

Date: 27th September, 2014

Ref: TRIL/SECT/2014-15/NSE-BSE/COMPL/21

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/Madam,

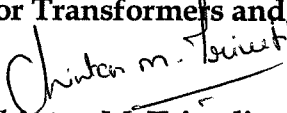
Sub: Proceeding of Postal Ballot

With reference to caption subject, please find enclosed herewith copy of proceedings of Postal Ballot held on 10th September, 2014 at 11.00 a.m. at Registered Office of the Company, relating to declaration of the result on the voting by Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 on Special/ Ordinary Resolutions as set out in the Postal Ballot Notice dated 2nd May, 2014, pursuant to Section 110 of the Act.

Please take the same on your record.

Thanking you,

Yours faithfully
For Transformers and Rectifiers (India) Ltd


Chintan M. Trivedi
Company Secretary

CERTIFIED TRUE COPY OF THE PROCEEDINGS HELD ON 10TH SEPTEMBER, 2014 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY, RELATING TO DECLARATION OF RESULTS ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ON SPECIAL/ ORDINARY RESOLUTION AS SET OUT IN THE NOTICE DATED 2ND MAY, 2014 PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013.

Present:

Mr. Jitendra Mamtora	Chairman of the Board of Directors
Mr. Satyen Mamtora	Managing Director
Mrs. Karuna Mamtora	Executive Director
Mr. Vinod Masson	Executive Director
Mr. Rahul Shah	Chief Financial Officer
Mr. Chintan M. Trivedi	Company Secretary
Mr. Tapan Shah	Scrutinizer for the Postal Ballot

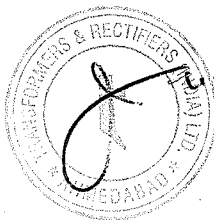
The Chairman stated that Company had, on 1st August, 2014, dispatched to all the Shareholders, a Notice dated 2nd May, 2014, for obtaining the consent of the Shareholders to the following resolutions by means of Postal ballot.

The Chairman further informed that the Shareholder's approval for the proposed resolution was sought by Postal ballot in accordance with the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Accordingly, the Postal ballot notice dated 2nd May, 2014 along with explanatory statement annexed to it was sent to the Shareholders along with Postal ballot form for their consideration. Mr. Tapan Shah, Practicing Company Secretary (Membership no: FCS no. 4476, CP No. 2839 was appointed as scrutinizer for conducting the Postal ballot process including e-voting through Central Depository Services (India) Ltd in accordance with the law in fair and transparent manner.

The dispatch of aforesaid notice to the members of the Company was completed on 1st August, 2014 and the newspaper advertisement to the effect was published, both in the English and Gujarati newspaper on 2nd August, 2014.

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 had engaged the services of Central Depository Services (India) Ltd to provide e-voting facility to the members of the Company. Accordingly, the



Company had provided e-voting facility as an alternate, which would enable the members to cast votes electronically instead of returning Postal ballot form.

The e-voting period commenced on 4th August, 2014 (9:00 a.m.) and ended on 4th September, 2014 (05:00 pm).

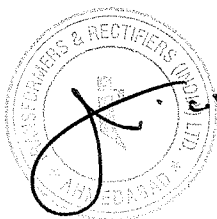
He further stated that it was mentioned in the Notice dated 2nd May, 2014 that the Postal ballot form sent therewith be returned by the Members duly completed in all respect so as to reach the scrutinizer before 5:00 P.M. on 4th September, 2014.

The Chairman thereafter stated that the scrutinizer had submitted his report on 9th September, 2014 after considering the e-voting through CDSL platform and carrying out the scrutiny of all the Postal ballot forms received upto 5:00 P.M. on 4th September, 2014. Scrutinizer's report was placed on the table for perusal.



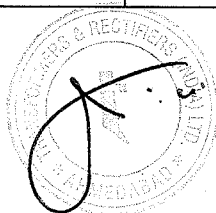
The Chairman then announced the following result of the Postal ballot as per the Scrutinizer's Report:

Summary of Results through Electronic Votes / Ballot Papers							
Sr. No.	Particulars	Resolution 1 SR		Resolution 2 SR		Resolution 3 OR	
		No. of E-Voting /BP	No. of Shares	No. of E-Voting /BP	No. of Shares	No. of E-Voting /BP	No. of Shares
A(i)	E-voting Received	58	10318644	58	10318644	58	10318644
(ii)	Less: E-voting Not voted for	0	0	0	0	0	0
(iii)	Less: Invalid E- voting due to related parties interested.	0	0	0	0	0	0
	Total valid E- voting exercised (A)	58	10318644	58	10318644	58	10318644
B(i)	Total Ballot Papers(BP) received (Physical)	10	1173	10	1173	10	1173
(ii)	Less: Invalid Ballot Papers	0	0	0	0	0	0
(iii)	Less: Invalid Ballot Papers due to related parties interested	0	0	0	0	0	0
	Total valid Ballot Papers (B)	10	1173	10	1173	10	1173
	Total Valid voting through E-voting/ Ballot Papers (A+B)	68	10319817	68	10319817	68	10319817
C.	Less: Ballot Papers- not voted for	0	0	0	0	0	0
D.	Net Valid E- voting/Ballot Papers exercised:	68	10319817	68	10319817	68	10319817
(i)	e-Voting/ Ballot Papers with assent for the Resolution	61	9965160	60	9965124	63	10319537
	% of Assent	89.706	96.563	88.235	96.563	92.647	99.997
(ii)	e-Voting/ Ballot Papers with dissent for the Resolution	7	354657	8	354693	5	280
	% of Dissent	10.294	3.437	11.765	3.437	7.353	0.003
	Total	68	10319817	68	10319817	68	10319817
	Total%	100.000	100.000	100.00	100.000	100.00	100.000



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Sr. No.	Particulars	Resolution 4 OR		Resolution 5 SR		Resolution 6 SR		Resolution 7 SR	
		No. of E-Voting/ BP	No. of Shares	No. of E-Voting/ BP	No. of Shares	No. of E-Voting/ BP	No. of Shares	No. of E-Voting/ BP	No. of Shares
A(i)	E-voting Received	58	10318644	58	10318644	58	10318644	58	10318644
(ii)	Less: E-voting Not voted for	1	1	1	1	1	1	1	1
(iii)	Less: Invalid E- voting due to related parties interested.	0	0	0	0	0	0	0	0
	Total valid E- voting exercised (A)	57	10318643	57	10318643	57	10318643	57	10318643
B(i)	Total Ballot Papers(BP) received (Physical)	10	1173	10	1173	10	1173	10	1173
(ii)	Less: Invalid Ballot Papers	0	0	0	0	0	0	0	0
(iii)	Less: Invalid Ballot Papers due to related parties interested	0	0	0	0	0	0	0	0
	Total valid Ballot Papers (B)	10	1173	10	1173	10	1173	10	1173
	Total Valid voting through E-voting/ Ballot Papers (A+B)	67	10319816	67	10319816	67	10319816	67	10319816
C.	Less: Ballot Papers- not voted for	0	0	0	0	0	0	0	0
D.	Net Valid E- voting/ Ballot Papers exercised:	67	10319816	67	10319816	67	10319816	67	10319816
(i)	e-Voting/ Ballot Papers with assent for the Resolution	61	10319481	54	10319263	54	10319263	62	10318407
	% of Assent	91.045	99.997	80.597	99.995	80.597	99.995	92.537	99.986
(ii)	e-Voting/ Ballot Papers with dissent for the Resolution	6	335	13	553	13	553	5	1409
	% of Dissent	8.955	0.003	19.403	0.005	19.403	0.005	7.463	0.014
	Total	67	10319816	67	10319816	67	10319816	67	10319816
	Total%	100.000	100.000	100.000	100.000	100.000	100.000	100.000	100.000



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The Special / Ordinary Resolutions duly approved by the members are as follows:

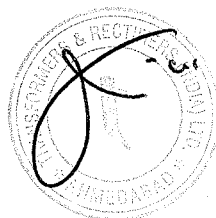
Resolution no. 1: Special Resolution for Increase in Borrowing Power u/s. 180(1)(c) of the Companies Act, 2013.

"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 Rs. 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."

Resolution no. 2: Special Resolution for Mortgage, Hypothecate and/or charge all or any movable and or immovable properties of the Company u/s. 180(1)(a) of the Companies Act, 2013.

"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



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payable by the Company in respect of the said loans, shall not, at any time exceed the limit of Rs. 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."

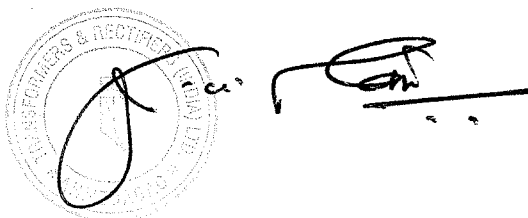
Resolution no. 3: Ordinary Resolution for re-appointment of Mr. Vinod Masson as an Executive Director of the Company upto 30th June, 2015.

"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."

Resolution no. 4: Ordinary Resolution for re-appointment of Mrs. Karuna Mamtara as an Executive Director of the Company for a period of 3 (Three) years.

"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

A circular stamp of the Board of Directors is visible, with the text "BOARD OF DIRECTORS" around the perimeter. Overlaid on the stamp is a large, stylized handwritten signature in black ink.

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."

Resolution no. 5: Special Resolution to revise the remuneration of Mr. Jitendra Mamtara, Chairman and Wholetime Director of the Company.

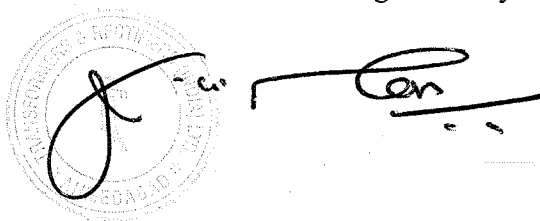
"RESOLVED THAT in accordance with provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013 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."

Resolution no. 6: Special Resolution to revise the terms of remuneration of Mr. Satyen Mamtara, Managing Director of the Company.

"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

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(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 Mamtara (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 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."

Resolution no. 7: Special Resolution to adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

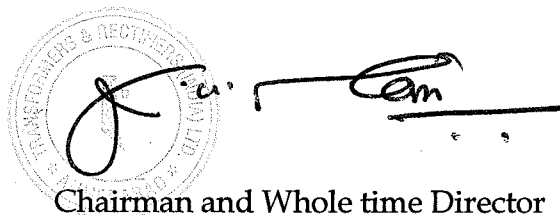
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the 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."

The Chairman thereafter stated that all the above Special/ Ordinary resolution as set out in the Postal ballot Notice dated 2nd May, 2014 were duly passed by the members with requisite majority and that the date of declaration of results i.e. Wednesday, 10th September, 2014 shall be the date of passing of the Special Resolution.

Place: Ahmedabad

Date: 10th September, 2014



Chairman and Whole time Director