OFFICE (& WORKS - I):**

Makarpura, Vadodara – 390 014, Gujarat.

**Phone :** +91 265 2642011 / 2642012 / 3041480

**Fax :** +91 265 2646774 / 3041499

### **WORKS - II:**

Village Vadadala, Jarod-Samlaya Road,  
Tehsil Savli, Dist. Vadodara 391 520

**Phone:** +91 81286 75081 / 82, 8511187262

**Fax :** +91 2667 - 251250

**E-mail :** voltamp@voltamptransformers.com

**Website :** www.voltamptransformers.com

**CIN :** L31100GJ1967PLC001437

### **REGISTRAR & SHARE TRANSFER AGENT:**

#### **LINK INTIME INDIA PVT. LTD.**

B- 102 & 103, Shangrila Complex,  
Near Radhakrishna Char Rasta,  
Vadodara – 390020, Gujarat.

Phone No. 0265-2356573 - 2356794

### **CHIEF FINANCIAL OFFICER :**

Shri Vallabh N. Madhani

### **COMPANY SECRETARY :**

Shri Sanket Rathod (w.e.f. 4<sup>th</sup> November, 2015)

### **AUDITORS:**

#### **M/S. CHANDULAL M. SHAH & CO.**

Chartered Accountants  
601, Samruddhi, Opp. Sakar III,  
Sattar Taluka Society,  
Ahmedabad - 380014, Gujarat.

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## NOTICE

Notice is hereby given to the Members of VOLTAMP TRANSFORMERS LIMITED, that the 49<sup>th</sup> Annual General Meeting of the Members of the Company will be held at Vadodara Chamber of Commerce & Industry, VCCI Commercial Complex, 2<sup>nd</sup> Floor, 73, GIDC, Makarpura, Vadodara – 390 010, on Friday, 12<sup>th</sup> August, 2016 at 10:00 a.m. to transact the following business:

### ORDINARY BUSINESS:

- 1) To receive and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31<sup>st</sup> March, 2016, the Balance Sheet as on that date, the Directors' and the Auditors' Reports thereon.
- 2) To declare dividend on equity shares.
- 3) To appoint a Director in place of Shri Kunjalbhai L. Patel, who retires by rotation and being eligible offers himself for re-appointment.
- 4) To re-appoint Auditors of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Chandulal M. Shah & Co. (Firm Registration No. 101698W), Chartered Accountants, who have confirmed their eligibility to be appointed as Auditors, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at a remuneration as may be decided by the Board of Directors in consultation with them.”

### SPECIAL BUSINESS:

- 5) To approve remuneration of the Cost Auditors for the financial year ending March 31, 2017 and in this regard to consider and if thought fit, to pass, with or without modification(s), 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 ending March 31, 2017, be paid the remuneration of Rs.60,000/- plus applicable taxes / levies and reimbursement of actual out of pocket expenses.

**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 : May 30, 2016**

**CIN : L31100GJ1967PLC001437**

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

### BY ORDER OF THE BOARD OF DIRECTORS

**SANKET RATHOD  
COMPANY SECRETARY**

### 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) A MEMBER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. DULY EXECUTED PROXIES MUST BE REGISTERED WITH THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

- 3) Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.
- 4) Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
- 5) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
- 6) In case of joint holders attending the Meeting, only such joint holder, who is higher in order of names, will be entitled to vote.
- 7) Register of Members and Share Transfer Books will remain closed from Monday, 1<sup>st</sup> August, 2016 to Friday, 12<sup>th</sup> August, 2016 (Both days inclusive).
- 8) The dividend as recommended by the Board, if sanctioned at the Meeting, will be paid to those Members or their mandatees whose names appear in the Register of Members on Friday, 12<sup>th</sup> August, 2016, for those holding shares in physical form. In respect of the shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as per the details furnished by the Depositories for this purpose at the end of business hours on Friday, 29<sup>th</sup> July, 2016.
- 9) Corporate Members intending to send their authorized representative to attend the Meeting are requested to send the certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 10) As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the relevant details of persons seeking appointment/ reappointment as Directors are furnished in the Corporate Governance Report.
- 11) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s) and accordingly, copies of 49<sup>th</sup> Annual Report are being sent by electronic mode only, to all the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a hard copy of the same. For members, who have not registered their email addresses physical copies of the Annual Report 2016 are being sent by the permitted mode. Investors are requested to register their e-mail addresses with Link Intime India Pvt. Ltd. if shares are held in physical mode OR with their Depository Participant (s), if the shares are held in electronic mode.
- 12) In terms of the provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the Companies Act, 1956), 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 2008-09 is due for transfer to the IEPF by October 2016. In terms of provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), no claim shall lie against the Company for the said Fund after the said transfer.
- 13) Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 49<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on Tuesday, 9<sup>th</sup> August, 2016 (9:00 am) and ends on Thursday, 11<sup>th</sup> August, 2016 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 5<sup>th</sup> August, 2016, 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.
- V. The process and manner for remote e-voting are as under:
- A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "Voltamp remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Voltamp Transformers Limited.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [vbhatt2004@yahoo.co.in](mailto:vbhatt2004@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided separately at the bottom of the Attendance Slip for the AGM : EVEN (Remote E-Voting Event Number) USER ID PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for member and remote e-voting user manual for members available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote evoting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5<sup>th</sup> August, 2016.
- X. 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. 5<sup>th</sup> August, 2016, 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.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participates in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII.** Mr. Vijay Bhatt of M/s. Vijay Bhatt & Co., Company Secretaries, (Membership No. FCS: 4900) (Address 110, Rajvee Tower, Near Tube Company, Old Padra Road, Vadodara - 390 020) has been appointed for 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.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI.** The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.voltamprtransformers.com](http://www.voltamprtransformers.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and the National Stock Exchange of India Limited, Mumbai.
- 14)** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the Annual General Meeting of the Company.
- 15)** This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 5**

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 ending March 31, 2017. 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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. 5 of the Notice for approval by the shareholders.

**Regd. Office:**

Makarpura, Vadodara  
Gujarat – 390 014.

**Date : May 30, 2016**

**CIN : L31100GJ1967PLC001437**

**e-mail : [vnv\\_ipo@voltamprtransformers.com](mailto:vnv_ipo@voltamprtransformers.com)**

**BY ORDER OF THE BOARD OF DIRECTORS**

**SANKET RATHOD  
COMPANY SECRETARY**

## DIRECTORS' REPORT

To,  
The Members  
**VOLTAMP TRANSFORMERS LIMITED**  
Makarpura, Vadodara – 390014, Gujarat.

Your Directors have pleasure in presenting the 49<sup>th</sup> Annual Report and Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2016.

### WORKING RESULTS:

(₹ in Lacs)

PARTICULARS	2015-2016	2014-2015
Sales & Services Income	56,330.32	51,688.75
Profit before Financial Charges and Depreciation	6,570.77	4,091.15
Financial Charges (Bank Charges)	43.91	30.03
Depreciation	597.77	721.79
Profit before Taxation	5,929.09	3,339.33
Provisions for Taxation : Current Tax	1,550.00	875.00
Excess Provision of earlier years written back	----	(252.27)
Deferred Tax	(18.92)	(124.73)
Net Profit for the year	4,398.01	2,841.33
Add: Previous years' surplus	1,066.01	957.91
<b>Profits available for appropriation:</b>	<b>5,464.02</b>	<b>3,799.24</b>
<b>Appropriation therefrom:</b>		
A. Proposed Dividend	1,264.64	1,011.71
B. Dividend Tax on above	257.46	207.15
C. General Reserve	2,500.00	1,500.00
D. Surplus	1,441.92	1,066.01
E. Adjustment of Depreciation	----	14.37
	<b>5,464.02</b>	<b>3,799.24</b>

### DIVIDEND:

The Directors recommend payment of dividend @ 125 %, i.e. ₹ 12.50 per equity share of ₹ 10 each on 1,01,17,120 equity shares, for the year ended March 31, 2016.

### PERFORMANCE REVIEW:

During the year under review, the Sales and Other Income increased to ₹ 591.59 crores as compared to ₹ 538.05 crores in the previous year. The sales in terms of volume increased to 9202 MVA as compared to 8389 MVA in the previous year. The profit before tax (PBT) steeply increased to ₹ 59.29 crores as compared to ₹ 33.39 crores in the previous year and profit after tax (PAT) increased to ₹ 43.98 crores as compared to ₹ 28.41 in the previous year.

The performance of the Company exceeded the expectations both in terms of improvement in volumes as well as improvement in margins. The operating profit in year under review was much better than expected, largely due to fall in input material prices on fixed price orders. It is also due to volume getting lifted. The Company experienced high volatility in the prices of principal raw materials as well as currency exchange rates. The negative impact of the currency exchange rate fluctuation was compensated with the fall in the prices of Copper, Oil and Steel material. Since demand revival is not taking place on sustainable basis and under utilisation of industry capacity, the Company may not be able to maintain the similar level of margins for financial year 2016-17.



The financial year 2016-2017 started with order backlog of ₹ 239 crores (4642 MVA) with no sign of revival in Corporate Capex.

Timely collection of receivables has been the prime concerns of the Company. During the year, the collection drive has improved the realization of the old / stuck dues of the Company. With the Government thrust on investment revival, the position is expected to improve over a period of 12-18 months.

For detailed analysis of the performance, please refer to the Management Discussion and Analysis section of the Annual Report given in Annexure-IV.

#### **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND :**

The unclaimed dividend amount aggregating to ₹ 1,09,238 for the financial year ended on 31<sup>st</sup> March, 2008 was transferred to the Investor Education and Protection Fund established by the Central Government, during the financial year ended March 31, 2016, pursuant to Section 205C of the Companies Act, 1956 (the relevant Section under the Companies Act, 2013 is yet to be notified).

#### **DISCLOSURE OF PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The disclosure of particulars relating to conservation of energy and technology absorption and foreign exchange earnings and outgo as required by Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is given in Annexure - I.

#### **EMPLOYEES:**

The industrial relations during the year under review have remained cordial and satisfactory. The Board thanks all the Employees for their valuable contribution to the working of the Company.

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees and the Disclosure pertaining to remuneration and other details are set out in the Annexure - II to the Directors' Report. However, as per the provisions of Section 136(1) of the Companies Act, 2013, the Directors' Report is being sent to the shareholders without this Annexure. Shareholders interested in obtaining a copy of the Annexure may write to the Company Secretary at the Company's Registered Office.

#### **CORPORATE GOVERNANCE:**

In line with requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance is given in Annexure – III along with certificate from M/s. Chandulal M. Shah & Co., Chartered Accountants confirming compliance with the requirement of Corporate Governance.

#### **MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis Report is given in Annexure - IV.

#### **DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 134 (5) OF THE COMPANIES ACT, 2013:**

The Directors confirm that:

- 1) In the preparation of the annual accounts, the applicable accounting standards have been followed by the Company;
- 2) Such accounting policies have been selected and consistently applied and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the profit of the Company for the year ended on that date;
- 3) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the applicable provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) Annual accounts have been prepared on a going-concern basis;

- 5) Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively.
- 6) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

As per the applicable provisions of the Companies Act, 2013, Shri Kunjalbhai L. Patel, retire by rotation, and being eligible offers himself for reappointment. Shri Kunjalbhai L. Patel, being re-appointed, have confirmed that he is not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

During the year, there is a change in Key Managerial Personnel of the Company; viz. Mr. Achal Thakkar, resigned from the post of Company Secretary and Mr. Sanket Rathod has been appointed as a Company Secretary from his earlier position of Assistant Company Secretary.

**AUDITORS:**

The present Auditors of the Company M/s. Chandulal M. Shah & Co. are retiring at the forthcoming Annual General Meeting of the Company and are eligible for reappointment. The Company has received the requisite certificate from them pursuant to Section 139 and 141 of the Companies Act, 2013 and rules framed thereunder, confirming their eligibility for re-appointment as Auditors of the Company.

**COST AUDITORS:**

Pursuant to provisions of section 148 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, 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 ending March 31, 2017. The Company has received a letter from M/s. Y. S. Thakar & Co., Cost Accountant, Vadodara showing their willingness to be appointed as a cost Auditors stating that they are not disqualified under section 148(5) read with section 141(3) of the Companies Act, 2013.

**SECRETARIAL AUDIT REPORT**

The Board of Directors of the Company has appointed M/s. J. J. Gandhi & Company, Practicing Company Secretaries, Vadodara, to conduct the Secretarial Audit, pursuant to section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and their report, viz. Secretarial Audit Report in Form MR-3 is appended to this Report as Annexure V.

**NUMBER OF MEETINGS OF THE BOARD**

The Company has complied with the provisions for holding Board Meetings and the gap between any two meetings did not exceed 120 days. During the financial year under review, four Board Meetings were held, viz. on 20<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 4<sup>th</sup> November, 2015, and 9<sup>th</sup> February, 2016.

**INDEPENDENT DIRECTORS**

The Independent Directors hold office for a fixed term and are not liable to retire by rotation.

In accordance with Section 149(7) of the Act, each Independent Director has given written declaration to the Company confirming that he/she meets the criteria of independence as mentioned under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS**

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is appended as Annexure - VI to this Report. The Policy has been posted on the website of the Company ([http://www.voltamptransformers.com/pdf/nomination\\_remuneration\\_policy.pdf](http://www.voltamptransformers.com/pdf/nomination_remuneration_policy.pdf))