

Date: 2nd August, 2014

Ref: TRIL/SECT/2014-15/NSE-BSE/COMPL/14

To, The Secretary Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400023 Fax no: (022) 2272 3121/ 2272 3719	To, The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Fax no: (022) 2659 8237/ 38
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Dear Sir,

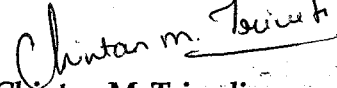
SUB: Notice of Postal Ballot

With reference to Clause 31 of the Listing Agreement, Please find enclosed herewith Notice of Postal Ballot.

Please take the same on your record.

Thanking you,

Yours faithfully,
For Transformers and Rectifiers (India) Ltd


Chintan M. Trivedi
Company Secretary



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

CIN : L33121GJ1994PLC022460

Regd. Office : Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya,

Taluka: Sanand, Dist: Ahmedabad-382213, Gujarat, India.

Tel.: 02717- 661661 | Fax: 02717 - 661716 | E-mail: info@transformerindia.com | www.transformerindia.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice pursuant to Section 110 of the Companies Act, 2013

NOTICE IS HEREBY GIVEN to the members of TRANSFORMERS & RECTIFIERS (INDIA) LIMITED that the resolution as set out below seeking the consent of the members by means of Postal Ballot as per provisions under Section 110 of the Companies Act 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules 2014 and any other applicable sections, rules, regulations, guidelines, as amended from time to time. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts pertaining to the resolution is annexed along with the postal ballot Form for consideration of the Members. The Company has appointed Mr. Tapan Shah, Practising Company Secretary, Ahmedabad, as scrutinizer in accordance with the Companies (Management and Administration) Rules 2014 for conducting the Postal Ballot process in a fair and transparent manner.

SPECIAL BUSINESS:

1. Increase in Borrowing Power u/s. 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the earlier resolution passed in this behalf by the members in their Extra Ordinary General Meeting of the Company held on 3rd June, 2013, and pursuant to the provisions of the Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors ("hereinafter referred to as "the Board" which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) of the Company, to borrow any sum or sums of money from time to time, with or without security and upon such terms & conditions as they may think fit, notwithstanding that the moneys, to be borrowed by the Company (apart from the temporary loans obtained from the Company's bankers and other financial institutions in the ordinary course of the business) may exceed the aggregate of paid up share capital and free reserves provided however, that the total amount so borrowed by the Company shall not exceed a sum of ₹ 3,000 Crores (Rupees Three Thousand Crores only) outstanding at one time excluding the interest thereon."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as may be necessary to give effect to the foregoing resolution for and on behalf of the Company."

2. Mortgage, Hypothecate and/or charge all or any of the movable and or immovable properties of the Company u/s. 180(1)(a) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed in this behalf by the members in their Extra-Ordinary General Meeting of the Company held on 3rd June, 2013 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit in favour of Banks/Financial Institutions, other investing agencies and holders of other instruments to secure rupee / foreign currency loans (hereinafter collectively referred to as "Loans") provided that the total amount of loans and facilities together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, shall not, at any time exceed the limit of ₹ 3,000 Crores (Rupees Three Thousand Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."



3. To reappoint Mr. Vinod Masson as an Executive Director of the Company upto 30th June, 2015.

To consider and if thought fit, to pass with or without modifications, 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 (corresponding to Section 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) 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 re-appointment of Mr. Vinod Masson (holding DIN: 00059587) as an Executive Director designated as Director - Strategy of the Company for a further period upto 30th June, 2015, with effect from 11th April, 2014 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 re-appointment 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.”

4. To reappoint Mrs. Karuna Mamtara as an Executive Director of the Company for a period of 3 (Three) years.

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013 (corresponding to Section 198, 269, 309, and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) 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 re-appointment of Mrs. Karuna Mamtara (holding DIN: 00253549) as an Executive Director of the Company for a period of 3 years with effect from 1st April, 2014 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 re-appointment and remuneration / remuneration structure of Mrs. Karuna Mamtara 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.”

5. To revise the terms of remuneration of Mr. Jitendra Mamtara, Chairman and Wholetime Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification 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), the approval of members be and is hereby accorded to the variations in the terms and conditions of remuneration payable to Mr. Jitendra Mamtara (holding DIN: 00139911), Chairman and Whole time Director of the Company with effect from 1st April, 2014 for the remaining period of his tenure on the terms and conditions as set out in the explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to increase, alter and/or vary the remuneration and perquisites including the monetary value thereof as may be permitted or authorised in accordance with the provisions of the Companies Act, 2013, for the time being in force, provided however, that the remuneration payable to Mr. Jitendra Mamtara shall be within the limits as prescribed in Schedule V of the Companies Act, 2013”.

“RESOLVED FURTHER THAT the Board of Directors thereof be and is hereby authorised to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution.”

6. To revise the terms of remuneration of Mr. Satyen Mamtara, Managing Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification 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), the approval of members be and is hereby accorded to the variations in the terms and conditions of remuneration payable to Mr. Satyen Mamtora (holding DIN: 00139984), Managing Director of the Company with effect from 1st April, 2014 for the remaining period of his tenure on the terms and conditions as set out in the explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to increase, alter and/or vary the remuneration and perquisites including the monetary value thereof as may be permitted or authorised in accordance with the provisions of the Companies Act, 2013, for the time being in force, provided however, that the remuneration payable to Mr. Satyen Mamtora shall be within the limits as prescribed in Schedule V of the Companies Act, 2013”.

“RESOLVED FURTHER THAT the Board of Directors thereof be and is hereby authorised to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution.”

7. To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company submitted to this meeting be and are hereby approved and adopted in substitution of the existing Articles of Association of the Company”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and take such steps as may be required to give effect to the above resolution.”

Date: 2nd May, 2014

Place: Ahmedabad

By Order of the Board
For Transformers & Rectifiers (India) Ltd

Sd/-
Chintan M. Trivedi
Company Secretary

NOTES:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.
2. Details of Directors seeking re-appointment as per Clause 49 of the Listing Agreement.

Sr. No.	1	2
Name of Directors	Mr. Vinod Masson	Mrs. Karuna Mamtora
Date of Birth	30 th October, 1946	28 th November, 1950
Age	68 years	63 years
Date of Appointment	11.04.2013	01.04.2010
Expertise in Specific Functional Area	42 years of experience in the Power Sector in Indian and Global market.	Corporate Social Activities, General Administrative function and the Human Resource Development.
Qualification	B.E. Electrical	B.A.
No. of Equity Shares Held	222	267,736
List of Companies in which he/ she is a Director other than Transformers and Rectifiers (India) Ltd	Nil	Transpares Ltd. TARIL Infrastructure Ltd.
Chairmanship/Membership of Audit Committee, Shareholder's/Investors Grievance Committee of other Companies in which he/she is a Director	Nil	Nil

3. The Postal Ballot Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail ids with the Company), whose names appear in the Register of Members /Record of Depositories as on 25th July, 2014.
4. The members whose name appears in the Register of members / Record of Depositories as on 25th July, 2014, will be considered for voting.
5. The Directors has vide Board resolution dated 2nd May, 2014 appointed Mr. Tapan Shah, Practising Company Secretary, Ahmedabad as a Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.



6. The members are requested to carefully read the instructions printed in the attached Postal Ballot Form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on 4th September, 2014. Any Postal Ballot Form received after that shall be treated as if reply from the member has not been received.
7. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Ltd. to provide e-voting facility to the members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable members to cast votes electronically instead of returning postal ballot form. Please read the instruction on e-voting enumerated below:

The instructions to members for e-voting are as under:

Step 1 - Open your web browser during the voting period and Log on to the e-voting website www.evotingindia.com.

Step 2 - Click on “Shareholders” to cast your votes.

Step 3 - Select the Electronic Voting Sequence Number (EVSN) alongwith “TRANSFORMERS & RECTIFIERS (INDIA) LIMITED” from the drop down menu and click on SUBMIT.

Step 4 - Fill up the following details in the appropriate boxes:

	Members holding shares in Demat Form	For Members holding shares in Physical Form
EVSN	140616006	140616006
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID then enter the captcha code as displayed and click on login.	Folio Number registered with the Company then enter the captcha code as displayed and click on login.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/ Depository Participant are requested to use default value ‘TRANS1234R’ in the PAN field.	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company are requested to use default value ‘TRANS1234R’ in the PAN field.
DOB#	Enter the date of birth recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format	Enter the date of birth recorded in the folio under which you are going to vote in DD/MM/YYYY format. In case the date of Birth is not registered with the Company, members are requested to use default date ‘10/09/2014’ in DOB field.
Dividend Bank Details#	Enter your dividend bank details (Account Number) recorded in the demat account or registered with the Company for the demat account	Enter your dividend bank details (Account Number) recorded in the folio under which you are going to vote.

Any one of the details DOB or Dividend bank details should be entered for logging in to the account.

Step 5 -After entering these details appropriately, click on “SUBMIT” tab.

Step 6 - Members holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. The password has to be minimum eight characters consisting of one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution 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.

Step 7 - Members holding shares in physical form will then reach directly to the voting screen.

Step 8 - Click on the relevant EVSN on which you choose to vote.

Step 9 - On the voting page, you will see Resolution description and against the same the option ‘YES/NO’ for voting. Select the relevant option as desired YES or NO and click on submit.

Step 10- Click on the Resolution File Link if you wish to view the Notice.

Step 11 - 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.

Step 12 - Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.



COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- a. The e-Voting period commences on 4th August, 2014 (9.00 am) and ends on 4th September, 2014 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, 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 shareholder, the shareholder shall not be allowed to change it subsequently.
- b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- c. Mr. Tapan Shah, Practising Company Secretary (Membership No. FCS: 4476; CP No: 2839) (Address: 816 - 818, Anand Mangal -3, Opp. Core House, Nr. Doctor House, Ellisbridge, Ahmedabad - 380 006) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- d. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- e. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- f. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote
- g. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- h. 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.

Contact Details	
Company	Transformers & Rectifiers (India) Ltd Survey no. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Dist: Ahmedabad - 382 213 Email: cs@transformerindia.com
Registrar & Transfer Agent	Link Intime India Pvt. Ltd C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai - 400 078 Email: rnt.helpdesk@linkintime.co.in
e-Voting Agency	Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com
Scrutinizer	Mr. Tapan Shah, Practising Company Secretary Email: scrutinizer@tapanshah.in

8. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.transformerindia.com or seek duplicate Postal Ballot Form from Link Intime India Private Limited, Unit: Transformers & Rectifiers (India) Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West) Mumbai-400078, Maharashtra, fill in the requisite details and send the same to the Scrutinizer.
9. The results of the Postal Ballot will be announced on Wednesday 10th September, 2014 at the registered office of the Company at Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej Bavla Highway, Village : Moraiya, Taluka : Sanand, Ahmedabad-382213, Gujarat and will also be informed to Bombay Stock Exchange Limited and the National Stock Exchange of India Limited, and also shall be posted on the Company's website www.transformerindia.com.
10. Kindly note that the Shareholders can opt for only one mode of voting i.e. either by physical postal ballot or e-voting. If you are opting to e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by both physical postal ballot and e-voting, then voting done through valid physical postal ballot shall prevail and voting done by e-voting will be treated as invalid.

Date: 2nd May, 2014
Place: Ahmedabad

By Order of the Board
For Transformers & Rectifiers (India) Ltd

Sd/-
Chintan M. Trivedi
Company Secretary

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 1& 2**

As per the provision of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the members, borrow monies in excess of the aggregate of the paid-up share capital of the Company and its free reserves.

As per the resolution passed by the Shareholders of the Company in the Extra Ordinary General Meeting of the Company held on 3rd June, 2013, the Board of Directors of the Company were authorised to borrow money and to create charge/ mortgage/ hypothecation upto a limit not exceeding ₹ 2000 Crores (Rupees Two Thousand Crores Only). The increasing business operations and future growth plans of the Company would necessitate enhancing of the borrowing limits. A resolution for enhancing the limits is proposed, by authorizing the Board of Directors to borrow further funds amounting, in aggregate to a sum of not more than ₹ 3000 Crores (Rupees Three Thousand Crores Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage/ charge/hypothecation on all or any other movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by Board of Directors of the Company, from time to time, in consultation with the lender(s), hence it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013, for creation of charges/ mortgages/hypothecations on Company's assets for an amount not exceeding the limit of ₹ 3000 Crores (Rupees Three Thousand Crores Only).

Your Directors recommend the resolution no. 1 & 2 to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested in resolution no. 1 & 2 of the accompanying notice.

ITEM NO.3

Mr. Vinod Masson was re-appointed as an Executive Director of the Company designated as Director- Strategy for a period of 1 year, w.e.f. 11th April, 2013. His tenure as an Executive Director of the Company was upto April 10, 2014 and the Board of Directors at its meeting held on May 2, 2014 has, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Vinod Masson as an Executive Director of the Company designated as Director-Strategy for a further period upto 30th June, 2015 w.e.f April 11, 2014, subject to the terms and conditions, as mentioned hereinafter.

Mr. Vinod Masson, qualified as Bachelor Electrical Engineer from VJTI Mumbai, has 42 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 30th June, 2015 w.e.f. 11th April, 2014, on the terms and conditions, as mentioned hereunder.

He will be entitled to the following remuneration per month:

Particulars	Per Month (in. ₹)
Monthly Salary:	
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. 4

Mrs. Karuna J. Mamtara was re-appointed as an Executive Director of the Company w.e.f. 1st April, 2010 for a period of 5 years by the members of the Company in the Annual General Meeting held on 28th July, 2010. Her term as an Executive Director expires on 31st March, 2015. She is looking after and managing day to day operations of the Company. The Board at its meeting held on 2nd May, 2014, on the recommendation of Nomination and Remuneration Committee, has decided to re-appoint her as an Executive Director of the Company w.e.f. 1st April, 2014 for a period of 3 years, on such remuneration, subject to approval of the Shareholders at ensuing General Meeting on following terms and conditions:

(a) Salary ₹ 150,000/- p.m.

(b) Perquisites : In addition to the salary the following perquisites shall be allowed to the Executive Director and the total value of perquisites shall be restricted to an amount equal to the annual salary.

CATEGORY - “A”

i) Housing :

The Company shall provide furnished accommodation to the Executive Director. If the Executive Director is having her own accommodation, the Company shall pay house rent allowance at the rate of ₹ 30,000/- per month, subject to a limit of 20% of her salary. The Company shall provide equipments and appliances, furniture, fixtures and furnishing, including maintenance of all, at the residence of the Executive 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.

ii) Medical Reimbursement :

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

iii) Leave Travel Concession :

The Company shall provide leave travel fare for the Executive Director and her family once in a year, any where in the world, as per the Rules applicable to the Company.

iv) Personal Accident Insurance :

The Company shall pay and/ or reimburse Personal Accident Insurance Premium upto ₹ 15,000/- per annum.

v) 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”

i) 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.

ii) The Company shall pay Gratuity at the rate not exceeding half month's salary for each completed year of service.

iii) 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 will be allowed to be encashed at the end of the term as per rules of the Company.

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 for the business purpose of the Company.
2. The Company shall provide telephone including mobile phone at the residence of the Executive Director at the entire cost of the Company.
3. The Executive Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. She shall, however, be reimbursed the actual travelling, lodging and boarding expenses incurred by her 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 and subject further to the 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 Executive 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 Executive 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 Executive 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 Executive Director.

The Board recommends this Ordinary resolution for the approval of the Shareholders. Except Mrs. Karuna Mamtara herself, Mr. Jitendra Mamtara and Mr. Satyen Mamtara, relatives of her, none of the other Directors, Key Managerial Personnel and their relatives are interested in the proposed resolution.

ITEM NO. 5

Members of the Company vide Postal Ballot held on 18th June, 2013 had approved the re-appointment and remuneration of Mr. Jitendra Mamtara as the Chairman and Wholetime Director of the Company for the period of five years w.e.f. 1st January, 2012.

Since the Company was making inadequate profit the remuneration was finalized pursuant to sub clause B of Section II of Part II of Schedule XIII of the Companies Act, 1956. The maximum remuneration payable to Mr. Jitendra Mamtara, Chairman and Whole time Director is ₹ 48 lakhs. With the introduction of the Companies Act, 2013, various Sections of erstwhile Companies Act, 1956 relating to appointment and remuneration payable to Managing Director and Whole time Director has been replaced by new Sections under the Companies Act, 2013. Schedule XIII of the Companies Act, 1956 governing the remuneration payable to Managing Director and Whole time Director in case of inadequate profit has been replaced by Schedule V of the Companies Act, 2013. Pursuant to revised Schedule V of the Companies Act, 2013, the maximum remuneration payable to Mr. Jitendra Mamtara on basis of effective capital amounts to ₹ 60 lakhs plus 0.01% of the effective capital in excess of ₹ 250 Crores of effective capital through Ordinary Resolution and the said limit shall be doubled if the resolution is passed as Special resolution, against the limits of ₹ 48 lakhs as per Schedule XIII of the Companies Act, 1956.

The Board at its meeting held on 2nd May, 2014, on the recommendation of Nomination and Remuneration Committee has accorded its approval to the variations in the terms and conditions of remuneration payable to Mr. Jitendra Mamtara, Chairman and Whole time director of the Company w.e.f. 1st April, 2014 for the remaining period of his tenure, subject to the approval of the shareholders at General Meeting on the following terms and conditions.

He will be entitled to the following remuneration:

- a) Salary: ₹ 900,000/- p.m.
- b) Commission: 2% of the Company’s Net Profit for each financial year subject to the overall ceiling laid down in Section 197 of the Companies Act, 2013
- c) Perquisites: In addition to the salary & commission, the following perquisites shall be allowed to the Chairman and Whole-time Director and the total value of perquisites shall be restricted to an amount equal to the annual salary.



CATEGORY-“A”

I) Housing:

The Company shall provide furnished accommodation to the Chairman & Whole-time Director. If Chairman and Whole-time Director is having his own accommodation, the Company shall pay house rent allowance at the rate of ₹ 180,000/- 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 Chairman and Whole-time 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.

II) Medical Reimbursement:

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

III) Leave Travel Concession:

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

IV) Personal Accident Insurance:

The Company shall pay and/ or reimburse Personal Accident Insurance Premium upto ₹ 30,000/- per annum.

V) 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”

- I. 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.
- II. The Company shall pay Gratuity at the rate not exceeding half month's salary for each completed year of service.
- III. 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 will be allowed to be encashed at the end of the term as per rules of the Company.

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 business purpose of the Company.
2. The Company shall provide telephone including mobile phone at the residence of the Chairman & Whole-time Director at the entire cost of the Company.
3. The Chairman & Whole-time 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 Whole-time Director and other Executive Directors of the Company taken together. Provided, however, that in the event of absence or inadequacy of profit, the Chairman & Whole-time 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 Chairman and Whole-time 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 Chairman & Whole-time 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 Chairman & Whole-time Director.

Further disclosure pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is given after Item no. 6.



Except Mr. Jitendra Mamtara himself, Mrs. Karuna Mamtara and Mr. Satyen Mamtara, relatives of Mr. Jitendra Mamtara, 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.

ITEM NO. 6

Mr. Satyen Mamtara was appointed as Managing Director of the Company w.e.f. 1st April, 2010 for a period of 5 years by the members of the Company in the Annual General Meeting held on 28th July, 2010. Further Mr. Satyen Mamtara was re-appointed w.e.f. 1st April, 2013 as per the schedule XIII of the Companies Act, 1956. Since the Company was making inadequate profit the remuneration was finalized pursuant to sub clause B of Section II of Part II of Schedule XIII of the Companies Act, 1956. The maximum remuneration payable to Mr. Satyen Mamtara, Managing Director is ₹ 48 lakhs. With the introduction of the Companies Act, 2013, various Sections of erstwhile Companies Act, 1956 relating to appointment and remuneration payable to Managing Director and Whole time Director has been replaced by new Sections under the Companies Act, 2013. Schedule XIII of the Companies Act, 1956 governing the remuneration payable to Managing Director and Whole time Director in case of inadequate profit has been replaced by Schedule V of the Companies Act, 2013. Pursuant to revised Schedule V of the Companies Act, 2013, the maximum remuneration payable to Mr. Satyen Mamtara on basis of effective capital amounts to ₹ 60 lakhs plus 0.01% of the effective capital in excess of ₹ 250 Crores of effective capital through Ordinary Resolution and the said limit shall be doubled if the resolution is passed as Special resolution, against the limits of ₹ 48 lakhs as per Schedule XIII of the Companies Act, 1956.

The Board at its meeting held on 2nd May, 2014, on the recommendation of Nomination and Remuneration Committee has accorded its approval to the variations in the terms and conditions of remuneration payable to Mr. Satyen Mamtara, Managing Director of the Company w.e.f. 1st April, 2014 for the remaining period of his tenure subject to the approval of the shareholders at General Meeting on the following terms and conditions.

He will be entitled to the following remuneration:

- a) Salary: ₹ 600,000/- p.m.
- b) Performance Incentive: In addition to the salary, he will also be entitled to performance incentive payment up to an amount equivalent to a maximum of 50% of his gross annual salary computed as per (a) 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.
- c) Perquisites: In addition to the salary & 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"

I) 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 ₹ 120,000/- 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.

II) Medical Reimbursement:

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

III) 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.

IV) Personal Accident Insurance:

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

V) 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"

- I. 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.
- II. The Company shall pay Gratuity at the rate not exceeding half month's salary for each completed year of service.



III. 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.

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 Mamtara himself, Mr. Jitendra Mamtara and Mrs. Karuna Mamtara, relatives of Mr. Satyen Mamtara, 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 (For Item no. 5 & 6):

I. GENERAL INFORMATION:

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

(₹ In Lacs.)

Particulars	2013-14	2012-13	2011-12
Total Revenue	72,232.20	51,490.88	52,042.10
Profit before Depreciation, Finance Expenses & Tax	4,027.68	2,328.50	2,747.70
Depreciation, Finance Expenses & Tax	3,547.17	1,855.22	1,829.40
Net Profit after Tax	480.51	473.28	918.30
Paid up Share Capital	1,325.64	1,292.36	1,292.36
Reserves & Surplus	32,250.34	31,917.75	31,556.19

- (v) Foreign investments or collaborators, if any:

There is no foreign collaborations, however the Company has entered into joint venture arrangement with JSC Zaporozhtransformator (ZTR), Ukraine, (a leading global manufacturer of power transformers) where in the Company jointly bids for 765 kV class transformers.



II. INFORMATION ABOUT THE APPOINTEE:

A. MR. JITENDRA MAMTORA

(i) Background details:

Name of Director	Mr. Jitendra Mamtora
Designation	Chairman & Whole-time Director
Education	B.E. Electrical
Past Experience	Founder of the Company, Mr. Jitendra Mamtora holds a Bachelor's Degree in Electrical Engineering from Jalpaiguri Government Engineering College. After working as an electrical engineer in eastern India, he shifted to Gujarat and set out as an entrepreneur with a partner and was primarily engaged in repair and maintenance of small transformers. Driven by a strong intent to design and manufacture quality transformers, he soon ventured out on his own by setting up Transformers & Rectifiers in 1981. T & R, as it is more popularly known gained a pan Indian footprint within 5 years in the specialized domain of Furnace Transformers which emerged as the Company's niche product with a substantial market share for well over a decade. By the mid-nineties, the organization had created an installed capacity of 8000MVA and functioned through two manufacturing units in Gujarat. With a liberalized economy pacing accelerated development, the organization consciously scaled up its capabilities to manufacture power Transformers. Mr. Jitendra Mamtora's years of experience along with key team members was instrumental in giving them vital break through in power utilities across India. With the Company's Moraiya plant, conceived by him, the Company is now able to manufacture and supply upto 765 kV class of transformers.

(ii) Past remuneration during the last three financial years:

Financial Years	Remuneration (₹. in lacs)
2011-12	130.09
2012-13	48.00
2013-14	48.00

(iii) Recognition or Awards:

Mr. Jitendra Mamtora is an Executive Council Member of CII and Gujarat Chamber of Commerce & Industries. During his leadership, the Company has received 'Best Equipment Supplier' award from Gujarat Energy Transmission Company Limited (GETCO). The Company was included in Forbes 200 Top performing small and medium size enterprise – revenue under \$1 billion in the year 2010.

(iv) Job Profile and their suitability:

Mr. Jitendra Mamtora is founder of the Company. He is technocrat and mainly engaged in designing and upgradation of designing aspect of transformers. Also he has expertise in marketing of the transformers. He has been instrumental in scaling up the organization's manufacturing capability to 765kV & 1200 kV class transformers.

(v) Remuneration drawn/proposed:

Mr. Jitendra Mamtora was re-appointed as Whole-time Director for further period of 5 years, w.e.f. 1st January, 2012, with the same remuneration terms and conditions, as approved by the members in AGM held on 28/07/2010. No change was made in the last remuneration drawn by Mr. Jitendra Mamtora.

Proposed remuneration is already mentioned in the explanatory statement in Item no. 5.

(vi) 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 Chairman & Whole-time Director and the responsibilities shouldered by him and the industry benchmarks, the remuneration drawn by Mr. Jitendra Mamtora is much below the line, compared to remuneration packages paid to similar senior level person in other Companies.

Details of Annual remuneration package in different companies of similar line of business for similar post/ person:



Sr. No.	Name of the Company	Position	Annual Remuneration package (₹ In lacs)
1.	ABB Ltd.	Managing Director	282.71
2.	Siemens Ltd.	Managing Director	978.95
3.	Voltamp Transformers Ltd.	Managing Director	190.67
4.	Transformers & Rectifiers (India) Ltd.	Whole-time Director	48.00

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

Besides the remuneration paid to Mr. Jitendra Mamtara, he does not have any pecuniary relationship with the Company other than what has been mentioned under Related party transactions in annual report 2013-2014. Mr. Satyen Mamtara and Mrs. Karuna Mamtara are also relatives of Mr. Jitendra Mamtara, drawing remuneration.

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

B. MR. SATYEN MAMTORA

(i) **Background details:**

Name of Director	Mr. Satyen Mamtara
Designation	Managing Director
Education	Diploma holder in Electrical Engineering
Past Experience	Co-Founder of the Company, Mr. Satyen Mamtara 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 Mamtara is a lifetime member of IEEMA.

(ii) **Past remuneration during the last three financial years:**

Financial Years	Remuneration (₹ in lacs)
2011-12	77.78
2012-13	47.99
2013-14	48.00

(iii) **Recognition or Awards: Nil**

(iv) **Job Profile and their suitability:**

Mr. Satyen Mamtara, 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.

(v) **Remuneration drawn/proposed:**

Mr. Satyen Mamtara was re-appointed as Managing Director for further period of 3 years, w.e.f. 1st April, 2013, with the same remuneration terms and conditions, as approved by the members in AGM held on 28/07/2010. No change was made in the last remuneration drawn by Mr. Satyen Mamtara.

Proposed remuneration is already mentioned in explanatory statement in Item no. 6.

(vi) **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 Mamtara is much below the line, compared to remuneration packages paid to similar senior level person in other Companies.

Details of Annual remuneration package in different Companies of similar line of business for similar post/ person:



Sr. No.	Name of the Company	Position	Annual Remuneration package (₹ In lacs)
1.	ABB Ltd.	Managing Director	282.71
2.	Siemens Ltd.	Managing Director	978.95
3.	Voltamp Transformers Ltd.	Managing Director	190.67
4.	Transformers & Rectifiers (India) Ltd.	Managing Director	48.00

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

Besides the remuneration paid to Mr. Satyen Mamtara, he does not have any pecuniary relationship with the Company other than what has been mentioned under Related party transactions in annual report 2013-2014. Mr. Jitendra Mamtara and Mrs. Karuna Mamtara are also relatives of Mr. Satyen Mamtara, drawing remuneration.

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

III. OTHER INFORMATION:

i) 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 of 26% in FY 2012-13 as compared to growth of 25% in FY 2011-12. 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. The Company has registered a substantial growth in turnover in FY 2013-14, however higher raw material cost and interest cost led to inadequate Profit.

(ii) 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 & growth, the Company continues to focus on various aspects like design improvement, tapping new markets, enhancement of product portfolio.

(iii) 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 at 10% to 15% per annum.

(iv) 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. Jitendra Mamtara and Mr. Satyen Mamtara were disclosed under Corporate Governance Report in Annual Report 2013-2014.

**ITEM NO. 7**

The existing Articles of Association (“AOA”) of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of Companies Act, 1956. With the applicability of the Companies Act, 2013 w.e.f. 1st April, 2014 some regulations in the existing AOA are no longer in conformity with the new Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement, (Chapter XVI), revival and rehabilitation of sick companies, (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of Companies stand notified.

With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new set of AOA to be substituted in place of the existing AOA of the Company are based on Table F of the Companies Act, 2013 which sets out the model articles of association for a Company limited by Shares.

The proposed new draft of AOA is available for inspection by the members at the Registered Office of the Company on all working days between 11:00 A.M. to 4:00 P.M. upto the last date of voting i.e. 4th September, 2014.

The Board recommends the resolution for members’ approval. None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Date: 2nd May, 2014

Place: Ahmedabad

**By Order of the Board
For Transformers & Rectifiers (India) Ltd**

**Sd/-
Chintan M. Trivedi
Company Secretary**



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

CIN : L33121GJ1994PLC022460

Reg. Office : Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Dist: Ahmedabad-382213, Gujarat, India.

Tel.: 02717- 661661 | Fax: 02717 - 661716 | E-mail: info@transformerindia.com | www.transformerindia.com

POSTAL BALLOT FORM

Serial No.:

Name (s) of the member(s) (in block letters) (including joint holders, if any)	
Registered Address of the Sole/First named member/beneficial owner	
Registered Folio No/ DP ID*/ Client ID No.* (*Applicable to investors holding shares in demat form)	
No. of equity shares held	

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick mark (✓) at the appropriate box below :

Sr. No.	Description	No. of Share(s)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution for Increase in borrowing power u/s 180(1)(c) of the Companies Act, 2013.			
2.	Special Resolution to Mortgage, Hypothecate and/ or charge all or any of the movable and or immovable properties of the Company u/s 180(1)(a) of the Companies Act, 2013.			
3.	Ordinary Resolution to re-appoint Mr. Vinod Masson as an Executive Director of the Company upto 30 th June, 2015.			
4.	Ordinary Resolution to re-appoint Mrs. Karuna Mamtara as an Executive Director of the Company for period of 3 years.			
5.	Special Resolution to revise the terms of remuneration of Mr. Jitendra Mamtara, Chairman and Wholetime Director of the Company.			
6.	Special Resolution to revise the terms of remuneration of Mr. Satyen Mamtara, Managing Director of the Company.			
7.	Special Resolution to adopt the new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.			

Place :

Date :

Signature of Sole/ Joint Shareholder(s)

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 4th September, 2014, before 5.00 p.m

Note: Please read carefully the instructions overleaf before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by Transformers and Rectifiers (India) Ltd. (the “Company”) Envelopes containing postal ballot forms, if sent by courier, at the expenses of the member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. In case Postal Ballot Form is signed through a delegate, a copy of the power of attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every Folio/ client ID irrespective of the number of joint holders.
4. In the case of equity shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/ authority letter.
5. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer’s decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Thursday, September 4, 2014 before 5.00 P.M. Postal Ballot form received after this date will be strictly treated as if the reply from such member(s) has not been received.
7. The members whose name appears in the Register of members/ Record of Depositories as on Friday, July 25, 2014 will be considered for voting.
8. The exercise of vote by Postal Ballot is not permitted through proxy. The items of business covered by this Postal Ballot will not be transacted at any General Meeting even though members who have not exercised their franchise through Postal ballot might be present in person or through proxy at the meeting.
9. A member need not use all his votes nor does he need to cast all his votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
12. No other form or photocopy of this postal ballot is permitted for exercising the vote.
13. The result of the Postal Ballot will be declared on Wednesday, September 10, 2014 under the instructions of the Chairman & Whole time Director at the Registered Office of the Company.