transformers & rectifiers (india) ltd

Date: 17th September, 2016
Ref: TRIL/SECT/2016-17/NSE-BSE/COMPL/30

To,	To,
The Secretary	**The Secretary**
BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers,	**Exchange Plaza, C-1, Block G,**
Dalal Street,	**Bandra - Kurla Complex,**
Mumbai - 400 001	**Bandra (E), Mumbai - 400 051**
Security Code : 532928	**Trading Symbol : TRIL**

Dear Sir/Madam,

Sub: Annual Report for the financial year 2015-16

With reference to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith 22nd Annual Report for the financial year 2015-16.

Please take the same on your record.

Thanking you,

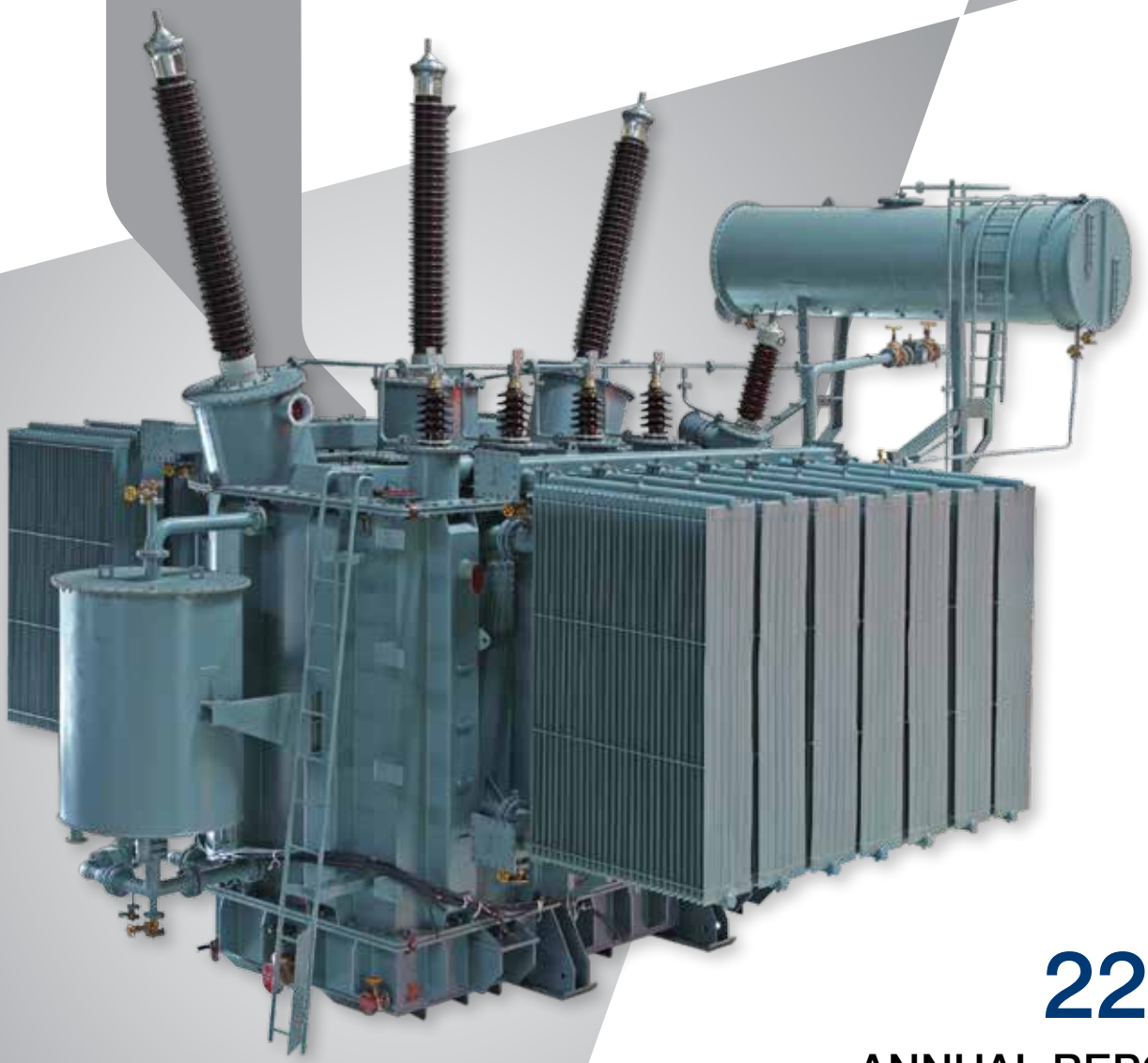
Yours faithfully,
For Transformers and Rectifiers (India) Limited

Rakesh Kira
Company Secretary

Encl.: As above

transformers & rectifiers (india) ltd

ISO 9001:2008 | ISO 14001:2004 | BS OHSAS 18001:2007



22nd ANNUAL REPORT 2015-16

BUREAU VERITAS
Certification

TRANSFORMERS & RECTIFIERS (INDIA) LTD.

Head Office & SITE 1 : SURVEY No. 427P/3-4 & 431P/1-2, OPP. NOVA PETROCHEMICAL, SARKHEJ-BAVLA HIGHWAY, POST: MORAIYA, TALUKA SANAND, DIST. AHMEDABAD – 382 213, GUJARAT, INDIA

This is a multi-site certificate, additional site details are listed in the appendix to this certificate

Bureau Veritas Certification certify that the Management System of the above organization has been audited and found to be in accordance with the requirements of the management system standards detailed below

Standards

ISO 9001:2008, ISO 14001:2004 & BS OHSAS 18001:2007

Scope of certification

DESIGN OF DISTRIBUTION TRANSFORMERS, POWER TRANSFORMERS, PHASE SHIFTING TRANSFORMERS, FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS, SERIES & SHUNT REACTORS

MANUFACTURE AND SERVICE OF POWER TRANSFORMERS (UP TO 765 MVA, 765 KV CLASS), FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS (UP TO 300 MVA, 220 KV CLASS) AND SERIES & SHUNT REACTORS (UP TO 100 MVAr, 765 KV CLASS)

Certification cycle start date: **15 November 2014**
Subject to the continued satisfactory operation of the organization's Management System, this certificate expires on: **14 November 2017**

Original certification date: **15 November 2011**

Certificate No. IND14.6489UQ/SHS Version : 1 Revision date: **10 November 2014**

Signed on behalf of BVCH SAS – UK Branch
Ramesh KOREGAVE
General Manager, CERTIFICATION
South Asia Region

UKAS MANAGEMENT SYSTEMS 008

Certification body address: 5th Floor, 66 Prescot Street, London, E1 8HG, United Kingdom

Local office: "Marwah Centre" 5th Floor, Krishanlal Marwah Marg, Opp. Anna Industrial Estate, Off Saki Vihar Road, Andheri (East) Mumbai – 400 072, India

Pg 1 of 2

Further clarifications regarding the scope of this certificate and the applicability of the management system requirements may be obtained by contacting the organization.
To check this certificate validity please call +91 22 6695 6300.

BUREAU VERITAS
Certification

Appendix to the certification

TRANSFORMERS & RECTIFIERS (INDIA) LTD.

Standards

ISO 9001:2008, ISO 14001:2004 & BS OHSAS 18001:2007

Scope of certification

Head Office & Site1 : DESIGN OF DISTRIBUTION TRANSFORMERS, POWER TRANSFORMERS, PHASE SHIFTING TRANSFORMERS, FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS, SERIES & SHUNT REACTORS

MANUFACTURE AND SERVICE OF POWER TRANSFORMERS (UP TO 765 MVA, 765 KV CLASS), FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS (UP TO 300 MVA, 220 KV CLASS) AND SERIES & SHUNT REACTORS (UP TO 100 MVAr, 765 KV CLASS)

Site	Address	Scope
SITE 2	CHANGODAR: SURVEY NO.344-335, SARKHEJ - BAVLA HIGHWAY, VILLAGE: CHANGODAR, TALUKA SANAND, DIST. AHMEDABAD – 382 213, GUJARAT, INDIA.	MANUFACTURE AND SERVICE OF DISTRIBUTION TRANSFORMERS, POWER TRANSFORMERS (UP TO 200 MVA, 220 KV CLASS), FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS (UP TO 100 MVA, 132 KV CLASS), SERIES AND SHUNT REACTORS (UP TO 100 MVAr, 220 KV CLASS)
SITE 3	ODHAV: 353-355E, GUJARAT VYAPARI MAHAMANDAL SAHAKARI AUDYOGIK VASAHAT, ODHAV, AHMEDABAD – 382 415, GUJARAT, INDIA.	MANUFACTURE AND SERVICE OF DISTRIBUTION TRANSFORMERS, POWER TRANSFORMERS (UPTO 16MVA, 66 KV CLASS), FURNACE TRANSFORMERS AND CONVERTER DUTY TRANSFORMERS (UPTO 16 MVA, 33 KV CLASS)

Certificate No. IND14.6489UQ/SHS Version : 1 Revision date: **10 November 2014**

Signed on behalf of BVCH SAS – UK Branch
Ramesh KOREGAVE
General Manager, CERTIFICATION
South Asia Region

UKAS MANAGEMENT SYSTEMS 008

Certification body address: 5th Floor, 66 Prescot Street, London, E1 8HG, United Kingdom

Local office: "Marwah Centre" 5th Floor, Krishanlal Marwah Marg, Opp. Anna Industrial Estate, Off Saki Vihar Road, Andheri (East), Mumbai – 400 072, India

Pg 2 of 2

Further clarifications regarding the scope of this certificate and the applicability of the management system requirements may be obtained by contacting the organization.
To check this certificate validity please call +91 22 6695 6300.

NABL
National Accreditation Board for Testing and Calibration Laboratories
(An Autonomous Body under Department of Science & Technology, Govt. of India)

CERTIFICATE OF ACCREDITATION

POWER TRANSFORMER TESTING LABORATORIES, TRANSFORMERS & RECTIFIERS (INDIA) LTD.

has been assessed and accredited in accordance with the standard

ISO/IEC 17025:2005
"General Requirements for the Competence of Testing & Calibration Laboratories"

for its facilities at

Survey No. 427P/3-4 & 431P/1-2, Sarkhej-Bavla Highway, Post Moraiya, Tal. Sanand, Dist. Ahmedabad, Gujarat

in the discipline of
ELECTRICAL TESTING

Certificate Number T-3337
Issue Date 11/02/2016 Valid Until 10/02/2018

This certificate remains valid for the Scope of Accreditation as specified in the annexure subject to continued satisfactory compliance to the above standard & the additional requirements of NABL.

Signed for and on behalf of NABL

N. Venkateswaran, Program Manager
Anil Nalla, Director
Prof. S. K. Joshi, Chairman

NABL
National Accreditation Board for Testing and Calibration Laboratories
(An Autonomous Body under Department of Science & Technology, Govt. of India)

CERTIFICATE OF ACCREDITATION

TRANSFORMER OIL TESTING LABORATORY, TRANSFORMERS & RECTIFIERS (INDIA) LTD.

has been assessed and accredited in accordance with the standard

ISO/IEC 17025:2005
"General Requirements for the Competence of Testing & Calibration Laboratories"

for its facilities at

Survey No. 427P/3-4 & 431P/1-2, Sarkhej-Bavla Highway, Post Moraiya, Tal. Sanand, Dist. Ahmedabad, Gujarat

in the discipline of
ELECTRICAL TESTING

Certificate Number T-3280
Issue Date 13/01/2016 Valid Until 12/01/2017

This certificate remains valid for the Scope of Accreditation as specified in the annexure subject to continued satisfactory compliance to the above standard & the additional requirements of NABL.

Signed for and on behalf of NABL

N. Venkateswaran, Program Manager
Anil Nalla, Director
Prof. Ashutosh Sharma, Chairman

AWARDS

Winner of the

BEST EQUIPMENT SUPPLIER AWARD

SINCE LAST 4 YEARS

from GETCO

(Gujarat Energy Transmission Corp. Ltd.) one of the leading utilities of India.

AWARDED

Forbes Asia 200 Best Under A Billion

SEPTEMBER 2010

VALUED CUSTOMER AWARD

from CPRI

TRANSFORMERS & RECTIFIERS (INDIA) LIMITED

Board of Directors

Mr. Jitendra Mamtora
Chairman and Whole-time Director (DIN: 00139911)

Mr. Satyen Mamtora
Managing Director (DIN: 00139984)

Mrs. Karuna Mamtora
Executive Director (DIN: 00253549)

Mr. Vinod Masson
Executive Director (DIN: 00059587)

Mr. Bhaskar Sen
Independent Director (DIN: 01776530)

Mr. Rajendra Shah
Independent Director (DIN: 00061922)

Mr. Harish Rangwala
Independent Director (DIN: 00278062)

Mr. Sureshchandra Agarwal
Independent Director (DIN: 00889931)

Key Managerial Personnel

Mr. Samkit Mehta
Chief Financial Officer

Mr. Rakesh Kiri
Company Secretary

Committees of Board of Director

Audit Committee
Stakeholder's Grievances and Relationship Committee
Nomination and Remuneration Committee
Corporate Social Responsibility Committee
Transfer Committee
Management Committee

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Bankers

State Bank of India
Bank of Baroda
Axis Bank
Standard Chartered Bank
IDBI Bank

Statutory Auditors

Deloitte Haskins & Sells,
Chartered Accountants,
19th Floor, Shapath-V, Besides Crowne Plaza,
S.G. Highway, Ahmedabad - 380 015

Registered Office/Plant

Survey No. 427 P/3-4 and 431 P/1-2
Sarkhej-Bavla Highway, Village : Moraiya,
Taluka : Sanand,
District : Ahmedabad - 382 213 Gujarat.
E-mail : cs@transformerindia.com
Website : www.transformerindia.com

Registrar and Share Transfer Agent

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
LBS Road, Bhandup (West),
Mumbai - 400 078.
E-mail : rnt.helpdesk@linkintime.co.in
Tel.: 022 - 25963838

Listing

BSE Limited
National Stock Exchange of India Limited

Depositories

National Securities Depository Limited
Central Depositories Services (India) Limited

ISIN

INE763I01018

CIN

L33121GJ1994PLC022460

VISION

To consolidate our National and International presence as a leading manufacturer of Power, Furnace & Rectifier Transformers and maintain a leading position in the T & D industry.

MISSION

To emerge as a preferred solution provider for quality Transformers with a team of dedicated professionals and business associates who are ethical, value driven and create excellent customer relationships.

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of **Transformers and Rectifiers (India) Limited** will be held on Wednesday, 14th day of September, 2016 at 11:00 a.m. at the registered office of the Company situated at Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Ahmedabad - 382 213, Gujarat, to transact the following business:

ORDINARY BUSINESS

Item no. 1 - Adoption of financial statements

To consider and adopt:

(a) the audited financial statement of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2016.

Item no. 2 - Appointment of Director

To appoint a director in place of Mrs. Karuna Mamtora (DIN: 00253549), who retires by rotation and being eligible, offers herself for re-appointment.

Item no. 3 - Ratification of Appointment of Statutory Auditors

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(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the appointment of Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No. 117365W) approved in the 20th Annual General Meeting until the conclusion of 23rd Annual General Meeting is hereby ratified in this Annual General Meeting till the conclusion of the next Annual General Meeting, with the remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS

Item no. 4 - To re-appoint Mr. Satyen Mamtora (DIN: 00139984) as a Managing Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the members be and is hereby accorded for reappointment of Mr. Satyen Mamtora (DIN: 00139984) as Managing Director of the Company for a further period of Three (3) year with effect from 1st April, 2016 on the remuneration and terms and conditions as contained in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter and modify the terms and conditions of reappointment including as to designation and remuneration/ remuneration structure of Mr. Satyen Mamtora within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Item no. 5 - To re-appoint Mr. Vinod Masson (DIN: 00059587) as an Executive Director of the Company

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the members be and is hereby accorded for reappointment of Mr. Vinod Masson (DIN: 00059587) as an Executive Director designated as Director - Strategy of the Company for a further period of One (1) year with effect from 1st July, 2016 on the remuneration and terms and conditions as contained in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter and modify the terms and conditions of reappointment including as to designation and remuneration/ remuneration structure of Mr. Vinod Masson within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Item no. 6 - Ratification of remuneration payable to Cost Auditors for the financial year 2016-17

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 of the Companies Act, 2013 and the Companies (Cost Audit and Record) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Rajendra Patel & Associates (Firm Registration No: 101163), Cost Accountants, Ahmedabad on the recommendation of the Audit Committee and approval by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 7 - To Issue of Equity Shares by way of private placement to Qualified Institutional Buyers or preferential allotment

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendments thereto or re-enactment thereof for the time being in force), the Companies (Prospectus and Allotment of Securities) Rules, 2014, all other applicable rules under the Companies Act, 2013,Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI Regulations"), Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations 2004, as amended from time to time, and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where equity shares of face value Rs. 10 each of the Company are listed, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Department of Industrial Policy & Promotion ("DIPP") and all other appropriate and / or competent authorities or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as "Board" which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to offer, create, issue and allot in one or more tranches, such number of Equity Shares, for up to an aggregate amount of ₹ 125 Crores (Rupees One Hundred Twenty Five Crores) equivalent thereof in one or more foreign currency, inclusive of premium that may be fixed on such equity shares to be issued to qualified institutional buyers (as defined under the SEBI Regulations), (hereinafter referred to as the "Investors") whether shareholders of the Company or not, pursuant to a qualified institutions placement under Chapter VIII of the SEBI Regulations at such price, being not less than the price determined in accordance with the pricing formula specified under the SEBI Regulations (or such other formula as may be prescribed by SEBI) or such lower price as may be permissible under the SEBI Regulations or notifications, considering the prevailing market conditions and other relevant factors and where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and/ or Legal Advisors, Depositories, Registrars and other agencies and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed, so as to enable to list on any stock exchanges in India and/or on any of the overseas stock exchanges, wherever required and as may be permissible.

RESOLVED FURTHER THAT such equity shares shall be fully paid up and the allotment of such equity shares shall be completed within 12 months from the date of the shareholders resolution approving the proposed qualified institutional placement of Equity Shares or such other time as may be allowed by the SEBI Regulations from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank *pari passu* with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed.

RESOLVED FURTHER THAT the Equity shares issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Equity shares in the international market and may be governed by the applicable laws.

RESOLVED FURTHER THAT the Equity shares to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out in the Regulation 85 of Chapter VIII of the SEBI Regulations and the Board may offer a discount of not more than 5% (five percent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of equity shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the equity shares are to be allotted, number of Equity shares to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies, to seek the listing of Equity shares on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts/ agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Equity Shares, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Equity Shares and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Equity Shares, including finalization of the number of Equity Shares to be issued in each tranche thereof, form, terms and timing of the issue of Equity Shares including for each tranche of such issue of Equity Shares, identification of the investors to whom Equity Shares are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Equity Shares and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.

By Order of the Board of Directors

Rakesh Kiri
Company Secretary

Place: Ahmedabad
Date: 25th July, 2016

Registered Office:
Survey No.427 P/3-4 and 431 P/1-2 Sarkhej - Bavla Highway,
Village: Moraiya, Taluka: Sanand, Ahmedabad - 382 213 Gujarat.
CIN: L33121GJ1994PLC022460
Tel: 02717 - 661 661 **Fax:** 02717 - 661 716
Email: cs@transformerindia.com
Website: www.transformerindia.com

NOTES:

- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must reach the registered office of the Company not less than 48 hours before the scheduled commencement of the Meeting. A person can act as 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.
- Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
- The Register of Members and Share Transfer Register will remain closed from 10th September, 2016 to 14th September, 2016 (both day inclusive) for the purpose of Annual General Meeting of the Company.
- Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/ bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However request for any change in respect of shares held in physical form should be sent to Company or Registrar and Share Transfer Agent.
- Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013.
- Members who have not so far encashed the dividend are advised to submit their claim to the Company (Email Id: cs@transformerindia.com) or RTA (Email Id: rnt.helpdesk@linkintime.co.in) quoting their Folio No. /DP ID Client ID.
- Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the Meeting so as to enable the management to keep the information ready.
- Members who wish to attend the meeting are requested to bring attendance slip sent herewith, duly filled in and signed, and the copy of the Annual Report. Copies of the Annual Report will not be distributed at the meeting.
- Pursuant the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- All the documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM.
- The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies vide Circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively in terms of which a company would have ensured compliance with the provisions of Section 20 of the Companies Act 2013, if service of documents have been made through electronic mode. In such a case, the Company has to obtain e-mail addresses of its members for sending the notices/documents through e-mail giving an advance opportunity to each shareholder to register their e-mail address and changes therein, if any, from time to time with the Company.

  The Company has welcomed the Green Initiative and accordingly has e-mailed the soft copies of the Financial Statements for the financial year ended 31st March, 2016, to all those Members whose e-mail IDs are available with the Company's Registrar and Transfer Agent.

  In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Link Intime India Pvt. Ltd, Registrar and Transfer Agent (RTA) of the Company. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants/RTA of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
- In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rule, 2015 and Regulation 44 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services India Ltd (CDSL). The detailed process, instructions and manner for e-voting facility is enclosed herewith. Members if the Company holding shares either in the physical form or in Dematerialized form, as on cutoff date i.e. Friday, 9th September, 2016 may cast their vote by electronic means or in the AGM. The detailed process instruction and manner for e-voting facility is enclosed herewith.
- The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting.
- The Members who have cast their vote by remote e-voting may also attend the AGM, but shall not be entitled to cast their vote again.

- The remote e-voting period commences on Sunday, 11th September, 2016 (9:00 a.m.) and ends on Tuesday, 13th September, 2016 (5:00 p.m.). During this period, Members holding shares either in physical form or demat form, as on Friday, 9th September, 2016 i.e. cutoff date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on cutoff date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cutoff date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the Meeting.
- Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on cutoff date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
- The Board of Directors has appointed Mr. Tapan Shah, Practicing Company Secretary as a Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.transformerindia.com** and on the website of CDSL **www.evotingindia.com** immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] and National Stock Exchange of India Limited [NSE], where the equity shares of the Company are listed.

Go Green

The Ministry of Company Affairs (MCA) has taken the "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011) alongwith paperless compliance by compliances by Companies through electronic mode.

Keeping in view the underlying theme and circular issued by MCA, we propose to send all documents to be sent to shareholders like General Meeting Notice including the AGM, Annual report including Audited Financial Statements, Directors' Report, Auditor Report etc. to our shareholder in electronic form, to the email address provided by them and made available to us by the Depositories.

Please also note that you will be entitled to be furnished free of cost, with a copy of the Annual Report of the Company and all other documents required by law to be attached thereto, upon receipt of a requisition from you, any time, as a member of the Company, such a requisition may be sent to the registered office of the Company.

The instructions for members for voting electronically are as under:

1. The voting period begins Sunday, 11th September, 2016 (9:00 a.m.) and ends on Tuesday, 13th September, 2016 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 9th September, 2016, being the cutoff date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The Shareholders should log on to the e-voting website **www.evotingindia.com**
4. Click on Shareholders
5. Now enter your User ID:-
   a) For CDSL: 16 digits beneficiary ID
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number is printed along with address of shareholders. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or the Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 5.

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN of the Company, i.e. **160811001** to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.

18. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. Note for Non - Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to **helpdesk.evoting@cdslindia.com.**
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

EXPLANATORY STATEMENTS

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business the accompanying Notice.

ITEM NO. 2

Mrs. Karuna Mamtora, Executive Director, retires by rotation and being eligible offers herself for re-appointment.

Brief resume and nature of expertise:

Mrs. Karuna Mamtora aged 64 years; Executive Director of the Company holds a Bachelor's degree in Arts from Gujarat University. She has been associated with the Organization since inception and has been instrumental in undertaking Corporate Social Responsibility activities of the Company. She acts as the Chairperson of Corporate Social Responsibility Committee of the Company. Currently she is in charge of General Administrative functions and the Human Resource Development of the Company.

Mrs. Karuna Mamtora holds 2,67,736 Equity Shares of your Company. She is on the Board of your Company from 11th July, 1994. Apart from Transformers and Rectifiers (India) Limited, Mrs. Karuna Mamtora is a Director of Transpares Limited and TARIL Infrastructure Limited.

Your Director recommends the re-appointment of Mrs. Karuna Mamtora as a Director of the Company.

Except Mrs. Karuna Mamtora, Mr. Jitendra Mamtora and Mr. Satyen Mamtora, relatives of Mrs. Karuna Mamtora, none of the other Directors, Key Managerial Personnel and their relatives are interested in this resolution.

ITEM NO. 4

Mr. Satyen Mamtora was re-appointed as a Managing Director of the Company from 1st April, 2013 for 3 years and His tenure as a Managing Director of the Company was upto 31st March, 2016 and the Board of Directors at its meeting held on 5th February, 2016 has, on the recommendation of Nomination and Remuneration Committee, reappointed Mr. Satyen Mamtora as a Managing Director of the Company for a period of 3 years w.e.f 1st April, 2016, subject to the terms and conditions, as mentioned hereinafter.

He will be entitled to the following remuneration per month:

1. Salary: ₹ 3,75,000/- p.m.
2. Performance Incentive: In addition to the salary, he will also be entitled to performance incentive 1% of the Company's net profit for each financial year up to an amount equivalent to a maximum of his gross annual salary computed as per (1) above. This will be in addition to the salary, perquisites and allowances payable for the period of his appointment as may be determined by the Board of Directors of Company.
3. Perquisites: In addition to the salary and performance incentive, the following perquisites shall be allowed to the Managing Director and the total value of perquisites shall be restricted to an amount equal to the annual salary.

CATEGORY "A"

1. Housing:

The Company shall provide furnished accommodation to the Managing Director. If the Managing Director is having his own accommodation, the Company shall pay house rent allowance at the rate of ₹ 75,000/- per month, subject to a limit of 20% of his salary. The Company shall provide equipment's and appliances, furniture, fixtures and furnishing, including maintenance of all, at the residence of the Managing Director at the entire cost of the Company. The Company shall reimburse the expenses of gas, electricity, water etc. The expenditure on these, valued in accordance with the Income-tax Rules, shall not exceed 10% of the salary.

2. Medical Reimbursement:

Medical Expenses actually incurred for self and family shall be reimbursed by the Company.

3. Leave Travel Concession:

The Company shall provide leave travel fare for the Managing Director and his family once in a year, anywhere in the world, as per the rules of the Company.

4. Personal Accident Insurance:

The Company shall pay Personal Accident Insurance upto ₹ 25,000/- per annum.

5. Club Fee:

The Company shall pay and/or Reimburse Fees and Expenses (excluding admission and Life membership fees) of clubs, subject to a maximum of two clubs.

CATEGORY "B"

1. The Company shall contribute towards Provident Fund / Superannuation Fund/Annuity Fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income-tax Act.
2. The Company shall pay Gratuity at the rate not exceeding half month's salary for each completed year of service.
3. Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per rules of the Company.
4. The perquisite under this Category shall not be included in the computation of ceiling on remuneration.

CATEGORY "C"

1. The Company shall provide a Car with Driver at the entire cost of the Company for use of the business of the Company.
2. The Company shall provide telephone including mobile phone at the residence of the Managing Director at the entire cost of the Company.
3. The Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however, be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meetings of the Board of Directors and/or Committees thereof.
4. The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company, subject to further overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together. Provided, however, that in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned under (a) above and perquisites as above within the minimum remuneration specified in Schedule V to the Companies Act, 2013.

5. In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.
6. The Managing Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.
7. "Family" means the spouse, dependent children and dependent parents of Managing Director.
8. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

   All expenditure actually and properly incurred on Company's business shall be reimbursed to the Managing Director.

   Further disclosure pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is given below.

   Except Mr. Satyen Mamtora himself, Mr. Jitendra Mamtora and Mrs. Karuna Mamtora, relatives of Mr. Satyen Mamtora, none of the other Directors, Key Managerial Personnel and their relatives are interested in the proposed resolution. The Board of Director recommends the above Special Resolution for approval of the Shareholders.

Disclosure pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION:

1. Nature of Industry: The Company is manufacturing wide range of Transformers.
2. Date of commencement of commercial production: The Company has commenced its business in the year 1994.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance: Based on the Audited financial results for the last 3 years:

(₹ in Lacs)

Particulars	2015-16	2014-15	2013-14
Total Revenue	58,140.99	54,519.23	72,232.20
Profit before Depreciation, Finance Expenses and Tax	3,375.24	3,006.80	4,025.91
Depreciation, Finance Expenses and Tax	4,228.78	3,652.00	3,545.40
Net Profit after Tax	(853.54)	(645.20)	480.51
Paid up Share Capital	1,325.64	1,325.64	1,325.64
Reserves and Surplus	30,634.63	31,488.17	32,250.34

5. Foreign investments or collaborators, if any: There is no foreign investment or collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details:

Name of Director: Mr. Satyen Mamtora

Designation: Managing Director

Education: Diploma holder in Electrical Engineering

Past Experience: Co-Founder of the Company, Mr. Satyen Mamtora holds Diploma in Electrical Engineering, from Uxbridge College of Engineering, London-UK. He has a sixteen year association with the organization and has been trained by rotation in all key functional areas of the organization. Currently, he spearheads the production and marketing division and has played a key role in consolidating the organization's presence in the power utilities segment across the country. He has also played an aggressive role in strategizing and putting in place a global marketing plan. Mr. Satyen Mamtora is a lifetime member of IEEMA.

2. Past remuneration during the last three financial years:

Financial Years	Remuneration (₹ in lacs)
2013-14	48.00
2014-15	83.41
2015-16	48.65

3. Recognition or Awards: Nil

4. Job Profile and their suitability:

Mr. Satyen Mamtora, Managing Director has been taking care of production and marketing division and has played a key role in consolidating the organization's presence in the power utilities segment across the country. He has also played an aggressive role in strategizing and putting in place a global marketing plan.

5. Remuneration drawn/proposed:

Mr. Satyen Mamtora was re-appointed as Managing Director for further period of 3 years, w.e.f. 1st April, 2013.

Proposed remuneration mentioned in explanatory statement.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the Managing Director and the responsibilities shouldered by him and the industry benchmarks, the remuneration drawn by Mr. Satyen Mamtora is much below the line, compared to remuneration packages paid to similar senior level person in other Companies.

7. Pecuniary relationship(s) directly or indirectly with the Company, Co-relationship with the managerial personnel, if any:

Besides the remuneration paid to Mr. Satyen Mamtora, he does not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in annual report 2015-16. Mr. Jitendra Mamtora and Mrs. Karuna Mamtora are also relatives of Mr. Satyen Mamtora, drawing remuneration.

Further, Mr. Satyen Mamtora, Mr. Jitendra Mamtora and Mrs. Karuna Mamtora are also holding equity shares in the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

Over last few years the Indian Transformer industry has witnessed many challenges especially due to the changing market scenario, emergence of new market players as well as multinationals, large capacity addition and volatility in raw material prices. Indian transformer industry registered de-growth. Free flow of import is adversely affecting the commercial viability of domestic transformer manufacturers. Thus there is no level playing field to compete with cheap imported transformers, especially from China and Korea. Apart from these factors overall slowdown of Indian economy, interest rate hikes by RBI and sluggish power sector has also affected performance of the transformer manufacturing companies in the recent past.

Due to de-growth in the Transformer demand, Indian transformer manufactures slashed prices to the extent possible to compete in the market and book the orders to run the plants; thus resulted in higher input costs. Due to financial crisis in the economy, many projects were put on hold by the customers, leading to higher inventory levels. Debtors level also increased substantially due to delay in payments by State Electricity Boards as well as other customers. This led to requirement of higher working capital and increased interest costs and deterioration of overall margins. Your Company could not remain insulated from the above.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Company is taking all appropriate measures to maximize efficiencies and to minimize costs for lowering the cost of production. In order to achieve revenue and growth, the Company continues to focus on various aspects like design improvement, taping new markets, enhancement of product portfolio.

3. Expected increase in productivity and profits in measurable terms:

Depending upon various factors affecting power sector and in turn transformer industry, the Company's turnover is expected to grow.

4. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the explanatory statement as stated above. Further, the existing remuneration terms and conditions of Mr. Satyen Mamtora disclosed under Corporate Governance Report.

Item No. 5

Mr. Vinod Masson was re-appointed as an Executive Director of the Company designated as Director- Strategy for a period upto 30th June, 2016. His tenure as an Executive Director of the Company was upto 30th June, 2016 and the Board of Directors at its meeting held on 26th May, 2016 has, on the recommendation of Nomination and Remuneration Committee, reappointed Mr. Vinod Masson as an Executive Director of the Company designated as Director-Strategy for a further period upto One (1) year w.e.f 1st July, 2016, subject to the terms and conditions, as mentioned hereinafter.

Mr. Vinod Masson, qualified as Bachelor Electrical Engineer from VJTI Mumbai, has 44 years of rich experience in Power Sector in Indian and Global Markets. Mr. Masson has held various senior positions across Power Sector. Looking at his past experience and expertise knowledge, the Board of Directors has re-appointed him as an Executive Director designated as Director-Strategy of the Company, subject to the approval of members at general meeting, for a further period upto One (1) year w.e.f. 1st July, 2016, on the terms and conditions, as mentioned hereunder.

He will be entitled to the following remuneration per month:

Particulars	Per Month (in. ₹)
Basic	198,750
Medical Reimbursement	1,250
Total	200,000

In addition to the salary, the following perquisites shall be allowed to the Executive Director.

Category "A"
Leave entitlement (PL) of 15 Days p.a, on full pay and allowances, as per rules of the Company.

Category "B"
The Company shall provide car with driver at the entire cost of the Company for business purpose of the Company.

The Company shall provide telephone bill including mobile phone instrument and residential telephone bill on actuals basis at the entire cost of the Company.

Category "C"
In the event of cessation, during any financial year, a Pro rata proportion of the aforesaid remuneration shall be payable by the Company.

Category "D"
The Executive Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company. He shall however not be entitled to any Sitting Fees.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company, subject to further overall limit of 10% of the annual net profits of the Company, if the remuneration of the Managing Director and other Executive Directors of the Company taken together. Provided, that in the event of absence or inadequacy of profit, the Executive Director shall be entitled to remuneration and perquisites as mentioned above within the minimum remuneration specified in Schedule V to the Companies Act, 2013.

The Board recommends this Ordinary resolution for the approval of the shareholders. None of the Directors, Key Managerial Personnel of your Company and their relatives are interested in this resolution, except Mr. Vinod Masson himself.

ITEM NO. 6
The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Rajendra Patel & Associates, Cost Accountants, Ahmedabad as the Cost Auditors of the Company to audit the cost accounts/cost records of the Company for the financial year 2016-17 on a remuneration of ₹ 75,000/- plus taxes and reimbursement.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Audit and Record) 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 2016-17.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

ITEM NO. 7

The Company has good opportunities for its growth and business expansion. This require sufficient resources including funds available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements of its growth and business expansion, capital expenditure, long term working capital, refinancing the existing borrowings and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to

capitalise on the opportunities, primarily those relating to growth and business expansion, as and when available.

The consent of the shareholders is sought for issuing Equity Shares as stated in the resolution which shall result in issuance of further shares of the Company in accordance with the terms of Equity Shares to be issued by the Company. The members of the Company to authorise the Board of Directors or any Committee of the Board to raise funds through issuance of Equity Shares as may be appropriate, through private placement and/or Qualified Institutional Placement ("QIP")at a price to be determined as per the SEBI (Issue of Capital and Disclosure Requirement)Regulations or as per other applicable rules and regulations, to the extent of ₹ 125 Crores (Rupees One Hundred Twenty Five Crores) in Indian Rupees and/or an equivalent amount in any foreign currency under Section 62 read with Section 179 of the Act and other applicable laws. Such issue shall be subject to the provisions of the Act and Rules made thereunder, Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations and other applicable laws.

To meet the requirements for the above purposes and for other general corporate purpose, as may be decided by the Board of Directors (hereinafter called the "Board" which expression shall include any committee of Directors constituted/to be constituted by the Board) from time to time, it is proposed to seek authorisation of the members of the Company in favour of the Board, without the need for any further approval from the members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIBs") in accordance with the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI Regulations") and Section 42 of the Act, as amended, as set out in the Special Resolution of the accompanying Notice.

The requirement of funds is proposed to be met from Equity Share issuance as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with equity to meet with the objective of optimisation of the cost.

Section 62(1)(c) of the Act provides that, inter-alia, such further Equity Shares may be offered to any persons, whether or not such persons are existing holders of equity shares of the company as on the date of offer, by way of a Special Resolution passed to that effect by the members of the Company. Accordingly, consent of the members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 to issue and allot Securities as stated in the Special Resolution.

Pursuant to the provisions of Section 42 and 62 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe aforesaid Equity Shares is required to obtain prior approval of the shareholders by way of a Special Resolution. If approved by the shareholders, QIP shall be completed within Twelve Month from the date of passing of Special Resolution.

In view of the above, it is proposed to seek approval from the shareholders of the Company by way of Special Resolution to offer, create, issue and allot Equity Shares, in one or more trenches, to investors inter alia through QIP by way of private placement and to authorise the Board of Directors including any Committee thereof authorised for the purpose to do all such acts, deeds and things in the matter.

It will be ensured that:

a) The relevant date for the purpose of pricing of the equity shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of equity shares;

b) The pricing for this purpose shall be in accordance with Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;

c) The issue and allotment of equity shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such equity shares shall be fully paid up on its allotment;

d) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;

The resolutions contained in Item No. 7 of the accompanying Notice, accordingly, seek shareholders' approval through Special Resolution for raising funds as above through issue of Equity Shares in one or more trenches and authorising Board of Directors (including any Committee thereof authorised for the purpose) of the Company to complete all the formalities in connection with the issuance of Equity Shares

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said Special Resolution, except to the extent of their equity holdings in the Company/ Institution in which they are Directors or Members.

Place: Ahmedabad
Date: 26th May, 2016

By Order of the Board of Directors

Rakesh Kiri
Company Secretary

Registered Office:
Survey No.427 P/3-4 and 431 P/1-2 Sarkhej - Bavla Highway,
Village: Moraiya, Taluka: Sanand, Ahmedabad - 382 213, Gujarat.
CIN: L33121GJ1994PLC022460
Tel: 02717 - 661 661 **Fax:** 02717 - 661 716
Email: cs@transformerindia.com
Website: www.transformerindia.com

BOARD OF DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 22nd Annual Report on the business and operations together with the Audited accounts for the financial year ended 31st March, 2016. The performance of the Company for the financial year ended on 31st March, 2016 is summarized below:

Financial Highlight

(₹ in Lacs)

Particulars	Standalone	
	2015-16	2014-15
Net Revenue from Operation	57,637.48	54,168.54
Other Income	503.51	350.69
Total Revenue	**58,140.99**	**54,519.23**
Cost of Raw Material Consumed	48,339.53	46,188.08
(Increase)/ Decrease in Inventories of Finished Goods & Process Stock	(1,953.83)	(3,079.24)
Employee Benefit Expense	2,279.21	2,306.56
Finance Costs	3,280.99	2,767.30
Depreciation and Amortization	1,348.14	1,200.31
Other Expenses	6,100.84	6,097.03
Total Expenses	**59,394.88**	**55,480.04**
Profit/(Loss) before Tax	(1,253.89)	(960.81)
Tax Expense	(400.35)	(315.61)
Net Profit/(Loss) after Tax	**(853.54)**	**(645.20)**

Dividend

In view of losses, your Directors do not recommend any dividend on Share Capital (Previous year - NIL).

Review of Operations

For the financial year ended 31st March, 2016, your Company has reported standalone total revenue of ₹ 58,140.99 Lacs and net loss of ₹ 853.54 Lacs as compared to previous year's total revenue of ₹ 54,519.23 Lacs and net loss of ₹ 645.20 Lacs.

Share Capital

The Paid up Equity Share Capital as at 31st March, 2016 stood at ₹ 1325.64 lacs. During the financial year under review, the Company has not issued any Share Capital.

MVA Production

During the financial year 2015-16, your Company has manufactured 15,973 MVA, out of which Changodar unit produced 6659 MVA, Moraiya unit produced 8762 MVA and Odhav unit produced 552 MVA, against the last year's total production of 15925 MVA.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India are attached herewith this Annual Report.

Order Book

As on 26th May, 2016, the Company has Order Book position of ₹ 84,555 Lacs. The table below indicates the division of our order book between our business segments:

(₹ in Lacs)

Type of Transformers	Order Book	%
Power Transformers	76,083	89.98
Distribution Transformers	3,762	4.45
Furnace/Rectifier Transformers	1,400	1.66
Export	3,310	3.91
Total	**84,555**	**100.00**

Exports

During the financial year, the Company has achieved export sales of ₹ 2,631.24 Lacs.

Fixed Deposit

The Company has neither accepted nor invited any deposit from public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, Guarantees and Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

Achievements

1200 kV, 333 MVA Transformer commissioned successfully at Bina

During the financial year, your Company made 333 MVA, 1200 kV single phase UHV power transformer, earlier delivered with in-house R&D efforts, suitable for highest UHV voltage in the world, commissioned successfully at 1200 kV Testing Sub Station of POWERGRID at Bina, Madhya Pradesh.

KEMA Netherland certifies Short Circuit Withstand Capability of 315 MVA 400 kV Transformer

During the financial year, 315 MVA 400/220/33 kV 3 Phase Auto Transformer complying with specifications of POWERGRID passed successfully the short circuit test as per IEC 60076-5 (2006) at world renowned third party laboratory at KEMA Netherland and KEMA issued the prestigious certificate on 8th July, 2015.

15 MVA Green Transformers commissioned

During the financial year, your Company had dispatched Two Nos. of 15 MVA 66/11.55 kV, 3 Phase transformers to GETCO filled with Natural Ester FR3 have been commissioned. Voltage wise, these are the highest voltage green transformers first time in the country filled with vegetable based natural ester.

Subsidiary Companies

As on 31st March, 2016, your Company has Four (4) Subsidiaries namely Transpares Limited (51% holding), Transweld Mechanical Engineering Works Limited (Wholly Owned Subsidiary), TARIL Infrastructure Limited (Wholly Owned Subsidiary) and Savas Engineering Company Private Limited (Wholly Owned Subsidiary) and Further there has

been no material change in the nature of business of the subsidiaries.

Shareholders interested in obtaining a copy of the audited annual accounts of the Subsidiary Companies may write to the Company Secretary.

In terms of proviso to sub-section (3) of Section 129 of the Companies Act, 2013, the salient features of the financial statement of the subsidiaries is set out in the prescribed form AOC-1, which forms part of this Board of Director's Report as **Annexure - 1**.

The Performance of Subsidiary Companies are as under

Transpares Limited

Transpares Limited (Transpares) is the subsidiary of the Company. For the financial year ended archived net sales of ₹ 1,740.27 lacs against ₹ 1,617.79 lacs during the previous financial year 2014-15. Total Profit before tax for the financial year 2015-16 is ₹ 182.09 Lacs as against the total profit before tax of ₹ 18.45 lacs for the previous financial year 2014-15.

Profit after Tax (PAT) was ₹ 116.91 lacs during the financial year as against ₹ 25.82 lacs for the previous financial year 2014-15.

Transweld Mechanical Engineering Works Limited

Transweld Mechanical Engineering Works Limited ("Transweld") is the wholly owned subsidiary of the Company. For the financial year ended Transweld archived net sales of ₹ 1,411.36 lacs against ₹ 1,275.13 lacs during the previous financial year 2014-15. Total profit before tax for the financial year 2015-16 is ₹ 7.08 lacs as against the total profit before tax of ₹ 25.98 lacs for the previous financial year 2014-15.

Profit after Tax (PAT) was ₹ 0.72 lacs during the financial year as against ₹ 26.88 lacs for the previous financial year 2014-15.

TARIL Infrastructure Limited

TARIL Infrastructure Limited ("TARIL") is the wholly owned subsidiary of the Company. For the financial year ended TARIL archived net sales of ₹ 708.13 lacs against ₹ 1,186.04 lacs during the previous financial year 2014-15. Total profit before tax for the financial year 2015-16 is ₹ 22.72 lacs as against the total profit before tax of ₹ 40.60 lacs for the previous financial year 2014-15.

Profit after Tax (PAT) was ₹ 15.48 lacs during the financial year as against ₹ 27.30 lacs for the previous financial year 2014-15.

Savas Engineering Company Private Limited

Savas Engineering Company Private Limited ("Savas") is the wholly owned subsidiary of the Company. For the financial year ended Savas archived net sales of ₹ 1,996.78 lacs against ₹ 602.03 lacs during the previous financial year 2014-15. Total profit before tax for the financial year 2015-16 is ₹ 34.17 lacs as against the total loss before tax of ₹ 371.95 for the previous financial year 2014-15.

Profit after Tax (PAT) was ₹ 38.92 lacs during the financial year as against loss of ₹ 267.68 lacs for the previous financial year 2014-15.

Directors

The Board of Directors of your Company comprises of Eight (8) Directors of which Four (4) are Executive and Non-Independent Directors and Four (4) are Non-Executive and Independent Directors as on 31st March, 2016.

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Company shall have atleast one Woman Director on the Board of the Company. Your Company has Mrs. Karuna Mamtora as Director on the Board of the Company since its inception, who is presently the Executive Director of your Company.

As per the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Karuna Mamtora being longest in the office shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers herself for re-appointment.

The Board of Directors of your Company, at their meeting held on 5th February, 2016 has approved the re-appointment of Mr. Satyen Mamtora as Managing Director of the Company w.e.f. 1st April, 2016 for further period of Three (3) year subject to approval of shareholders. Accordingly, the approval of shareholders is being sought for his re-appointment as a Managing Director of the Company for the period of 3 years.

The Board of Directors of your Company, at their meeting held on 26th May, 2016 has approved the re-appointment of Mr. Vinod Masson as Executive Director of the Company w.e.f 1st July, 2016 for further period of One (1) year subject to approval of shareholders. Accordingly, the approval of shareholders is being sought for his re-appointment as an Executive Director of the Company for the period of One year.

Details of Director seeking re-appointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Notice forming part of this Annual Report. Their re-appointments are appropriate and in the best interest of the Company.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of the Independent Directors are incorporated on the website of the Company **www.transformerindia.com**

To familiarize the Independent Directors with the strategy, operations and functions of our Company, the Executive Directors/Senior Managerial Personnel make presentations to the Independent Directors about the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management. Further, the Company has devised a Familiarization Programme for Independent Director and same been placed on the website of the Company at the Link: **http://www.transformerindia.com/download/Details-of-Familiarization-programme.pdf**

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Appointments and Resignations of the Key Managerial Personnel

Mr. Jitendra Mamtora, Chairman and Whole-time Director, Mr. Satyen Mamtora, Managing Director, Mr. Samkit Mehta, Chief Financial Officer and Mr. Rakesh Kiri, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013

During the financial year under review, Mr. Rakesh Kiri appointed as Company Secretary as on 7th August, 2015 due to resignation of Mr. Chintan Trivedi from post of Company Secretary as on 10th June, 2015 and Mr. Samkit Mehta appointed as Chief Financial Officer of the Company as on 5th February, 2016 due to resignation of Mr. Rahul Shah from post of Chief Financial Officer as on 16th January, 2016.

Number of the Meetings of the Board of Directors

Regular Board Meetings are held once in a quarter, inter-alia, to review the quarterly results of the Company.

During the financial year 2015-16, the Board of Directors met Four (4) times i.e. 27th May, 2015, 7th August, 2015, 2nd November, 2015 and 5th February, 2016. Detailed information on the Board Meetings is included in the Corporate Governance Report, which forms part of this Annual Report.

The details of number of meetings of Committees held during the financial year 2015-16 forms part of Corporate Governance Report.

Committees of the Board of Directors

Your Company has several Committees which have been established as part of the best Corporate Governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- Audit Committee
- Stakeholder's Grievances and Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Management Committee
- Transfer Committee

The details with respect to the compositions, powers, terms of reference and other information of relevant committees are given in details in the Corporate Governance Report which forms part of this Annual Report.

Corporate Social Responsibility Committee

In Compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has established Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to CSR Committee and an Annual Report on CSR Activities forms part of this Board of Director's Report as **Annexure - 2**.

Board Diversity

Your Company has over the years been fortunate to have eminent persons from diverse fields as Directors on its Board. The Nomination and Remuneration Committee has formalized a policy on Board Diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, Composition of the Board and Committees, culture, execution and performance of specific duties, obligation and governance. The performance evaluation of the Independent Directors was completed.

During the financial year under review, the Independent Directors met on 5th February, 2016 interalia, to discuss:

- Performance evaluation of Non Independent Directors and Board of Directors as a whole;
- Performance evaluation of the Chairman of the Company;
- Evaluation of the quality of flow of information between the Management and Board for effective performance by the Board.

The Board of Directors expressed their satisfaction with the evaluation process.

Policy on Director's Appointment and Remuneration

The Company has a Nomination and Remuneration Committee. The Committee reviews and recommend to the Board of Directors about remuneration for Directors and Key Managerial Personnel and other employee up to one level below of Key Managerial Personnel. The Company does not pay any remuneration to the Non-Executive Directors of the Company other than sitting fee for attending the Meetings of the Board of Directors and Committees of the Board. Remuneration to Executive Directors is governed under the relevant provisions of the Act and approvals.

The Company has devised the Nomination and Remuneration Policy for the appointment, re-appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. All the appointment, re-appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel are as per the Nomination and Remuneration Policy of the company.

Vigil Mechanism

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company **www.transformerindia.com**.

Risk Management Policy

The Company is aware of the risks associated with the business.

It regularly analyses and takes corrective actions for managing/ mitigating the same.

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

Sexual Harassment of Women at Workplace

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Directors' Responsibility Statements

As stipulated in Section 134(3)(c) read with sub section 5 of the Companies Act, 2013, Directors subscribe to the "Directors' Responsibility Statement", and confirm that:

a) In preparation of annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed and that no material departures have been made from the same;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts for the year ended 31st March, 2016 on going concern basis.

e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and

f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Execution of Listing Agreement

During the financial year under review, the Company executed New Listing Agreement with BSE Limited and National Stock Exchange of India Limited as on 5th February, 2016 pursuant to Regulation 109(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Insurance

Assets of your Company are adequately insured against various perils.

Corporate Governance

The Company endeavours to maximize the wealth of the Shareholders by managing the affairs of the Company with pre-eminent level of accountability, transparency and integrity.

A separate section on Corporate Governance standards followed by your Company, as stipulated under Clause 49 of Listing Agreement and Regulation 27 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as an annexure to this Report.

A Certificate from Mr. Tapan Shah, Practicing Company Secretary, conforming compliance to the conditions of Corporate Governance as stipulated under Clause 49 of Listing Agreement and Regulation 27 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

Management Discussion and Analysis

The Management Discussion and Analysis Report for the financial year under review as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in the separate section forming part of this Annual Report.

Material Changes and Commitment Affecting Financial Position of the Company

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year as on 31st March, 2016 and the date of Director's Report i.e. 26th May, 2016.

Particular of Employees

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In term of Section 136 of the Companies Act, 2013, the Report is being sent to all shareholders and others entitled thereto, excluding the aforesaid information and the said particulars are available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company. The members interested in obtaining such particulars may write to the Company Secretary.

The ratio of remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of this Board of Director's Report as **Annexure - 3.**

Extract of Annual Return

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as on 31st March, 2016 in Form MGT-9 forms part of this Board of Director's Report as **Annexure - 4**.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, required under Section 134(3)(m) of the Companies Act, 2013 forms part of this Board of Director's Report as **Annexure - 5.**

Contracts or Arrangements with Related Parties

All the related party transactions that were entered during the financial year were in the Ordinary course of business of the Company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with its Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with the interest of the Company.

All Related Party transactions are placed before the Audit Committee for approval, wherever applicable. Prior omnibus approval for normal business transactions is also obtained from the Audit Committee for the related party transactions which

are of repetitive nature and accordingly the required disclosures are made to the Committee on quarterly basis in terms of the approval of the Committee.

The policy on Related Party Transactions as approved by the Board of Directors is uploaded on the website of the Company www.transformerindia.com

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, as prescribed in Form AOC - 2, which forms part of this Board of Director's Report as **Annexure - 6**.

Internal Financial Control Systems and their Adequacy

Your Company has laid down the set of standards, processes and structure which enables to implement internal financial control across the Organization and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of Internal Audit, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with the operating systems, accounting procedures and policies of the Company. Based on the report of Internal Auditor, the process owners undertake the corrective action in their respective areas and thereby strengthen the Control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

AUDITORS

Statutory Auditor

Deloitte Haskins & Sells, (Firm Registration No. 117365W) Chartered Accountants, Ahmedabad, was appointed as the Statutory Auditors of the Company, to hold the office from the conclusion of the 20th Annual General Meeting to the conclusion of the 23rd Annual General Meeting, subject to ratification of the appointment by the members at every Annual General Meeting. The Company has received the consent from the Auditors and confirmation to the effect that they are not disqualified to be appointed as the Auditors of the Company in the terms of the provisions of the Companies Act, 2013 and the Rules made thereunder.

Accordingly, the Board of Directors had recommended the ratification of appointment of Deloittee Haskins & Sells, Chartered Accountants as the Statutory Auditors of the Company to hold the office from the ensuing AGM till the conclusion of the next AGM on such remuneration as may be determined by the Audit Committee in consultation with the Statutory Auditors.

Internal Auditor

Sanjay Vastupal & Co, Chartered Accountants, Ahmedabad has been appointed as Internal Auditors of the Company. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a quarterly basis. The scope of internal audit is approved by the Audit Committee.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Mr. Tapan Shah, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2015-16. The Secretarial Audit Report for the financial year 2015-16 is annexed to this Board of Director's Report as **Annexure - 7.**

Cost Auditor

Your Company has appointed Rajendra Patel & Associates, Cost Accountants, Ahmedabad, as Cost Auditor of your Company to audit the cost accounts for the financial year 2016-17.

As per Section 148 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of your Company has appointed Rajendra Patel & Associates, Cost Accountants as the Cost Auditor of your the Company for the financial year 2016-17 on the recommendations made by the Audit Committee subject to the approval of the Central Government. The remuneration proposed to be paid to the Cost Auditors, subject to the ratification by the members at the ensuing Annual General Meeting, would be ₹ 75,000/- (Rupees Seventy Five Thousands only) excluding out of pocket expenses, if any.

The Cost Audit report for the financial year 2014-15 was filed within the due date. The due date for submission of the Cost Audit Report for the financial year 2015-16 is within 180 days from 31st March, 2016.

Statutory Auditor's Report

The Statutory Auditors' Report on the accounts of the Company for the accounting year ended 31st March, 2016 is self-explanatory and do not call for further explanations or comments that may be treated as adequate compliance of Section 134 of the Companies Act, 2013.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Acknowledgment

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

Place: Ahmedabad
Date: 26th May, 2016

By Order of the Board of Directors

Jitendra Mamtora
Chairman and Whole-time Director
(DIN: 00139911)

ANNEXURE – 1

Subsidiary Companies

Form AOC - 1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

(₹ in Lacs)

Sr. No	Name of the subsidiary	Transpares Ltd.	Transweld Mechanical Engg. Works Ltd.	TARIL Infrastructure Ltd.	Savas Engineering Company Pvt. Ltd.
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.	N.A.	N.A.
3	Share Capital	193.68	25.00	25.00	19.05
4	Reserves & Surplus	877.49	456.69	85.16	165.18
5	Total Assets	1,859.05	1,116.99	232.45	2,066.96
6	Total Liabilities	1,859.05	1,116.99	232.45	2,066.96
7	Investments	-	-	-	-
8	Turnover	1,747.50	1,416.64	709.21	1,999.44
9	Profit/(Loss) before taxation	182.09	7.08	22.72	34.17
10	Less : Provision for taxation	65.18	6.36	7.24	(4.75)
11	Profit/(Loss) after taxation	116.91	0.72	15.48	38.92
12	Proposed Dividend	-	-	-	-
13	% of shareholding	51%	100%	100%	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations - N.A.
2. Names of subsidiaries which have been liquidated or sold during the year - N.A.

For and on behalf of the Board of Directors

Jitendra Mamtora
Chairman and Whole-time Director
(DIN: 00139911)

Place : Ahmedabad
Date : 26th May, 2016

ANNEXURE - 2

The Annual Report on Corporate Social Responsibility (CSR) Activities

1. **A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.**

   The CSR Policy was approved by the Board of Directors at its meeting held on 8th August, 2015 and has been uploaded on the Company's website at link **http://www.transformerindia.com/download/CSR-Policy.pdf**

   The CSR Committee decided to spend the amount on promotion of education during the financial year 2015-16.

2. **The Composition of CSR Committee**

   The CSR Committee consists of following members:

Sr. No.	Name of Members	Designation
1.	Mrs. Karuna Mamtora	Chairperson
2.	Mr. Jitendra Mamtora	Member
3.	Mr. Rajendra Shah	Member

3. **Average Net profits of the Company for last three financial year.**

   The average net profits of last three financial year is ₹ 137.80 Lacs.

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above)**

   The Company is required to spend ₹ 2.76 Lacs towards CSR for the financial year 2015-16.

5. **Details of CSR spent during the financial year**

   (a) Total amount spent for the financial year: ₹ 4.11 Lacs.

   (b) Amount unspent if any: Nil

   (c) Manner in which amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	**CSR Project or activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local areas or other (2) Specify the state or district where projects or programs was undertaken**	**Amount outlay (Budget) project or programs wise**	**Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs. (2) Overheads**	**Cumulative expenditure upto the reporting date**	**Amount spent: Direct or through implementing agency**
1.	Education	Promoting Education	Projects were carried out in Navapura Primary School situated at Village : Navapura, Sanathal, Sanand - Ahmadabad.	₹ 2.70 Lacs	₹ 4.11 Lacs	₹ 4.11 Lacs	Direct

6. **In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.**

   Not Applicable.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

   The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in conformance with CSR Objectives and Policy of the Company.

Date : 26th May, 2016
Place : Ahmedabad

Satyen Mamtora
Managing Director

Karuna Mamtora
Chairperson - CSR Committee

ANNEXURE - 3

Particular of Employees

A The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

a) The ratio of remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is given below:

Sr. No.	Name	Designation	Ratio
1.	Mr. Jitendra Mamtora	Chairman and Whole-time Director	18:1
2.	Mr. Satyen Mamtora	Managing Director	18:1
3.	Mrs. Karuna Mamtora	Executive Director	8:1
4.	Mr. Vinod Masson	Executive Director	8:1

b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Not Applicable

c) The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of the employees in the financial year were increased by 6.36 %

d) The number of permanent employees on the rolls of the Company:

There were 460 employees as on 31st March, 2016.

e) The explanation on relationship between average increase in remuneration and Company performance:

On average employees received an increase of 6.36 %. This increase in remuneration is minimum increase required to retain manpower and give inflationary impact partially.

Factors considered while increasing remuneration:

(a) Comparison with peer Companies

(b) Industry Benchmarking and consideration towards cost of living adjustment/ inflation.

(c) Regulatory guidelines as applicable.

f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	(₹ in Lacs)
Remuneration of Key Managerial Personnel (KMP) during financial year 2015-16 (aggregated)	144.34
EBIDTA	3375.24
Remuneration (as % EBIDTA)	4.28

g) Variation in the Market Capitalization of the Company, price earnings ratio as at the closing date of current FY and previous FY and percentage increase or decrease in market quotations of the shares of the Company in comparison to the rate at which the Company came out with last public offer:

Particulars	As on 31st March, 2016	As on 31st March, 2015	Variation(₹)
Market capitalization	₹ 313.72 Crores	₹ 301.05 Crores	₹ 12.67 Crores
Price earnings ratio	-	-	-
Market Price of the shares	₹ 236.65	₹ 227.10	₹ 9.55

The Company's stock price as at 31st March, 2016 has been decreased by 49% to ₹ 236.65 (NSE) over the Initial public offering in December, 2007 at the price of ₹ 465/- per share.

h) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Not Applicable

i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	Chairman and Whole-time Director	Managing Director	Chief Financial Officer	Company Secretary
Remuneration (₹ in Lacs)	48.71	48.65	42.86	4.12
EBIDTA (₹ in Lacs)	3375.24	3375.24	3375.24	3375.24
Remuneration (as % EBIDTA)	1.44	1.44	1.27	0.12

j) The key parameters for any variable component of remuneration availed by the directors:

Not applicable

k) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not applicable.

l) Affirmation that the remuneration is as per the remuneration policy of the Company:

Yes, it is confirmed.

B Particulars of Employee in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Name of Employee	Mr. Stefano Talassi
Designation	Chief Operating Officer
Remuneration of Employee	₹ 74.66 Lacs
Nature of Employment	Permanent (On roll)
Qualification and experience of employee	Bachelor's degree in Electrical Engineering 13 years
Date of Commencement of Employment	1st January, 2014
Age	41
Previous Employment	Transformer Electro Service (T.E.S.) Located in Ospitaletto (Brescia)
% of Equity Shares held in the Company	-

C Employee employed throughout Financial year or part thereof, was in receipt of remuneration of in aggregate is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than Two percent (2%) of the Equity Shares of the Company.

Not Applicable

ANNEXURE - 4

FORM MGT - 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

Sr. No.	Particulars	Details
1.	**CIN**	L33121GJ1994PLC022460
2.	**Registration Date**	11th July, 1994
3.	**Name of the Company**	Transformers & Rectifiers (India) Limited
4.	**Category / Sub-Category of the Company**	Public Limited Company
5.	**Address of the Registered office and contact details**	Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej Bavla Highway, Village : Moraiya, Taluka : Sanand, Ahmedabad - 382 213 Tel. : 02717 - 661 661
6.	**Whether listed Company**	Yes
7.	**Name, Address and Contact details of Registrar and Transfer Agent, if any**	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai - 400078. Tel.: 022-2596 3838

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name and Description of main products/services	NIC Code of the product / service	% of total Turnover of the Company
1	Transformer	8504	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary /Associate	% of shares held	Applicable Section
1	**Transpares Limited** 14/15, Ashwamegh Industrial Estate, Sarkhej-Bavla Highway, Village : P. O. Changodar, Taluka : Sanand, Dist.: Ahmedabad - 382 210	U31102GJ1995PLC024841	Subsidiary	51%	Section 2(87)
2	**Transweld Mechanical Engineering Works Limited** 44 C, Ashwamegh Industrial Estate, Sarkhej-Bavla Highway, Village : Changodar, Taluka : Sanand, Dist. : Ahmedabad - 382 213	U55101GJ1995PLC026055	Subsidiary	100%	Section 2(87)
3	**TARIL Infrastructure Limited** Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej Bavla Highway, Village : Moraiya, Taluka : Sanand, Ahmedabad - 382 213	U45208GJ2012PLC071693	Subsidiary	100%	Section 2(87)
4	**Savas Engineering Company Private Limited** 498/1, Radhe Industrial Estate, Tajpur Road, Village : Changodar, Taluka : Sanand, Ahmedabad - 382 213	U29197GJ1999PTC081203	Subsidiary	100%	Section 2(87)

IV. SHAREHOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

(i) Category – wise Share Holding

Sr. No	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% of change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	**Shareholding of Promoter and Promoter Group**									
1	**Indian**									
(a)	Individuals/ Hindu Undivided Family	9928415	-	9928415	74.90	9928415	-	9928415	74.90	-
(b)	Central Government	-	-	-	-	-	-	-	-	-
(c)	State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(e)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(f)	Any Others(Specify)	-	-	-	-	-	-	-	-	-
	Sub Total(A)(1)	**9928415**	**-**	**9928415**	**74.90**	**9928415**	**-**	**9928415**	**74.90**	**-**
2	**Foreign**									
(a)	Non-Residents Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Bank/Foreign Institutions	-	-	-	-	-	-	-	-	-
(e)	Any Others	-	-	-	-	-	-	-	-	-
	Sub Total(A)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**9928415**	**-**	**9928415**	**74.90**	**9928415**	**-**	**9928415**	**74.90**	**-**
(B)	**Public Shareholding**									
1	**Institutions**									
(a)	Mutual Funds/ UTI	422411	-	422411	3.19	698102	-	698102	5.27	2.08
(b)	Financial Institutions/ Banks	4325	-	4325	0.03	2070	-	2070	0.01	(0.02)
(c)	Central Government	-	-	-	-	-	-	-	-	-
(d)	State Government(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIIs	9546	0	9546	0.07	-	-	-	-	(0.07)
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	**436282**	**0**	**436282**	**3.29**	**700172**	**-**	**700172**	**5.28**	**1.99**
2	**Non-institutions**									
(a)	Bodies Corporate	180667	-	180667	1.36	150252	-	150252	1.13	(0.23)
(b)	Individuals									
i	Individual Shareholders holding nominal share capital up to ₹ 1 Lac	2452735	522	2453257	18.51	2030571	522	2031093	15.32	(3.19)
ii	Individual Shareholders holding nominal share capital in excess of ₹ 1 Lac	44316	-	44316	0.33	187339	-	187339	1.41	1.08

Sr. No	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% of change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c)	Any Other (specify)									
(i)	Clearing Member	73220	-	73220	0.55	34779	-	34779	0.26	(0.29)
(ii)	Foreign Nationals									
	Non Resident Indians (Repeat)	115672	-	115672	0.87	51878	-	51878	0.39	(0.48)
	Non Resident Indians (Non Repeat)	24328	-	24328	0.18	15455	-	15455	0.12	(0.06)
(iii)	Trusts	254	-	254	-	254	-	254	-	-
(iv)	Hindu Undivided Family	-	-	-	-	156774	-	156774	1.18	1.18
(d)	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	**2891192**	**522**	**2891714**	**21.80**	**2628346**	**522**	**2627824**	**19.81**	**(1.99)**
	Total Public Shareholding (B)= (B)(1)+(B)(2)	**3327474**	**522**	**3327996**	**25.10**	**3327474**	**522**	**3327996**	**25.10**	**-**
	TOTAL (A)+(B)	**13255889**	**522**	**13256411**	**100.00**	**13255889**	**522**	**13256411**	**100.00**	**-**
(C)	**Shares held by Custodians for GDRs and ADRs**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (C)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	GRAND TOTAL (A)+(B)+(C)	**13255889**	**522**	**13256411**	**100.00**	**13255889**	**522**	**13256411**	**100.00**	**-**

(ii) Shareholding of Promoters

Sr. No	Promoters Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Jitendra Mamtora	8858992	66.83	2110000	8858992	66.83	2210000	-
2	Jitendra U. Mamtora (HUF)	682931	5.15	-	682931	5.15	-	-
3	Karuna Mamtora	267736	2.02	-	267736	2.02	-	-
4	Satyen Mamtora	97000	0.73	-	97000	0.73	-	-
5	Janki Mamtora	21364	0.16	-	21364	0.16	-	-
6	Dilip Mamtora	196	-	-	196	-	-	-
7	Bipin Mamtora	196	-	-	196	-	-	-

(iii) Change in Promoters' Shareholding

There is no change in Shareholding of Promoters

(iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	For each of top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	**HDFC Trustee Company Limited - HDFC Infrastructure Fund**					
	At the beginning of the year		422411	3.19	422411	3.19
Add	18-12-2015	Purchase	11400	0.09	433811	3.28
Add	25-12-2015	Purchase	11000	0.08	444811	3.36
	At the end of the year		-	-	444811	3.36
2	**L&T Mutual Fund Trustee Limited-L&T Emerging Businesses Fund**					
	At the beginning of the year		-	-	-	-
Add	08-01-2016	Purchase	93815	0.71	93815	0.71
Add	15-01-2016	Purchase	34401	0.26	128216	0.97
Add	22-01-2016	Purchase	33799	0.25	162015	1.22
Add	29-01-2016	Purchase	4413	0.03	166428	1.25
Add	05-02-2016	Purchase	29075	0.22	195503	1.47
Add	12-02-2016	Purchase	50445	0.38	245948	1.85
Add	19-02-2016	Purchase	1957	0.02	247905	1.87
	At the end of the year		-	-	247905	1.87
3	**Seema Jain**					
	At the beginning of the year		-	-	-	-
Add	11-12-2015	Purchase	75000	0.57	75000	0.57
	At the end of the year		-	-	75000	0.57
4	**Meghna Vipul Patel**					
	At the beginning of the year		-	-	-	-
Add	11-12-2015	Purchase	7000	0.05	7000	0.05
Add	18-12-2015	Purchase	7000	0.05	14000	0.10
Add	25-12-2015	Purchase	1000	0.01	15000	0.11
Add	19-02-2016	Purchase	1000	0.01	16000	0.12
Add	04-03-2016	Purchase	2000	0.02	18000	0.14
	At the end of the year		-	-	18000	0.14
5	**Tirumala Rao Nimmagadda**					
	At the beginning of the year		-	-	-	-
Add	28-08-2015	Purchase	3000	0.03	3000	0.03
Add	18-12-2015	Purchase	10713	0.08	13713	0.11
Add	05-02-2016	Purchase	2967	0.02	16680	0.13
	At the end of the year		-	-	16680	0.13
6	**Jasmin Kisandas Valia**					
	At the beginning of the year		-	-	-	-
Add	18-12-2015	Purchase	6000	0.04	6000	0.04
Add	08-12-2016	Purchase	10000	0.08	16000	0.12
	At the end of the year		-	-	16000	0.12
7	**Vipul Mukund Patel**					
	At the beginning of the year					
Add	11-12-2015	Purchase	8000	0.06	8000	0.06
Add	18-12-2015	Purchase	3000	0.02	11000	0.08
Add	25-12-2015	Purchase	1000	0.01	12000	0.09
Add	22-01-2016	Purchase	2000	0.02	14000	0.11
Add	11-12-2015	Purchase	1000	0.00	15000	0.11
	At the end of the year					
8	**Jugal Kishore Shroff**					
	At the beginning of the year		15000	0.11	15000	0.11
	Change during the year		-	-	-	-
	At the end of the year		-	-	15000	0.11

Sr. No	For Each of top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9	**Splendor Power Limited**					
	At the beginning of the year		14567	0.11	14567	0.11
Less	22-05-2015	Sale	(767)	0.01	13800	0.10
	At the end of the year		-	-	13800	0.10
10	**Gautam Chokhany**					
	At the beginning of the year		12111	0.09	-	-
	Change during the year		-	-	-	-
	At the end of the year		-	-	12111	0.09

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	**Jitendra Mamtora**				
	At the beginning of the year	8858992	66.83	8858992	66.83
	Change during the year	-	-	-	-
	At the end of the year	-	-	8858992	66.83
2.	**Satyen Mamtora**				
	At the beginning of the year	97000	0.73	97000	0.73
	Change during the year	-	-	-	-
	At the end of the year	-	-	97000	0.73
3.	**Karuna Mamtora**				
	At the beginning of the year	267736	2.02	267736	2.02
	Change during the year	-	-	-	-
	At the end of the year	-	-	267736	2.02
4.	**Vinod Masson**				
	At the beginning of the year	222	0.00	222	0.00
	Change during the year	-	-	-	-
	At the end of the year	-	-	222	0.00
5.	**Bhaskar Sen**				
	At the beginning of the year	-	-	-	-
	Change during the year	-	-	-	-
	At the End of the year	-	-	-	-
6.	**Rajendra Shah**				
	At the beginning of the year	6622	0.05	6622	0.05
	Change during the year	-	-	-	-
	At the end of the year	-	-	6622	0.05
7.	**Harish Rangwala**				
	At the beginning of the year	3333	0.03	3333	0.03
	Change during the year	-	-	-	-
	At the end of the year	-	-	3333	0.03
8.	**Sureshchandra Agarwal**				
	At the beginning of the year	-	-	-	-
	Change during the year	-	-	-	-
	At the end of the year	-	-	-	-

Sr. No.	For Each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9.	**Rakesh Kiri**					
	At the beginning of the year		-	-	-	-
	Change during the year		-	-	-	-
	At the end of the year		-	-	-	-
10.	**Samkit Mehta**					
	At the beginning of the year		1940	0.01	1940	0.01
Less	14-05-2015	Sale	(300)	0.00	1640	0.01
Less	09-07-2015	Sale	(500)	0.00	1140	0.01
Less	14-07-2015	Sale	(700)	0.00	440	0.00
Less	15-07-2015	Sale	(242)	0.00	198	0.00
	At the end of the year		-	-	198	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment **(₹ in Lacs)**

Particulars	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	14,928.84	21.40	-	14,950.24
ii. Interest due but not paid	45.87	-	-	45.87
iii. Interest accrued but not due	2.21	-	-	2.21
Total (i+ii+iii)	**14,976.91**	**21.40**	**-**	**14,998.32**
Change in Indebtedness during the financial year				
• Addition	5,000.00	688.70	-	5,688.70
• Reduction	4,175.22	710.10	-	4,885.32
Net Change	**824.78**	**(21.40)**	**-**	**803.38**
Indebtedness at the end of the financial year				
i. Principal Amount	15,711.70	-	-	15,711.70
ii. Interest due but not paid	57.23	-	-	57.23
iii. Interest accrued but not due	32.77	-	-	32.77
Total (i+ii+iii)	**15,801.70**	**-**	**-**	**15,801.70**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and/or Manager: **(in ₹)**

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
		Jitendra Mamtora	Satyen Mamtora	Karuna Mamtora	Vinod Masson	
1.	Gross salary					
	a. Salary as per provisions contained in section 17(1) of the Income-tax. Act, 1961	46,65,200	46,89,000	18,00,000	22,10,000	**1,33,64,200**
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	39,600	39,600	15,000	**1,33,800**
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	**-**
2.	Stock option	-	-	-	-	**-**
3.	Sweat Equity	-	-	-	-	**-**
4.	Commission	-	-	-	-	**-**
	- As % of profit					
	- Other, Specify					
5.	Other, please specify					
	• HRA	1,45,000	1,15,000	3,60,000	-	**6,20,000**
	• Retirement Benefit	21,600	21,600	21,600	-	**64,800**
	Total (A)	**48,71,400**	**48,65,200**	**22,21,200**	**22,25,000**	**1,41,82,800**
	Ceiling as per the Act	Within the limits of schedule V of the Companies Act, 2013 and limit approved by the members				

B. Remuneration to other directors: **(in ₹)**

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Rajendra Shah	Harish Rangwala	Bhaskar Sen	Sureshchandra Agarwal	
1.	Independent Directors					
	• Fee for attending board committee meetings	87,500	80,000	15,000	62,500	**2,45,000**
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	**87,500**	**80,000**	**15,000**	**62,500**	**2,45,000**
2.	Other Non-Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	**-**	**-**	**-**	**-**	**-**
	Total (B) =(1+2)	**87,500**	**80,000**	**15,000**	**62,500**	**2,45,000**
	Total Managerial remuneration = (A)+(B)					**1,44,27,800**
	Overall Ceiling as per the Act	The total Remuneration to Managing Director, Whole-time Director and/or Manager and Remuneration to other Directors is within the overall ceiling limits as provided under the provision of Companies Act, 2013				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD **(in ₹)**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		Company Secretary		Chief Financial Officer		
1.	Gross salary	Chintan Trivedi*	Rakesh Kiri	Rahul Shah#	Samkit Mehta	
	a. Salary as per provisions contained in section 17(1) of the Income-tax. Act, 1961	1,65,365	2,16,158	35,71,897	2,62,971	42,16,391
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	12,943	-	2,38,538	-	2,51,481
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2.	Stock option	-	-	-		
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- As % of profit	-	-	-	-	-
	- Other, Specify					
5.	Other	8,540	9,142	1,96,384	16,663	2,30,729
	Total	**1,86,848**	**2,25,300**	**40,06,819**	**2,79,634**	**46,98,601**

* Mr. Chintan Trivedi resigned w.e.f. 10th June, 2015
\# Mr. Rahul Shah resigned w.e.f. 16th January, 2016

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no penalties / punishments / compounding of offences for the financial year ended on 31st March, 2016

ANNEXURE - 5

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

(A) Conservation of Energy :

i) The steps taken or impact on conservation of energy for 2015-16;

In a continuous endeavor to conserve and save energy, several measures have been adopted in FY 2015-16, notable amongst them are:

1. Installation of BMS (Building Management System) in office Building for Air Conditioning control to save energy.
2. Existing Auto clave Oven's heat circulation flow was modified from top to bottom in place of bottom which results in improved efficiency of Oven thereby reducing the consumption of Piped Natural Gas.
3. Electronic ballast has been used in place of high consumption copper ballast in 100% of shop floor gallery lightings.
4. Individual cooling tower of two oil filtration and VPD are replaced by one common cooling tower for both oil filtrations and VPD.
5. Use of Submersible pumps in place of mono bloc pumps in water tanks to save energy.
6. Use of high/ low pressure switch to operate fire hydrant system to save energy.
7. All Electrical equipments are shut down during the Lunch/ Dinner break leading to efficient use of energy.

ii) The steps taken by the Company for utilizing alternate sources of energy;

1. Uses of natural lights are resorted at various departments to save energy.
2. Transparent roof sheets provided in shops to use natural lights.

iii) The capital investment on energy conservation equipment;

There is no such specific investments done by the Company.

(B) Technology Absorption:

i) The effort made towards technology absorption;

- Your Company received an order for 14 Nos. 765 kV, 500 MVA Auto Transformers from POWERGRID against stiff competition. In 2011, the Company got design and drawings of 500 MVA, 765/√3/400/√3/33 kV single phase auto transformers from ZTR Ukraine. Your Company successfully absorbed that technology and delivered 20 Nos. transformers. We have now improvised the design in terms of layout, cooling design and structural design to bag this order.
- Your Company endeavor to improve the existing shunt reactor technology, we supplied 2 Nos. second generation of 63 MVAr 420 kV shunt reactors with improved loss and vibration level which have been successfully commissioned at Mundra Power house of Adani. We also developed and supplied 3 limbed designs of 30 and 35 MVAr 330 kV class shunt reactors to NCC for their projects in Zambia.
- After success of 500 MVA, 400/220/33 kV Auto transformers for GETCO, we executed order for such rating transformers for TANTRANSCO and got order for 5 Nos. 500 MVA transformers for RRVPNL. Incidentally, 500 MVA 3 Phase is the highest rating 400 kV class auto transformers used in the Country.

ii) The benefit derived like product improvement, cost reduction, product development or import substitution;

- Your Company's pioneering efforts to develop and supply green transformers filled with ester liquids shall help us get similar order since more and more utilities in the country are planning to go for such power transformers.
- Based on our successful field operation of 2 years of 63 MVAr 420 kV shunt reactors (for GETCO) we now qualify for bidding for 765 kV class shunt reactors for POWERGRID.
- Telangana State Electricity Transmission Company has entrusted us for supply of 5 Nos. 125 MVAr 420 kV shunt reactors based on our development and expertise of 63 MVAr 420 kV class shunt reactors. 125 MVAr is incidentally, the largest rating of 420 kV class shunt reactors used in the country.

iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year);

Details of technology imported	Year of import	Status of implementation/absorption
The Company has entered into a Technology License Agreement (TLA) with Fuji Electrical Co. Ltd. ("Fuji") to use its technology and know-how; to design, manufacture and supply: • Generator step up transformers with single phase or three phase, 420 kV Voltage and upto 1000 MVA bank capacity; • Shunt reactors with three phase 420 kV voltage and upto 125 MVAr capacity; • Shunt reactor with single phase, 765 kV voltage and upto 133 MVAr capacity.	2014	1. Technology documents are being studied. 2. Specific design and drawings for 125 MVAr, 420 kV 3 Phase Shunt Reactors for TSTRANSCO received. 3. Design training for 125 MVAr, 420 kV organized at Moraiya plant by the FUJI experts.

iv) The expenditure incurred on Research and Development

In pursuits of R&D endeavors, the Company is continuously incurring R&D expenditure both on Capital and Revenue which has not been separately reflected but which is being shown as part of regular heads of accounts in Fixed Assets and in Statement of Profit and Loss respectively.

(C) Foreign Exchange Earnings and Outgo:

1. Export revenue during the year was ₹ 2,631.24 Lacs. The Company is continuously focusing on supplying its products to various countries and trying to have its presence in export market.
2. Total Foreign Exchange earnings and expenditure: Details concerning Foreign Exchange Earnings and outgo have been given under note no. 43, 44 & 45 of the notes to the Financial Statement.

ANNEXURE – 6

Particulars of Contracts / Arrangements made with related parties

FORM AOC - 2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm`s length transactions under third proviso thereto.

[(Pursuant to Clause (h) Of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)]

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

   No such transactions were entered during the financial year 2015-16.

2. **Details of material contracts or arrangement or transactions at arm's length basis:**

   The contracts or arrangement or transactions entered with the related parties during the financial year 2015-16 were not material and the same were disclosed in the notes to accounts forming part of the financial statements for the year ended 31st March, 2016.

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : 26th May, 2016

Jitendra Mamtora
Chairman and Whole-time Director
(DIN: 00139911)

ANNEXURE - 7

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2016
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,

TRANSFORMERS & RECTIFIERS (INDIA) LIMITED
Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej- Bavla Highway,
Village : Moraiya, Taluka: Sanand, Dist. : Ahmedabad - 382 213, Gujarat.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Transformers and Rectifiers (India) Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Transformers & Rectifiers (India) Limited ("the Company") for the financial year ended on 31st March, 2016 according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015, as amended from time to time;

   c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

vi) Secretarial Standards issued by the Institute of Company Secretaries of India (applicable w.e.f. 1st July, 2015)

I have also examined compliance with the applicable clauses and Regulations of the Listing Agreements and Listing Regulations entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

Further being a Transformer (Electric) Industry, there are no specific applicable laws to the Company, which requires approvals or compliances under any Act or Regulations.

During the period under review the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

During the Period under review, provisions of the following Acts, Rules, Regulations, Guidelines, etc. were not applicable to the Company:

i. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share based employee benefits)Regulations,2014;

ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

vi. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings; and

I further report that -

The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

I further report that -

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in my opinion, adequate systems and processes and control mechanism exist in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, standards and guidelines and general laws like various labour laws, competition law, environmental laws, etc .

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that during the audit period there were no specific events/ actions in pursuance of the above referred laws, rules, regulations, standards, etc. having a major bearing on the Company's affairs.

Date: 26th May, 2016
Place: Ahmedabad

Tapan Shah
Practicing Company Secretary
FCS No.: 4476
Certificate of Practice No.: 2839

Note: This Report is to be read with my letter of above date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members,

TRANSFORMERS & RECTIFIERS (INDIA) LIMITED
Survey No. 427 P/3-4 & 431 P/1-2,
Sarkhej- Bavla Highway, Village: Moraiya, Taluka: Sanand
Dist.: Ahmedabad – 382213, Gujarat.

My report of the above date is to be read along with this letter

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided, on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 26th May, 2016
Place: Ahmedabad

Tapan Shah
Practicing Company Secretary
FCS No.: 4476
Certificate of Practice No.: 2839

CORPORATE GOVERNANCE REPORT

"Corporate Governance refers to the set of systems, principles and processes by which Company is governed. They provide the guideline as to how the Company can be directed or controlled so as to fulfill its goals and objectives in a manner that adds to the value of the Company and benefit to all the stakeholders in the long term. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy".

Transformers and Rectifiers (India) Limited's (TRIL) philosophy of Corporate Governance is founded on the pillars of fairness, accountability, disclosures and transparency. These pillars has been strongly cemented which is reflected in your Company's business practices and work culture. TRIL firmly believe that the practice of each of these creates the right corporate culture that fulfills the true purpose of Corporate Governance.

TRIL's philosophy is to view the Corporate Governance from the view point of business strategy rather than mere compliance norms. The Company believes in adopting and adhering to the best recognized corporate governance practices and continuously benchmarking itself against each such practice. As a responsible Corporate, we use this framework to maintain accountability in all our affairs, and employ democratic and open processes. Strong Governance practices of the Company have been rewarded in terms of improved share valuations, stakeholder's confidence, market capitalizations etc.

1. Company's Philosophy on Corporate Governance

Transformers and Rectifiers (India) Limited (TRIL or the Company) commitment for effective Corporate Governance continues and the Company has always been at their benchmarking efforts to follow the internal systems and policies within accepted standards for the creation of golden and trustable value towards the shareholders.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long term value by way of providing necessary guidance and strategic vision to the Company.

The Company's continued endeavor is to achieve good governance which ensures our performance rules with integrity whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our employees, shareholders, consumers and the community at large. Apart from the compliance with the statutory provisions of the Companies Act, Allied Acts and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is in compliance with all the requirements of the Corporate Governance code as enriched in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We believe that sound Corporate Governance is critical to enhance and retain stakeholder's trust.

2. Board of Directors

A. Composition

The Board of Directors of the Company has been constituted in manners which ensure the optimum combination of Executive/Non-Executive and Independent/Non-Independent Directors to ensure proper governance and management. Your Company's Board comprises of Eight (8) Directors of which Four (4) are Executive and Non-Independent Directors and Four (4) are Non-Executive and Independent Directors. The Chairman of the Board of Directors is Executive Director.

Mrs. Karuna Mamtora serves as an Executive Director on the Board of Directors. Thus, the Company complies with the requirement of appointment of Women Director under the Companies Act, 2013 and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. The attendance at the Board Meetings and at the last AGM and number of directorship and Number of other Board of Directors or committees in which a director is a member or chairperson is as under:

Name of Directors and their Designation	Status-Category	No. of Board Meetings held	No. of Board Meetings attended	Attendance at Last AGM	No. of Outside Directorship held*	Outside Committees**	
						Member	Chairman
Mr. Jitendra Mamtora, Chairman and Whole-time Director	ED & NID	4	4	Yes	2	-	1
Mr. Satyen Mamtora, Managing Director	ED & NID	4	4	Yes	1	-	-
Mr. Karuna Mamtora, Executive Director	ED & NID	4	4	Yes	2	-	-
Mr. Vinod Masson, Executive Director	ED & NID	4	4	Yes	-	-	-
Mr. Bhaskar Sen, Independent Director	ID & NED	4	1	No	-	-	-
Mr. Rajendra S. Shah, Independent Director	ID & NED	4	3	No	7	2	2
Mr. Harish Rangwala, Independent Director	ID & NED	4	3	No	7	1	-
Mr. Sureshchandra Agarwal, Independent Dirctor	ID & NED	4	3	Yes	3	-	-

Note :

- **Including Private Companies, ** Committees include Audit Committee and Stakeholder's Grievance and Relationship Committee for the purpose of Regulation 26(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
- *ED-Executive Director, NID- Non-Independent Director, ID-Independent Director and NED-Non-Executive Director.*

None of the Directors of Board is a member of more than Ten (10) Committees and no Director is Chairman of more than five committees across all the companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors pursuant to Regulation 26 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Independent Director of the Company is holding position of Independent Director in more than Seven (7) Listed Company. Further, none of the Director of the Company is serving as a Whole-time Director in any Listed Company is holding position of Independent Director more than Three (3) Listed Companies pursuant to Regulation 25(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C. Information on Board of Directors and Board Meetings

The Board Meetings are held at least once in every quarter inter-alia, to review the quarterly results of the Company. The gap between the two Board Meetings does not exceed 120 days. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. The Board Meetings are generally held at registered office of the Company. All the mandatory items as prescribed in Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are placed before the Board of Directors.

During the financial year, Four (4) Board Meetings were held respectively on 27th May, 2015, 7th August, 2015, 2nd November, 2015 and 5th February, 2016.

The Board of Directors periodically reviews Letter of Assurance to strengthening the legal framework step by step in order to ensure the compliance with all the applicable Laws pursuant to Regulation 17(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors has its own plan on orderly succession for appointment to the Board of Directors and Senior Management pursuant to Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management Committee oversees day to day operations of the Company, which consist of Three (3) Executive Directors subject to supervision and control of the Board of Directors. The Management Committees appointed by the Board of Director make decision within the authority delegated. All decisions/ recommendation of the Committees are placed before the Board of Director for information and/or it's approval.

The Performance evaluation of Independent Directors has been evaluated by the Board of Directors in its Board Meeting held on 26th May, 2016 for the financial year 2015-16 pursuant to Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A separate Meeting of Independent Directors was held on 5th February, 2016 to review the performance of Non-Independent Directors and Board of Directors as whole pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the terms and conditions of Independent Directors are incorporated on the website of the Company **www.transformerindia.com.**

D. Code of Conduct

The Code of Conduct seeks to ensure that the Board of Directors and Senior Management Personnel observe a total commitment to their duties and responsibilities while ensuring complete adherence with the applicable statutes on the hand and values and ethics on the other.

In Compliance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Code of Ethics for principal Executives and the Senior Management Personnel covering duties of Independent Directors as laid down in the Companies Act 2013. All the Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct. The Code of Conduct is available on the website of the Company at **www.transformerindia.com**. A declaration to this effect duly signed by Mr. Jitendra Mamtora, Chairman and Whole-time Director of the Company is attached herewith and forms part of Corporate Governance Report.

E. CEO and CFO Certification

Pursuant to Regulation 17(8) and Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CEO and CFO of the Company have certified to the Board of Directors the financial statement for the financial year ended 31st March, 2016, which is forms part of this Annual Report.

F. Risk Management

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same. The Board undertakes periodic review of various matters including risk management, forex, internal audit reports etc.

G. Disclosure of relationships between Directors inter-se

None of the Directors are related to each other except Mr. Jitendra Mamtora, Chairman and Whole-time Director, Mr. Satyen Mamtora, Managing Director and Mrs. Karuna Mamtora, Executive Director of the Company are relatives.

H. Board of Director's Shareholding

The details of Shares held by Executive and Non-Executive Directors pursuant to Regulation 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on 31st March, 2016 are as under:

Sr. No.	Name of Director	Designation	No. of Shares held	% Held
1.	Mr. Jitendra Mamtora	Chairman and Whole-time Director	8858992	66.83
2.	Mrs. Karuna Mamtora	Executive Director	267736	2.02
3.	Mr. Satyen Mamtora	Managing Director	97000	0.73
4.	Mr. Vinod Masson	Executive Director	222	0.00
5.	Mr. Bhaskar Sen	Independent Director	-	-
6.	Mr. Rajendra Shah	Independent Director	6622	0.05
7.	Mr. Harish Rangwala	Independent Director	3333	0.03
8.	Mr. Sureshchandra Agarwal	Independent Director	-	-

I. Details of familiarization Programmes

At the Board Meetings, apart from the regular agenda items, it is ensured that the Independent Directors are provided a deep and thorough insight into the business model of the Company and updates through detailed presentations of various business unit heads. The Independent Directors get an open forum for discussion and share their experience.

Familiarization Programmes imparted to Independent Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the website of the Company at **www.transformerindia.com.**

3. Audit Committee

The Audit Committee serves as the link between the Statutory and Internal Auditors and the Board of Directors. The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process with the view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

A. Brief description of terms of reference

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
   b) Changes, if any, in accounting policies and practices and reasons for the same.
   c) Major accounting entries involving estimates based on the exercise of judgment by management.
   d) Significant adjustments made in the financial statements arising out of audit findings.
   e) Compliance with listing and other legal requirements relating to financial statements.
   f) Disclosure of any related party transactions.
   g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the Management letters/ letters of Internal Control weaknesses issued by Statutory Auditor.
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

B. Composition, Name of Members and Chairperson

The Audit Committee comprises of Four (4) Directors out of which Three (3) are Non-Executive and Independent Directors namely Mr. Sureshchandra Agarwal, Mr. Harish Rangwala and Mr. Rajendra Shah and One (1) Executive and Non-Independent Director namely Mr. Jitendra Mamtora. The Chairman of the Audit Committee is an Independent Director. The Constitution of the Committee meets the requirements of Section 177 of the Companies Act, 2013 as well as Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Statutory Auditors and Internal Auditors attend the meetings by invitation. Mr. Rakesh Kiri, Company Secretary attended the meetings as Secretary. Mr. Sureshchandra Agarwal, Chairman of the Audit Committee was present at the 21st Annual General Meeting held on 11th September, 2015.

C. Meetings and Attendance during the financial year 2015-16:

During the financial year, Four (4) Audit Committee Meetings were held as on 27th May, 2015, 7th August, 2015, 2nd November, 2015 and 5th February, 2016.

Sr. No.	Name of Members	Designation	Status Category	No. of Meetings held/ attended
1.	Mr. Sureshchandra Agarwal	Chairman	ID & NED	4/3
2.	Mr. Jitendra Mamtora	Member	ED & NID	4/4
3.	Mr. Harish Rangwala	Member	ID & NED	4/4
4.	Mr. Rajendra Shah	Member	ID & NED	4/3

The Committee is authorised by the Board of Directors in the manner as envisaged under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013. The Committee has been assigned task as listed under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews the information as listed under Regulation 18(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013.

4. Nomination and Remuneration Committee

A. Brief description of terms of reference

The terms of reference of the Nomination and Remuneration Committee are inter alia:

1. To recommend to the Board, the remuneration packages of Company's Managing/Whole Time/Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, performance incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.)
2. The Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Executive Directors, including pension rights and any compensation payment.
3. To implement, supervise and administer any share or stock option scheme of the Company.
4. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, Key managerial personnel and other employees.
5. Formulation of criteria for evaluation of Independent Directors and the Board.
6. Devising a policy on Board diversity.
7. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

B. Composition, Name of Members and Chairperson

The Nomination and Remuneration Committee comprises of Three (3) Non-Executive and Independent Directors namely Mr. Sureshchandra Agarwal, Mr. Harish Rangwala and Mr. Rajendra Shah. The Chairman of the Nomination and Remuneration Committee is an Independent Director. The Constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013 as well as Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year, the Meeting were held as on 27th May, 2015 in which, re-appointment of Mr. Vinod Masson as an Executive Director of the Company for the period ended 30th June, 2016 and In the Meeting were held as on 5th February, 2016 re-appointment of Mr. Satyen Mamtora as a Managing Director of the Company for a period of Three (3) years w.e.f. 1st April, 2016.

C. Meeting and Attendance during the financial year 2015-16 :

During the financial year, Three (3) Nomination and Remuneration Committee Meetings were held as on 27th May, 2015, 7th August, 2015 and 5th February, 2016. The Committee reviews the information as listed under Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 178 of the Companies Act, 2013.

Sr. No.	Name of Members	Designation	Status Category	No. of Meetings held/ attended
1.	Mr. Sureshchandra Agarwal	Chairman	ID & NED	3/1
2.	Mr. Harish Rangwala	Member	ID & NED	3/3
3.	Mr. Rajendra Shah	Member	ID & NED	3/3

D. Performance evaluation criteria for Independent Directors:

In the Nomination and Remuneration Committee Meetings held on 4th February, 2015, the Committee set criteria for evaluating performance evaluation of Independent Director pursuant to Section 178 of the Companies Act, 2013

5. Remuneration of Directors:

A. Remuneration Policy

The Objective of Remuneration Policy is directed towards having the compensation structure that will reward and retain the talent.

The Company has adopted and implemented the provision of Section 178 of the Companies Act, 2013 on the requirement of the Committee to recommend to the Board a policy, relating to the remuneration of the Directors, Key management personnel and Senior Management.

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long term performance objectives appropriate to the working of the Company and its goal.

The remuneration levels are governed by industry pattern, qualification and experience of employee, responsibilities shouldered, individual performance and Company performance.

Non-Executive Directors have no pecuniary relationship or transaction with the Company, except receiving sitting fees for attending Meetings. The Company does not pay any severance fee and no stock option is available to the directors.

B. Disclosures with respect to Remuneration

The aggregate value of salary, perquisites, commissions, Performance incentive & Sitting fees paid for the year 2015-16 to all the Directors are as follows.

(₹ in Lacs)

Name of Director	Category	Sitting Fees					Remuneration	Total
		BM	AC	SGRC	NRC	IDM	Fixed Salary	
Mr. Jitendra Mamtora	ED & NID	-	-	-	-	-	48.714	48.714
Mrs. Karuna Mamtora	ED & NID	-	-	-	-	-	22.212	22.212
Mr. Satyen Mamtora	ED & NID	-	-	-	-	-	48.652	48.652
Mr. Vinod Masson	ED & NID	-	-	-	-	-	22.250	22.250
Mr. Bhaskar Sen	ID & NED	0.100	-	0.050	-	-	-	00.150
Mr. Rajendra Shah	ID & NED	0.300	0.225	0.150	0.150	0.050	-	00.875
Mr. Harish Rangwala	ID & NED	0.300	0.300	-	0.150	0.050	-	00.800
Mr. Sureshchandra Agarwal	ID & NED	0.300	0.225	-	0.050	0.050	-	00.625
Total		**1.000**	**0.750**	**0.200**	**0.350**	**0.150**	**142.210**	**144.660**

Note: BM-Board Meeting, AC - Audit Committee Meeting, SGRC - Shareholders Grievances and Relationship Committee Meeting, NRC- Nomination and Remuneration Committee Meeting, IDM- Independent Director Meeting, Fixed Salary includes Salary, Perks and Retirement Benefits.

6. Stakeholder's Grievances and Relationship Committee

A. Composition and Attendance

The Stakeholder's Grievances and Relationship Committee comprises of Three (3) Directors out of which Two (2) are Non-Executive Directors namely Mr. Rajendra Shah and Mr. Bhaskar Sen and One (1) Executive Director namely Mr. Satyen Mamtora. The Chairman of this Committee is Non-Executive Independent Director. Mr. Rakesh Kiri, Company Secretary attended the meeting as Secretary.

Four (4) Stakeholder's Grievances and Relationship Committee meeting were held on 27th May, 2015, 7th August, 2015, 2nd November, 2015 and 5th February, 2016.

Sr. No.	Name of Members	Designation	Status Category	No. of Meetings held/ attended
1.	Mr. Rajendra Shah	Chairman	ID & NED	4/3
2.	Mr. Bhaskar Sen	Member	ID & NED	4/1
3.	Mr. Satyen Mamtora	Member	ED & NID	4/4

B. Compliance Officer

Mr. Rakesh Kiri, Company Secretary is the Compliance Officer of the Company and can be contacted at Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka Sanand, Ahmedabad-382213, Gujarat Tel. 02717- 661 661, Fax : 02717 - 661 716, Email : cs@transformerindia.com

C. Complaints

The Committee is authorised to redress the Shareholders' and Investor's complaints. No Complaint was unresolved as on 1st April, 2015 and during the financial year 2015-16; One (1) complaint was received by the Company and resolved within reasonable period of time to the satisfaction of shareholders. Hence, there were no complaints remained unattended/ pending as on 31st March, 2016.

D. Terms of Reference

The Stakeholder's Grievances and Relationship Committee specifically looks into the redressal of Shareholders' complaints like transfer of shares/non-receipt of shares, non-receipt of annual reports, non-receipts of declared dividends/refund/remat/demat request etc.

The Board has delegated the said powers for approving transfer and transmission of shares and issue of duplicate shares to Transfer Committee. The status of transfer, duplicate etc., is periodically reported to the Committee. Other details for shareholders have been provided separately in Shareholders' Information.

7. Corporate Social Responsibility Committee

A. Composition and Attendance

The Corporate Social Responsibility Committee comprises of Three (3) Directors namely Mrs. Karuna Mamtora, Executive Director, Mr. Jitendra Mamtora, Chairman and Whole-time Director and Mr. Rajendra Shah, Independent Director of the Company. Mrs. Karuna Mamtora acts as the Chairperson of the Corporate Social Responsibility Committee.

During the financial year 2015-16, Two (2) Meeting of CSR Committee was held on 25th May, 2015 and 5th February, 2016.

Sr. No.	Name of Members	Designation	Status Category	No. of Meetings held/ attended
1.	Mrs. Karuna Mamtora	Chairperson	ED & NID	2/2
2.	Mr. Jitendra Mamtora	Member	ED & NID	2/2
3.	Mr. Rajendra Shah	Member	ID & NED	2/2

B. Terms of reference

The Corporate Social Responsibility Committee is constituted to perform the following functions:

1. Formulate and recommend to the Board, a Corporate Social Responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
2. Recommend the amount of expenditure to be incurred on the activities referred in CSR policy.
3. Monitor the Corporate Social Responsibility policy of the Company from time to time.

The Company has framed a Corporate Social Responsibility policy and placed it on the website of the Company i.e. **www.transformersindia.com**

8. Subsidiary Companies

As on 31st March, 2016 your Company has Four (4) Subsidiaries namely Transpares Limited (51% holding), Transweld Mechanical Engineering Works Limited (Wholly Owned Subsidiary), TARIL Infrastructure Limited (Wholly Owned Subsidiary) and Savas Engineering Company Private Limited (Wholly Owned Subsidiary).

Mr. Sureshchandra Agarwal, an Independent Director of the Company is Director on the Board of our non-listed Indian subsidiary Companies i.e. Transpares Limited, Transweld Mechanical Engineering Works Limited and TARIL Infrastructure Limited pursuant to Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Financial Statements of our unlisted subsidiary companies were reviewed by the Audit Committee of the Company pursuant to Regulation 24(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Minutes of their Board Meetings as well as statements of all significant transactions of unlisted subsidiary Companies are placed before the Board for their review pursuant to Regulation 24(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. Information about General Body Meetings

A. Annual General Meetings / Extra Ordinary General Meetings

The Location, date and time of last three Annual General Meetings/ Extra Ordinary General Meetings held are as under.

Financial Year	Date	Time	No. of Special Resolution	Place of Meeting
2014-15 (AGM)	11th September, 2015	11.00 a.m.	-	Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej Bavla Highway, Village: Moraiya, Taluka: Sanand, Ahmedabad - 382 213
2013-14 (AGM)	10th September, 2014	4.00 p.m.	-	
2013-14 (EGM)	3rd June, 2013	2.00 p.m.	3	
2012-13 (AGM)	31st July, 2013	11.00 a.m.	-	

B. Special Resolutions

Particulars of Special Resolutions passed are as follows :

Financial Year	Date	Particulars
2014-15 (AGM)	11th September, 2015	No resolution was passed as Special Resolution
2013-2014 (AGM)	10th September, 2014	No resolution was passed as Special Resolution
2013-2014 (EGM)	3rd June, 2013	1. Alteration of Article 228 of the Articles of Association of the Company. 2. To issue Bonus Shares 3. To re-appoint Mr. Vinod Masson as an Executive Director for a period of 1 (One) year.
2012-2013 (AGM)	31st July, 2013	No resolution was passed as Special Resolution

C. Postal Ballot:

During the financial year under review the Company had not transacted any business through Postal Ballot

10. Means of Communication

A. Financial Results for the Quarter ended

30th June, 2016	45 days from end of quarter 30th June, 2016
30th September, 2016	45 days from end of quarter 30th September, 2016
31st December, 2016	45 days from end of quarter 31st December, 2016
Audited Results for the year ended on 31st March, 2017	60 days from end of financial year (i.e. on or before 30th May, 2017) [As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Company has published its Quarterly/Half yearly Financial Results in a Financial Express which is a daily newspaper both English and vernacular language where the registered office of the Company is situated as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The result was also submitted to Stock Exchanges pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The result and presentations made to Institutional Investors or to the Analysts were also displayed on the Company's website **www.transformerindia.com**.

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web based application designed by NSE for Corporates. The Shareholding Pattern, Corporate Governance Report, Reconciliation of Share Capital Audit and various other corporate announcements are filed electronically on NEAPS.

BSE Listing Centre: BSE Listing Centre is web based application designed by BSE for Corporates. The electronic system introduced by BSE Limited for submission of Quarterly/ Half Yearly / yearly compliance like Share holding Pattern, Corporate Governance Report, Board Meeting intimation of the Company and other corporate announcements in E-Mode.

SEBI Complaints Redress System (SCORES): Securities Exchange Board of India introduced for quick resolution of Investors Grievances SEBI Complaints Redress System (SCORES). The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

11. General Information for Shareholders

A. Annual General Meeting

Date : 14th September, 2016

Time : 11:00 a.m.

Venue : Survey No.427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway,
Village : Moraiya, Tal.: Sanand, Dist : Ahmedabad - 382213, Gujarat.

B. Financial Year : 1st April, 2015 to 31st March, 2016

C. Book Closure : The Register of Members and Share Transfer Books of the Company were closed from Saturday, 10th September, 2016 to Wednesday, 14th September, 2016 (both days inclusive) for the purpose of ensuing Annual General Meeting.

D. Dividend Payment Date: N.A.

E. Listing on Stock Exchanges and Stock Code

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The Company had paid listing fees to BSE Limited and National Stock Exchange of India Limited for financial year 2016-17.

As on 31st March, 2016, there were 30,735 Shareholders of the Company.

F. Listing on Stock Exchanges and Stock Code

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

Security	Group & Stock Code at BSE	Scrip ID at NSE	ISIN
Equity Shares	TRIL/B - 532928	TRIL	INE763I01018

G. Market Price Data

The Monthly High and Low share price on BSE and NSE Compared to Sensex and Nifty during the financial year 2015-16 are as under:

Months	BSE Share Price (₹)		BSE Sensex		NSE Share Price (₹)		Nifty	
	High	Low	High	Low	High	Low	High	Low
Apr-15	268.50	218.30	29094.61	26897.54	268.80	215.95	8844.80	8144.75
May-15	307.20	227.00	28071.16	26423.99	310.00	218.10	8489.55	7997.15
Jun-15	270.00	231.10	27968.75	26307.07	270.10	230.10	8467.15	7940.30
Jul-15	313.00	248.00	28578.33	27416.39	313.00	245.00	8654.75	8315.40
Aug-15	294.50	162.00	28417.59	25298.42	294.45	177.05	8621.55	7667.25
Sep-15	196.00	162.30	26471.82	24833.54	198.00	163.50	8055.00	7539.50
Oct-15	218.50	167.00	27618.14	26168.71	219.60	176.60	8336.30	7930.65
Nov-15	197.60	170.00	26824.30	25451.42	190.00	165.05	8116.10	7714.15
Dec-15	284.00	185.10	26256.42	24867.73	284.00	185.00	7979.30	7551.05
Jan-16	312.00	227.00	26197.27	23839.76	311.75	226.00	7972.55	7241.50
Feb-16	270.00	196.00	25002.32	22494.61	270.15	195.15	7600.45	6825.80
Mar-16	254.00	197.00	25479.62	23133.18	254.50	201.45	7777.60	7035.10

H. Price Movement Chart : TRIL vs Nifty

I. Registrar and Shares Transfer Agents (RTA)

Members are requested to correspond with the Company's Registrar and Transfer Agents for all matters related to share transfers, dematerialization, complaints for non-receipt of refund order/dividends etc. at the following address:

Link Intime India Private Limited
C-13, Pannalal Silk Mill Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078
Tel No. : 022 - 25963838 - 2301 **Fax No :** 022 - 25946969 **E-mail :** rnt.helpdesk@linkintime.co.in

Our RTA has a separate cell to take care of telephone calls, emails (rnt.helpdesk@linkintime.co.in), letters etc. received from shareholders and separate set of telephone lines on hunting, with the primary number as 022-25946970.

J. Share Transfer System

Applications for transfer of shares in physical form are processed by the Company's RTA, Link Intime India Private Limited, Mumbai. The Transfer Committee constituted for transfer/transmission of shares, issue of duplicate shares, demat/remat request and allied matters considers and approves the share transfer once in ten days subject to transfer instrument being valid and complete in all respects.

The Company obtained Certificates from Company Secretary in Practice for Compliance of Share transfer formalities pursuant to Regulation 40(9) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on half yearly basis. The Company also carried out quarterly Secretarial Audit for the reconciliation of Share Capital regularly.

K. Distribution of Shareholding (As of 31st March, 2016)

No. of Shares of ₹ 10/- each	Shareholders		Share Amount	
	Number	%	₹	%
Upto - 5,000	29900	97.28	12152210	9.17
5,001 - 10,000	409	1.33	3008170	2.27
10,001 - 20,000	268	0.87	3656880	2.76
20,001 - 30,000	68	0.22	1664670	1.26
30,001 - 40,000	26	0.08	897640	0.68
40,001 - 50,000	19	0.06	878400	0.66
50,001 - 1,00,000	26	0.08	1883500	1.42
1,00,001 & above	19	0.06	108422640	81.79
Total	**30735**	**100.00**	**132564110**	**100.00**

L. Share holding Pattern (As of 31st March, 2016)

Sr. No.	Categories	No. of shares	% of Total Shareholding
A	**Promoters Holding :**		
	Promoters		
	- Indian	9,928,415	74.90
	- Foreign	-	-
B	**Non Promoter Holding :**		
	Institutional		
	- Mutual Fund	6,98,102	5.27
	- Financial Institutions/Banks	2,070	0.02
	- FIIs	-	-
	Non-Institutional :		
	- Bodies Corporate	1,50,252	1.13
	- Individuals		
	Capital upto ₹2 Lacs	21,43,432	16.17
	Capital greater than ₹ 2 Lacs	75,000	0.57
	Any Others		
	- Clearing Member	34,779	0.26
	- NRIs	67,333	0.51
	- Trusts	254	0.00
	- Directors/Relatives	1,56,774	1.17
	Grand total	**1,32,56,411**	**100.00**

M. Proceeds from Public Issue/Rights Issue/Preferential Issue/Warrant Conversion

During the financial year, the Company has not raised any fund through Public Issue/ Rights Issue/Preferential Issue/Warrant Conversion.

N. Code of Conduct for prevention of Insider Trading

The Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirement of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013.

O. Disclosure of accounting treatment in preparation of Financial Statement

Your Company has followed all relevant Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements.

P. Demat and Liquidity

As on 31st March, 2016

Mode	No. of Equity Shares	% of Total Holding
Dematerialized	13,255,889	99.996
Physical	522	0.004
Total	**13,256,411**	**100.000**

The trading in the Company's equity shares is compulsorily in dematerialized mode. The Company has tied up with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). Thus the investors can exercise dematerialization and transfer actions through a recognized Depository Participant (DP) who is connected to NSDL or CDSL. Requests for dematerialization of physical shares are processed and completed within an average period of 15 days from the date of receipt of documents provided they are in order.

As on 31st March, 2016 there were 1,24,04,087 Equity shares and 8,51,802 Equity shares held in dematerialized form with NSDL and CDSL respectively.

Q. Outstanding GDRs/ADRs/Warrants/Options or any Convertible Instruments

The Company has no outstanding GDRs/ADRs/Warrants/Options or any convertible instruments as on 31st March 2016.

R. Plant Locations

1. Unit I, Moraiya, Ahmedabad
2. Unit II, Changodar, Ahmedabad
3. Unit III, Odhav, Ahmedabad
4. Unit IV, Odhav, Ahmedabad

S. Investors Communication

For Share Transfers / Dematerialization or other queries relating to Shares :

Link Intime India Private Limited
C-13, Pannalal Silk Mill Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078
Tel No. : 022-25963838, 022-25946970 **Fax :** 022-25946969 **E-mail :** rnt.helpdesk@linkintime.co.in

For other inquiry:

Mr. Rakesh Kiri, Company Secretary and Compliance Officer
Transformers & Rectifiers (India) Limited
Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway, Village : Moraiya,
Taluka : Sanand, Dist : Ahmedabad - 382 213, Gujarat, India.
Tel No. 02717 - 661 661 **Fax :** 02717 - 661 716 **Email :** cs@transformerindia.com

12. Other Disclosures

A. Related Party Transaction

All the transactions entered into with Related Parties as defined under Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 during the financial year were in the Ordinary Course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Prior approval of the Audit Committee is obtained for all Related Party Transactions. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Related Party Transactions during the year have been disclosed vide Note no. 38 of notes on financial statements as per the requirement of "Accounting Standards -18- Related Party Disclosure issued by ICAI.

The Board has approved a policy for related party transactions which has been uploaded on Company's website **www.transformerindia.com**

B. Management Discussion and Analysis

The Management Discussion and Analysis Report have been given separately in this Annual Report as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 on page No.49.

C. Disclosures with respect to demat Suspense Account/unclaimed suspense account

Pursuant to Regulation 34(3) and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as on 1st April, 2015, the Company has 28 cases consists of 466 unclaimed shares, allotted under the Initial Public Offering (IPO) of the Company, completed during December, 2007 and further issue of bonus shares in ratio of 1:9. The Company has opened separate demat suspense account for the same. During the financial year, the Company has received 1 request on unclaimed shares. So far as on 31st March, 2016 there were 19 cases consists of 322 unclaimed shares in demat suspense account.

D. Details of non-compliance by the Company

Your Company has complied with all the requirement of regulatory authorities. No penalty/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last 4 years.

E. Vigil Mechanism

The Company has implemented a Whistle Blower Policy covering the employees. The Policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of Conduct. Employees can lodge their Complaints through anonymous e-mails besides usual means of communications like written complaints. No personnel has been denied access to the Audit Committee.

F. Policy on Material Subsidiaries

The Company has formulated the Policy for determining 'Material Subsidiaries' which has been put up on the website of the Company **www.transformerindia.com**

13. Non-Mandatory Requirements

(a) The Board: Since the Company has an Executive Chairman on its Board, there is no requirement for maintaining separate office.
(b) Shareholder's Right: Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company. However quarterly financial results are published in the leading newspapers and are also available on the website of the company.
(c) Audit Qualification: There is no qualification in the Auditor's Report on the Financial Statements to the shareholders of the Company.
(d) Separate Post of Chairman and CEO: Mr. Jitendra Mamtora, Chairman and Whole-time Director of the Company acts as CEO of the Company.
(e) Reporting of Internal Auditors: The Company's Internal Auditor, reports directly to the Audit Committee

Declaration regarding Compliance by Members of Board of Directors and Senior Management Personnel with the Code of Conduct of Board of Directors and Senior Management

The Board of Directors of the Company has adopted code of conduct; followed by all Members of the Board of Directors and all Senior Management Personnel of the Company in compliance with the Regulation 26(3) of Listing Regulation, 2015 with the Stock Exchanges. This code is available on the Company's website **www.transformerindia.com.**

This is to confirm that the Company has received a declaration of compliance with the Code of Conduct as applicable to them from each Member of the Board of Directors and Senior Management Personnel.

By Order of the Board of Directors

Jitendra Mamtora
Chairman and Whole-time Director
(DIN: 00139911)

Date: 26th May, 2016
Place : Ahmedabad

CEO AND CFO CERTIFICATION

We, Jitendra Mamtora, Chairman and Whole-time Director and Samkit Mehta, CFO of the Company, to the best of our knowledge and belief certify that:

(a) We have reviewed the financial statement and cash flow statement for the financial year ended 31st March, 2016 and to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
- These statements together present a true and fair view of the company's affairs and are in compliance with the existing Accounting Standards and/or applicable laws and regulations;

(b) To the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2016 are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps have been taken to rectify these deficiencies.

(d) We have indicated to Auditors and Audit Committee:
1. There has not been any significant change in internal control over financial reporting during the financial year under reference;
2. There has not been any significant change in accounting policies during the financial year requiring disclosure in the notes to the financial statements; and
3. We are not aware of any instance during the financial year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

Date: 26th May, 2016
Place : Ahmedabad

Jitendra Mamtora
Chairman and Whole-time Director

Samkit Mehta
Chief Financial Officer

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

CIN : L33121GJ1994PLC022460 Nominal Capital : ₹ 15,00,00,000/-

To,
The Members of
TRANSFORMERS & RECTIFIERS (INDIA) LIMITED

I have examined the compliance of conditions of corporate governance by Transformers and Rectifiers (India) Limited, for the year ended on 31st March, 2016 as stipulated under Clause 49 of the Listing Agreement executed by the Company with the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') for the period from 1st April, 2015 to 30th November, 2015; and as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C , D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) for the period from 1st December, 2015 to 31st March, 2016.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the mandatory conditions of corporate governance as stipulated under Clause 49 of the Listing Agreement and above mentioned Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

Tapan Shah
Practicing Company Secretary
FCS No.: 4476
Certificate of Practice No.: 2839

Date: 26th May, 2016
Place: Ahmedabad

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OUTLOOK

Have **'Acche Din'** come for the economy? The short answer to this million dollar question is –'sort of'. Based on the data series, growth is picking up pace, though may not be to the desired extent. The economy is stable and more resilient, and growth is poised for a spurt if a few factors fall into place.

Drop in CPI (Consumer Price Index) and WPI (Wholesale Price Index) have created room for rate cuts. CAD (Current Account Deficit) as a percentage of GDP looks much better. Forex reserves are high and comfortable, but there are some concerns as well. IIP (Index for Industrial Production) recovery has been erratic, and by no means, certain Bad Loans/NPA have become a major concern. External environment is not supportive of high growth. Push to get stalled projects moving is not strong and adequate. Investment recovery continues to be weak due to surplus capacity, high debts in private infra companies, stressed banks and hamstrung GOI due to minority in the 'Rajya Sabha'.

BUDGET IMPACT

Budget 2016-17 renews the focus on rural and renewable segments. The slew of reforms in the power sector had raised industry expectations. It was anticipated that it would include Key announcements that would benefit the sector. However, the budget cannot be termed as a game changer for the sector. But certainly there are some positives such as focus on Renewable Energy and rural electrification, promoting domestic manufacturing, resolving contractual disputes etc. The budget projects the Government's vision for achieving energy security in the long run. The total outlay for the MOP (Ministry Of Power) has been incurred from ₹ 663.7 billion in 2015-16 to ₹ 798.84 billion in 2016-17. For the renewable energy, the outlay has been increased from ₹ 56.77 billion to ₹ 142.93 billion.

POWER SECTOR/ EQUIPMENT INDUSTRY OUTLOOK

As per the Power, Coal and Renewable Energy Minister, power sector will be generating an investment potential of nearly $ 250 billion in Renewable Energy, generation, transmission, distribution and last-mile connectivity toward 24*7 power for 100% of India. This should spur economic growth to double-digit levels in the days to come. However, on the flip side, there is yet another development, which is far from encouraging. As per report, India is likely to head for a huge surplus of generation capacity because about 300 million people, who do not have access to electricity now, also do not have the means to buy power from the new plants. Early signs of an impending demand-supply mismatch have already started to appear according to experts.

Indian Electrical Equipment Industry size is about ₹ 1.3 trillion, and it contributes about 9-10% in the manufacturing sector. Whereas the industry has grown by 10% during FY 14-15, capacity utilization is sub-optimal and in the range of 60-75% for different sectors.

FINANCING TRANSMISSION

The role of project financing has expanded for the transmission segment with the Government's thrust on tariff-based competitive bidding. There is a growing realisation that transmission stands differentiated within the power sector in terms of the risk-reward matrix. As the appetite for financing transmission project grows, developers and financers are collectively exploring various structures to fund projects optimally and efficiency, and minimizing the burden on the banking system.

DISTRIBUTION SECTOR

The lowest of the value chain has, hither to, made the entire system anemic. The total outstanding debts of the Discoms stood at ₹ 4.3 trillion as on 30th September, 2015. The Ujwal Discom Assurance Yojana (UDAY) was launched by the Central Government to facilitate the revival of the Discoms .While UDAY is optional, it gives the Discoms, opting for it, the opportunity to break-even over a period of two to three years of the 17 States that have agreed to participate in the scheme, 10 have already signed MOUs with the Ministry of Power (MOP) for implementing the Scheme. However, the actual outcome of the scheme will only be known over a period of time.

CURRENT BUSINESS ENVIRONMENT AND FUTURE PROSPECT

Cumulate production of power transformers for the period February, 2015 to January, 2016 stood at 1,75,168 MVA, which is encouraging as compared to earlier years but it is still less than the highest annual production of 1,78,782 MVA recorded so far. The MVA growth is mostly in 765/400 KV segment. Distribution transformer production for the above period stood at 47,044 MVA higher than the earlier highest of 43,346 MVA. Future prospect still do not look very bright, but it may be reasonably expected that capacity utilization will improve by about 5% overall.

OPPORTUNITIES AND THREATS

With the growing expansion of E.H.V. Transmission system, the requirement of 765 KV transformer, Reactors etc. will continue to be robust. With growing strength of domestic manufacturing along with absorption of state-of-the-art technology, imports of such equipments will progressively come down. Further, India has only about 1 to 1.25% market share of the global trade of electrical equipments. Therefore, the scope to grow in exports is a huge opportunity.

Threats in the domestic market are demand-supply mismatch due to not-so-encouraging investment climate and anemic condition of the Discoms. The stressed bank finance due to huge NPAs in the Power Sector alone has become a major worry as well. However, the sky can never be always blue, the roads cannot be without pot holes, and therefore, stream lining operation in every sphere of activities to achieve efficiency of the tallest order is the crying need of the tough phase of business.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE FRONT

Comparison of various items between financial statements for fiscal year 2015-16 and previous year 2014-15

(₹ in Lacs)

Particulars	Standalone				Consolidated			
	FY 2015-16		FY 2014-15		FY 2015-16		FY 2014-15	
	₹	%	₹	%	₹	%	₹	%
Net Sales	55,647.82	95.71	48,296.40	88.59	57,542.39	96.03	49,501.74	88.96
Contract Revenue	431.45	0.74	3,686.37	6.76	431.45	0.72	3,686.37	6.63
Service Income	691.67	1.19	1,338.51	2.46	601.55	1.00	1,242.33	2.23
Other Operating Income	866.54	1.49	847.26	1.55	913.37	1.52	935.44	1.68
Other Income	503.51	0.87	350.69	0.64	438.69	0.73	275.81	0.50
Total Income	**58,140.99**	**100.00**	**54,519.23**	**100.00**	**59,927.45**	**100.00**	**55,641.69**	**100.00**
Raw Material Consumed	48,339.53	83.14	46,188.08	84.72	47,746.56	79.67	45,695.56	82.12
Employee Cost	2,279.21	3.92	2,306.56	4.23	2,516.00	4.20	2,511.95	4.51
Other Expenses	6,100.84	10.49	6,097.03	11.18	7,623.36	12.72	7,607.98	13.67
Decrease/(Increase) in Stock	(1,953.83)	(3.36)	(3,079.24)	(5.65)	(1,846.82)	(3.08)	(3,283.94)	(5.90)
Total Expenses	**54,765.75**	**94.19**	**51,512.43**	**94.48**	**56,039.10**	**93.51**	**52,531.55**	**94.40**
EBIDTA	**3,375.24**	**5.81**	**3,006.80**	**5.52**	**3,888.35**	**6.49**	**3,110.14**	**5.60**
Finance Charge	3,280.99	5.64	2,767.30	5.08	3,431.46	5.73	2,921.60	5.25
Depreciation	1,348.14	2.32	1,200.31	2.20	1,469.95	2.45	1,316.23	2.37
PBT	**(1,253.89)**	**(2.15)**	**(960.81)**	**(1.76)**	**(1,013.06)**	**(1.69)**	**(1,127.69)**	**(2.02)**
Taxation	(400.35)	(0.69)	(315.61)	(0.58)	(319.62)	(0.53)	(380.17)	(0.68)
Minority Interest	-	-	-	-	57.28	0.10	12.65	0.02
Share in Profit/ (Loss) of Associates	-	-	-	-	-	-	(43.00)	(0.08)
PAT	**(853.54)**	**(1.46)**	**(645.20)**	**(1.18)**	**(750.72)**	**(1.26)**	**(803.17)**	**(1.44)**

STANDALONE BASIS

Total income of the Company has increased to ₹ 58,140.99 lacs in financial year 2015-16 from ₹ 54,519.23 in financial year 2014-15. Total loss before tax for the financial year 2015-16 is ₹ 1,253.89 lacs as against the total loss before tax of ₹ 960.81 lacs for the previous financial year 2014-15. Loss after tax for financial year 2015-16 stood at ₹ 853.54 Lacs compared to Loss after tax ₹ 645.20 Lacs during financial year 2014-15.

CONSOLIDATED

Total income of the Company has increased to ₹ 59,927.45 lacs in financial year 2015-16 from ₹ 55,641.69 lacs in financial year 2014-15. Total loss before tax for the financial year 2015-16 is ₹ 1,013.06 lacs as against the total loss before tax of ₹ 1127.69 lacs for the previous financial year 2014-15. Loss after tax for financial year 2015-16 stood at ₹ 750.72 lacs compared to Loss after tax ₹ 803.17 Lacs during financial year 2014-15.

CAVEAT

This section of the Annual Report has been included in adherence to the spirit enunciated in the Code of Corporate Governance approved by the Securities and Exchange Board of India. Shareholders and Readers are cautioned that in the case of data and information external to the Company, though the same are based on sources believed to be reliable, no representation is made on its accuracy or comprehensiveness. Further, though utmost care has been taken to ensure that the opinions expressed by the management herein contain its perceptions on most of the important trends having a material impact on the Company's operations, no representation is made that the following presents an exhaustive coverage on and of all issues related to the same. The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic, and increasingly fraught with risk and uncertainties. Actual results, performances, achievements or sequence of events may be materially different from the views expressed herein. Readers are hence cautioned not to place undue reliance on these statements, and are advised to conduct their own investigation and analysis of the information contained or referred to in this section before taking any action with regard to their own specific objectives. Further, the discussion following herein reflects the perceptions on major issues as on date and the opinions expressed here are subject to change without notice. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report, consequent to new information, future events, or otherwise.

INDEPENDENT AUDITOR'S REPORT

To The Members of
Transformers & Rectifiers (India) Limited,
Ahmedabad.

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **TRANSFORMERS & RECTIFIERS (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and order under section 143 (11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to note 33 to the standalone financial statements regarding overdue receivables of ₹ 1,254.82 lacs considered good and recoverable by the management for the reasons mentioned in the said note.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.

(e) The matter described in Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

(f) On the basis of written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.

(g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer note 28 to standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer note 35 to the standalone financial statements.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 117365W)

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 26th May, 2016

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

(Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **TRANSFORMERS & RECTIFIERS (INDIA) LIMITED** ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 117365W)

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 26th May, 2016

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. The Company does not have immovable properties of land and buildings that have been taken on lease and disclosed as fixed asset in the financial statements.

(2) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. Discrepancies noticed on physical verification during the year have been properly dealt with in the books of account.

(3) According to the information and explanations given to us, the Company has granted loans, unsecured, to companies covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:

(a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.

(b) The aforesaid loans are repayable on demand and no repayment schedule has been stipulated. The receipts of interest have been regular.

(c) In the absence of stipulations, the overdue amount for more than 90 days as at balance sheet date has not been commented upon.

(4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(5) The Company has not accepted any deposits from the public and hence reporting under clause (v) of the Order is not applicable.

(6) The Maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(7) According to the information and explanations given to us in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31st March, 2016 on account of disputes are given below:

Name of Statute	Nature of Dues	Amount Involved (₹ In lacs)	Period to which the Amount Relates	Forum where Dispute is Pending
Income -Tax Act, 1961	Income-Tax	167.71	FY 2011-12 & 2012-13	Commissioner of Income Tax(Appeals), Ahmedabad
Finance Act, 1994	Service Tax	2.00	FY 2010-11 & FY 2014-15	Commissioner / Assistant Commissioner of Central Excise
Central Excise Act, 1944	Excise duty	320.40	FY 2005-06 to FY 2014-15	Central Excise Service tax Appellate Tribunal (CESTAT)
Central Excise Act, 1944	Excise Duty	40.11	FY 2011-12 to 2014-15	Commissioner of Central Excise (Appeals)
Central Excise Act, 1944	Excise Duty	64.31	FY 2005-06, 2006-07 & 2008-09	Supreme Court

(8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions and banks. The Company does not have any borrowing from Government and has not issued any debentures.

(9) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.

(10) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

(11) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(12) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(13) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(14) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.

(15) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(16) The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 117365W)

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 26th May, 2016

Balance Sheet
As at 31st March, 2016

(₹ in Lacs)

	Note	As at 31st Mar 2016	As at 31st Mar 2015
I. EQUITIES AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	1,325.64	1,325.64
(b) Reserves & Surplus	3	30,634.63	31,488.17
		31,960.27	**32,813.81**
(2) Non Current Liabilities			
(a) Long Term Borrowings	4	4,484.80	1,864.09
(b) Deferred Tax Liabilities (Net)	5	342.65	745.60
(c) Other Long Term Liabilities	6	258.54	575.99
(d) Long Term Provisions	7	108.68	83.67
		5,194.67	**3,269.35**
(3) Current Liabilities			
(a) Short Term Borrowings	8	9,648.72	11,924.59
(b) Trade Payables	9	25,371.76	17,897.48
(c) Other Current Liabilities	10	3,853.34	3,403.33
(d) Short Term Provisions	11	31.40	30.09
		38,905.22	**33,255.49**
TOTAL		**76,060.16**	**69,338.65**
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	12		
(i) Tangible Assets		16,054.50	16,669.88
(ii) Intangible Assets		687.45	785.09
(iii) Capital Work in Progress		1,142.19	1,110.39
		17,884.14	**18,565.36**
(b) Non Current Investments	13	604.49	604.49
(c) Long Term Loans & Advances	14	1,276.98	1,301.62
(d) Other Non Current Assets	15	363.53	485.43
		20,129.14	**20,956.90**
(2) Current Assets			
(a) Inventories	16	18,005.93	15,601.60
(b) Trade Receivables	17	29,952.92	23,573.23
(c) Cash & Cash Equivalents	18	3,428.84	3,278.29
(d) Short Term Loans & Advances	19	3,527.24	3,684.53
(e) Other Current Assets	20	1,016.09	2,244.10
		55,931.02	**48,381.75**
TOTAL		**76,060.16**	**69,338.65**

Significant Accounting Policies 1

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 26th May, 2016

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Samkit Mehta
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 26th May, 2016

Profit and Loss Statement
For the Year ended on 31st March, 2016

(₹ in Lacs)

	Note	Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
CONTINUING OPERATIONS			
I. Revenue from Operations (Gross)	21	63,600.09	59,891.10
Less : Cenvat Duty recovered on Sales & Service Income		5,962.61	5,722.56
Revenue from Operations		57,637.48	54,168.54
II. Other Income	22	503.51	350.69
III. Total Revenue (I + II)		**58,140.99**	**54,519.23**
IV. Expenses			
(a) Cost of Raw Materials Consumed	23	48,339.53	46,188.08
(b) (Increase)/Decrease in Stock of Finished Goods and Process Stock	24	(1,953.83)	(3,079.24)
(c) Employee Benefits Expense	25	2,279.21	2,306.56
(d) Finance Costs	26	3,280.99	2,767.30
(e) Depreciation & Amortisation Expense		1,348.14	1,200.31
(f) Other Expenses	27	6,100.84	6,097.03
Total Expenses		**59,394.88**	**55,480.04**
V. Profit/(Loss) Before Tax (III-IV)		(1,253.89)	(960.81)
VI. Tax Expenses			
(a) Current Tax		-	-
(b) Deferred Tax		(402.95)	(370.42)
(c) MAT Credit Entitlement reversed		-	43.87
(d) Short Provision of taxation for earlier years		2.60	10.94
VII. Profit/(Loss) for the Year (V-VI)		**(853.54)**	**(645.20)**
VIII. Earnings Per Equity Share			
Basic & Diluted (₹)	42	(6.44)	(4.87)
Nominal Value per Share (₹)		10.00	10.00
Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 26th May, 2016

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Samkit Mehta
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 26th May, 2016

Cash Flow Statement

For the Year ended on 31st March, 2016

(₹ in Lacs)

		Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
(A)	**Cash Flow from Operating Activities**		
	1. Profit/(Loss) before Tax	**(1,253.89)**	**(960.81)**
	2. Adjustments for:		
	a) Depreciation & amortisation expense	1,348.14	1,200.31
	b) Finance costs	3,280.99	2,767.30
	c) Interest income	(463.24)	(274.48)
	d) Unrealised foreign exchange loss/(gain)	(22.49)	(4.34)
	e) Dividend income	-	(9.88)
	f) Loss/(gain) on sale of fixed assets	24.11	9.56
		4,167.51	**3,688.47**
	Operating Profit before Working Capital Changes (1 + 2)	**2,913.62**	**2,727.66**
	3. Adjustments for working capital changes:		
	(i) (Increase)/Decrease in operating assets		
	a) Trade receivables	(6,357.17)	14,540.59
	b) Long term loans & advances	488.14	905.24
	c) Short term loans & advances	157.28	(48.05)
	d) Other current assets	1,118.51	1,419.99
	e) Other non current assets	121.90	(136.64)
	(ii) (Increase)/Decrease in operating liabilities		
	a) Trade payables	7,474.28	(4,900.39)
	b) Other long term liabilities	(317.45)	(1,013.48)
	c) Long term provisions	25.01	19.83
	d) Short term provisions	1.30	(18.71)
	e) Other current liabilities	50.41	(486.43)
	(iii) (Increase)/Decrease in inventories	(2,404.32)	(3,650.91)
	Cash generated from/ (used in) operations	**3,271.51**	**9,358.70**
	Less: Direct Taxes paid	65.76	166.14
	Net Cash Generated from/(used in) Operating Activities (A)	**3,205.75**	**9,192.56**
(B)	**Cash flow from Investing Activities**		
	a) Purchase of fixed assets	(718.17)	(3,056.45)
	b) Sale of fixed assets	27.14	53.16
	c) Interest received	463.79	268.82
	d) Investment in Subsidiary	-	(368.30)
	e) Dividend received	-	9.88
	Net Cash Generated from/(used in) Investing Activities (B)	**(227.24)**	**(3,092.89)**
(C)	**Cash flow from Financing Activities**		
	a) Proceeds/(Repayments) from long term borrowing	2,620.71	(202.25)
	b) Proceeds/(Repayments) from short term borrowing	(2,275.87)	(1,674.59)
	c) Finance costs	(3,281.74)	(2,770.91)
	d) Dividend & tax on dividend paid	-	(114.64)
	Net Cash Generated from/(used in) Financing Activities (C)	**(2,936.90)**	**(4,762.39)**
(D)	**Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)**	**41.61**	**1,337.28**
(E)	**Cash & Cash Equivalents - Opening Balance**	**2,083.23**	**745.95**
(F)	**Cash & Cash Equivalents - Closing Balance (D+E)**	**2,124.84**	**2,083.23**

(₹ in Lacs)

Note :			**As at 31st Mar 2016**	**As at 31st Mar 2015**
1	**A)**	**Components of Cash & Cash Equivalents**		
		Cash on Hand	11.92	6.07
		Cheques in Hand	-	-
		Balances with Banks		
		In current accounts	1,885.25	1,851.02
		In fixed deposit accounts maturing within three months	227.67	226.14
			2,124.84	2,083.23
	B)	**Cash & Cash Equivalents not available for immediate use**		
		In margin money and fixed deposit accounts	1,297.74	1,187.80
		Unclaimed dividend, Unclaimed Fraction Share & share application money in escrow account	6.26	7.26
			1,304.00	1,195.06
		Cash & Cash Equivalents as per Note 18 (A+B)	**3,428.84**	**3,278.29**
2	Interest paid is exclusive of and Purchase of fixed assets are inclusive of interest capitalised.		-	28.59

3 The above cash flow statement has been prepared under the "Indirect Method" as set out in the AS - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

4 The previous year's figures have been regrouped wherever necessary.

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 26th May, 2016

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Satyen J. Mamtora
Managing Director
DIN: 00139984

Samkit Mehta
CFO

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 26th May, 2016

Notes on Financial Statements
For the Year ended on 31st March, 2016

1. SIGNIFICANT ACCOUNTING POLICIES

a) Accounting Convention

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act").The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c) Fixed Assets

i) Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes and levies, freight and other incidental expenses related to acquisition and installation of the respective assets.

ii) Certain computer software and technical knowhow costs are capitalised and recognized as intangible assets in terms of Accounting Standard 26 on intangible assets based on materiality, accounting prudence and significant economic benefits expected to flow therefrom for a period longer than 1 year. Capitalised cost include direct cost of implementation and expenses directly attributable to the implementation.

iii) At each Balance Sheet date, whether there is any indication that any asset may be impaired. If such assets are considered to be impaired the impairment loss is then recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. For the purpose of assessing impairment, assets are grouped at the smallest level for which there are separately identifiable cash flows.

d) Depreciation and Amortisation Expense

i) Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

ii) Depreciation on tangible fixed assets is provided on the Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the unamortised carrying value of the Plant & machineries as on 1st April 2014 , in whose case the life of the assets has been assessed as 21 years based on taking into account the nature of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. Pursuant to the transition provisions prescribed in Schedule II of the Act, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1st April, 2014.

iii) Intangible assets are amortised over their estimated useful life on straight line method as follows, as estimated at the time of acquisition:

a) Computer software costs capitalized and amortized over estimated useful life of 3 to 5 years.

b) Technical Knowhow costs capitalized and amortized over estimated useful life of 10 years.

e) Investments

Non Current investments are stated at cost and provision is made to recognize any diminution in value, other than that of temporary nature.

f) Inventories

i) Raw materials, Process stock and Finished Goods are valued at lower of cost or net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

ii) Cost for Raw materials is determined on Weighted Average cost, net of Cenvat credit availed.

iii) Cost for Finished Goods and Process Stock is determined taking material cost [Net of Cenvat credit availed] labour and relevant appropriate overheads and Cenvat duty.

g) Revenue Recognition

In appropriate circumstances, Revenue (Income) is recognized when no significant uncertainty as to determination or realisation exists.

h) Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

i) Sales, Contract Revenue and Service Income

Sales are accounted on dispatch of goods. Export sales are accounted on the basis of date of Bill of lading. Sales value is inclusive of Cenvat Duty but does not include other recoveries such as insurance charges, transport charges etc. Service income excludes service tax.

Contract revenue is recognised on percentage completion method. The stage of completion is determined as a proportion to the contract cost incurred upto the reporting date to the estimated total contract costs. When it is probable that the total contract cost will exceed total contract revenue, the expected loss is recognised as an expense immediately. Total contract cost

is determined based on technical and other assessment of cost to be incurred.

j) Cenvat credit

Cenvat credit is accounted for on accrual basis on purchase of eligible inputs, capital goods and services.

k) Foreign Currency Transactions

i) Monetary items denominated in foreign currency are translated at the exchange rate prevailing on the last day of the accounting year. Foreign currency transactions are accounted at the rate prevailing on the date of transaction.

ii) Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

iii) Gain or loss arising out of translation/conversion is taken credit for or charged to the profit and loss statement.

l) Accounting for forward contracts

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.

m) Employees Benefits

i) Defined Contribution Plan

The Company's contributions paid / payable for the year to Provident Fund are recognized in the profit and loss statement.

ii) Defined Benefit Plan

The Company's liabilities towards gratuity, and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the balance sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

n) Borrowing Cost

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted.

o) Taxes on Income

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with provision of Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or subsequently enacted as on the balance sheet date. The Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future, however where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.

p) Leases

i) Assets acquired under lease where the Company has substantially all risk and rewards incidental to ownership are classified as finance leases. Such assets are capitalised at the inception of lease at the lower of fair value or the present value of minimum lease payment and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability of each period.

ii) Assets acquired on lease where a significant portion of risk and rewards incidental to ownership is retained by the lessor are classified as operating lease. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis over the lease term.

q) Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

r) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

(₹ in Lacs)

2. SHARE CAPITAL

	As at 31st Mar 2016	As at 31st Mar 2015
Authorised		
15,000,000 Equity Shares of ₹ 10/- each	1,500.00	1,500.00
	1,500.00	**1,500.00**
Issued, Subscribed and Paid Up		
13,256,411 (Previous Year 13,256,411) Equity Shares of ₹ 10/- each fully paid up	1,325.64	1,325.64
TOTAL	**1,325.64**	**1,325.64**

(i) Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the reporting period

	(in Nos) As at 31st Mar 2016	(₹ in Lacs) As at 31st Mar 2016	(in Nos) As at 31st Mar 2015	(₹ in Lacs) As at 31st Mar 2015
At the Beginning of the period	13,256,411	1,325.64	1,32,56,411	1,325.64
Bonus Shares Issued during the period	-	-	-	-
Outstanding at the end of period	**13,256,411**	**1,325.64**	**13,256,411**	**1,325.64**

(ii) Details of Shareholders holding more than 5 % of Equity Shares:

Jitendra U. Mamtora	Nos.	8,858,992	8,858,992
	% Holding	66.83%	66.83%
Jitendra U. Mamtora (HUF)	Nos.	682,931	682,931
	% Holding	5.15%	5.15%

(iii) Details of Equity Shares allotted as fully paid up by way of bonus shares, shares issued for consideration other than cash (During last 5 years immediately preceding reporting date)

	As at 31st Mar 2016	As at 31st Mar 2015	As at 31st Mar 2014	As at 31st Mar 2013	As at 31st Mar 2012
Equity shares allotted as fully paid bonus shares	-	-	3,32,800	-	-

(iv) Rights of Equity Shares

The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

3. RESERVES & SURPLUS

	As at 31st Mar 2016	As at 31st Mar 2015
Securities Premium Reserve		
Balance as per last balance sheet	13,474.85	13,474.85
General Reserve		
Balance as per last balance sheet	2,188.93	2,188.93
Surplus in Profit and Loss Statement		
Opening Balance	15,824.39	16,586.56
Add : Profit/(Loss) for the period	(853.54)	(645.20)
Less : Appropriations		
Depreciation on transition to Scheduled II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life. (Net of Deferred Tax ₹ 56.18)	-	116.97
Net surplus in profit and loss statement	14,970.85	15,824.39
TOTAL	**30,634.63**	**31,488.17**

4. LONG TERM BORROWINGS

	As at 31st Mar 2016	As at 31st Mar 2015
Secured Loans		
Term Loans for Vehicles (Refer note 1 below)	29.09	200.20
Term Loans from Bank (Refer note 2 below)	787.89	1,663.89
Term Loans from Bank (Refer note 3 below)	3,667.82	-
TOTAL	**4,484.80**	**1,864.09**

Notes :

1. Secured by Hypothecation of specific fixed assets purchased under Term Loan arrangement. It carries interest rate from 10.25% to 11.30% p.a. Vehicle Loans are repayable in Equated Monthly Installments of ₹ 26.82 Lacs (Previous year ₹ 26.82 Lacs).
2. Secured by charge on fixed assets purchase out of Term Loan and charge on office building located at Gurgaon and also 2nd charge of fixed assets and current assets excluding fixed assets of Moraiya plant and in addition to above secured by personal guarantee of some of the directors. It carries interest rate of 11% p.a.

   The loans are repayable in Equated Quarterly Installments of ₹ 219.00 Lacs (Previous year ₹ 219.00 Lacs).
3. Secured by mortgage of Industrial Property located at Moraiya Plant, Pledge of 100,000 Equity shares held by the promoters of the Company and Personal guarantee of some of the directors. It carries interest rate of 11.60% p.a.

   The loan is repayable in Equated Quarterly Installments of ₹ 234.25 Lacs (Previous year : Nil).

(₹ in Lacs)

5. DEFERRED TAX LIABILITIES (NET)		As at 31st Mar 2016	As at 31st Mar 2015
Deferred Tax Liabilities			
In respect of difference between book & tax depreciation		1,643.52	1,486.35
	Total (A)	**1,643.52**	**1,486.35**
Deferred Tax Assets			
In respect of disallowance under the Income Tax Act, 1961		104.94	81.50
In respect of unabsorbed Depreciation/Business Loss		1,195.93	659.25
	Total (B)	**1,300.87**	**740.75**
	TOTAL (A-B)	**342.65**	**745.60**

6. OTHER LONG TERM LIABILITIES		As at 31st Mar 2016	As at 31st Mar 2015
Advance from customers		258.54	575.99
	TOTAL	**258.54**	**575.99**

7. LONG TERM PROVISIONS		As at 31st Mar 2016	As at 31st Mar 2015
Provision for Employee Benefits			
Gratuity		56.20	29.36
Leave encashment		52.48	54.31
	TOTAL	**108.68**	**83.67**

8. SHORT TERM BORROWINGS		As at 31st Mar 2016	As at 31st Mar 2015
Secured Loans			
Cash credit & short term loan from banks		9,648.72	11,903.19
Unsecured Loans			
Loan from Director		-	21.40
	TOTAL	**9,648.72**	**11,924.59**

Nature of Security :
The above cash credit & short term loans from banks are secured by hypothecation of current assets of the Company on paripassu basis and collaterally secured by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant and also collateral legal mortgage on paripassu basis on immovable properties situated at Changodar, Dhank and Ahmedabad and in addition to above it is further secured by pledge of 22,10,000 equity shares held by promoter and personal guarantees of some of the directors.

9. TRADE PAYABLES		As at 31st Mar 2016	As at 31st Mar 2015
Sundry Creditors			
a) Micro & Small Enterprises (See note below)		54.09	36.78
b) Others		25,317.67	17,860.70
	TOTAL	**25,371.76**	**17,897.48**

(₹ in Lacs)

Note: Disclosures in respect of Micro & Small enterprises are as under :

i)	The principal amount and the interest due thereon remaining unpaid to any supplier		
	Principal Amount	54.09	36.78
	Interest	1.84	2.16
ii)	The amount of the interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day		
	Principal Amount	443.74	539.99
	Interest	-	-
iii)	The amount of interest due and payable for the period of delay in making payment (Beyond the appointed day during the year)	15.56	13.72
iv)	The amount of interest accrued and remaining unpaid	15.56	13.72
v)	The amount of further interest remaining due and payable for the earlier years.	13.72	11.56

The information has been given in respect of only those suppliers who have intimated the Company that they are registered as Micro & Small Enterprises.

10. OTHER CURRENT LIABILITIES

	As at 31st Mar 2016	As at 31st Mar 2015
Current maturities of long-term debt (Refer note 4 for details of Securities)	1,623.72	1,161.56
Interest accrued but not due on borrowings	0.90	2.21
Interest accrued & due on borrowings	44.45	45.87
Interest accrued & due on others	25.21	23.23
Advance from customers	1,965.69	1,943.21
Unclaimed dividend	5.81	6.81
Unclaimed fraction bonus share amount	0.45	0.45
Other liabilities	187.11	219.99
TOTAL	**3,853.34**	**3,403.33**

11. SHORT TERM PROVISIONS

	As at 31st Mar 2016	As at 31st Mar 2015
Provision for gratuity	27.22	27.41
Provision for leave encashment	4.18	2.68
TOTAL	**31.40**	**30.09**

12. FIXED ASSETS

Assets	Gross Block				Depreciation & Amortisation				Net Block	
	As at 1st Apr 15	Additions	Deductions/ Adjustments	As at 31st Mar 16	As at 1st Apr 15	Additions	Deductions/ Adjustments	As at 31st Mar 16	As at 31st Mar 16	As at 31st Mar 15
Tangible Assets										
Land (Freehold)	279.92	76.00	-	355.92	-	-	-	-	355.92	279.92
Building	7,562.93	4.79	-	7,567.72	978.10	186.01	-	1,164.11	6,403.61	6,584.83
Plant & Equipment	9,729.21	476.86	38.14	10,167.93	2,377.90	519.60	5.33	2,892.17	7,275.76	7,351.31
Electrifications	867.99	4.43	-	872.42	249.48	102.14	-	351.62	520.80	618.51
Furniture & Fixtures	458.43	-	-	458.43	159.22	54.39	-	213.61	244.82	299.21
Office Equipments	612.20	14.38	-	626.58	368.37	119.03	-	487.40	139.18	243.83
Computer & Accessories	242.62	8.74	-	251.36	222.24	12.54	-	234.78	16.58	20.38
Vehicles	1,988.19	95.99	30.10	2,054.08	716.30	251.61	11.66	956.25	1,097.83	1,271.89
Total (A)	**21,741.49**	**681.19**	**68.24**	**22,354.44**	**5,071.61**	**1,245.32**	**16.99**	**6,299.94**	**16,054.50**	**16,669.88**
Intangible Assets										
Computer Software	395.16	5.18	-	400.34	338.16	29.02	-	367.18	33.16	57.00
Technical Knowhow	738.00	-	-	738.00	9.91	73.80	-	83.71	654.29	728.09
Total (B)	**1,133.16**	**5.18**	**-**	**1,138.34**	**348.07**	**102.82**	**-**	**450.89**	**687.45**	**785.09**
Total (A+B)	**22,874.65**	**686.37**	**68.24**	**23,492.78**	**5,419.68**	**1,348.14**	**16.99**	**6,750.83**	**16,741.95**	**17,454.97**
Previous Year	**18,472.53**	**4,514.45**	**112.33**	**24,874.65**	**4,268.86**	**1,200.31**	**49.49**	**5,419.68**	**17,454.97**	**14,376.82**
Capital Work in Progress									**1,142.19**	**1,110.39**

(₹ in Lacs)

13. NON CURRENT INVESTMENTS	As at 31st Mar 2016	As at 31st Mar 2015
Trade Investments		
Investment in Subsidiary Companies (Unquoted)		
Face value ₹ 10 each, fully paid up :		
987,768 (Previous year : 987,768) Equity shares of Transpares Ltd.	137.19	137.19
250,000 (Previous year : 250,000) Equity shares of Transweld Mechanical Engineering Works Ltd.	32.50	32.50
250,000 (Previous year : 250,000) Equity shares of TARIL Infrastructure Ltd.	25.00	25.00
1,90,500 (Previous year : 1,90,500) Equity shares of Savas Engineering Company Pvt. Ltd. (Refer note 32)	409.80	409.80
TOTAL	**604.49**	**604.49**
(a) Aggregate amount of Unquoted Investments	604.49	604.49
(b) Aggregate provision made for diminution in value of Investments	-	-

14. LONG TERM LOANS & ADVANCES	As at 31st Mar 2016	As at 31st Mar 2015
Loans and Advances to Related Parties		
Unsecured, considered good		
Savas Engineering Company Pvt. Ltd. (Subsidiary Company) (Refer note 32)	647.61	647.61
Loans and Advances to Others		
Unsecured, considered good		
Advances given for capital assets	66.00	156.60
Advance Income Tax (net of provision)	336.39	270.64
Electricity & other deposits	13.94	13.73
MAT credit entitlement	213.04	213.04
TOTAL	**1,276.98**	**1,301.62**

15. OTHER NON CURRENT ASSETS	As at 31st Mar 2016	As at 31st Mar 2015
Trade receivable(retention money)	363.53	485.43
TOTAL	**363.53**	**485.43**

16. INVENTORIES	As at 31st Mar 2016	As at 31st Mar 2015
Raw materials	4,881.34	4,174.85
Raw materials goods in transit	635.87	891.86
Finished goods	593.01	927.11
Process stock	11,895.71	9,607.78
TOTAL	**18,005.93**	**15,601.60**
Inventory under Broad Heads:		
Raw materials & goods in transit		
Copper	1,579.11	622.08
Lamination	104.11	155.41
Transformer oil	318.65	334.33
Radiators	117.44	52.74
Others	3,397.90	3,902.15
	5,517.21	**5,066.71**
Finished Goods & Process Stock of Transformers	**12,488.72**	**10,534.89**
TOTAL	**18,005.93**	**15,601.60**

(₹ in Lacs)

17. TRADE RECEIVABLES	As at 31st Mar 2016	As at 31st Mar 2015
Trade Receivables outstanding for a period more than six months from the date they were due for payment		
Unsecured, considered good (Refer note 33)	4,268.40	3,483.52
Unsecured, considered doubtful	109.64	109.64
	4,378.04	3,593.16
Less : Provision for doubtful debts	109.64	109.64
	4,268.40	3,483.52
Others		
Unsecured, considered good	25,684.52	20,089.71
TOTAL	**29,952.92**	**23,573.23**

18. CASH AND CASH EQUIVALENTS	As at 31st Mar 2016	As at 31st Mar 2015
Balances with Banks		
In current accounts	1,885.25	1,851.02
Margin money deposits with maturity less than three months	227.67	226.14
Unclaimed share application money in escrow account	5.81	6.81
Unclaimed fraction bonus share amount	0.45	0.45
Other Bank Balances		
Margin money deposits	1,297.74	1,187.80
Cash on Hand	11.92	6.07
TOTAL	**3,428.84**	**3,278.29**

19. SHORT TERM LOANS & ADVANCES	As at 31st Mar 2016	As at 31st Mar 2015
Loans and Advances to Others		
Unsecured, considered good		
Advances to suppliers	791.76	1,263.79
Prepaid expenses	278.95	178.59
Employee loans and advances	155.11	115.90
Deposits & balances with government & other authorities	1,889.60	1,741.25
Other deposits	411.82	385.00
TOTAL	**3,527.24**	**3,684.53**

20. OTHER CURRENT ASSETS	As at 31st Mar 2016	As at 31st Mar 2015
Export benefit receivable	316.75	41.89
Unbilled contract revenue	620.07	2,103.72
Interest receivable	10.32	10.88
Insurance Claim Receivable	62.31	81.23
Others	6.64	6.38
TOTAL	**1,016.09**	**2,244.10**

21. REVENUE FROM OPERATIONS	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Sale of Goods (Gross)*	61,610.43	54,018.96
Contract Revenue @	431.45	3,686.37
Service Income #	691.67	1,338.51
Other Operating Income	866.54	847.26
TOTAL	**63,600.09**	**59,891.10**

** Sales of Goods is mainly of Electric Transformers*
@ Contract Revenue mainly from contracts relating to Pooling Station for Transformers
 # Service Income is mainly from Erection & Commissioning of Transformers

(₹ in Lacs)

22. OTHER INCOME	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Interest received from Banks	123.93	116.63
Interest received from Others	339.31	157.85
Dividend Income		
On Trade investments - from Investment in Equity Shares	-	9.88
Other non operating income	8.69	5.79
Foreign exchange gain (net)	31.58	60.54
TOTAL	**503.51**	**350.69**

23. COST OF MATERIALS CONSUMED	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Raw Materials Consumed	**48,339.53**	**46,188.08**
a. Raw Materials Consumed in broad heads :		
Copper	12,645.14	14,152.30
Lamination	13,247.30	12,030.39
Transformer Oil	4,011.79	3,737.40
Radiators	1,863.24	1,373.34
Others	16,572.06	14,894.65
TOTAL	**48,339.53**	**46,188.08**
b. Value of Indigenous and Imported Raw Materials Consumed during the year :		
Imported — Value	2,216.86	3,622.22
Imported — Percentage	5%	8%
Indigenous — Value	46,122.67	42,565.86
Indigenous — Percentage	95%	92%

24. (INCREASE)/DECREASE IN STOCK OF FINISHED GOODS AND PROCESS STOCK	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Closing Stock		
Finished Goods	593.01	927.11
Process Stock	11,895.71	9,607.78
	12,488.72	10,534.89
Less : Opening Stock		
Finished Goods	927.11	769.95
Process Stock	9,607.78	6,685.70
	10,534.89	7,455.65
TOTAL	**(1,953.83)**	**(3,079.24)**

25. EMPLOYEE BENEFITS EXPENSE	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Salaries & Wages, Bonus, Gratuity, etc.	2,110.78	2,124.92
Contribution to Provident and other funds	123.72	112.71
Employee welfare expenses	44.71	68.93
TOTAL	**2,279.21**	**2,306.56**

26. FINANCE COSTS	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Interest expenses	3,223.12	2,721.08
Other finance cost	57.87	46.22
TOTAL	**3,280.99**	**2,767.30**

(₹ in Lacs)

27. OTHER EXPENSES	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Power & Fuel	690.70	834.29
Stores & Spares Consumed (Refer note 1 below)	16.86	19.16
Labour Charges	1,429.58	1,244.80
Testing & Other Manufacturing Cost	976.54	669.88
Cenvat Duty provided on stock	(49.06)	39.66
Selling expenses	409.12	391.25
Freight & forwarding charges	578.13	773.45
Fleet operating cost	96.08	50.33
Advertisement expenses	134.76	123.81
Stationary, Printing, Postage & Telephone expenses	89.46	115.24
Repairs		
Plant and Machinery	219.02	180.62
Factory Building	26.55	45.51
Office & Other	30.13	33.32
Insurance	135.38	144.67
Rent	30.59	27.76
Rates and taxes	1.39	1.83
Bank charges	352.36	226.79
Travelling & conveyance expenses	494.29	589.48
Directors sitting fees	2.45	2.67
Legal & professional charges (Refer note 2 below)	27.23	84.58
Audit fees (Refer note 2 below)	11.00	11.00
Late delivery charges	183.09	177.25
Bad debts Written Off	38.92	41.91
Cenvat duty expense	29.58	26.08
Loss on sale of fixed assets	24.11	9.56
Expenses for Corporate Social Responsibility	4.11	1.36
Premium on forward contract amortised	4.25	11.93
General charges	114.22	218.84
TOTAL	**6,100.84**	**6,097.03**

Notes :

1. Value of Indigenous and Imported Stores, Tools and Spares Consumed during the year :

Imported	Value	-	-
	Percentage	-	-
	Value	16.86	19.16
	Percentage	100%	100%

2. Payments to the auditors comprises (net of service tax input credit, where applicable):

As auditors - statutory audit	11.00	11.00
For taxation matters	2.00	2.00
For other services	5.58	5.30
TOTAL	**18.58**	**18.30**

28. Contingent liabilities in respect of	As at 31st Mar 2016	As at 31st Mar 2015
Disputed demand of Central Excise/Income Tax Department	622.27	482.64

29. Commitments		As at 31st Mar 2016	As at 31st Mar 2015
a)	Guarantee given by bankers on behalf of Company	35,886.19	31,372.80
b)	Corporate Guarantees of ₹ 2,490.00 Lacs (Previous year ₹ 2,490.00 Lacs) given by Company for loan taken by a subsidiaries / Associate Company		
	Balance of such loans outstanding	906.76	833.83
c)	Performance Corporate Guarantees given by Company	3,433.24	13.48
d)	Bills Discounted with Banks	7,441.17	1,403.92
e)	Import duty benefit towards duty free import of raw materials made in respect of which export obligations are yet to be discharged.	316.75	41.89
f)	Claims against Company not acknowledged as debts	Amount not ascertained	Amount not ascertained

30. Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for ₹ 130.45 Lacs (Previous year ₹ 158.87 Lacs).

31. Tax assessment of the Company under Income Tax Act 1961, has been completed up to financial year 2012-13 and the VAT assessment up to financial year 2011-12.

32. The Company has an investment of ₹ 409.80 Lacs in its subsidiary company "Savas Engineering Private Limited." by way of equity. The Company has also given an interest bearing loan of ₹ 647.61 Lacs to the said wholly owned subsidiary company. As per the Audited financial statements for the year ended on 31st March 2015, its net worth is ₹ 184.23 lacs. In the opinion of the management the aforesaid investment in equity and loan is long term and strategic in nature. The Company has obtained an independent valuation report from Government Approved Valuer as at 1st March 2016 for the wholly owned subsidiary company's land and office & factory buildings, which value is in excess of the cost of investment and loan given and hence there is no diminution in value of investment and therefore no provision is considered necessary for the current financial year and loan amount is considered good and recoverable.

33. Trade receivables outstanding for more than 6 months include receivables of ₹ 1,254.82 Lacs, which are overdue from a customer whose gas based power plant project is in an advanced stage of completion. The commissioning of the said plant is divided into Phase-I and Phase-II, which is dependent on the supplies of natural gas. Company's Overdue receivables of ₹ 1,254.82 Lacs pertains to Phase-II. The project has now got all the clearances and financial closure has happened in the current year. The customer has won the bid and obtained the requisite gas allocation from the Government of India (GOI). The Phase-I commissioning work will start and the Customer will make payments out of Phase-I revenues. The customer has confirmed the outstanding balance as on 31st March, 2016, and based on the frequent discussions with the customer, the management of the Company is hopeful of recovering the outstanding amount and hence said amount is considered good and recoverable.

34. Disclosures regarding Revenue recognition under AS 7 - Construction Contracts

(₹ in Lacs)

The amounts to be disclosed in accordance with the Accounting Standard are as follows:	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Contract revenue recognised as revenue in the period	431.45	3,686.37
Contract costs incurred upto the reporting date	404.00	5,031.76
Recognised profits /(less recognised losses) upto the reporting date	27.45	(1,345.39)
Advances received	-	559.97
Gross amount due from customers for contract work- presented as an asset	1,015.83	3,896.50
Gross amount due to customers for contract work- presented as a liability	-	-

35. Disclosures regarding Derivative Instruments

(a) The Company uses forward exchange contracts to hedge its exposure in foreign currency. There are no contracts entered into for the purpose of speculation.

(b) The information on derivative instruments as on 31st March, 2016 is as follows :

Exposure hedged by Derivative Instruments:

(Amount in Lacs)

	No. of Contacts		Foreign Currency Amount		Reporting Currency Amount (INR)	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Forward cover for Import Payable-USD	-	6	-	11.69	-	744.34

Unhedged Exposures:

(Amount in Lacs)

	Foreign Currency Amount		Reporting Currency Amount (INR)	
	2015-16	2014-15	2015-16	2014-15
Accounts Receivable				
USD	2.02	1.63	133.88	101.63
Account Payable				
USD	11.21	16.33	743.24	1,020.86
EURO	3.45	1.53	260.17	102.95

Expenditure on account of Premium on forward exchange contracts to be recognized in Profit & Loss Statement of subsequent accounting period aggregates to ₹ 4.25 Lacs (Previous year ₹ 11.93 Lacs).

36. Employee Benefits

Defined Benefit Plans : (₹ in Lacs)

		Gratuity		Leave Encashment	
		2015-16	**2014-15**	**2015-16**	**2014-15**
i	**Expenses recognised in Profit & Loss Statement for the year**				
	Current service cost	25.94	28.41	12.56	16.12
	Interest cost	14.12	15.29	4.45	5.90
	Expected return on plan assets	(11.34)	(12.30)	-	-
	Prior year changes	-	-	-	-
	Past service cost	-	-	-	-
	Net actuarial losses/(gains)	0.73	(14.48)	(3.09)	(16.13)
	Total Expenses	**29.45**	**16.92**	**13.92**	**5.89**
ii	**Reconciliation of opening and closing balances of changes in present value of the Defined Benefit Obligation**				
	Opening defined benefit obligation	179.67	184.26	57.00	72.81
	Service cost	25.94	28.41	12.56	16.12
	Interest cost	14.12	15.29	4.45	5.90
	Actuarial losses/(gains)	(1.78)	(13.00)	(3.09)	(16.13)
	Losses/(gains) on curtailments	-	-	-	-
	Liabilities extinguished on settlements	-	-	-	-
	Prior year changes	-	-	-	-
	Past service cost	-	-	-	-
	Benefits paid	(23.70)	(35.29)	(14.25)	(21.70)
	Closing defined benefit obligation	**194.25**	**179.67**	**56.67**	**57.00**
iii	**Reconciliation of opening and closing balances of changes in fair value of plan assets**				
	Opening fair value of plan assets	122.92	144.42	-	-
	Expenses Deducted from the Fund	(2.27)	-		
	Adjustment	3.46	-	-	-
	Expected return on plan assets	11.34	12.30	-	-
	Actuarial gains and (losses)	(2.52)	1.49	-	-
	Assets distributed on settlements	-	-	-	-
	Contributions by employer	1.62	-	-	-
	Benefits paid	(23.70)	(35.29)	-	-
	Closing balance of fair value of plan assets	**110.85**	**122.92**	**-**	**-**
iv	**Net Liability recognised in the Balance Sheet**				
	Defined Benefit Obligation	194.25	179.67	56.67	57.00
	Fair Value of plan assets	110.85	122.92	-	-
	Present Value of unfunded obligation recognised as liability	**83.40**	**56.75**	**56.67**	**57.00**
v	**Past four years data for define benefit obligation and fair value of plan assets are as under:**	**2014-15**	**2013-14**	**2012-13**	**2011-12**
	Gratuity				
	Defined Benefit Obligation	179.67	184.26	168.54	135.69
	Fair value of plan assets	122.92	144.42	141.06	106.04
	Present Value of unfunded obligation recognised as liability	**56.75**	**39.84**	**27.48**	**29.65**
	Leave Encashment				
	Defined Benefit Obligation	57.00	72.81	79.24	52.49
	Fair value of plan assets	-	-	-	-
	Present Value of unfunded obligation recognised as liability	**57.00**	**72.81**	**79.24**	**52.49**
vi	**Actual Return On Plan Assets**	-	-	-	-
vii	**Major categories of Plan Assets as a Percentage of total plan assets are as follows:**				
	Policy of insurance	100%	100%	-	-

viii	**Actuarial Assumptions**	**As at 31st March, 2016**
	Discount rate	7.90 %
	Expected rate of return on plan assets	7.90 %
	Expected rate of salary increase	6.00 %
	Mortality	Indian Assured Lives Mortality (2006-08) Table
	Withdrawal rates	5% at younger ages reducing to 1% at older age
	Retirement age	58 years
	Actuarial valuation method	Projected unit credit method

Defined Contribution Plans :

₹ 123.72 Lacs (Previous year ₹ 112.71 Lacs) recognised as an expense and included in the Note 25 of Profit & Loss Statement under the head "Contribution to Provident and other funds".

37. Details of Pre Operative Expenses

(₹ in Lacs)

	As at 31st Mar 2016	As at 31st Mar 2015
Opening balance	**18.62**	**204.04**
Add:		
Interest and finance charges	-	28.59
Total (A)	**18.62**	**232.63**
Less:		
Capitalised during the year	18.62	214.01
Total (B)	**18.62**	**214.01**
Closing balance: TOTAL (A-B)	**-**	**18.62**

Details of preoperative expenses capitalized during the year :

Fixed asset	**Year Ended on 31st Mar 2016**	**Year Ended on 31st Mar 2015**
Building	-	3.35
Plant & Machinery	18.62	184.06
Electrical Installation	-	26.60
TOTAL	**18.62**	**214.01**

38. Related Party Transactions

(a) Names of related parties and description of relationship:

Sr.	Nature of Relationship	Name of Related Parties
1	Subsidiaries	Transweld Mechanical Engineering Works Ltd. Transpares Ltd. TARIL Infrastructure Ltd. Savas Engineering Company Pvt. Ltd.
2	Key Management Personnel	Mr. Jitendra U. Mamtora Mr. Satyen J. Mamtora Mrs. Karuna J. Mamtora Mr. Vinod Masson
3	Relatives of Key Management Personnel	Ms. Janki Mamtora Ms. Aakanksha Mamtora Mr. Dilip Mamtora Mr. Bipin Mamtora
4	Enterprises over which key Managerial Personnel is able to exercise significant Influence	Benchmark HR Solutions (India) Pvt. Ltd. Benchmark HR Solutions (India) LLP (wef 1st July, 2015) Jitendra U. Mamtora (HUF) Transpower Skytrek Tours & Travels

(b) Details of transactions with related parties: (₹ in Lacs)

A	Volume of Transactions	2015-16	2014-15
1)	**Service Received**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	41.37	32.87
	Transpares Ltd.	2.07	10.04
	TARIL Infrastructure Ltd.	444.33	781.85
	Savas Engineering Company Pvt. Ltd.	4.88	24.82
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Benchmark HR Solutions (India) Pvt. Ltd.	3.26	4.07
	Benchmark HR Solutions (India) LLP	15.21	-
	Skytrek Tours & Travels	141.76	148.75

(₹ in Lacs)

2)	**Service Rendered**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	120.02	94.46
	Transpares Ltd.	10.27	21.97
	TARIL Infrastructure Ltd.	133.83	153.93
	Savas Engineering Company Pvt. Ltd.	7.74	12.32
3)	**Rent Received**		
	Subsidiaries		
	TARIL Infrastructure Ltd.	3.43	3.37
4)	**Rent Paid**		
	Key Managerial Personnel		
	Mrs. Karuna Mamtora	0.60	0.60
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	-	3.60
5)	**Purchase of Goods**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	1,525.96	1,325.47
	Transpares Ltd.	1,174.21	1,083.54
	Savas Engineering Company Pvt. Ltd.	1,156.12	569.42
6)	**Sale of Goods**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	46.90	45.34
	Transpares Ltd.	-	0.46
	Savas Engineering Company Pvt. Ltd.	75.01	11.45
7)	**Sale of Capital Goods**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	21.56	43.33
8)	**Loan Given/Repaid and Interest thereon to Subsidiary Company**		
	Savas Engineering Company Pvt. Ltd.		
	Loan given	-	-
	Loan (Incl. Interest) repaid	77.71	472.82
	Interest	77.71	117.22
	Balance as at 31st March	647.61	647.61
	Balance as at 1st April	647.61	1,003.21
	[Maximum outstanding during the year ₹ 647.61 Lacs (Pervious year ₹ 1,168.21 Lacs)]		
	Loan taken/repaid and Interest thereon to Key Managerial Personnel		
	Mr. Jitendra U. Mamtora		
	Loan taken	688.70	3,020.32
	Loan (Incl. Interest) repaid	733.90	3,066.30
	Interest	45.20	45.98
	Balance as at 31st March	-	-
	Balance as at 1st April	-	-
	Mr. Satyen J. Mamtora		
	Loan taken	-	22.12
	Loan (Incl. Interest) repaid	21.62	14.99
	Interest	0.22	1.78
	Balance as at 31st March	-	21.40
	Balance as at 1st April	21.40	12.49
9)	**Managerial Remuneration**		
	Mr. Jitendra U. Mamtora	48.71	105.01
	Mr. Satyen J. Mamtora	48.65	83.41
	Mrs. Karuna J. Mamtora	22.21	22.21
	Mr. Vinod Masson	22.25	24.00
10)	**Dividend Paid**		
	Key Managerial Personnel		
	Mr. Jitendra U. Mamtora	-	66.44
	Mr. Satyen J. Mamtora	-	0.73
	Mrs. Karuna J. Mamtora	-	2.01
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Mr. Jitendra U. Mamtora (HUF)	-	5.12

(₹ in Lacs)

	Relatives of Key Managerial Personnel		
	Ms. Janki Mamtora	-	0.16
	Mr. Bipin Mamtora	-	-
	Mr. Dilip Mamtora	-	-
11)	**Dividend Received from Subsidiary**		
	Transpares Ltd.	-	9.88
12)	**Investment in Associate Company**		
	Savas Engineering Company Pvt. Ltd.	-	368.30

B	**Balance at the end of the Period**	**As at 31st Mar 16**	**As at 31st Mar 15**
1)	**Due To**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	-	-
	Transpares Ltd.	-	348.41
	Savas Engineering Company Pvt. Ltd.	-	-
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Skytrek Tours & Travels	8.09	7.44
	Benchmark HR Solutions (India) Pvt. Ltd.	-	0.31
	Benchmark HR Solutions (India) LLP	5.51	-
	Key Managerial Personnel		
	Mrs. Karuna J. Mamtora	0.60	-
2)	**Due from**		
	Subsidiaries		
	Transpares Ltd.	430.84	-
	Taril Infrastructure Ltd	22.75	33.01
	Transweld Mechanical Engineering Works Ltd.	141.27	230.89
	Savas Engineering Company Pvt. Ltd.	389.16	322.69

C	**Corporate Guarantee given to Bankers for loan taken by Subsidiary/Associate Company**	**As at 31st Mar 16**	**As at 31st Mar 15**
	Subsidiaries		
	Transpares Ltd.	1,000.00	1,000.00
	TARIL Infrastructure Ltd	500.00	500.00
	Savas Engineering Company Pvt. Ltd.	990.00	990.00

39. Payment to Political Party

(₹ in Lacs)

	Year ended on 31st Mar 2016	**Year ended on 31st Mar 2015**
Bhartiya Janta Party	-	40.00

40. Leases

Operating Lease

Lease rentals charged to revenue for lease agreements for the right to use the following assets are following:

(₹ in Lacs)

	Year ended on 31st Mar 2016	**Year ended on 31st Mar 2015**
Office premises	10.23	7.23
Godown	4.30	3.50

The Lease agreements are executed for a period of 11 months with a renewal clause and also provide for termination at will by either party by giving prior notice.

41. Dividend Remitted to Non-resident Shareholders

	Year ended on 31st Mar 2016	**Year ended on 31st Mar 2015**
Number of Non-resident Shareholders (Nos.)	-	202
Number of shares held by Non-resident Shareholders (Nos.)	-	98,038
Amount remitted during the year (₹ in Lacs)	-	0.74
Year to which dividend relates	-	FY 2013-14

42. Earnings Per Share

		Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Net Profit/(Loss) for the period (₹ in Lacs)	(a)	(853.54)	(645.20)
Weighted Average number of equity shares (Nos.)	(b)	1,32,56,411	1,32,56,411
EPS (Basic & Diluted) (₹)	(a) / (b)	(6.44)	(4.87)
Nominal value of Equity Shares (₹)		10.00	10.00

43. C.I.F. Value of Imports

(₹ in Lacs)

	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
1) Raw Materials	1950.89	3,777.58
2) Capital Goods	74.47	1,017.96

44. Expenditure in Foreign Currency

(₹ in Lacs)

	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
1) Traveling expenses	51.42	120.87
2) Commission on Sales	13.07	-
3) Erection & Commission Charges	122.05	-
4) Consultancy charges	56.72	46.22
5) Exhibition expenses	20.57	110.36
6) Other expenses	14.77	14.34
7) Transformer Repairing expenses	80.15	-
8) Testing expenses	24.85	-
9) Freight Outward expenses	131.02	-

45. Earnings in Foreign Currency

(₹ in Lacs)

	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
FOB Value of Export	2,631.24	1,726.88

46. Details of Loan Given, Investments made and Guarantees given covered u/s 186(4) of the Companies Act, 2013

Loans give and Investments made are given under the respective heads.

Corporate Guarantees given by the Company in respect of loans as at 31st March, 2016 under Section 186 of the Companies Act, 2013 is as under :

(₹ in Lacs)

	Relation	Purpose of Guarantee	As at 31st Mar 2016	As at 31st Mar 2015
Transpares Ltd.	Subsidiary	Business	1,000.00	1,000.00
TARIL Infrastructure Ltd.	Subsidiary	Business	500.00	500.00
Savas Engineering Company Pvt. Ltd.	Subsidiary	Business	990.00	990.00

47. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 26th May, 2016

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Satyen J. Mamtora
Managing Director
DIN: 00139984

Samkit Mehta
CFO

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 26th May, 2016

INDEPENDENT AUDITOR'S REPORT

To The Members of
Transformers & Rectifiers (India) Limited
Ahmedabad.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **TRANSFORMERS & RECTIFIERS (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and its consolidated loss and its consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to note 31 to the consolidated financial statements regarding overdue receivables of ₹ 1,254.82 lacs considered good and recoverable by the management for the reasons mentioned in the said note.
Our opinion is not qualified in respect of this matter.

Other Matter

We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets (net) of ₹ 1,749.88

lacs as at 31st March, 2016, total revenues of ₹ 1,115.57 lacs and net cash inflows amounting to ₹ 10.38 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.

   (e) The matter described in the Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

   (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, none of the directors of the Group's companies is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

   (g) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' reports of the Holding company and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding company's and subsidiary company's internal financial controls over financial reporting.

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 28 to the consolidated financial statements;

      ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 33 to the consolidated financial statements;

      iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 117365W)

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 26th May, 2016

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2016, we have audited the internal financial controls over financial reporting of **TRANSFORMERS & RECTIFIERS (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the three (3) subsidiary companies, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 117365W)

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 26th May, 2016

Consolidated Balance Sheet
As at 31st March, 2016

(₹ in Lacs)

	Note	As at 31st Mar 2016	As at 31st Mar 2015
I. EQUITIES AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	1,325.64	1,325.64
(b) Reserves and Surplus	3	31,347.81	32,098.53
		32,673.45	**33,424.17**
(2) Minority Interest		**524.87**	**467.59**
(3) Non Current Liabilities			
(a) Long Term Borrowings	4	4,484.80	1,864.09
(b) Deferred Tax Liabilities (Net)	5	457.59	823.34
(c) Other Long Term Liabilities	6	258.54	575.99
(d) Long Term Provisions	7	117.87	96.84
		5,318.80	**3,360.26**
(4) Current Liabilities			
(a) Short Term Borrowings	8	10,262.91	12,583.51
(b) Trade Payables	9	26,267.51	18,573.40
(c) Other Current Liabilities	10	4,015.14	4,021.68
(d) Short Term Provisions	11	32.06	35.49
		40,577.62	**35,214.08**
TOTAL		**79,094.74**	**72,466.10**
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	12		
(i) Tangible Assets		17,808.80	18,397.91
(ii) Intangible Assets		691.58	786.66
(iii) Capital Work in Progress		1,142.77	1,126.35
		19,643.15	**20,310.92**
(b) Goodwill on Consolidation		16.91	16.91
(c) Non Current Investments	13	11.25	11.25
(d) Deferred Tax Assets (Net)	5	197.48	197.48
(e) Long Term Loans & Advances	14	816.94	885.74
(f) Other Non Current Assets	15	542.09	889.85
		21,227.82	**22,312.15**
(2) Current Assets			
(a) Inventories	16	19,458.10	17,050.46
(b) Trade Receivables	17	30,825.51	24,010.55
(c) Cash & Cash Equivalents	18	3,504.40	3,343.22
(d) Short Term Loans & Advances	19	3,056.56	3,503.23
(e) Other Current Assets	20	1,022.35	2,246.49
		57,866.92	**50,153.95**
TOTAL		**79,094.74**	**72,466.10**
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Consolidated Financial Statements			

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 26th May, 2016

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Samkit Mehta
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 26th May, 2016

Consolidated Profit and Loss Statement

For the Year ended on 31st March, 2016

(₹ in Lacs)

		Note	Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
CONTINUING OPERATIONS				
I.	Revenue from Operations (Gross)	21	65,653.08	61,121.42
	Less : Cenvat Duty recovered on Sales & Service Income		6,164.32	5,755.54
	Revenue from Operations		**59,488.76**	**55,365.88**
II.	Other Income	22	438.69	275.81
III.	**Total Revenue (I + II)**		**59,927.45**	**55,641.69**
IV.	**Expenses**			
	(a) Cost of Raw Materials Consumed		47,746.56	45,695.56
	(b) (Increase)/Decrease in Stock of Finished Goods and Process Stock	23	(1,846.82)	(3,283.94)
	(c) Employee Benefits Expenses	24	2,516.00	2,511.95
	(d) Finance Costs	25	3,431.46	2,921.60
	(e) Depreciation & Amortization Expense		1,469.95	1,316.23
	(f) Other Expenses	26	7,623.36	7,607.98
	Total Expenses		**60,940.51**	**56,769.38**
V.	**Profit/(Loss) Before Tax (III-IV)**		**(1,013.06)**	**(1,127.69)**
VI.	**Tax Expenses**			
	(a) Current Tax		44.48	23.47
	(b) MAT Credit Entitlement		(4.02)	-
	(c) Deferred Tax		(365.75)	(456.32)
	(d) MAT Credit Entitlement reversed		-	43.87
	(e) Short Provision for taxation of earlier years		5.67	8.81
VII.	**Profit/(Loss) for the Year Before Minority Interest (V-VI)**		**(693.44)**	**(747.52)**
	Less: - Minority Interest		57.28	12.65
	Add: - Share in Profit/(Loss) of Associate		-	(43.00)
VIII.	**Profit/(Loss) After Minority Interest**		**(750.72)**	**(803.17)**
IX.	**Earnings Per Equity Share**			
	Basic & Diluted (₹)	39	(5.66)	(6.06)
	Face Value per Share (₹)		10.00	10.00
Significant Accounting Policies		1		
The accompanying notes are an integral part of the Consolidated Financial Statements				

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 26th May, 2016

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Satyen J. Mamtora
Managing Director
DIN: 00139984

Samkit Mehta
CFO

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 26th May, 2016

Consolidated Cash Flow Statement

For the Year ended on 31st March, 2016

(₹ in Lacs)

		Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
(A)	**Cash Flow from Operating Activities**		
	1. **Profit/(Loss) before Tax**	**(1,013.06)**	**(1,127.69)**
	2. Adjustments for:		
	a) Depreciation & amortisation expense	1,469.95	1,316.23
	b) Finance costs	3,431.46	2,921.60
	c) Interest income	(393.72)	(194.44)
	d) Unrealised foreign exchange loss/(gain)	(22.49)	(4.34)
	e) Dividend income	(2.65)	(10.03)
	f) Loss on sales of fixed assets	27.80	9.56
	g) Preliminary expenses	0.20	0.21
		4,510.55	**4,038.79**
	Operating Profit before Working Capital Changes (1 + 2)	**3,497.49**	**2,911.10**
	3. Adjustments for working capital changes:		
	(i) (Increase)/Decrease in operating assets		
	a) Trade receivables	(7,307.85)	14,456.91
	b) Long term loans & advances	490.61	882.38
	c) Short term loans & advances	(392.69)	(973.45)
	d) Other current assets	1,104.25	1,449.03
	e) Other non current assets	375.00	(56.37)
	(ii) (Increase)/Decrease in operating liabilities		
	a) Trade payables	8,217.93	(4,594.71)
	b) Other long term liabilities	(317.45)	(1,010.73)
	c) Long term provisions	21.04	19.83
	d) Short term provisions	23.95	(24.22)
	e) Other current liabilities	398.17	336.64
	(iii) (Increase)/Decrease in inventories	(2,407.61)	(3,873.60)
	Cash generated from/(used in) operations	**3,702.84**	**9,522.81**
	Less: Direct Taxes paid	95.98	223.27
	Net Cash Generated from/(used in) Operating Activities (A)	**3,606.86**	**9,299.54**
(B)	**Cash flow from Investing Activities**		
	a) Purchase of fixed assets	(858.16)	(3,214.60)
	b) Sale of fixed assets	28.19	53.16
	c) Interest received	394.26	188.78
	d) Dividend received	2.65	10.03
	Net Cash Generated from/(used in) Investing Activities (B)	**(433.06)**	**(2,962.63)**
(C)	**Cash flow from Financing Activities**		
	a) Proceeds/(Repayments) from long term borrowing	2,561.03	(989.63)
	b) Proceeds/(Repayments) from short term borrowing	(2,260.93)	(959.30)
	c) Finance costs	(3,428.23)	(2,922.07)
	d) Dividend & tax on dividend paid	-	(137.30)
	Net Cash Generated from/(used in) Financing Activities (C)	**(3,128.13)**	**(5,008.30)**
(D)	**Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)**	**45.67**	**1,328.61**
(E)	**Cash & Cash Equivalents - Opening Balance**	**2,098.69**	**770.08**
(F)	**Cash & Cash Equivalents - Closing Balance (D+E)**	**2,144.36**	**2,098.69**

(₹ in Lacs)

Note :			As at 31st Mar 2016	As at 31st Mar 2015
1	**A)**	**Components of Cash & Cash Equivalents**		
		Cash on Hand	13.86	7.35
		Cheques In Hand	-	-
		Balances with Banks		
		In current accounts	1,896.36	1,859.23
		In fixed deposit accounts maturing within three months	234.14	232.11
			2,144.36	2,098.69
	B)	**Cash & Cash Equivalents not available for immediate use**		
		In margin money and fixed deposit accounts	1,353.78	1,237.27
		Unclaimed dividend, Unclaimed fraction share & share application money in escrow account	6.26	7.26
			1,360.04	1,244.53
		Cash & Cash Equivalents as per Note 18 (A+B)	**3,504.40**	**3,343.22**
2	Interest paid is exclusive of and Purchase of fixed assets are inclusive of interest capitalised.		-	28.59

3 The above cash flow statement has been prepared under the "Indirect Method" as set out in the AS - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

4 The previous year's figures have been regrouped wherever necessary.

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 26th May, 2016

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Satyen J. Mamtora
Managing Director
DIN: 00139984

Samkit Mehta
CFO

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 26th May, 2016

Notes on Consolidated Financial Statements
For the Year ended on 31st March, 2016

1. SIGNIFICANT ACCOUNTING POLICIES

a) Accounting Convention

The consolidated financial statements are prepared on historical cost basis and based on accrual method of accounting and applicable Accounting Standards by consolidating the accounts of Parent Company with its subsidiaries in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

b) Principles of Consolidation

i) The financial statements of the Parent Company and its Subsidiaries have been consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating intra-group balances and the unrealised profits/losses on intra-group transactions in accordance with Accounting Standard (AS) 21, ''Consolidate Financial Statements". The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the Balance Sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the consolidated entities. The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.

ii) The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2016.

iii) The difference between the cost of investment in the Subsidiaries, over the net assets at the time of acquisition of shares in the Subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

iv) Following subsidiary companies have been considered in the preparation of the consolidated financial statements:

Name of the entity	Relationship	Country of Incorporation	Ownership held by	% of Holding	
				31st March, 2016	31st March, 2015
Transpares Ltd.	Subsidiary Company	India	Transformers & Rectifiers (India) Limited	51%	51%
Transweld Mechanical Engineering Works Ltd.	Subsidiary Company	India		100%	100%
TARIL Infrastructure Ltd.	Subsidiary Company	India		100%	100%
Savas Engineering Company Pvt. Ltd.	Subsidiary Company / Associate Company (till June, 2014)	India		100%	50%

v) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

c) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

d) Fixed Assets

i) Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes and levies, freight and other incidental expenses related to acquisition and installation of the respective assets.

ii) Certain computer software and technical knowhow costs are capitalised and recognized as intangible assets in terms of Accounting Standard 26 on intangible assets based on materiality, accounting prudence and significant economic benefits expected to flow therefrom for a period longer than 1 year. Capitalised cost include direct cost of implementation and expenses directly attributable to the implementation.

iii) At each Balance Sheet date, whether there is any indication that any asset may be impaired. If such assets are considered to be impaired the impairment loss is then recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. For the purpose of assessing impairment, assets are grouped at the smallest level for which there are separately identifiable cash flows.

e) Depreciation and Amortisation Expense

i) Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

ii) Depreciation on tangible fixed assets is provided on the Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the unamortised carrying value of the following categories of assets as on 1st April, 2014, in whose case the life of the assets has been assessed as under based on taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Plant & Machineries - 21 years | Electrification - 21 years | Computers - 5 years

Pursuant to the transition provisions prescribed in Schedule II to the Act, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1st April, 2014.

iii) Intangible assets are amortised over their estimated useful life on straight line method as follows, as estimated at the time of acquisition:
a) Computer software costs capitalized and amortized over estimated useful life of 3 to 5 years.
b) Technical Knowhow costs capitalized and amortized over estimated useful life of 10 years.

f) Investments

i) Non Current investments are stated at cost and provision is made to recognize any diminution in value, other than that of temporary nature.

ii) Current investments are carried at lower of cost and fair value. Diminution in value is charged to the profit and loss statement.

g) Inventories

i) Raw materials, Process stock and Finished Goods are valued at lower of cost or net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

ii) Cost for Raw materials is determined on Weighted Average, net of Cenvat credit availed.

iii) Cost for Finished Goods and Process Stock is determined taking material cost [Net of Cenvat credit availed] labour and relevant appropriate overheads and Cenvat duty.

h) Revenue Recognition

In appropriate circumstances, Revenue (income) is recognized when no significant uncertainty as to determination or realisation exists.

i) Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

j) Sales, Contract Revenue and Service Income

Sales are accounted on dispatch of goods. Export sales are accounted on the basis of date of Bill of lading. Sales value is inclusive of Cenvat Duty but does not include other recoveries such as insurance charges, transport charges etc. Service income excludes service tax.

Contract revenue is recognised on percentage completion method. The stage of completion is determined as a proportion to the contract cost incurred upto the reporting date to the estimated total contract costs. When it is probable that the total contract cost will exceed total contract revenue, the expected loss is recognised as an expense immediately. Total contract cost is determined based on technical and other assessment of cost to be incurred.

k) Cenvat credit

Cenvat credit is accounted for on accrual basis on purchase of eligible inputs, capital goods and services.

l) Foreign Currency Transactions

i) Monetary items denominated in foreign currency are translated at the exchange rate prevailing on the last day of the accounting year. Foreign currency transactions are accounted at the rate prevailing on the date of transaction.

ii) Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

ii) Gain or loss arising out of translation/conversion is taken credit for or charged to the profit and loss statement.

m) Accounting for forward contracts

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.

n) Employees Benefits Expense

i) Defined Contribution Plan

The Company's contributions paid / payable for the year to Provident Fund are recognized in the profit and loss statement.

ii) Defined Benefit Plan

The Company's liabilities towards gratuity, and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the balance sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

o) Borrowing Cost

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

p) Taxes on Income

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with provision of Income Tax Act, 1961.

Deferred tax resulting from "timing difference "between book and taxable profit is accounted for using the tax rates and laws that have been enacted or subsequently enacted as on the balance sheet date. The Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future, however where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.

q) Leases

i) Assets acquired under lease where the Company has substantially all risk and rewards incidental to ownership are classified as finance leases. Such assets are capitalised at the inception of lease at the lower of fair value or the present value of minimum lease payment and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability of each period.

ii) Assets acquired on lease where a significant portion of risk and rewards incidental to ownership is retained by the lessor are classified as operating lease. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis over the lease term.

r) Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

s) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

(₹ in Lacs)

2. SHARE CAPITAL	As at 31st Mar 2016	As at 31st Mar 2015
Authorised		
15,000,000 Equity Shares of ₹ 10/- each	1,500.00	1,500.00
	1,500.00	**1,500.00**
Issued, Subscribed and Paid Up		
13,256,411 (Previous year 13,256,411) Equity Shares of ₹ 10/- each fully paid up	1,325.64	1,325.64
TOTAL	**1,325.64**	**1,325.64**

(i) Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the reporting period

	(in Nos) As at 31st Mar 2016	(₹ in Lacs) As at 31st Mar 2016	(in Nos) As at 31st Mar 2015	(₹ in Lacs) As at 31st Mar 2015
At the Beginning of the period	13,256,411	1,325.64	13,256,411	1,325.64
Bonus Shares Issued during the period	-	-	-	-
Outstanding at the end of period	**13,256,411**	**1,325.64**	**13,256,411**	**1,325.64**

(ii) Details of Shareholders holding more than 5 % of Equity Shares:

Jitendra U. Mamtora	Nos.	8,858,992	8,858,992
	% Holding	66.83%	66.83%
Jitendra U. Mamtora (HUF)	Nos.	682,931	682,931
	% Holding	5.15%	5.15%

(iii) Details of Equity Shares allotted as fully paid up by way of bonus shares, shares issued for consideration other than cash (During last 5 years immediately preceding reporting date)

	As at 31st Mar 2016	As at 31st Mar 2015	As at 31st Mar 2014	As at 31st Mar 2013	As at 31st Mar 2012
Equity shares allotted as fully paid bonus shares	-	-	332,800	-	-

(iv) Rights of Equity Shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(₹ in Lacs)

3. RESERVES & SURPLUS	As at 31st Mar 2016	As at 31st Mar 2015
Securities Premium Reserve		
Balance as per last balance sheet	13,474.85	13,474.85
Capital Reserve on Consolidation		
Balance as per last balance sheet	46.29	46.29
General Reserve		
Balance as per last balance sheet	2,286.87	2,286.87
Surplus in Profit and Loss Statement		
Opening Balance	16,290.52	17,213.11
Add : Profit/(Loss) for the Year	(750.72)	(803.17)
Less : Appropriations	-	-
Depreciation of transition to Schedule-II of the Companies Act, 2013 on Tangible Fixed Asset with remaining useful life (Net of Deferred Tax of ₹ 58.03 Lacs)	-	119.42
Net surplus in profit and loss statement	15,539.80	16,290.52
TOTAL	**31,347.81**	**32,098.53**

(₹ in Lacs)

4. LONG TERM BORROWINGS		As at 31st Mar 2016	As at 31st Mar 2015
Secured Loans			
Term Loans for Vehicles (Refer note 1 below)		29.09	200.20
Term Loans from Bank (Refer note 2 below)		787.89	1,663.89
Term Loans from Others (Refer Note 3 below)		3,667.82	-
	TOTAL	**4,484.80**	**1,864.09**

Notes :

1. Secured by Hypothecation of specific fixed assets purchased under Term Loan arrangement. It carries interest rate from 10.25% to 11.30% p.a. Vehicle Loans are repayable in Equated Monthly Installments of ₹ 26.82 Lacs (Previous year ₹ 27.08 Lacs).
2. Secured by charge on fixed assets purchase out of Term Loan and charge on office building located at Gurgaon and also 2nd charge of fixed assets and current assets excluding fixed assets of Moraiya plant and in addition to above secured by personal guarantee of some of the directors. It carries interest rate of 11% p.a.
   The loans are repayable in Equated Quarterly Installments of ₹ 219.00 Lacs (Previous year ₹ 219.00 Lacs).
3. Secured by mortgage of Industrial Property located at Moraiya Plant, Pledge of 100,000 Equity shares held by the promoters of the Company and Personal guarantee of some of the directors. It carries interest rate of 11.60% p.a.
   The loan is repayable in Equated Quarterly Installments of ₹ 234.25 Lacs (Previous year : Nil).

5. DEFERRED TAX LIABILITIES (NET)		As at 31st Mar 2016	As at 31st Mar 2015
Deferred Tax Liabilities			
In respect of difference between book & tax depreciation		1,799.31	1,632.93
	Total (A)	**1,799.31**	**1,632.93**
Deferred Tax Assets			
In respect of disallowance under the Income Tax Act, 1961		110.13	773.94
In respect of unabsorbed Depreciation		1,429.07	233.13
	Total (B)	**1,539.20**	**1,007.07**
	TOTAL (A-B)	**260.11**	**625.86**
The deferred tax liabilities/assets are off-set, where the group has a legally enforceable right to set-off assets against liabilities, and are presented in balance sheet as follows:			
Deferred Tax Liabilities (Net)	(a)	457.59	823.34
Deferred Tax Assets (Net)	(b)	(197.48)	(197.48)
	(a-b)	**260.11**	**625.86**

6. OTHER LONG TERM LIABILITIES		As at 31st Mar 2016	As at 31st Mar 2015
Advance from customers		258.54	575.99
	TOTAL	**258.54**	**575.99**

7. LONG TERM PROVISIONS		As at 31st Mar 2016	As at 31st Mar 2015
Provision for Employee Benefits			
Gratuity		60.70	37.71
Leave encashment		57.17	59.13
	TOTAL	**117.87**	**96.84**

8. SHORT TERM BORROWINGS		As at 31st Mar 2016	As at 31st Mar 2015
Secured Loans			
Cash credit & short term loan from banks		10,262.91	12,562.11
Unsecured Loans			
Loan from Director		-	21.40
	TOTAL	**10,262.91**	**12,583.51**

Nature of Security :

The above cash credit & short term loans from banks are secured by hypothecation of current assets of the Company on paripassu basis and collaterally secured by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant and also collaterally legal mortgage on paripassu basis on immovable properties situated at Changodar, Dhank and Ahmedabad and in addition to above secured by pledge of 22,10,000 equity shares of promoter and personal guarantees of some of the directors.

(₹ in Lacs)

9. TRADE PAYABLES	As at 31st Mar 2016	As at 31st Mar 2015
Sundry Creditors		
a) Micro & Small Enterprises (See note below)	56.79	37.15
b) Others	26,210.72	18,536.25
TOTAL	**26,267.51**	**18,573.40**

Note: Disclosures in respect of Micro & Small enterprises are as under :

i)	The principal amount and the interest due thereon remaining unpaid to any supplier		
	Principal Amount	56.79	37.15
	Interest	1.84	2.16
ii)	The amount of the interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day		
	Principal Amount	443.74	539.99
	Interest	-	-
iii)	The amount of interest due and payable for the period of delay in making payment (Beyond the appointed day during the year)	15.56	13.72
iv)	The amount of interest accrued and remaining unpaid	15.56	13.72
v)	The amount of further interest remaining due and payable for the earlier years.	13.72	11.56

The information has been given in respect of only those suppliers who have intimated the Company that they are registered as Micro and Small Enterprises.

10. OTHER CURRENT LIABILITIES	As at 31st Mar 2016	As at 31st Mar 2015
Current maturities of long-term debt (Refer notes 4 for details of the securities)	1,623.72	1,209.01
Interest accrued but not due on borrowings	7.75	9.02
Interest accrued & due on borrowings	44.45	45.87
Interest accrued & due on others	25.21	23.23
Advance from customers	2,044.77	2,446.50
Unclaimed dividend	5.81	6.81
Unclaimed Fraction share	0.45	0.45
Other liabilities	262.98	280.79
TOTAL	**4,015.14**	**4,021.68**

11. SHORT TERM PROVISIONS	As at 31st Mar 2016	As at 31st Mar 2015
Provision for gratuity	27.74	28.65
Provision for leave encashment	4.32	3.01
Provision for taxation (net of advance tax)	-	3.83
TOTAL	**32.06**	**35.49**

(₹ in Lacs)

12. FIXED ASSETS

Assets	Gross Block				Depreciation & Amortisation				Net Block	
	As at 1st Apr 15	Additions	Deductions/ Adjustments	As at 31st Mar 16	As at 1st Apr 15	Additions	Deductions/ Adjustments	As at 31st Mar 16	As at 31st Mar 16	As at 31st Mar 15
Tangible Assets										
Land (Freehold)	315.14	76.00	-	391.14	-	-	-	-	391.14	315.14
Building	8,489.61	58.19	-	8,547.80	1,128.74	217.39	-	1,346.13	7,201.67	7,360.87
Plant & Equipment	10,764.50	569.70	46.20	11,288.00	2,646.02	582.12	9.66	3,218.48	8,069.52	8,118.48
Electrifications	1,037.36	5.28	0.96	1,041.68	311.72	115.89	-	427.61	614.07	725.64
Furniture & Fixtures	487.81	0.25	-	488.06	175.59	58.49	-	234.08	253.98	312.22
Office Equipments	625.39	16.86	0.89	641.36	376.70	120.63	0.84	496.49	144.87	248.69
Computer & Accessories	274.84	10.01	-	284.85	251.19	14.16	-	265.35	19.50	23.65
Vehicles	2,034.40	95.99	30.10	2,100.29	741.18	256.72	11.66	986.24	1,114.05	1,293.22
Total (A)	**24,029.05**	**832.28**	**78.15**	**24,783.18**	**5,631.14**	**1,365.40**	**22.16**	**6,974.38**	**17,808.80**	**18,397.91**
Intangible Assets										
Computer Software	412.64	9.47	-	422.11	354.07	30.75	-	384.82	37.29	58.57
Technical Knowhow	738.00	-	-	738.00	9.91	73.80	-	83.71	654.29	728.09
Total (B)	**1,150.64**	**9.47**	**-**	**1,160.11**	**363.98**	**104.55**	**-**	**468.53**	**691.58**	**786.66**
Total (A+B)	**25,179.69**	**841.75**	**78.15**	**25,943.29**	**5,995.12**	**1,469.95**	**22.16**	**7,442.91**	**18,500.38**	**19,184.57**
Previous Year	**20,608.30**	**4,683.72**	**112.33**	**25,179.69**	**4,728.38**	**1,316.23**	**49.49**	**5,995.12**	**19,184.57**	**15,474.78**
Capital Work in Progress									**1,142.77**	**1,126.35**

13. NON CURRENT INVESTMENTS

	As at 31st Mar 2016	As at 31st Mar 2015
Non Trade Investments		
Investment in Equity Instruments (Unquoted)		
Face value ₹ 100 each, fully paid up :		
1,250 (1,250) Equity shares of The Bhagyodaya Co-operative Bank Ltd.	1.25	1.25
Investment in Mutual Funds (Quoted)		
Face value ₹ 100 each, fully paid up :		
100,000 units of SBI Blue Chip Fund	10.00	10.00
TOTAL	**11.25**	**11.25**
(a) Aggregate market value of Quoted investments	16.74	19.44
(b) Aggregate amount of Unquoted Investments	1.25	1.25
(c) Aggregate provision made for diminution in value of Investments	-	-

14. LONG TERM LOANS & ADVANCES

	As at 31st Mar 2016	As at 31st Mar 2015
Loans and Advances to Others		
Unsecured, Considered Good		
Advances given for capital assets	174.90	265.50
Advance Income Tax (net of provision)	352.72	335.16
Electricity & other deposits	49.43	49.21
MAT credit entitlement	217.06	213.04
Deposits and balances with government and other authorities	22.83	22.83
TOTAL	**816.94**	**885.74**

15. OTHER NON CURRENT ASSETS

	As at 31st Mar 2016	As at 31st Mar 2015
Deposits maturing after twelve months from reporting date	1.00	6.25
Trade receivables (Retention money)	378.97	504.63
Long Term Trade Receivables		
Unsecured, Considered Good	162.12	378.97
TOTAL	**542.09**	**889.85**

(₹ in Lacs)

16. INVENTORIES

	As at 31st Mar 2016	As at 31st Mar 2015
Raw materials	5,653.32	4,861.67
Raw materials goods in transit	661.03	891.86
Finished goods	676.43	1,008.74
Process stock	12,467.32	10,288.19
TOTAL	**19,458.10**	**17,050.46**

17. TRADE RECEIVABLES

	As at 31st Mar 2016	As at 31st Mar 2015
Trade Receivables outstanding for a period more than six months from the date they were due for payment		
Unsecured, considered good (Refer note 31)	4,532.05	3,494.25
Unsecured, considered doubtful	109.64	178.26
	4,641.69	3,672.51
Less : Provision for doubtful debts	109.64	178.26
	4,532.05	3,494.25
Others		
Unsecured, considered good	26,293.46	20,516.30
TOTAL	**30,825.51**	**24,010.55**

18. CASH AND CASH EQUIVALENTS

	As at 31st Mar 2016	As at 31st Mar 2015
Balances with Banks		
In current accounts	1,896.36	1,859.23
Deposits with maturity less than three months	234.14	232.11
Unpaid Fraction bonus share amount	0.45	0.45
Unclaimed dividend money in escrow account	5.81	6.81
Other Bank Balances		
Deposits with maturity more than three months	46.89	43.16
Margin money deposits	1,306.89	1,194.11
Cash on Hand	13.86	7.35
TOTAL	**3,504.40**	**3,343.22**

19. SHORT TERM LOANS & ADVANCES

	As at 31st Mar 2016	As at 31st Mar 2015
Loans and Advances to Others		
Unsecured, considered good		
Advances to suppliers	254.98	1,016.48
Prepaid expenses	281.84	180.79
Employee advances	179.80	130.07
Deposits and balances with government and other authorities	1,925.05	1,787.99
Other deposits	414.89	387.90
TOTAL	**3,056.56**	**3,503.23**

20. OTHER CURRENT ASSETS

	As at 31st Mar 2016	As at 31st Mar 2015
Export benefit receivable	316.75	41.89
Unbilled contract revenue	620.07	2,103.72
Interest receivable	12.31	12.86
Insurance claim receivable	65.06	81.23
Advance to Gratuity fund	1.31	-
Misc. expenditure - Preliminary expenses	0.21	0.41
Others	6.64	6.38
TOTAL	**1,022.35**	**2,246.49**

(₹ in Lacs)

21. REVENUE FROM OPERATIONS	Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
Sale of Goods (Gross)	63,706.71	55,257.28
Contract Revenue	431.45	3,686.37
Service Income	601.55	1,242.33
Other Operating Income	913.37	935.44
TOTAL	**65,653.08**	**61,121.42**

22. OTHER INCOME	Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
Interest received from Banks	129.45	122.64
Interest received from Others	264.27	71.80
Dividend income		
On Trade investments - Investment in Equity Shares	-	9.88
On Non Trade investments - Investment in Mutual Funds	2.65	0.15
Other non operating income	10.36	10.77
Foreign exchange gain (Net)	31.96	60.57
TOTAL	**438.69**	**275.81**

23. (INCREASE)/DECREASE IN STOCK OF FINISHED GOODS AND PROCESS STOCK	Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
Closing Stock		
Finished Goods	676.43	1,008.74
Process Stock	12,467.32	10,288.19
	13,143.75	11,296.93
Less : Opening Stock		
Finished Goods	1,008.74	798.37
Process Stock	10,288.19	7,214.62
	11,296.93	8,012.99
TOTAL	**(1,846.82)**	**(3,283.94)**

24. EMPLOYEE BENEFITS EXPENSE	Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
Salaries & Wages, Bonus, Gratuity, etc.	2,340.12	2,323.37
Contribution to Provident and other funds	130.97	119.43
Employee welfare expenses	44.91	69.15
TOTAL	**2,516.00**	**2,511.95**

25. FINANCE COSTS	Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
Interest expenses	3,340.07	2,842.35
Other finance cost	91.39	79.25
TOTAL	**3,431.46**	**2,921.60**

(₹ in Lacs)

26. OTHER EXPENSES

	Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
Power & Fuel	817.91	948.63
Stores & spares consumed	43.82	44.53
Labour charges	2,088.08	1,857.54
Testing & other manufacturing cost	1,231.79	883.74
Cenvat duty provided on stock	(48.43)	47.62
Selling expenses	409.35	391.66
Freight & forwarding charges	670.97	850.41
Fleet operating cost	96.08	50.33
Advertisement expenses	135.04	123.91
Stationary, Printing, Postage and Telephone expenses	95.48	121.75
Repairs		
Plant and Machinery	267.64	219.41
Factory Building	28.01	47.41
Office & others	35.47	39.62
Insurance	139.06	147.88
Rent	50.55	49.72
Rates and taxes	2.90	3.46
Bank charges	356.68	229.80
Travelling & conveyance expenses	517.24	609.60
Directors sitting fees	2.45	2.67
Legal & professional charges	162.82	280.00
Audit fees	13.75	13.75
Late delivery charges	227.09	177.25
Provision for doubtful debts	-	7.39
Bad debts written off	38.92	41.91
Cenvat duty expense	30.87	27.76
Loss on sale of fixed assets	27.80	9.56
Expenses of Corporate Social Responsibility	4.11	1.36
Site Expenses	1.45	3.18
After sales/replacement expenses	1.59	0.14
Preliminary expenses (Written off during the year)	0.20	0.21
Prior period expenses	2.30	50.09
Premium on forward contract amortised	4.25	11.93
General charges	168.12	313.76
TOTAL	**7,623.36**	**7,607.98**

27. Details of Subsidiaries/Associate

The consolidated financial statements (CFS) comprise the financial statements of the Parent Company, Transformers and Rectifiers (India) Ltd. and the following subsidiaries and associates:

Name of the Company	Type	Country of incorporation	Proportion of ownership interest	Date of investment
Transweld Mechanical Engineering Works Ltd.	Subsidiary	India	100%	1st Aug, 2006
TARIL Infrastructure Ltd.	Subsidiary	India	100%	22nd Aug, 2012
Transpares Ltd.	Subsidiary	India	51%	2nd Oct, 2006
Savas Engineering Company Pvt. Ltd.	Subsidiary	India	100%	1st July, 2014

28. Contingent liabilities in respect of

	As at 31st Mar 2016	As at 31st Mar 2015
Disputed demand of Central Excise/Income Tax Department	622.27	482.64

29. Commitments

	As at 31st Mar 2016	As at 31st Mar 2015
a) Guarantee given by bankers on behalf of Company	36,283.49	31,661.94
b) Corporate Guarantees of ₹ 2,490.00 Lacs (Previous year ₹ 2,490.00 Lacs) given by Company for loan taken by a subsidiaries / Associate Company		
Balance of such loans outstanding	906.76	833.83
c) Performance Corporate Guarantees given by Company	3,433.24	13.48
d) Bills Discounted with Banks	7,441.17	1,403.92
e) Import duty benefit towards duty free import of raw materials	316.75	41.89
f) Claims against Company not acknowledged as debts	Amount not ascertained	Amount not ascertained

30. Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for ₹ 155.14 Lacs (Previous year ₹ 177.26 Lacs).

31. Trade receivables outstanding for more than 6 months include receivables of ₹ 1,254.82 Lacs, which are overdue from a customer whose gas based power plant project is in an advanced stage of completion. The commissioning of the said plant is divided into Phase-I and Phase-II, which is dependent on the supplies of natural gas. Company's Overdue receivables of ₹ 1,254.82 Lacs pertains to Phase-II. The project has now got all the clearances and financial closure has happened in the current year. The customer has won the bid and obtained the requisite gas allocation from the Government of India (GOI). The Phase-I commissioning work will start and the Customer will make payments out of Phase-I revenues. The customer has confirmed the outstanding balance as on 31st March 2016, and based on the frequent discussions with the customer, the management of the Company is hopeful of recovering the outstanding amount and hence said amount is considered good and recoverable.

32. Disclosures regarding Revenue recognition under AS 7 - Construction Contracts

(₹ in Lacs)

The amounts to be disclosed in accordance with the Standard are as follows:	Year Ended on 31st Mar 2016	Year Ended on 31st Mar 2015
Contract revenue recognised as revenue in the period	431.45	3,686.37
Contract costs incurred upto the reporting date	404.00	5,031.76
Recognised profits (less recognised losses) upto the reporting date	27.45	(1,345.39)
Advances received	-	559.97
Gross amount due from customers for contract work- presented as an asset	1,015.83	3,896.50
Gross amount due to customers for contract work- presented as a liability	-	-

33. Disclosures regarding Derivative Instruments

(a) The Company uses forward exchange contracts to hedge its exposure in foreign currency. There are no contracts entered into for the purpose of speculation.

(b) The information on derivative instruments as on 31st March, 2016 is as follows :

Exposure hedged by Derivative Instruments

(Amount in Lacs)

	No. of Contacts		Foreign Currency Amount		Reporting Currency Amount (INR)	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Forward cover for Import Payable - USD	-	6	-	11.69	-	744.34

Unhedged Exposures

(Amount in Lacs)

	Foreign Currency Amount		Reporting Currency Amount (INR)	
	2015-16	2014-15	2015-16	2014-15
Accounts Receivable				
USD	2.02	1.63	133.88	101.63
Account Payable				
USD	11.21	16.33	743.24	1,020.86
EURO	3.45	1.53	260.17	102.95

Expenditure on account of Premium on forward exchange contracts to be recognized in profit & loss statement of subsequent accounting period aggregates to ₹ 4.25 Lacs (Previous year ₹ 11.93 Lacs).

34. Employee Benefits

Defined Benefit Plans :

(₹ in Lacs)

		Gratuity		Leave Encashment	
		2015-16	**2014-15**	**2015-16**	**2014-15**
i	**Expenses recognised in profit & loss statement for the year**				
	Current service cost	27.84	30.67	14.35	17.43
	Interest cost	15.27	17.24	4.84	6.31
	Expected return on plan assets	(11.34)	(12.96)	-	-
	Prior year changes	(0.52)	-	-	-
	Past service cost	-	-	-	-
	Net actuarial losses/(gains)	1.88	(9.21)	(2.74)	(16.80)
	Total Expenses	**33.13**	**25.74**	**16.45**	**6.94**
ii	**Reconciliation of opening and closing balances of changes in present value of the defined benefit obligation**				
	Opening defined benefit obligation	194.73	206.19	62.15	77.38
	Service cost	27.84	30.67	14.35	17.43
	Interest cost	15.27	17.24	4.84	6.31
	Actuarial losses/(gains)	(0.62)	(7.72)	(2.74)	(16.80)
	Losses/(gains) on curtailments	-	-	-	-
	Liabilities extinguished on settlements	-	-	-	-
	Prior year changes	-	-	-	-
	Past service cost	-	-	-	-
	Benefits paid	(25.88)	(51.65)	(16.68)	(22.17)
	Closing defined benefit obligation	**211.34**	**194.73**	**61.92**	**62.15**
iii	**Reconciliation of opening and closing balances of changes in fair value of plan assets**				
	Opening fair value of plan assets	128.38	151.26	-	-
	Expenses Deducted from the Fund	(2.27)			
	Adjustment	2.84	-	-	-
	Expected return on plan assets	11.34	12.96	-	-
	Prior Year Changes	0.52	-	-	-
	Actuarial gains and (losses)	(2.51)	1.49	-	-
	Assets distributed on settlements	-	-	-	-
	Contributions by employer	10.20	0.37	-	-
	Benefits paid	(24.24)	(37.70)	-	-
	Closing balance of fair value of plan assets	**124.26**	**128.38**	**-**	**-**
iv	**Net Liability recognised in the Balance Sheet**				
	Defined Benefit Obligation	211.34	194.73	61.92	62.15
	Fair Value of plan assets	124.26	128.38	-	-
	Present Value of unfunded obligation recognised as liability	**87.08**	**66.35**	**61.92**	**62.15**
v	**Past four years data for define benefit obligation and fair value of plan assets are as under:**	**2014-15**	**2013-14**	**2013-14**	**2012-13**
	<u>Gratuity</u>				
	Defined Benefit Obligation	194.73	193.92	177.34	143.19
	Fair value of plan assets	128.38	151.26	147.55	111.13
	Present Value of unfunded obligation recognised as liability	**66.35**	**42.66**	**29.79**	**32.06**
	<u>Leave Encashment</u>				
	Defined Benefit Obligation	62.15	75.58	82.33	54.87
	Fair value of plan assets	-	-	-	-
	Present Value of unfunded obligation recognised as liability	**62.15**	**75.58**	**82.33**	**54.87**
vi	**Actual Return on Plan Assets**	**-**	**-**	**-**	**-**
vii	**Major categories of Plan Assets as a percentage of total plan assets are as follows:**				
	Policy of Insurance	100%	100%	-	-

viii	**Actuarial Assumptions**	**As at 31st March, 2016**
	Discount rate	7.90%
	Expected rate of return on plan assets	7.90%
	Expected rate of salary increase	6.00%
	Mortality	Indian Assured Lives Mortality (2006-08) Table
	Withdrawal rates	5% at younger ages reducing to 1% at older age
	Retirement age	58 years
	Actuarial valuation method	Projected unit credit method

Defined Contribution Plans :

₹ 130.97 Lacs (Previous year ₹ 119.43 Lacs) recognised as an expense and included in the Note 24 of profit & loss statement under the head "Contribution to Provident and other funds".

35. Details of Pre Operative Expenses

(₹ in Lacs)

		As at 31st Mar 2016	As at 31st Mar 2015
Opening Balance		**18.62**	**204.04**
Add:			
Interest and finance charges		-	28.59
	TOTAL (A)	**18.62**	**232.63**
Less:			
Capitalised during the year		18.62	214.01
	TOTAL (B)	**18.62**	**214.01**
Closing Balance:	**TOTAL (A-B)**	**-**	**18.62**

Details of Preoperative Expenses capitalized during the year :

Fixed asset		**Year Ended on 31st Mar 2016**	**Year Ended on 31st Mar 2015**
Building		-	3.35
Plant & Machinery		18.62	184.06
Electrical Installation		-	26.60
	TOTAL	**18.62**	**214.01**

36. Related party transactions

(a) Names of related parties and description of relationship :

Sr.	**Nature of Relationship**	**Name of Related Parties**
1	Key Management Personnel	Mr. Jitendra U. Mamtora Mr. Satyen J. Mamtora Mrs. Karuna J. Mamtora Mr. Vinod Masson Mr. Hitendra M. Doshi Mr. Sunil Jain Mr. Mahendra Vyas
2	Relatives of Key Management Personnel	Ms. Janki Mamtora Ms. Aakanksha Mamtora Mr. Dilip Mamtora Mr. Bipin Mamtora Mr. Ashok Jain
3	Enterprises over which Key Managerial Personnel is able to exercise significant Influence	Benchmark HR Solutions (India) Pvt. Ltd. Benchmark HR Solutions (India) LLP (wef 1st July, 2015) Jitendra U. Mamtora (HUF) Transpower Skytrek Tours & Travels

(b) Details of transactions with related parties : (₹ in Lacs)

A	Volume of Transactions	2015-16	2014-15
1)	**Service Received**		
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Benchmark HR Solutions (India) Pvt. Ltd.	3.26	4.07
	Benchmark HR Solutions (India) LLP	15.21	-
	Skytrek Tours & Travels	143.03	148.75
2)	**Sale of Goods**		
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Transpower	0.16	-
3)	**Rent Paid**		
	Key Managerial Personnel		
	Mrs. Karuna J. Mamtora	2.40	2.40
4)	**Loan Taken / Repaid and Interest thereon to Key Managerial Personnel**		
	Mr. Jitendra U. Mamtora		
	Loan taken	688.70	3,020.32
	Loan repaid	733.90	3,066.30
	Interest	45.20	45.98
	Balance as at 31st March	-	-
	Balance as at 1st April	-	-
	Mr. Satyen J. Mamtora		
	Loan taken	-	22.12
	Loan repaid	21.62	14.99
	Interest	0.22	1.78
	Balance as at 31st March	-	21.40
	Balance as at 1st April	21.40	12.49
5)	**Managerial Remuneration**		
	Mr. Jitendra U. Mamtora	48.71	105.01
	Mr. Satyen J. Mamtora	48.65	83.41
	Mrs. Karuna J. Mamtora	22.21	22.21
	Mr. Vinod Masson	22.25	24.00
	Mr. Hitedra M Doshi	23.00	23.00
	Mr. Sunil Jain	18.00	18.00
6)	**Dividend Paid**		
	Key Managerial Personnel		
	Mr. Jitendra U. Mamtora	-	66.44
	Mr. Satyen J. Mamtora	-	0.73
	Mrs. Karuna J. Mamtora	-	2.01
	Mr. Hitendra M. Doshi	-	9.48
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Mr. Jitendra U. Mamtora (HUF)	-	5.12
	Relatives of Key Managerial Personnel		
	Ms. Janki Mamtora	-	0.16
	Mr. Bipin Mamtora	-	-
	Mr. Dilip Mamtora	-	-

B	Balance at the end of the Period	As at 31st Mar 16	As at 31st Mar 15
	Due To		
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Skytrek Tours & Travels	8.09	7.44
	Benchmark HR Solutions (India) Pvt. Ltd.	-	0.31
	Benchmark HR Solutions (India) LLP	5.51	-
	Key Managerial Personnel		
	Mrs. Karuna Mamtora	0.60	-
	Mr. Hitendra M. Doshi	1.39	-

37. Payment to Political Party

(₹ in Lacs)

	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Bhartiya Janta Party	-	40.00

38. Leases

Operating Lease

Lease rentals charged to revenue for lease agreements for the right to use the following assets are following:

(₹ in Lacs)

	Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Office Premises	10.23	7.23
Godown	4.30	3.50

The Lease agreements are executed for a period of 11 months with a renewal clause and also provide for termination at will by either party by giving prior notice.

39. Earnings Per Share

		Year ended on 31st Mar 2016	Year ended on 31st Mar 2015
Net Profit/(Loss) for the period (₹ in Lacs)	(a)	(750.72)	(803.17)
Weighted Average number of equity shares (Nos.)	(b)	1,32,56,411	1,32,56,411
EPS (Basic & Diluted) (₹)	(a)/(b)	(5.66)	(6.06)
Nominal value of Equity Shares (₹)		10.00	10.00

40. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 :

Name of the entity in the	Net asset/(liabilities), i.e. Total assets minus Total liabilities		Share in Profit/(Loss)	
	As % of consolidated net assets	Amount (₹ in Lacs)	As % of consolidated Profit/(Loss)	Amount (₹ in Lacs)
Parent Company:				
Transformers & Rectifiers (India) Limited	96.27%	31,960.27	(113.69%)	(853.54)
Indian Subsidiaries :				
Transpares Ltd.	2.79%	927.59	7.18%	53.91
TARIL Infrastructure Ltd	0.26%	85.16	2.06%	15.48
Transweld Mechanical Engineering Works Ltd.	1.33%	441.77	0.31%	2.32
Savas Engineering Company Private Limited	(0.65%)	(216.47)	4.14%	31.11
Total	**100.00%**	**33,198.32**	**(100.00%)**	**(750.72)**

41. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure.

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 26th May, 2016

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Samkit Mehta
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 26th May, 2016

Financial Highlights (Standalone)

(₹ in Lacs)

Particular/Financial Year	2011-12	2012-13	2013-14	2014-15	2015-16
Revenue Accounts					
Revenue from Operations	50,515	50,213	70,810	53,322	56,770
Other Operating Income	861	755	1,016	847	867
Other Income	666	523	406	351	504
Total Income	52,042	51,491	72,232	54,520	58,141
EBIDTA before exceptional items	2,747	2,329	4,027	3,006	3,375
Depreciation & amortisation expense	611	698	928	1,200	1,348
Earning before finance costs, exceptional items and tax	2,136	1,631	3,099	1,806	2,027
Finance Costs	818	1,023	2,333	2,767	3,281
Profit before Taxes	1,318	608	766	(961)	(1,254)
Provision for Taxation	400	134	286	(316)	(400)
Profit for the year	918	474	480	(645)	(854)
Capital Accounts					
Gross Block	12,421	17,597	18,473	22,875	23,493
Net Block	9,934	14,417	14,377	17,455	16,742
Capital Work in Progress	2,722	1,705	2,568	1,110	1,142
Total Debt.	4,041	10,389	16,339	14,999	15,803
Long Term Debt.	-	812	2,693	3,028	6,110
Short Term Debt.	4,041	9,577	13,646	11,971	9,693
Share Capital	1,292	1,292	1,326	1,326	1,326
Reserves & Surplus	31,556	31,918	32,250	31,488	30,634
Shareholders' Funds	32,848	33,210	33,576	32,814	31,960
Ratios					
Book Value Per Share (In ₹)	254	257	253	247	241
Market Price Per Share (In ₹)	161	77	92	227	236
Earning Per Share (Basic & Diluted) (In ₹)	7.11	3.67	3.62	(4.87)	(6.44)

PROXY FORM

transformers & rectifiers (india) ltd

ISO 9001:2008 | ISO 14001:2004 | BS OHSAS 18001:2007

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L33121GJ1994PLC022460
Name of the Company: Transformers and Rectifiers (India) Limited
Registered office: Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Dist. Ahmedabad - 382 213 Gujarat.

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP Id: _____

I/We, being the member(s) of _____ shares of Transformers and Rectifiers (India) Limited, hereby appoint

1. Name: _____
   Address: _____
   E-mail Id: _____ Signature: _____, or failing him
2. Name: _____
   Address: _____
   E-mail Id: _____ Signature: _____, or failing him
3. Name: _____
   Address: _____
   E-mail Id: _____ Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 22nd Annual General Meeting of the Company, to be held on Wednesday, 14th September, 2016 at 11:00 a.m. at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

1) Consider and Adopt
   (a) Audited financial statement, reports of the Board of Directors and Auditors
   (b) Audited Consolidated Financial Statement
2) Re-appointment of Mrs. Karuna Mamtora who retires by rotation
3) Ratification of Appointment of Statutory Auditors
4) To re-appoint Mr. Satyen Mamtora as a Managing Director of the Company
5) To re-appoint Mr. Vinod Masson as an Executive Director of the Company
6) Ratification of remuneration payable to Cost Auditor for the financial year 2016-17
7) To Issue of Equity Shares by way of private placement to Qualified Institutional Buyers or preferential allotment

Affix ₹ 1/- Revenue stamp

Signed this …….. day of …… 2016

_____
Signature of Shareholder

_____ Signature of First Proxy holder

_____ Signature of Second Proxy holder

_____ Signature of Third Proxy holder

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

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ATTENDANCE SLIP

transformers & rectifiers (india) ltd

ISO 9001:2008 | ISO 14001:2004 | BS OHSAS 18001:2007

CIN: L33121GJ1994PLC022460
Name of the Company: Transformers and Rectifiers (India) Limited
Registered office: Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Dist. Ahmedabad - 382 213 Gujarat.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*	Master Folio No.
Client Id*	No of Shares held

** Applicable for the investors holding Shares in the Demat Form*

NAME AND ADDRESS OF THE SHAREHOLDER

_____

_____

I certify that I am a member / proxy for a member of the Company.

I hereby record my presence at the 22nd Annual General Meeting of the Company at the Registered Office at Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Ahmedabad - 382213 at 11:00 a.m. on Wednesday,14th September, 2016.

_____

Signature of the Shareholder or Proxy

Members are requested to bring their copy of the Annual Report to the Meeting.

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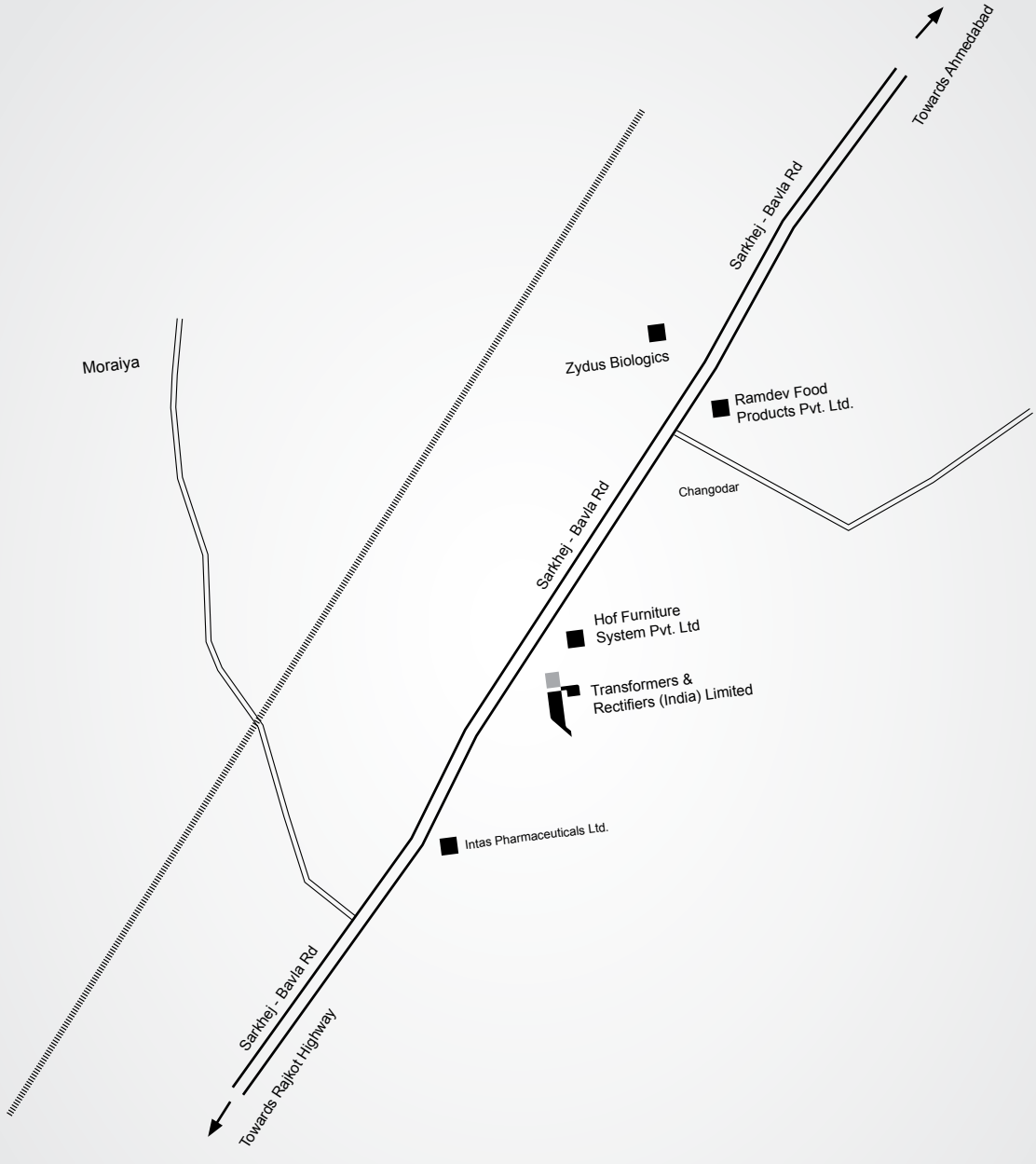
ROUTE MAP



AGM VENUE :

Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Dist: Ahmedabad-382213, Gujarat, India.

transformers & rectifiers (india) ltd

ISO 9001:2008 | ISO 14001:2004 | BS OHSAS 18001:2007

Registered Office: Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway,
Village: Moraiya, Taluka: Sanand, Dist: Ahmedabad-382213, Gujarat, India.
Tel.: 02717- 661 661 Fax: 02717 - 661 716
CIN : L33121GJ1994PLC022460
E-mail: cs@transformerindia.com

www.transformerindia.com