

Ref: VTL/SEC/NSE-BSE/MAY. 2020
11th May, 2020

Voltamp Transformers Limited

To,
NATIONAL STOCK EXCHANGE OF INDIA LTD
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

Dear Sir /Madam,

Subject : Outcome of the Board Meeting held on 11th May 2020 : Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CF/CMD/4/2015 dated September 9, 2015.

This is to inform that, the Board of Directors of the Company, at its meeting held today, after considering the report of the Audit Committee of the Company, have considered and approved a Scheme of Amalgamation (the "Scheme") between the Voltamp Transformers Limited ("VTL" or "Company") and Kunjal Investment Private Limited ("KIPL"), and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 ("2013 Act").

The Scheme is subject to the receipt of requisite approval from the statutory authorities including SEBI, Stock Exchanges, the National Company Law Tribunal, Reserve Bank of India and the respective shareholders and creditors of the Company and Kunjal Investments Pvt. Ltd (KIPL). Appointed date

The information required to be furnished pursuant to Regulation 30 of the Listing Regulations read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is set out herein below:

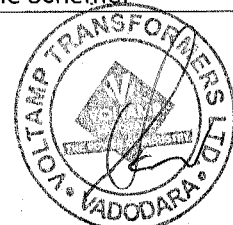
1	Name of the forming part amalgamation/ details in brief entities of the merger, such as, size, turnover etc.	<p>1. KIPL is holding 43,44,474 equity shares having face value of INR 10 (Rupees Ten only) each aggregating to 42.94% in Voltamp Transformers Limited ("VTL" or "Company") and forms part of Promoter/Promoter Group. KIPL is investment arm of promoters' family and having a Net worth of INR 67.57 Crores as on 08.05.2020.</p> <p>2. Voltamp Transformers Limited ("VTL" or "Company"), having a turnover of INR 633.54 Crores as on 31.12.2019 (nine months period). It is listed on BSE and NSE.</p>
2	Details of the scheme of Amalgamation	<p>The scheme contemplates the amalgamation of KIPL with the Company and the dissolution without winding up of KIPL pursuant thereto. The appointed date for the scheme is 1st June 2020 or such other date as may be fixed or approved by the National Company Law Tribunal (NCLT) as and when applicable.</p>

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Fax : +91 - 265 264 6774, 304 1499 **Email :** voltamp@voltamptransformers.com **Web :** www.voltamptransformers.com **CIN :** L31100GJ1957PL001437

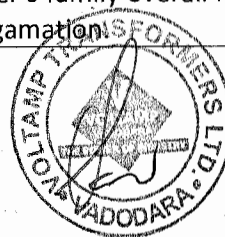
Branches :

Ahmedabad / Bangalore / Chandigarh / Chennai / Coimbatore / Guwahati / Jaipur / Jamshedpur / Kolkata / Mumbai / Nagpur / New Delhi / Pune / Secunderabad

3	<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";</p>	<p>Under the Companies Act, 2013, it has to be noted that Ministry of Corporate Affairs vide its Circular No. 30/2014 dated July 17, 2014 has clarified that transactions arising out of compromises, arrangements and amalgamations dealt with under specific provisions of the erstwhile Companies Act, 1956 or the Companies Act, 2013 (as the case may be) will not attract the requirements of Section 188 of the Companies Act, 2013 (Related Party Transactions).</p> <p>In the instant case, wherein the scheme of amalgamation and arrangement between the Company and KIPL and their respective shareholders as per the provisions of Sections 230-232 read with Section 66 and other applicable provisions of the Companies Act, 2013 read with relevant rules framed thereunder, is proposed to be presented before the jurisdictional National Company Law Tribunal under Sections 230-232 of the Companies Act 2013. It may be stated that the same may not be required to comply with the requirements specified under Section 188 of the Companies Act, 2013 as a related party transaction.</p> <p>Further, there are common promoters in the Company and KIPL, KIPL holds 42.94% equity shareholding in the Company, and pursuant to the Scheme, equity shares of the Company are proposed to be issued and allotted to shareholders of KIPL. In light of the same, the present transaction may be deemed to be a related party transaction under the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other related rules and regulations (as amended from time to time).</p> <p>Thereby, the Board of Directors of the Company has, in its meeting held today, based on the recommendations of the Audit Committee, approved the amalgamation of KIPL with the Company by way of and in accordance with the Scheme basis the following documents in order to maintain fairness and arm's length basis:</p> <p>Valuation Report dated May 10, 2020 as obtained from an independent valuer i.e. CA Hitendra Ranka, IBBI Registered Valuer, having Registration No. IBBI/RV/06/2019/11695 providing the share exchange ratio for the amalgamation of KIPL with the Company under the Scheme; and</p> <p>Fairness Opinion Report dated May 11, 2020 obtained from M/s. Vivro Financial Services Private Limited, Category I Merchant Banker registered with SEBI having its Registration No. INM000010122 providing the fairness opinion on the share exchange ratio in connection with amalgamation of KIPL with the Company under the Scheme.</p>
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		Further the proposed Scheme is subject to necessary regulatory approvals as required.
4	Area of business of the entities	<ol style="list-style-type: none"> 1. KIPL is presently engaged inter alia, in the business of holding investments and is registered as NBFC Company with Reserve Bank of India (RBI). 2. VTL is presently engaged in the business of Manufacturing of Electric Transformers. VTL is listed on the National Stock Exchange and Bombay Stock Exchange.
5	Rationale for amalgamation/merger	<p>The amalgamation will lead to simplification of the shareholding structure and reduction of shareholding tiers and demonstrate promoters' direct commitment to and engagement with VTL. The amalgamation shall have no adverse implications for KIPL, VTL or Public Shareholders of VTL.</p> <p>The promoter group cumulatively will continue to hold the same number and also same percentage of shares in VTL, pre and post amalgamation. There will be no change in the financial position and capital structure of the transferee company.</p> <p>Reduction in number of entity will lead to apparent and flexible group structure and aligned promoter shareholding;</p> <p>The Scheme provides that the promoters will indemnify, defend and hold harmless the transferee company, its directors, employees, officers, representatives, or any other person authorized by the transferee company for any liability, claim, or demand, which may devolve upon the transferee company on account of this amalgamation. The cost to carry out the entire transaction will be borne by transferor Company.</p>
6	In case of cash consideration – amount or otherwise share exchange ratio;	<p>There is no cash consideration.</p> <p>Upon coming into effect of the Scheme, and in consideration for the transfer and vesting of KIPL with the VTL, the VTL, without any application or deed, issue and allot 43,44,474 fully paid up new equity shares to the members of the KIPL whose names appear in the register of members of the KIPL as on the Record Date , or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of the KIPL in proportion of the equity shares held by them in KIPL.</p>
7	Brief details of change in shareholding pattern (if any)of listed entity.	Upon scheme becoming effective, the Company will issue equity shares as mentioned in (6) above. No change in shareholding pattern. Promoter's family overall holdings will remain unchanged after amalgamation.



Kindly take the aforesaid information on your record.

Thanking you,

Yours faithfully,

FOR VOLTAMP TRANSFORMERS LTD,



SANKET RATHOD,

COMPANY SECRETARY & COMPLIANCE OFFICER

