



**transformers &
rectifiers (india) ltd**

Date: 12th September, 2015

Ref: TRIL/SECT/2015-16/NSE-BSE/COMPL/20

To, The Secretary BSE 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/Madam,

Sub: Voting Result of 21st Annual General Meeting (AGM) of Transformers and Rectifiers (India) Limited

Pursuant to Clause 35A of the Listing Agreement, please find attached herewith voting result (including e-voting) of 21st Annual General Meeting of the Company held on Friday, 11th September, 2015 at Survey No. 427 P/ 3-4 and 431 P/ 1-2 Sarkhej - Bavla Highway, Village: Moraiya, Taluka: Sanand, Dist.: Ahmedabad - 382 213.

The Company had appointed Mr. Tapan Shah, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting process. The Scrutinizer's report received from Mr. Tapan Shah is also attached herewith.

Request you to take the same on your records.

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Limited



**Jitendra Mamtara
Chairman & Whole-time Director
(DIN: 00139911)**

CIN No.: L33121GJ1994PLC022460

Regd. Office : Survey No. 427 P/3-4, & 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Tal.: Sanand, Dist.: Ahmedabad 382 213.
Tel.: 91 - 2717 - 661661 Fax: 91 - 2717 - 661716 E-mail: info@transformerindia.com Website: www.transformerindia.com

**Details of Voting results
21st Annual General Meeting held on 11th September, 2015**

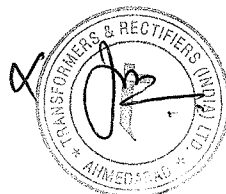
1.	Date of AGM / -EGM	11 th September, 2015
2.	Total no. of shareholders on cut-off date	31855
3.	No. of Shareholders present in the meeting either in person or through proxy (a) Promoters and Promoters Group: (b) Public:	3 41
4.	No. of Shareholders attended the meeting through video conferencing (a) Promoters and Promoters Group: (b) Public:	Not Arranged

Details of Agenda:

The mode of voting for all resolutions was e-voting and Poll conducted at the 21st Annual General Meeting.

Agenda / Item No.	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
1.	Adoption of financial statements Standalone and consolidated of the Company as on 31 st March, 2015.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority
2.	Re-appointment of Mrs. Karuna Mamtara (DIN: 00253549) who retires by rotation.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority
3.	Ratification of Appointment of M/s. Deloitte Haskins & Sells, Ahmedabad (Firm Registration no. 117365W) as Statutory Auditors of the Company.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority
4.	Re-appointment of Mr. Vinod Masson as an Executive Director of the Company.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority
5.	Ratification of remuneration of Cost Auditors.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority

Results of the Voting in the format as prescribed in Clause 35A of the Listing Agreement is annexed herewith.



CIN No.: L33121GJ1994PLC022460

DETAILS OF VOTING RESULT OF ANNUAL GENERAL MEETING (INCLUDING E-VOTING) AS REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
1.	Adoption of financial statements Standalone and consolidated of the Company as on 31 st March, 2015.	Ordinary Resolution	Poll / e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	9928415	9928023	99.996	9928023	0	100.000	0.000
Public Institutional holders	809241	422411	52.198	422411	0	100.000	0.000
Public – Others	2518755	25268	1.003	25268	0	100.000	0.000
Total	13256411	10375702	78.269	10375702	0	100.000	0.000





CONTINUATION SHEET

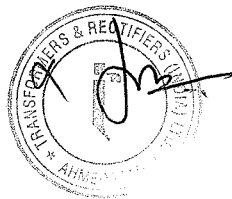
DETAILS OF VOTING RESULT OF ANNUAL GENERAL MEETING (INCLUDING E-VOTING) AS REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
2.	Re-appointment of Mrs. Karuna Mamtora (DIN: 00253549) who retires by rotation.	Ordinary Resolution	Poll/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
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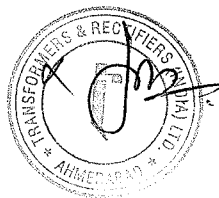
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Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
3.	Ratification of Appointment of M/s. Deloitte Haskins & Sells, Ahmedabad (Firm Registration no. 117365W) as Statutory Auditors of the Company.	Ordinary Resolution	Poll/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	9928415	9928023	99.996	9928023	0	100.000	0.000
Public Institutional holders	809241	422411	52.198	422411	0	100.000	0.000
Public – Others	2518755	25268	1.003	25268	0	100.000	0.000
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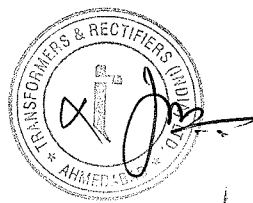
DETAILS OF VOTING RESULT OF ANNUAL GENERAL MEETING (INCLUDING E-VOTING) AS REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
4.	Re-appointment of Mr. Vinod Masson as an Executive Director of the Company.	Ordinary Resolution	Poll/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	9928415	9928023	99.996	9928023	0	100.000	0.000
Public Institutional holders	809241	422411	52.198	422411	0	100.000	0.000
Public – Others	2518755	25268	1.003	25268	0	100.000	0.000
Total	13256411	10375702	78.269	10375702	0	100.000	0.000





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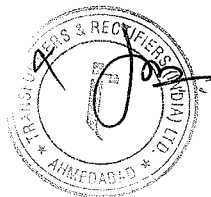
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Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
5.	Ratification of remuneration of Cost Auditors.	Ordinary Resolution	Poll/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	9928415	9928023	99.996	9928023	0	100.000	0.000
Public Institutional holders	809241	422411	52.198	422411	0	100.000	0.000
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Total	13256411	10375702	78.269	10375702	0	100.000	0.000





TAPAN SHAH
Company Secretary

816-818, Anand Mangal-3, Opp. Core House,
Nr. Doctor House, Ellisbridge, Ahmedabad-380006
Phone:(O) 26430810, 30081114 (R) 26650050
E-mail : info@tapanshah.in, tapanshah814@yahoo.com
Web : www.tapanshah.in

To

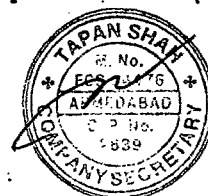
The Chairman of the Meeting
Transformers & Rectifiers (India) Limited
Ahmedabad

Dear Sir,

Subject: Declaration of Consolidated Results of Remote E-voting and Physical voting through Ballot process in respect of resolutions placed in the notice of 21st Annual General Meeting of members of the Transformers & Rectifiers (India) Limited held on 11th September, 2015

I, Mr. Tapan Shah, Practicing Company Secretary, has been appointed as a Scrutinizer of Transformers & Rectifiers (India) Limited ("the Company"), pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the remote e-voting and physical voting through ballot process at the 21st Annual General Meeting ("AGM") of the Company in a fair and transparent manner on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 27th May, 2015 of AGM of the Equity Shareholders of the Company, held on 11th day of September, 2015 at 11.00 a.m. at Registered Office of the Company.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the listing agreement, relating to remote e-voting and physical voting through ballot process on the resolution contained in the aforesaid notice to the AGM of the members of the company. My responsibility as a scrutinizer is to ensure and scrutinize the voting done through remote e-voting and physical voting through ballot process in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services Limited (CDSL) and of physical voting through ballot process.





Following resolutions were carried out by the Company at the AGM;

- i. **Ordinary Resolution** To consider and adopt the Standalone financial statement of the Company for the financial year ended on 31st March, 2015 and Reports of the Board of Directors' and Auditors' thereon; and Consolidated financial statement of the Company for the financial year ended on 31st March, 2015.
- ii. **Ordinary Resolution** To appoint a Director in place of Mrs. Karuna Mamotra (DIN - 00253549) who retires by rotation and being eligible offers herself for re-appointment.
- iii. **Ordinary Resolution** To ratify appointment of Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration.
- iv. **Ordinary Resolution** To re-appoint Mr. Vinod Masson as an Executive Director of the Company on such remuneration terms as mentioned in the explanatory statement.
- v. **Ordinary Resolution** under section 148 and any other applicable provisions of the Companies Act, 2013 and rules made there under for the approval for remuneration of the cost auditor of the company for FY. 2015-16.

I hereby report as under;

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 7th August, 2015, the Company completed dispatch of the Notice of the AGM:
 - A. by email to Members who had registered their email-ids with the Company on or before 14th August, 2015 and
 - B. by Courier to Members in physical form on or before 14th August, 2015.
2. The Company has also placed the Notice of 21st AGM on the Web site of the Company as well as web Site of E-voting Agency i.e. CDSL.
3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in;
 - A. The Financial Express (Vernacular Language - Gujarati) on 15th August, 2015
&
 - B. The Financial Express (English Language) on 15th August, 2015.



4. The Shareholders holding Shares as on the "Cut off" date, i.e. **4th September, 2015** were entitled to vote through remote evoting and voting at the AGM through Physical ballot process on the resolutions as mentioned in the Notice of AGM of the Company.
5. In terms of the aforesaid Notice, remote e-voting was open for three days from **9.00 a.m. on Tuesday, 8th September, 2015 to 05.00 p.m. on Thursday, 10th September, 2015** and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary, on remote e-voting platform provided by Central Depository Services Limited (CDSL).
6. Further, at the venue of Annual General Meeting, the Company has provided the facility of voting at the meeting through physical ballot papers to those Shareholders who were present at the Meeting and had not voted through remote e-voting.
7. After the conclusion of voting at the Annual General Meeting, I first counted the Vote cast at the meeting through physical ballots papers and thereafter unblocked the votes cast through remote e-voting on Friday, the 11th day of September, 2015 around 3:15 p.m. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mr. Naresh Prajapati and Mr. Hitesh Lachhwani, who are not in employment of the Company.
8. The consolidated results of remote e-voting and physical ballot papers voting in respect of resolutions placed in the notice of 21st Annual General Meeting held on, 11th September, 2015 is **annexed herewith**.
9. The Register, all other papers and relevant records relating to electronic voting and voting at the AGM through physical ballot process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.



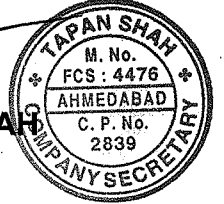
10. The result of the voting by members through remote e-voting and physical ballots at the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman or any other Director, as decided by the Board of Director of the Company and who has also countersigned this report.

Place : Ahmedabad

Signature : 

Date : 11th September, 2015 Name of Company Secretary : TAPAN SHAH

C.P.No. : 2839



Declaration

We, the undersigned witnesseth that;

1. The physical ballot papers were opened in our presence;
2. The remote e-voting result/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 3:15 p.m. on 11th September, 2015 at the office of Mr. Tapan Shah, the scrutinizer.

Place: Ahmedabad

Date : 11th September, 2015

Witness 1:

Mr. Naresh Prajapati

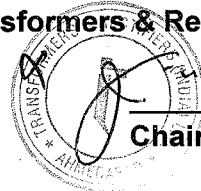
41, Vijaylaxmi Soc, Nr Kabadi -3,
Bhulabhai road, Ahmedabad
- 380006

Witness 2:

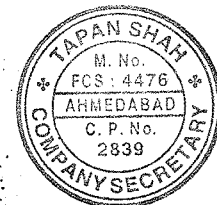
Mr. Hitesh Lachhwani

8, Maheshwari Park Soc.
Garden Road, Bhadwatnagar
Ahmedabad – 380 008

Countersigned by
For Transformers & Rectifiers (India) Limited




 Chairman



Detailed Consolidated Results of Remote e-voting and Ballot Forms voting

Annexure

Resolution 1 - To consider and adopt the Standalone financial statement of the Company for the financial year ended on 31st March, 2015 and Reports of the Board of Directors' and Auditors' thereon; and Consolidated financial statement of the Company for the financial year ended on 31st March, 2015.. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	19	35	54	718	10374984	10375702	100.000
Assent	19	35	54	718	10374984	10375702	100.000
Dissent	0	0	0	0	0	0	0.000
Total	19	35	54	718	10374984	10375702	100.000

Resolution 2 - To appoint a Director in place of Mrs. Karuna Mamtor (holding DIN - 00253549) who retires by rotation and being eligible offers herself for re-appointment - **Ordinary Resolution**

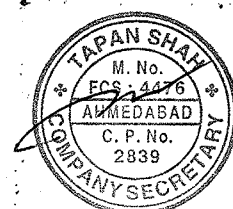
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Assent	19	35	54	718	10374984	10375702	100.000
Dissent	0	0	0	0	0	0	0.000
Total	19	35	54	718	10374984	10375702	100.000

Resolution 3 - To ratify appointment of Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	19	35	54	718	10374984	10375702	100.000
Assent	19	35	54	718	10374984	10375702	100.000
Dissent	0	0	0	0	0	0	0.000
Total	19	35	54	718	10374984	10375702	100.000

Resolution 4 - To re-appoint Mr. Vinod Masson as an Executive Director of the Company. - **Ordinary Resolution**

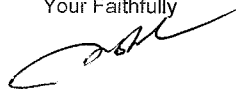
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Dissent	0	0	0	0	0	0	0.000
Total	19	35	54	718	10374984	10375702	100.000



Resolution 5 - To approve the remuneration of the Cost Auditor for the FY ending 31st March, 2016 - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	19	35	54	718	10374984	10375702	100.000
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Dissent	0	0	0	0	0	0	0.000
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Thanking You
Your Faithfully



Tapan Shah
C.P. No.: 2839

