



Annexure – I

## Voltamp Transformers Limited

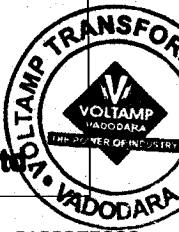
### COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: VOLTAMP TRANSFORMERS LIMITED

2. Year ending: 31.03.2018

I. Composition of Board of Directors								
Titl e (M r. / M s)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non- Executive/independent/Non minee)	Date of Appointme nt in the current term/cessat ion	T e n u r e	No. of Director ship in listed entities includin g this listed entity (Refer Regulati on 25(1) of Listing Regulati ons)	Number of member ship in Audit/St akehold er Committ ee(s) includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati on)	No of post of Chairper son in Audit/ Stakehol der Committ ee held in listed entities including this listed entity (Refer Regulati on 26(1) if Listing Regulati ons)
M r.	Shri Kanubhai S. Patel	ADKPP2318K 00008395	Chairman and Executive	11/02/2015	-	1	2	Nil
M r.	Shri Kunjalbhai L. Patel	AFKPP4591G 00008354	Vice Chairman & Executive	15/03/2017	-	1	1	Nil
M r.	Shri. Vasantlal L. Patel	ACJPP3999G 00014411	Non- Executive/ Independent	14/08/2015	3	1	2	1
M r.	Shri Hemant P. Shaparia	AAKPS3577L 00053392	Non- Executive/ Independent	18/03/2015	5	1	1	1

For Voltamp Transformers Ltd.



Regd. Office & Works : Makarpura, VADODARA-390014, GUJARAT, (INDIA) Phone : +91 - 265 2642011, 3041408-480 +91 8128675078, 8128675080

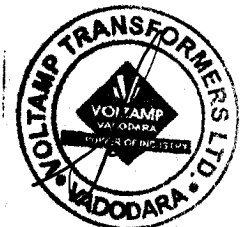
Fax : +91 - 265 264 6774, 304 1499 Email : voltamp@voltamptransformers.com Web : www.voltamptransformers.com Banker K. Rathod

Branches : Ahmedabad / Bangalore / Chandigarh / Chennai / Coimbatore / Ghaziabad / Jamshedpur / Kolkata / Mumbai / Nagpur / New Delhi / Pune / Secunderabad Company Secretary

M s.	Dr. (Smt.) Neela A Shelat	AMBPS3734L 07121915	Non- Executive/ Independent	18/03/2015	3	1	1	Nil
M r.	Shri Vallabh N. Madhani	ACDPM6338A 02209006	Non- Executive	08/05/2008	-	1	Nil	Nil

II. Composition of Committee		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee)
1. Audit Committee	Shri Hemant P. Shaparia	Non-executive/Independent
	Shri Kanubhai S. Patel	Chairperson/Executive
	Shri Vasantlal L. Patel	Non-executive/Independent
	Dr. (Mrs.) Neela A. Shelat	Non-executive/Independent
2. Nomination & Remuneration Committee	Shri Vasantlal L. Patel	Non-executive/Independent
	Shri Hemant P. Shaparia	Non-executive/Independent
	Dr. (Mrs.) Neela A. Shelat	Non-executive/Independent
3. Risk Management Committee (not applicable)	--	--
4. Stakeholders Relationship Committee	Shri Vasantlal L. Patel	Non-executive/Independent
	Shri Kanubhai S. Patel	Chairperson/Executive
	Shri Kunjal L. Patel	Vice Chairperson/Executive


III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14/11/2017	13/02/2018	90

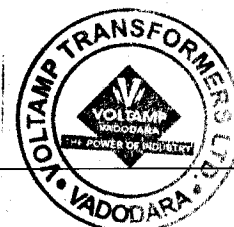


<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum (details) met</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meeting in number of days*</b>
1. Audit Committee 13/02/2018	YES	14/11/2017	90
2. Corporate Social Responsibility Committee 13/02/2018	YES	14/11/2017	90

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

<b>VI. Affirmations</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration Committee</li> <li>c. Stakeholder Relationship Committee</li> <li>d. Risk Management Committee (applicable to the top 500 listed entities)</li> </ol> </li> <li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</li> </ol>

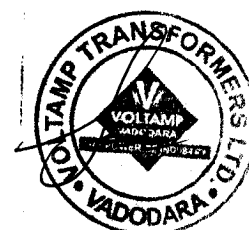
  
**Sanket Rathod**  
 Company Secretary/ Compliance Officer



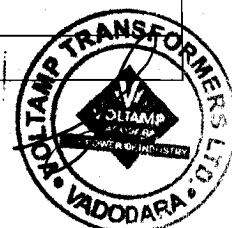
## Annexure II

**Compliance report on Corporate Governance at the end of the Financial year ended on 31.03.2018 (for the whole of financial year):**

<b>I. Disclosure on website in terms of Listing Regulation</b>	
<b>ITEM</b>	<b>Compliance status (Yes/ No/ NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA



<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes



<i>Familiarization of independent directors</i>	25(7)	<b>Yes</b>
<i>Memberships in Committees</i>	26(1)	<b>Yes</b>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	<b>Yes</b>
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	<b>Yes</b>
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	<b>Yes</b>

**Note**

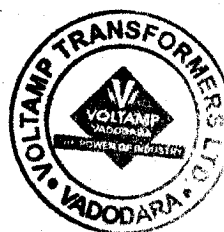
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Voltamp Transformers Ltd.

  
**Sanket K. Rathod**  
**Company Secretary**  
**Sanket Rathod**  
**Company Secretary & Compliance Officer**



**Date: 11<sup>th</sup> April 11, 2018**

**Place: Vadodara**