



**Date: 6<sup>th</sup> December, 2023**

**Ref: TRIL/SECT/2023-24/NSE-BSE/COMPL/92**

<b>To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Security Code : 532928</b>	<b>To, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051 Trading Symbol : TRIL</b>
<b>To, National Securities Depository Limited Trade World, 5<sup>th</sup> floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013</b>	<b>To, Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers, 17<sup>th</sup> Floor, Dalal Street, Fort, Mumbai - 400 023</b>

Dear Sir/Madam,

**Sub: Intimation regarding Dispatch of Notice of Postal Ballot**

Pursuant to the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed herewith Notice of Postal Ballot seeking approval of Members for *Re-appointment of Mr. Subir Kumar Das (DIN: 02237356) as an Independent Director*

Date of events relevant to Postal Ballot are as below:

#	Particulars	Date
1	Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, 1 <sup>st</sup> December, 2023	06/12/2023
2	Date of Commencement of e-Voting	10/12/2023 [from 9.00 a.m. (IST)]
3	Date of Ending of e-Voting ("Last Date")	09/01/2024 [ends at 5.00 p.m. (IST)]
4	Results of Postal Ballot	on or before 11/01/2024

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at [www.transformerindia.com](http://www.transformerindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com)



Please take the same on your record.

Thanking you,

Yours faithfully,

**For Transformers and Rectifiers (India) Limited**

**Rakesh Kiri**  
**Company Secretary**

Encl.: As above

**C.C:**  
**To,**  
**Link Intime India Private Limited,**  
**C 101, 247 Park,**  
**L B S Marg, Vikhroli West,**  
**Mumbai -400083**

T & R is one of the leading manufacturers of a wide range of transformers globally. Today T & R is second largest Transformer manufacturing company based on Capacity in India. It has capability to develop world class power, distribution, furnace and specialty transformers with world class infrastructure at three plants around the city of Ahmedabad (Gujarat, India). T & R is managed by a highly skilled and experienced team of approximately 1200 employees, who consistently ensure that each and every activity factors in an adherence to high quality benchmarks established by the organisation.

CIN No.: L33121GJ1994PLC022460

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



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

## NOTICE OF POSTAL BALLOT

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 and 108 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, read with the General Circular No. 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs, Government of India (referred to as the "MCA Circular"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

Further, the resolution seeking approval for **reappointment of Mr. Subir Kumar Das (DIN: 02237356) as an Independent Director** is proposed to be passed as a Special Resolution by the Members of Transformers and Rectifiers (India) Limited ("**Company**") through Postal Ballot only by voting through electronic means ("**remote e-voting**"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 3<sup>rd</sup> November, 2023, has appointed Mr. Tapan Shah (Membership No. F4476), Practising Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09.00 a.m. (IST) on Sunday, 10<sup>th</sup> December, 2023 and ends at 05.00 p.m. (IST) on Tuesday, 9<sup>th</sup> January 2024. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 11<sup>th</sup> January, 2024.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.transformerindia.com](http://www.transformerindia.com) and on the website of Central Depository Services India Limited ("**CDSL**") [www.evotingindia.com](http://www.evotingindia.com).

### RESOLUTION NO. 1 :

#### To reappoint Mr. Subir Kumar Das (DIN: 02237356) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a *Special Resolution*:

**"RESOLVED THAT** pursuant to the provisions of Section 149(10), 152 and other applicable provisions of the Companies Act, 2013 and rules made there under (including statutory modifications or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Regulation 25 of the SEBI (LODR) Regulation, 2015, Mr. Subir Kumar Das (DIN: 02237356), whose present term of office as an Independent Director expired on 13<sup>th</sup> November, 2023, who has given his consent for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and also declared that he has not been debarred from holding the office of the director or continuing as a director of the Company by SEBI/MCA or any other authority and who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) consecutive years commencing from 14<sup>th</sup> November, 2023 to 13<sup>th</sup> November, 2028 and that he shall not be liable to retire by rotation;

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

**By Order of the Board of Directors  
For Transformers and Rectifiers (India) Limited**

Rakesh Kiri

**Company Secretary  
Registered Office:**

Survey No. 427 P/3-4, & 431 P/1-2,  
Sarkhej-Bavla Highway, Village: Moraiya,  
Taluka: Sanand, Dist. Ahmedabad-382213  
Gujarat, INDIA  
CIN: L33121GJ1994PLC022460  
Email: cs@transformerindia.com  
Website: www.transformerindia.com

**Place:** Ahmedabad  
**Date:** 3<sup>rd</sup> November, 2023

**Note:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment are also annexed to this Notice.
3. In compliance with MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
4. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
5. Results of Postal Ballot will be announced by the Chairman or any other person authorised by the Chairman in writing for this purpose not later than 2 days from the conclusion of the e-voting i.e. Thursday, 11<sup>th</sup> October, 2023 at the Registered Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the shares of the Company are presently listed. Additionally, the results will also be displayed on the Company's website viz. www.transformerindia.com and on website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
6. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Tuesday, 9<sup>nd</sup> January 2024.
7. Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the details of Directors seeking re-appointment by way of Postal Ballot are provided hereunder. The Directors have furnished consent/ declaration for appointment/ reappointment as required under the Companies Act, 2013 and the Rules made thereunder.

<b>Name of Director</b>	<b>Mr. Subir Kumar Das</b>
<b>DIN</b>	02237356
<b>Date of Birth</b>	18/11/1953
<b>Date of reappointment</b>	14/11/2023
<b>Qualifications</b>	MBA (Finance), MSc (Chemistry) and CAIIB.
<b>Expertise in specific functional areas</b>	Mr. Subir Kumar Das Director Mr. Das has 36 years' experience in commercial banking, superannuated as Chief General Manager (HRM) from Bank of Baroda (BOB). He was also Advisor (HR) to CMD, BOB. Mr Das is Advisor and Faculty with Mckinsey & Company in HR and BPR areas. He is visiting faculty in NIBM Pune and various management institutes. He conduct sessions on Managing Change, Innovation, HR Management, Leadership etc

List of Public Ltd. Co. in which Directorship held	2
*Chairman/ Member of the Committees of the Board of Directors of the Company	4
*Chairman/ Member of the committees of Directors of other Company	1
No. of Shares held	0

\*Chairmanship/membership of the Audit Committee and Stakeholders' Grievance Relationship Committee has been considered.

8. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
9. The instructions for remote e-voting are as under:
  - a. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circular and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members.
  - b. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 1<sup>st</sup> December 2023 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 09.00 a.m. (IST) on Sunday, 10<sup>th</sup> December, 2023 and ends at 05.00 p.m. (IST) on Tuesday, 9<sup>th</sup> January, 2024. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
  - c. The Board of Directors of the Company has appointed Mr. Tapan Shah (Membership No. F4476), Practising Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
  - d. The details of the process and manner for remote e-voting of CDSL e-Voting System for Postal Ballot are explained herein below:

**The Instructions of Shareholders for Remote E-Voting:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 09.00 a.m. (IST) on Sunday, 10<sup>th</sup> December, 2023 and ends at 05.00 p.m. (IST) on Tuesday, 9<sup>th</sup> January, 2024 During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 1<sup>st</sup> December, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for **e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>I. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>II. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>III. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>IV. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service</p>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Transformers and Rectifiers (India) Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [tapanshah814@yahoo.com](mailto:tapanshah814@yahoo.com) and [cs@transformerindia.com](mailto:cs@transformerindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@transformerindia.com](mailto:cs@transformerindia.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33



## EXPLANATORY STATEMENTS

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

### Resolution No. 1:

Mr. Subir Kumar Das aged 69 years is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 14<sup>th</sup> November, 2014. Mr. Das is the member of the Audit Committee, Corporate Social Responsibility Committee Nomination and Remuneration Committee and Stakeholder's Grievance and Relationship Committee of the Board of Directors of the Company.

Mr. Das was Core operational banker, served 36 years and superannuated as Chief General Manager (HRM) from a leading public sector Bank, Bank of Baroda. Engaged in various business reengineering and transformation projects in bank viz. HR transformation, Training, retail banking, SME banking, branch banking. After superannuation, worked for four years with Mckinsey & Company as Advisor and Faculty in HR and Business Process Reengineering in BFSI segment. Visiting Faculty and HR consultant with NIBM Pune, BOB, Apex Training College, Ahmadabad, take sessions on Innovation, leadership, HR, strategic planning and execution.

He does not hold by himself or for any other person on a beneficial basis, any Shares in the Company. Apart from Transformers and Rectifiers (India) Limited, Mr. Das holds directorships in Dishman Carbogen Amcis Limited, Troikaa Pharmachem Private Limited, SME Mavens Private Limited, Troikaa Pharmaceuticals Limited and IRM Enterprises Private Limited

In the opinion of the Board, Mr. Das fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Das was appointed as an Independent Director of the Company for a term upto 13<sup>th</sup> November, 2023 and the Board of Directors at its meeting held on 3<sup>rd</sup> November, 2023 has, on the recommendation of Nomination and Remuneration Committee, reappointed Mr. Das as an Independent Director of the Company for a period of 5 years w.e.f 14<sup>th</sup> November, 2023. Mr. Das being eligible and offering himself for reappointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 13<sup>th</sup> November, 2028. A notice has been received from a member proposing Mr. Das as a candidate for the office of Director of the Company.

The Board consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Subir Kumar Das as an Independent Director. Accordingly, the Board recommends the resolution in relation to reappointment of Mr. Subir Kumar Das as an Independent Director, for the approval by the shareholders of the Company. He is not liable to retire by rotation.

Except Mr. Subir Kumar Das, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Resolution No. 1. This explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulation, 2015.

### By Order of the Board of Directors For Transformers and Rectifiers (India) Limited

Rakesh Kiri

**Company Secretary  
Registered Office:**

Survey No. 427 P/3-4, & 431 P/1-2,  
Sarkhej-Bavla Highway, Village: Moraiya,  
Taluka: Sanand, Dist. Ahmedabad-382213  
Gujarat, INDIA  
CIN: L33121GJ1994PLC022460  
Email: cs@transformerindia.com  
Website: www.transformerindia.com

**Place:** Ahmedabad  
**Date:** 3<sup>rd</sup> November, 2023