

TARAPUR TRANSFORMERS LTD.

Dated: 7th September, 2019

To,

Department of Corporate Services BSE Ltd. P.J. Towers, Dalal Street, Mumbai - 400 001	The Manager-Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
Stock Code: 533203	Stock Code: TARAPUR

Dear Sir / Madam,

Sub: Annual Report of 31st Annual General Meeting of the Company

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, enclosed is 31st Annual Report for the year ended March 31, 2019 along with the Notice of the Annual General Meeting to be held on Monday, the 30th day of September 2019 at 11.00 A.M. at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400064.

Kindly take the same on your records.

Thanking You,

Yours faithfully,

For Tarapur Transformers Limited

**Suresh Sakharam More
Managing Director
DIN: 06873425**



TARAPUR
TRANSFORMERS LTD.

ANNUAL REPORT 2018-19

Corporate Identification Number	L99999MH1988PLC047303
Website	www.tarapurtransformers.com
Board of Directors	Mr. Rajendrakumar Choudhary Mr. Suresh Sakharam More Ms. Kiren Shrivastav Mr. Lalit Laxiram Agarwal
Company Secretary & Compliance Officer	Ms. Rachana Baria
Investor Relations Email ID	complianceofficer@tarapurtransformers.com
Chief Financial Officer	Mr. Kanji Dayabhai Chavda
Registered Office	S-105, 1 st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai- 400067 Tel. No. 022- 2867 0603/04 Email – complianceofficer@tarapurtransformers.com
<u>Units</u>	
Pali Unit	141, Manor Road, Village Pali Post – Posheri, Taluka – Wada, Dist.- Thane Tel – (91 2526) 645977 Fax - (91 2526) 271154
Vadodara Unit	L/25/5, GIDC Industrial Estate Por- Ramnagamdi, Vadodara, Gujarat Tel- 0265-2830290 Fax – 0265-2339629
Statutory Auditors	M/s. Dalal & Kala Associates (Chartered Accountants) 14/1, Khethan Shopping Centre,

	Opp. Malad Telephone Exchange, S.V. Road, Malad (West), Mumbai- 400064
Registrar & Share Transfer Agents	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai – 400059. Tel-02262638200 Email: investor@bigshareonline.com
Main Bankers	Canara Bank Overseas Main Branch, 211, Dalamal Tower, Nariman Point, Mumbai -400021

CORPORATE IDENTITY NUMBER : L99999MH1988PLC047303

Website : www.tarapurtransformers.com

Investor Relations Email ID : complianceofficer@tarapurtransformers.com

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NOTICE

NOTICE is hereby given that the **31st Annual General Meeting** of the Members of **Tarapur Transformers Limited** will be held at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064, Maharashtra on Monday, 30th September, 2019 at 11.00 a.m. to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2019 including Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss Account and Statement of Cash Flow, for the year ended as on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajendrakumar Choudhary (DIN: 00494663) who retires by rotation and being eligible offers himself for re-appointment.

NOTES:

- a. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself and the proxy/ proxies need not be a member of the Company. The instrument appointing a proxy/ proxies should, than 48 hours before the commencement of the meeting.
- b. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
- d. The Company has notified closure of register of members and transfer books from Thursday, September 26, 2019 to Monday, September 30, 2019 (both days inclusive).
- e. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the Registrar and Share Transfer Agents of the Company.
- f. **All the physical shareholders of the Company are requested to dematerialize their shares. It is hereby informed that pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. In order to comply with the above regulation the shareholders of the Company who are still holding their shares in physical mode are requested to dematerialize their shares.**
- g. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/ name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Any changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members. In case of Members holding shares in physical form, such information is required to be provided to the Company's Registrars and Transfer Agents.
- h. The Register of Director and Key Managerial Personnel and their Shareholding maintained, under section 170 of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the 31st Annual General Meeting.

- i. Non – Resident Indian members are requested to inform the Company’s Registrar and Share Transfer Agents M/s. Bigshare Services Pvt. Ltd. immediately of -
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- j. To support the ‘Green Initiative’, the Members who have not registered their email addresses are requested to register the same with Company’s Registrars and Transfer Agents/Depositories. In other cases, an Abridged Annual Report is being sent to the Members. The Members who are desirous of receiving the full Annual Report may write to the Company’s Registrar for a copy of the same.
- k. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting, therefore, members are requested to bring their respective copy of the Annual Report to the meeting and affix their signature at the place provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance to the place of the meeting.
- l. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- m. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided their members facility to exercise their votes by electronic through the electronic (e-voting) service facilitated by the National Securities Depository Limited (NSDL). The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The board has appointed M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary, as the scrutinizer to scrutinize e-voting/ballot process in a fair and transparent manner.
- n. The remote e-voting period commences on 27th September, 2019 (9:00 am IST) and ends on 29th September, 2019 (5:00 pm IST). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it subsequently.
- o. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- p. Instructions for members for e-voting are as under:
 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Enter your user ID and password as initial password/PIN noted in step (i) above. Click Login. **NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsd.com.**

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- (v) After successful login, you can change the password with new password of your choice.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "TARAPUR TRANSFORMERS LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number)/ USER ID/ PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- q. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of **www.evoting.nsdl.com** or call on toll free no.: **1800-222-990**.
- r. 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 future communication(s).
- s. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2019.
- t. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e -voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- u. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer; by use of "Remote E-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- v. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- w. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tarapurtransformers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Details of Director seeking appointment and re-appointment at the Annual General Meeting Pursuant to SEBI Listing Regulations and Secretarial Standards - 2 on General Meetings

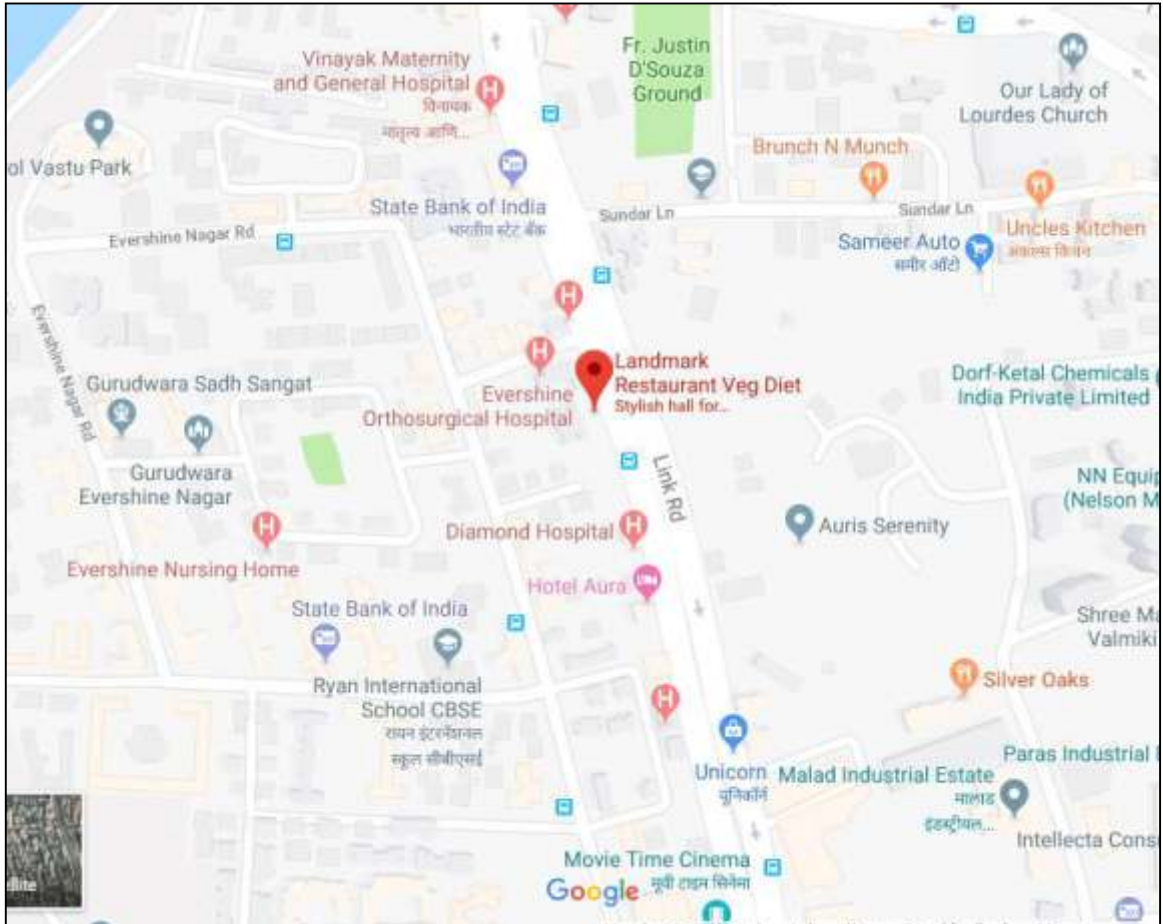
Name of Director	Mr. Rajendrakumar Choudhary
Date of Birth	12-11-1960
Date of appointment	30/06/2017
Qualification	B.com
List of Directorship held in other Companies	Bilpower Limited Bil Energy Systems Limited Eleetrofer Steel (India) Private Limited Viniyog Mercantile Private Limited K2K Consultancy Services Private Limited Choudhary Global Limited
*Chairman/ Member of the Committees of the Board of Directors of the Company	Members in 3 committees
*Chairman/ Member of the committees of Directors of other Companies	-
No of Shares held	272545
Relationship with existing Directors of the Company	Not related

**By Order of the Board of Director
For Tarapur Transformers Limited**

Sd/-
Mr. Suresh More
Managing Director
(DIN: 06873425)

Registered Office: -
S-105, 1st Floor,
Rajiv Gandhi Commercial Complex,
Ekta Nagar, Kandivali (West),
Mumbai- 400067
Website: www.tarapurtransformers.com,
E-mail: complianceofficer@tarapurtransformers.com
CIN-L99999MH1988PLC047303
Mumbai, 03rd September, 2019

THE ROUTE MAP FOR THE VENUE OF AGM IS GIVEN BELOW.



DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting 31st Annual Report together with the Audited Accounts and Auditors' Report for the year ended 31st March, 2019.

1. **Financial summary or highlights/ Performance of the Company (Standalone):** The financial performance of the Company for the Year ended 31st March, 2019 is as summarized below:

Particulars	(Rs. In Lakhs)	
	2018-19	2017-18
Gross Turnover & Other Income	1581.04	1478.76
Profit / (Loss) before Interest, Depreciation & Taxation	254.83	(761.08)
Less - Interest	3.79	23.58
Profit / (Loss) before Depreciation & Taxation	251.04	(784.66)
Less - Depreciation	177.55	315.52
Profit / (Loss) before Exceptional Items & tax	73.49	(1100.18)
Less: Exceptional Item	-	-
Net Profit / (Loss) before Tax	73.49	(1100.18)
Less- Income tax of earlier years	-	15.15
Net Profit / (Loss) for the year	73.49	(1115.33)
Add/(less) Surplus/ (deficit) brought forward from previous Year	(4443.83)	(3328.50)
Add/(less) Retain Value Assets	-	-
Profit available for Appropriations/(Loss)	(4370.34)	(4443.83)
Appropriations:	-	-
Balance Carried to Balance Sheet	(4370.34)	(4443.83)

2. **Performance Review:**

The Net Turnover of the Company is Rs. 1581.04 Lakh and the Company has incurred net profit of Rs. 73.49 Lakh for the f. y. 2018-19 compared to net loss of Rs. 1115.33 Lakh in the previous year.

3. **Extract of Annual Return:** Extract of Annual Return as provided under sub-section (3) of section 92 in Form No. MGT - 9, **Annexure 1.**
4. **Number of meetings of the Board of Directors:** During the year 2018-19, 10 meetings of the Board of Directors are held.
5. **Directors' Responsibility Statement:** The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:
- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
 - the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. Auditors' Report:

As regards Auditors remarks in the Audit report, comments of the **Board of Directors are as under:-**

a) Auditors' Remark:

The Company has sent letters to customers in respect of trade receivables for confirming balances as at March 31, 2019, but in most of the cases the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2019. In the absence of confirmation, any provision to be made for adverse variation in the carrying amounts of trade receivable is not quantified.

Boards Comments on the same:

The Board considers all outstanding balance of customers as on 31st March, 2019 are subject to provision.

b) Auditors' Remark:

The Company has sent balance confirmation letters to parties who are not covered in the register maintained under section 189 of the Companies Act, 2013, but in most of the cases the company have not received written confirmation confirming the balance outstanding as at March 31, 2019. Further in respect of loans granted, repayment of the principal amount was not as stipulated and payment of interest has also not been regular.

Boards Comments on the same:

The Company has received balance confirmation from some of the companies and is vigorously following up with the rest of the borrowers. The company expects to receive balance confirmation from all the companies to whomsoever advances have been given. The efforts are made to regularize arrears and recovery against overdue principal and interest.

c) Auditors' Remark:

The company has not provided for Interest payable to Canara Bank amounting to Rs.1049.46 Lakhs for the year ended 31st March, 2019. The Company has also not made any provision for penal interest claimed by the bank. As a result the profit for the year ended 31st March, 2019 is overstated by Rs. 1049.46 Lakhs & current liabilities as at 31st March, 2019 are also understated by Rs.1049.46 Lakhs and reserves are overstated by Rs. 1049.46 Lakhs.

Boards Comments on the same:

Based on the Legal advice received by the company, it has been decided not to provide any interest on liability of Canara Bank.

d) Auditors' Remark:

The company has not provided for Interest payable to Dhanlaxmi Bank amounting to Rs.41.27 Lacs for the year ended 31st March, 2019. As a result the profit for the year ended 31st March, 2019 is overstated by Rs.41.27 Lacs & current liabilities as at 31st March, 2019 are also understated by Rs.41.27 Lacs and reserves are overstated by Rs.41.27 Lacs.

Boards Comments on the same:

Based on the Legal advice received by the Company, it has been decided not to provide any interest on liability of Dhanlaxmi Bank.

e) Auditors' Remark:

The company has not conducted periodic physical verification of inventory at reasonable intervals. In respect of traded stock at Mumbai Head Office, the details of finished goods stock storage location is not available for our verification.

Board Comments on the same:

Management had properly observed the inventory at regular intervals.

f) As regard Auditors' remarks in the Annexure to their report under Item No. (vii) (a) and (b) With respect to non-payment of Central Sales Tax, Sales Tax, and Income Tax the same is self explanatory.

Board Comments on the same:

The Company had paid the statutory dues though the some of the dues has been delayed because of financial position.

g) As regard Auditors' remarks in the Annexure to their report under Item No. (viii), With respect to non-payment of dues to banks the same is self explanatory

7. **Loan and Investment by Company:** Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, are given in the notes to the Financial Statements.
8. **Particulars of contracts or arrangements with related parties:** The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto is given in Form No. AOC-2, **Annexure 2**.
9. **Reserves:** In the financial year 2018-19 reserve maintained with the Company is Rs. (4370.74) Lakh while in year 2017-18, reserve was Rs. (4443.83) Lakh.
10. **Dividend:** Your Directors has not recommended any dividend for this financial year.
11. **Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:** No such Material changes occurred subsequent to closure of the financial year of the Company to which the balance sheet relates and the date of the report.
12. **Conservation of energy, technology absorption and foreign exchange earnings and outgo:** The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:
- A. Conservation of energy:**
- I. the steps taken or impact on conservation of energy: NIL;
 - II. the steps taken by the company for utilizing alternate sources of energy: NIL;
 - III. the capital investment on energy conservation equipments: NIL.
- B. Technology absorption:**
- I. the efforts made towards technology absorption: NIL;
 - II. the benefits derived like product improvement, cost reduction, product development or import substitution: NIL;
 - III. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a) the details of technology imported: NIL;
 - b) the year of import: NIL;
 - c) whether the technology been fully absorbed: NIL;

- d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NIL; and
- e) The expenditure incurred on Research and Development: NIL.

C. Foreign exchange earnings and Outgo: The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows: Inflow: Nil and Outflow: Rs. 0.61 Lakhs.

13. Risk management policy: The Company has been addressing various risks impacting the Company, reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis report.

14. Change in the nature of business, if any: No

15. Directors and Key Managerial Personnel:

A) Changes in Directors and Key Managerial Personnel:

During the Financial year 2018-19, there is no changes in composition of the Board of Directors.

But the changes has been made in Key Managerial Personnel, in 22.06.2018 Mr. Prakash Sogam resigned as a Company Secretary & Compliance Officer of the Company and appointed Ms. Rachana Baria for the same position with effect from 01.07.2018.

B) Declaration by an Independent Director(s) and re- appointment, if any:

In accordance with Regulation 25(8) of SEBI (LODR) Regulations, 2015, a declaration has submitted by Independent Directors that they meet the criteria of independence as provided in Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and sub-section (6) of Section 149 of the Companies Act, 2013 to the Company.

A separate meeting of Independent Directors was conducted as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 20th March, 2019. All the independent directors were present for the meeting.

C) Formal Annual Evaluation:

The Board has formulated a code of conduct policy for formal annual evaluation purpose which has been made by the Board of its own performance and that of its committees and individual directors.

16. COMMITTEES OF THE BOARD

The Company has constituted an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed note on the Board and its Committees are provided under the Corporate Governance Section in this Annual Report. The composition of the Committees, as per the applicable provisions of the Act and Rules, are as follows:

Name of the Committee	Composition of the Committee
Audit Committee	Mr. Lalit Laxiram Agarwal (Chairman) Mrs. Kiren Shrivastava (Member) Mr. Rajendrakumar Choudhary (Member)
Nomination and Remuneration Committee	Mr. Lalit Laxiram Agarwal (Chairman) Mrs. Kiren Shrivastava (Member) Mr. Rajendrakumar Choudhary (Member)

Stakeholders Relationship Committee	Mr. Lalit Laxiram Agarwal (Chairman) Mrs. Kiren Shrivastava (Member) Mr. Rajendrakumar Choudhary (Member)
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17. **Details of establishment of vigil mechanism for directors and employees:**
The Whistle blower policy of the Company was formulated and policy is available in the company's website www.tarapurtransformers.com.
18. **Disclosure under the sexual harassment of women:** Your Company is committed to provide and promote safe and healthy environment to all its employees without any discrimination. During the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
19. **Managerial Remuneration:**
- There are no employees covered pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
 - There is no director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report.
 - There is no such events occurs which require disclosures in the Board of Director's report under the heading "Corporate Governance", relating to the financial statement:
 - all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
 - details of fixed component and performance linked incentives along with the performance criteria;
 - service contracts, notice period, severance fees;
 - Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.
20. **Details of Subsidiary/JV/Associate Companies:** The Company has no Subsidiary/ JV/ Associate Companies during the year.
21. **Deposits:**
The Company has not accepted or invited any deposits during the financial year 2018-2019.
22. **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:** NIL
23. **Auditors:**
M/s. Dalal & Kala Associates, Chartered Accountant (firm registration number 102017W), who has been appointed by the company for periods 5 years from the financial year 2017-18 to 2021-22 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors."
- Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the 31st AGM.
24. **Disclosure, as to whether the maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.**

Based on the Auditors Report the company has maintained cost records as specified under Section 148(1) of the Act.

25. **Brief description of the Company's working during the year:** The Company has 2 manufacturing units at Boiser and Pali (Wada). However there is no manufacturing activity carried out at Boiser units.

However, the unit located at Boiser has been auctioned by Canara Bank during the year.

26. **Details in respect of internal financial controls with reference to the Financial Statements:** The Company has laid down internal financial control with reference to the financial statement. The details in the respect of internal financial control and their adequacy are included in Management Discussion and Analysis, which forms part of this report.

27. **Share Capital**

There was no change in the Authorized and Paid-up Share Capital of the Company during the year. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs. 10/- (Rupee Ten) each.

The Paid-up Share Capital of the Company is Rs. 19, 50, 00,110/- (Rupees Nineteen Crore Fifty Lakh One Hundred and Ten only) divided into 1,95,00,011 (One Crore Ninety Five Lakh and Eleven) Equity Shares of Rs. 10/- (Rupee Ten) each.

28. **Secretarial Audit Report:** According to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Secretarial Auditor – M/s. Bhunesh Bansal & Associates (M. No. 6526, CP No. 9089), Company Secretary in Practice is enclosed as a part of this report in **Annexure 3**.

29. **Management's Discussion and Analysis Report:**

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management's Discussion and Analysis Report i.e **Annexure 4**, which forms part of this Report.

30. **Corporate Governance:**

We adhere to the principle of Corporate Governance mandated by the Securities and Exchange Board of India (SEBI) and have implemented all the prescribed stipulations. As required by Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance forms part of this Report. The Auditors' Certificate on compliance with Corporate Governance requirements by the Company is enclosed in **Annexure 5**, which forms part of this report.

Acknowledgement:

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

**On behalf of the Board of Directors,
For Tarapur Transformers Limited**

Sd/-
Suresh More
(DIN: 06873425)
Chairman

Mumbai, 13th May, 2019

Annexure 1

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31/03/2019

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

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L99999MH1988PLC047303
2	Registration Date	09/05/1988
3	Name of the Company	Tarapur Transformers Limited
4	Category/ Sub-Category of the Company	Company Limited by shares/ Indian Non-Government Company
5	Address of the Registered office and contact details	S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai - 400067 Email Id: complianceofficer@tarapurtransformers.com Tel. No. 022- 2867 0603/4
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis , Makwana Road, Marol, Andheri (E), Mumbai - 400059. Tel - 022 62638200 Email: investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr No	Name and Des. of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	HR/CR sheets/coil	2410	27.27
2	Iron & Steel, CRGO Electrical Steel Sheet/Stripe	2711	67.23

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of The Company	CIN/ GLN	Holding/ Subsidiary/Associate	% of Shares Held	Applicable Section
	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	272595	0	272595	1.4	272595	0	272595	1.4	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	8416460	0	8416460	43.16	8416460	0	8416460	43.16	0

e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other (group companies)	14000	0	14000	0.07	14000	0	14000	0.07	0
Sub-total (A) (1):	8703055	0	8703055	44.63	8703055	0	8703055	44.63	0
(2) Foreign									0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):	0	0	0	0	0	0	00	0	0
Total shareholding of Promoter (A) = (A)(1)+ (A)(2)	8703055	0	8703055	44.63	8703055	0	8703055	44.63	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Ven. Cap Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									

i) Indian	825457	0	825457	4.23	837642	0	837642	4.30	0.06
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lacs	5161982	305	5162287	26.47	5126886	305	5127191	26.29	(0.18)
ii) Individual shareholders holding nominal share capital >Rs 1 lacs	4650406	0	4650406	23.85	4682816	0	4682816	24.01	0.17
c) Others (specify)	158806	0	158806	0.81	149307	0	149307	0.77	(0.04)
Sub-total (B)(2):	10796651	305	10796956	55.37	10796651	305	10796956	55.37	0
Total Public Shareholding (B)= (B)(1) + (B)(2)	10796651	305	10796956	55.37	10796651	305	10796956	55.37	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	19499706	305	19500011	100	19499706	305	19500011	100	0

b. Shareholding of Promoters:

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of year			% of change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged/ Encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/ Encumbered to total shares	
1	Bilpower Limited	8416460	43.16	43.16	8416460	43.16	43.16	0
2	Rajendrakumar Choudhary	272545	1.4	0	272545	1.4	*1.28	0
3	Choudhary Global Limited	14000	0.07	0	14000	0.07	0	0
4	Manjulata Choudhary	10	0	0	10	0	0	0
5	Varshadevi Choudhary	10	0	0	10	0	0	0

6	Prabhadevi Choudhary	10	0	0	10	0	0	0
7	Naresh Kumar Choudhary	10	0	0	10	0	0	0
8	Shradha Suresh Choudhary	9	0	0	9	0	0	0
9	Mohan Waman Randive	1	0	0	1	0	0	0
	Total	8703055	44.63	43.16	8703055	44.63	44.44	0.00

* **Note:** The 250000 (1.28%) shares of Mr. Rajendrakumar Choudhary has been released by the Lender after repayment of loan amount on 31/07/2018.

c. Change in Promoters' Shareholding (please specify, if there is no change):

Change in Promoters' Shareholding	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	8703055	44.63	8703055	44.63
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/ decrease(e.g. allotment/transfer/bonus/ sweat equity etc)	No Transaction During the Year			
At the end of the year	8703055	44.63	8703055	44.63

d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Names of the Top Ten Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Jagdishchander Ramkumar Bansal	2612296	13.40	0	0.00
Pratibha Dayakrishna Goyal	3620	0.02	1061408	5.44
Daya Krishna Goyal	0	0.00	800000	4.10
Yash Gupta	0	0.00	400000	2.05
Hargovind Gupta HUF	0	0.00	220052	1.13
Mayank Goyal	72828	0.37	75324	0.39
Yash Management and Satellite Ltd.	200000	1.03	200000	1.03
Rita Rajkumar Singh	127605	0.65	0	0.00
Sonarhat Pvt. Ltd.	106999	0.55	110999	0.57
Dhannalal Arvindkumar (HUF)	51074	0.26	88930	0.46

Omprakash Engineering Private Limited	100	0.00	86604	0.44
Sneha Vikash Agrwal	8140	0.04	79510	0.41
K. Shiva Kumar	77276	0.40	77276	0.40
Umakant Agrawal	74557	0.38	74557	0.38
Brijballabh D. Chandak	71000	0.36	71000	0.36
Velocity Broking Pvt. Ltd	65000	0.33	65000	0.33
Ritesh Kumar Dutta	56899	0.29	56899	0.29

Note: The Change in the Shareholding of the above shareholders was due to buying / selling of shares by them on various dates.

The Company has not allotted any shares, issued bonus/sweat equity shares during the year.

e. Shareholding of Directors and Key Managerial Personnel:

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year				
1. Rajendrakumar Choudhary	272545	1.4	272545	1.4
Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No Transaction during the Year			
At the End of the year				
1. Rajendrakumar Choudhary	272545	1.4	272545	1.4

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Rs. In Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3365.22	288.04	0	3653.24
ii) Interest due but not paid	169.19	0	0	169.19
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	3534.41	288.04	0	3822.05
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	321.9	0	0	321.9
Net Change	321.9	0	0	321.9
Indebtedness at the end of the financial year				
i) Principal Amount	3043.32	288.04	0	3331.36
ii) Interest due but not paid	169.19	0	0	169.19
iii) Interest accrued but not due	0	0	0	0

Total (i+ii+iii)	3212.51	288.04	0	3500.55
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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amt. in Rs.)

Sr no.	Particulars of Remuneration	Name of MD	Total Amount
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission -as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act		

B. Remuneration to other directors:

Sr no.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	-	-
	Fee for attending board committee meetings	Not Provided as waived by director due to heavy loss	-
	Commission		
	Others, please specify		
	Total (1)	-	-
2	Other Non-Executive Directors	-	-
	Fee for attending board committee meetings	Not Provided as waived by director due to heavy loss	-
	Commission		
	Others, please specify		
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD:

(Amt. in Rs. Per annum)

Sr no.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO	CS Prakash Sogam	CS Rachana Baria	CFO Kanji Chavda	
1	Gross salary	-	102770	237765	-	340535
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-		-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-		-	-
4	Commission - as % of profit Others, specify...	-	-		-	-

5	Others, please specify (Professional fee)	-	-	-	-	-
	Total	-	102770	237765	-	340535

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**On behalf of the Board of Directors,
For Tarapur Transformers Limited**

**Sd/-
Suresh More
DIN: 06873425
Chairman**

Mumbai, 13th May, 2019

Annexure 2
Form No. AOC 2 – RELATED PARTY DISCLOSURE
(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm’s length basis.

There is no such Transaction which is not on arm’s length basis.

2. Details of contracts or arrangements or transactions at Arm’s length basis.

Sr. No	Particulars	
a)	Name (s) of the related party and Nature of relationship	1) Bil Energy Systems Limited- Associates 2) Bilpower Limited- Associates 3) Mr. Rajendra Kumar Choudhary - KMP 4) Niksan Engineering Co. Limited- Company of relative of KMP 5) Choudhary Global Limite - Company of relative of KMP 6) Viniyog Mercantile Pvt. Ltd.- Company of relative of KMP 7) Choudhary Stampings- Proprietary of relative of KMP 8) TRC Power- Proprietary of relative of KMP
c)	Nature of contracts/arrangements/transaction	1) Purchase of goods of Rs. 11.69 Lakhs from Bil Energy Systems Limited 2) Sale of goods of Rs. 239.61 Lakhs to Bil Energy Systems Limited. 3) Loans & Advances received from Bilpower Limited of Rs. 16.50 Lakhs. 4) Loans & Advances received from Bil Energy Systems Limited amounting of Rs.776.40 Lakhs. 5) Loans & Advances given to Bilpower Limited of Rs. 2.19 Lakhs. 6) Loans & Advances given to Bil Energy Systems Limited of Rs. 4.10 Lakhs.
d)	Duration of the contracts/arrangements/transaction	Yearly

e)	Salient terms of the contracts or arrangements or transaction including the value, if any	Same as point C
e) f)	Justification for entering into such contracts or arrangements or transactions'	In the normal course of business
g)	Date of approval by the Board	13 th May, 2019
h)	Amount paid as advances, if any	-
i)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-

Place: Mumbai
Date: 13th May, 2019

On behalf of the Board of Directors
For Tarapur Transformers Limited

Sd/-
Suresh More
Managing Director
(DIN: 06873425)

Annexure 3

SECRETARIAL AUDIT REPORT

FORM NO. MR - 3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration personnel Rule, 2014)]

To,
The Members,
Tarapur Transformers Limited
S-105, Rajiv Gandhi Complex,
Ekta Nagar, Kandivali (West),
Mumbai - 400067

I have conducted the secretarial audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by Tarapur Transformers Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/Statutory compliances and expressing my opinion thereon.

Based on my verification of Tarapur Transformers Limited's books, papers, minute books, form and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, form and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (3) The Depository Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) Foreign Exchange Management Act 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulation and Guidelines prescribed under the Securities and Exchange Board of India Act 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit period)**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit period)**

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit period)**
 - f. The Securities and Exchange Board of India (Registration to an Issue and Share Transfer Agents) Regulation, 1993, regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit period)**
- (6) Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - (7) Factories Act, 1948
 - (8) Industrial Dispute Act, 1947
 - (9) Payment of Wages Act, 1936 and other applicable labour laws
 - (10) Minimum Wages Act, 1948

I have also examined Compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to listing agreement entered into by the Company with BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE).

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with Proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

I further report that the Company have not been complied the provisions of below mention Regulation of Listing Regulation.

- (i) Regulation 46 of SEBI (LODR) Regulations, 2015 - The Website of the Company has not Updated as per Regulation
- (ii) Regulation 31 of SEBI (LODR) Regulations, 2015 - The Shareholding pattern for quarter ended 31st March, 2018 has been filed delayed by 24 days with BSE Ltd. & NSE.
- (iii) Regulation 55A of SEBI circular CIR/CFD/CMD/12/2015 dated November 30, 2015 - Reconsolidation of Share Capital Audit Report for quarter ended 31st March, 2018 has been filed delayed by 16 days with BSE Ltd. & NSE.

- (iv) *Regulation 14 of SEBI (LODR) Regulations, 2015 – The Company has not paid Arrears of Interest & Fine of BSE Ltd. & NSE.*
- (v) *Regulation 8 of SEBI (Depositories and Participants) Regulations, 2018 - Company has not paid Annual Custodian fees of NSDL for the FY 2018 – 19*

I further report that there are adequate systems and processes in the Company commensurate with size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- (i) Public/Right/ preferential issue of shares/ debentures/ sweat equity.
- (ii) Redemption/ buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

Place: Mumbai
Date: 13th May, 2019

For Bhwnesh Bansal & Associates

Sd/-
Bhwnesh Bansal
Proprietor
FCS No. – 6526
CP No. – 9089

This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members
Tarapur Transformers Limited
S-105, Rajiv Gandhi Complex,
Ekta Nagar, Kandivali (West),
Mumbai - 400067

My report of even date is to be read along with this letter.

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

Place: Mumbai
Date: 13th May, 2019

For Bhwnesh Bansal & Associates

Sd/-
Bhwnesh Bansal
Proprietor
FCS No. - 6526
CP No. - 9089

Annexure 4

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY OVERVIEW

India is on the verge of becoming major power nation among developing economies. Electricity is a key constituent for the economic growth of the country and is directly linked to GDP of the country. There has been a surge in demand for power in India due to increase in capacity utilisation, industrialisation, urbanisation and population.

Distribution Transformers play a very important and vital role in delivering electricity to the last mile. It can be rightly said that the distribution industry is bringing light in the life of the people. The thrust by the Indian Government to provide quality power to each village and every household through various schemes of electrification like DDUGJY/ IPDS/ RAPDRP/ Saubhagya has given a huge fillip to the demand of distribution transformers all over India. The government plans to add 93 GW by 2022, this would fuel the demand for power transmission and distribution equipment in the country.

Further, For the rapid development of the domestic electrical equipment industry, such as generation equipment (boilers, turbines, generators) and transmission & distribution (T&D) and allied equipment like transformers, cables, transmission lines, switchgears, capacitors, energy meters, instrument transformers, surge arrestors, stamping and lamination, insulators, insulating material, industrial electronics, indicating instruments, winding wires, etc. which encompassing the complete value chain in power generation, transmission and distribution, a holistic Mission Plan launched by the Department of Heavy Industry (DHI), Government of India, with support from IEEMA.

The India Power & Distribution Transformer market is forecast to reach \$2.9 billion by 2022.

Government is taking major steps to strengthen the power transmission & distribution network and has undertaken initiatives such as UDAY for financial turnaround of power distribution companies. Further, the Government of India has projected an investment of INR 146,000 crore in power transmission sector by f.y. 2019 to strengthen the transmission network thus increasing the demand for power transformers.

With implementation of UDAY and other discom schemes there is a huge acceleration of infrastructural amendment in India. This has influenced invitation for bides for refurbishment and up-gradation of existing T&D network. Thanks to Indian government in bailing out most of the discoms in order to make them financially self-sufficient so that they distribute electricity at reasonable cost to domestic and industrial users. It has really taken care of all the issues spread across India right from remotest village to the nearest town. So naturally transformers are on demand all across India because energy distribution always needs this single most important device in the network that is transformer.

Opportunities:

In order to make growth in the industry, the government has launched schemes like DDUGJY, IPDS and NEF for improving distribution sector since distribution sector is a link between consumers and utilities. All these projects will lead to lot of demand of transformers in coming 3 years. But only there must be properly and timely implementation of these projects.

Other growth of the industry is based on the design. The design should be in such a way that material required for manufacturing transformers should be available freely (many suppliers) and less customized materials need to be ordered. The windings should be made easy so that workmen find them easy to assemble. The other growth driver is coordination between different departments (active path and tanks).

Threats

India's transformer market is predominantly unorganized with many small participants catering to the smaller distribution transformer markets. This makes the market more competitive and price sensitive rather than quality.

Economic growth has stabilized and downside risks have fallen. The company will have good opportunity to secure projects orders. Although there is stiff competition in the market, yet because of wide product range, innovation and Adoption of new technologies. The company has taken various initiatives with an aim to address these concerns.

Ratio:

There is no significant change in the financial ratio as compared to the previous financial year.

In the current year, the Return on Networth of the company is 0.19% compared to -28.96% in the previous year. The company earned profit in the current year which result into showing the positive result in return on networth of this year.

Product-wise performance:

During the financial year 2018-19, your Company has achieved total turnover of Rs. 1581.04 Lakh and has incurred net profit of Rs. 73.49 Lakh.

The Company has net worth of about Rs. 3924.51 Lakh as on March 31, 2019.

OUTLOOK FOR THE COMPANY:

The demand of distribution transformers will keep on increasing due to increase in generation capacity of both conventional and non-renewable sources due to increase in per capita consumption of electricity and new avenues like electric vehicle charging stations etc. The demand will also increase due to replacement of old transformers with energy efficient transformers.

Large outlay by the Government on infrastructure projects and ambitious target of solar and wind energy projects is likely to improve tender / enquiry in pipeline for potential business. Initiatives such as UDAY, DDUGJY, aggressive renewable energy target, the new hydro policy and the massive transmission connectivity plans is expected to gradually ease competitive pressure. These reforms are ambitious. If executed properly, they could have a significant impact on the sector in the next few years. With this background, the Company looks forward to improve business in volume term in current year, but margin continued to be under pressure in view of surplus capacity with organized sector players in industry. As the number of competitors in the higher range of power transformers manufacturing is very small, the board still foresees a bright future for the Company. However, the targeted profitability will be achieved only after the Company meets the minimum qualifying criteria set up by various utilities who happen to be our main customers.

RISK & CONCERNS

The major risk factors affecting the Company are over capacity in industry, non-lifting of ready materials due to cash constraints at customers' end building inventory and liquidity issues, increase in receivable positions due to delay in payment by certain customers, uncertainty in execution of low fixed price orders. The wide fluctuation of rupee against US Dollars also affects margin since the key raw materials, viz. copper, transformer oil, special steels for lamination, etc., are of import origin. Our future results of operations could potentially be affected by the following factors:

- Our ability to manufacture transformers as per the requirement of our clients;
- Our ability to continuously operate and maintain our manufacturing facilities optimally;
- Our ability to continue to source raw material at competitive rates;
- Our ability to manufacture transformers using the latest technologies in terms of modern materials, components and processes.
- Our ability to generate working capital funds at reasonable interest rates.

HUMAN RESOURCES AND INDUSTRIAL RELATION:

The company has maintained very harmonious & cordial Industrial relations. There is continuous emphasis on development of human resources through training. The issues pertaining to workers are resolved in harmonious and in cordial manner through regular interactions. We believe whatever we achieved from where we started our journey long back is the result of efforts of our team. So, we consistently aim to provide a sustainable environment for learning right from the stage of recruitment to retention.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Internal audit was carried out by firm of Chartered Accountants, who conduct the audit on the basis of Annual Audit Plan. The processes include review and evaluation of effectiveness of the existing processes, controls and compliances. It also ensures adherence to policies and systems, and mitigation of the operational risks perceived for each areas under audit. Significant observations including recommendations for improvement of the business processes were reviewed by the management before reporting to the Audit Committee. The committee has reviewed the Internal Audit procedures, findings and status of implementation of the agreed action plan.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report, describing the Company's objectives, projections and estimates, are forward-looking statements and progressive within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include global and domestic demand and supply conditions affecting selling prices, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

**On behalf of the Board of Directors,
For Tarapur Transformers Limited**

**Sd/-
Suresh More
DIN: 06873425
Chairman**

Mumbai, 13th May, 2019

Annexure 5

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34 (3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015)

Corporate Governance is the application of best management practices, compliance of laws and adherence to ethical standards to achieve the Company's objective of maximizing stakeholders' value and discharge of social responsibility. The Corporate Governance structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees etc.

In addition to these, the Company has also adopted the requirements of Corporate Governance under Regulation 34 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the disclosure requirements of which are given below:

i. Company's Philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings, to ensure the efficient conduct of the affairs of the Company to achieve its goal of maximizing value for all its stakeholders.

ii. Board of Directors (Board):

a) Board Composition:

The Board of the Company should consist of optimum combination of Executive, Non Executive – Independent Directors, which should be in conformity with the requirement of Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The present strength of the Board is Four (4) Directors, comprising of one Managing Director- Executive Director and Two Independent - Non Executive Directors and another one Non-executive - Non-Independent Director (promoter). The Board Members possess the skills, expertise & experience necessary to guide the Company.

Name of Director	Category of Directorship	Designation
Mr. Suresh Sakharam More	Executive Director	Managing Director
Mr. Lalit Laxiram Agarwal	Independent – Non Executive	Director
Ms. Kiren Shrivastav	Independent – Non Executive	Director
Mr. Rajendrakumar Choudhary	Non- Independent- Non Executive Director	Director

b) Board Meetings and attendance of Directors:

During the financial year ended on 31st March, 2019. Ten (10) Board Meetings were held on the following dates:

30th May, 2018; 12th July, 2018; 21st July, 2018; 14th August, 2018; 09th October, 2018; 14th November, 2018; 27th November, 2018; 02nd February, 2019; 14th February, 2019 and 20th March, 2019.

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board members to discharge their responsibilities effectively and take informed decisions. Where it is not practicable to attach or send the relevant information as part of agenda papers, the same are tabled at the meeting or / and the presentations are made by the concerned managers to the Board. Considerable time is spent by the Directors on discussions and deliberations at the Board Meetings.

The attendance at the Board Meetings held during the year and attendance at the last Annual General Meeting, number of directorships in other Public Limited Companies and membership/ chairmanship in committees across various Companies of which the Director is a Member / Chairman are given below:

Name of Directors	No. of Board Meetings Attended	Attendance at last AGM held on 29.09.2018	Directorship held in other Companies and Category of Directorship (Excluding Private Companies and Companies under Section 8 of the Companies Act, 2013.)	Committee Memberships / Chairmanships (including this Company)	
				Membership	Chairmanship
Mr. Suresh Sakharam More	10	Yes	Bilpower Limited Non-Executive & Independent Director Bil Energy Systems Limited Non-Executive & Independent Director	4	0
Mr. Lalit Laxiram Agarwal	10	Yes	Bilpower Limited Non- Executive & Independent Director Bil Energy Systems Limited Executive, Managing Director	1	3
Ms. Kiren Shrivastav	10	No	Bilpower Limited Non-Executive & Independent Director Bil Energy Systems Limited Non-Executive & Independent Director	3	3
Mr. Rajendrakumar Choudhary	10	No	-	3	-

The necessary disclosures regarding Committee positions have been made by all the Directors. None of the Directors on the Board is a member of more than 10 Committees and chairman of more than 5 Committees as specified in SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, across all Companies in which they are Directors. As per SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, for the purpose of reckoning the said limit, chairmanship/

membership of the Audit Committee and the Stakeholders Relationship Committee alone shall be considered.

None of the Directors of the Company are related to each other.

Director retire by rotation:

Mr. Rajendrakumar Choudhary (DIN: 00494663) who retires by rotation and being eligible offers himself for re-appointment.

c) Skill/Expertise/Competencies of the Board of Directors:

The Board of Directors of the company has decades of experience in the electrical equipment industry. Directors of the company also possess with significant experience in the field of advertising, marketing, public relations through entrepreneurial venture and some of the directors is looking after the marketing division. Apart from above, the Board has sound knowledge of finance, accounts and laws.

d) In the opinion of the Board of Directors, the Independent Directors of the Company fulfills the conditions specified in the Regulation 16(1)(b) and are independent of the management and confirmed that has received an declaration from Independent Directors as specified in the regulation.

iii. Committees of the Board of Directors of the Company:

a) Audit Committee:

Composition:

The Audit Committee comprises of experts specializing in accounting / financial management. The chairman of the Audit Committee is a “Non-executive Independent Director”. The composition of Audit Committee is as follows:

During the year 2018-19, four (4) Audit Committee meetings were held on 30th May, 2018; 14th August, 2018; 14th November, 2018 and 14th February, 2019.

Name of the Members	Position	Category
Mr. Lalit Laxiram Agarwal	Chairman	Independent – Non Executive
Ms. Kiren Shrivastav	Member	Independent – Non Executive
Mr. Rajendrakumar Choudhary	Member	Non-Independent, Non Executive

The brief terms of reference of the Audit Committee include: –

- oversight of the listed entity’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible; To seek information from any employee.
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - matters required to be included in the director’s responsibility statement to be included in the board’s report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;

- major accounting entries involving estimates based on the exercise of judgment by management;
- significant adjustments made in the financial statements arising out of audit findings;
- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

b) Nomination and Remuneration Committee:

Composition:

The Nomination and Remuneration Committee comprises of three (3) members. The composition of Nomination and Remuneration Committee is as follows:

During the year 2018-19, One (1) Nominations and Remuneration Committee meeting was held on 25th March, 2019.

Name of the Members	Position	Category
Mr. Lalit Laxiram Agarwal	Chairman	Independent – Non Executive
Ms. Kiren Shrivastav	Member	Independent – Non Executive
Mr. Rajendrakumar Choudhary	Member	Non-Independent, Non Executive

Terms of Reference:

The broad terms of reference of the committee are to identify persons who are qualified to become directors and senior management personnel, to appraise the performance of Chairman, Managing Director, Whole Time Directors and Key Managerial Personnel and to determine and recommend to the Board compensation payable to Chairman, Managing Director, Whole Time Directors and Key Managerial Personnel. The Remuneration policy of the Company is based on review of achievements. The remuneration policy is in consonance with the existing industry practice.

Remuneration Policy:

Subject to approval of the Board of Directors and subsequent approval by the members at the Annual General Meeting and such authorities as the case may be, remuneration of Chairman, Managing Director, Whole Time Directors and Key Managerial Personnel is fixed by the Nomination and Remuneration Committee. The remuneration is decided by the Nomination and Remuneration Committee taking into consideration various factors such as qualifications, experience, expertise, prevailing remuneration in the competitive industries, financial position of the Company etc.

c) Stakeholders Relationship Committee:

Composition:

The Board has delegated the powers to look into various aspects of interest of shareholders, debenture holders and other security holder to this Committee of Three (3) Directors. The

composition of Stakeholders Relationship Committee is as follows:

During the year 2018-19, Stakeholders Relationship Committee meeting was held on 25th March, 2019.

Name of the Members	Position	Category
Mr. Lalit Laxiram Agarwal	Chairman	Independent – Non Executive
Ms. Kiren Shrivastav	Member	Independent – Non Executive
Mr. Rajendrakumar Choudhary	Member	Non-Independent, Non Executive

Information on Investor Grievances for the period from 1st April, 2018 to 31st March, 2019:

There are no outstanding complaints at the close of financial year which were received from shareholders during the year. The Company has no transfers pending at the close of the financial year.

The total no. of complaints received and complied during the year were:
Opening: Nil/Complaints Received: Nil/Complied: Nil/Pending: Nil

The Outstanding complaints as on 31st March, 2019 – Nil

Terms of Reference:

The Company has a Stakeholders Relationship Committee, to look into redressal of Investors Complaints and requests such as delay in transfer of shares, non-receipt of Dividend, Annual Report, revalidation of Dividend warrants etc.

The Committee deals with various matters relating to:

- Transfer / transmission of shares.
- Issue of share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced certificates.
- Consolidation / splitting of folios.
- Review of shares dematerialized and all other related matters.
- Investors' grievance and redressal mechanism and recommend measures to improve the level of investors' services.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The secretarial department of the Company and Registrar and Share Transfer Agents attend expeditiously to all grievances / correspondences of the shareholders and investors, received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs and Registrar of Companies etc. The complaints are generally resolved within 15 days of receipt of letter, except in cases that are constrained by disputes or legal impediment.

Compliance Officer:

Ms. Rachana Baria, Company Secretary is the Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the Listing Regulations with the BSE & NSE.

iv) Independent Directors Meeting:

During the reporting financial year, a separate Meeting of the Independent Directors of the Company was held on 20th March, 2019 where at the following items as enumerated under Schedule IV to the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulation, 2015 were set out as the Agenda:

- To Review the performance of the non-independent directors and the Board as a whole;
- To Review the performance of the chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- To assess the quality, quantity and timeliness of flow of information between the management of the Company and Board.

Familiarisation Programme imparted to Independent Director is available on the website of the Company (URL: www.tarapurtransformers.com)

v) Code of Conduct and Ethics for Directors and Senior Management:

The Company has laid down a code of conduct for all Board members and senior management personnel of the Company. A copy of the Code of conduct is available on the Company's website www.tarapurtransformers.com.

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given below:

"I hereby confirm that –

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct and Ethics for Directors and Senior Management in respect of the Financial Year 2018-19."

Sd/-
Mr. Suresh More
DIN: 06427436
Managing Director

vi) Detail of the Annual General Meeting of Last three year:

Details of the last three Annual General Meetings of the Company is given below:

Financial Year	AGM	Date	Locations	Time	No. of Special Resolutions Passed
2017-18	30 th	29.09.2018	1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064	10.00 a.m.	-
2016-17	29 th	25.09.2017	J-20, MIDC, Tarapur	10.00 a.m.	1

			Industrial Area, Boisar, Thane- 401506		
2015-16	28 th	29.09.2016	J-20, MIDC, Tarapur Industrial Area Boisar, Thane- 401506	10.00 a.m.	1

Details of Special Resolutions passed in the previous three AGMs

Date of AGM	Particulars of Special Resolutions passed thereat
25.09.2017	To shift the Registered office of the company from from J-20, MIDC, Tarapur Industrial Area, Boisar, Palghar, Thane – 401506 to Unit No. 211, 2 nd Floor, Neo Corporate Plaza, Kachpada, Near Kapol Wadi, Ramchandra lane, Malad – West, Mumbai – 400064.
29.09.2016	Appointment of Mr. Suresh More as an Managing Director of the Company for a period of five (5) years from 12 th August, 2016 to 11 th August, 2021.

No resolution was put through Postal Ballot during the year under reference.

No Extra Ordinary General Meeting of the Company was held during the year.

vii) Other Disclosures

a) Subsidiary Company:

The Company does not have any Subsidiary Company in term of Regulation 24 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and hence, it is not required to have an independent director of the Company on the Board of such Subsidiary Company.

b) Materially significant related party transactions:

There were no materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, directors or the management, their subsidiary or relatives etc. during the year, that may have potential conflict with interest of the Company at large.

The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link: www.tarapurtransformers.com

c) Statutory Compliance, Penalties and Strictures:

The Company has complied with all requirements of the Listing Agreements entered with Stock Exchanges as well as applicable regulation and guidelines of SEBI. There were no strictures or penalties imposed by either SEBI or any Statutory Authorities for non-compliance of any matter related to the capital markets during the last three years.

However, the National Stock Exchange vide its notice dated 04th April, 2019 has imposed the fines of Rs. 11800 /- and 256060 /- for late filing of Shareholding Pattern under regulation 31 by the company for the quarter ended on 31st December, 2016 and 31st March, 2018 respectively in accordance with SEBI Standard Operating Procedure circular.

The Bombay Stock Exchange has taken the action against the Company under circular LIST/COMP/OPS/02/2019-20, via the notice dated April 08, 2019 issued upon the Company for non-compliance of regulation 14 of SEBI (LODR) Regulations, 2015 for non-payment of Annual Listing Fees.

Whistle Blower Policy:

The Board of Directors of the Company has adopted a Whistle Blower Policy for establishing a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The said policy has been posted on the Company's website. The Company affirms that no employee has been denied access to the Audit Committee.

d) Total fees for all services paid by Listed entity to the Statutory Auditor and all other network firm/network entity:

Dalal & Kala Associates (firm registration number 102017W) have been appointed as a Statutory Auditor of the Company for the period of 5 years from 2017-18 to 2021-22. The Company has paid the fees of Rs. 50,000 towards the audit services rendered by the firm for the financial year 2018-19 which was mutually agreed by the Board of Directors and auditors. There is no any other network firm/network entity of which Statutory Auditor is part.

viii) NON-MANDATORY REQUIREMENTS:**a) Nomination and Remuneration Committee:**

The Board has set up a Nomination and Remuneration Committee. Please see details in Para on Nomination and Remuneration Committee.

b) Shareholder Rights:

Company's quarterly financials are published in English newspaper having a wide circulation all over India and in a Marathi newspaper widely circulated in Mumbai. The quarterly results and limited review report thereon are also put on the Company's website www.tarapurtransformers.com periodically.

Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy. It is also uploaded on Company's website i.e. www.tarapurtransformers.com.

ix) Details relating to utilization of IPO Proceeds:

During the year, your Company did not raise any funds by way of Public Issues, Rights Issues and Preferential Issues, etc.

x) Means of Communication:

Quarterly / Half yearly financial results sent to each shareholder's residence.	No, but published in the newspapers
In Which Newspapers Quarterly, half yearly & annual results were normally Published.	English: Active Times Marathi: Mumbai Mitra
Any website, where results or official news are displayed.	www.bseindia.com www.nseindia.com www.tarapurtransformers.com

The Board of Directors of the Company approved and took on record the Un -Audited / Audited financial results within 45 days and 60 days of quarter / half year respectively and communicated the result to the Stock Exchange where the shares of the Company is listed.

- a. Whether the Company also displays official News Releases- Not Applicable
- b. Presentations made to the institutional investors or to the analysts- Not Applicable

xi) **General Shareholder Information:**

a) **31st Annual General Meeting:**

Date	30 th September, 2019,
Venue	1 st Floor, Landmark Building, Mith Chowky, Link Road, Malad - West, Mumbai - 400 064
Day and Time	Monday, 11.00 a.m.

b) **Financial Calendar:**

The Company follows the period of 01st April to 31st March, as the Financial Year.

For the Financial Year 2019-20, Financial Results will be announced as per the following tentative schedule.

1 st Quarter ending June, 2019	By 14 th August, 2019
2 nd Quarter & Half Year ending September, 2019	By 14 th November, 2019
3 rd Quarter ending December, 2019	By 15 th February, 2020
4 th Quarter / year ending March, 2020	Within 60 days from 31 st March, 2020
Annual General Meeting for the Year 2019-20	By September, 2020

c) **Book Closure:**

Dates of Book Closure	Thursday, September 26, 2019 to Monday, September 30, 2019 (both days inclusive)
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d) **Listing:**

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

e) **Listing Fees to Stock Exchanges:**

The Company has not paid the Listing Fees for the year 2019-20 to both the above exchanges and also half Listing Fees not paid for the year 2018-19.

f) **Custodial Fees to Depositories:**

The Company has not paid the custodial fees for the year 2019-20 to National Securities Depository Limited (NSDL) as well as to Central Depository Services Limited as the bill for the financial year was not generated and provided by the Depositories.

g) Stock Code / Symbol:

Bombay Stock Exchange Ltd. (BSE)	533203
National Stock Exchange of India Ltd. (NSE)	TARAPUR EQ
International Securities Identification Number (ISIN)	INE747K01017
Corporate Identity Number (CIN) Allotted by the Ministry of Corporate Affairs (MCA)	L99999MH1988PLC047303

h) Stock Market Price Data for the year 2018-19:

Month	BSE Share Price (Rs.)				NSE Share Price (Rs.)			
	Open	High	Low	Close	Open	High	Low	Close
Apr 18	5.01	5.95	5.01	5.20	4.95	6.25	4.95	5.50
May 18	5.20	5.92	4.79	5.35	5.50	6.00	4.85	5.25
June 18	5.60	5.60	4.00	4.20	5.00	5.35	4.00	4.35
July 18	4.12	4.80	4.10	4.45	4.40	4.65	3.85	4.15
Aug 18	4.50	4.50	3.76	4.08	4.10	4.50	3.80	3.95
Sep 18	3.90	4.50	3.81	4.10	3.95	4.50	3.70	3.75
Oct 18	3.90	4.25	3.90	4.25	3.90	4.10	3.15	3.25
Nov 18	4.04	4.24	4.04	4.10	3.25	4.00	3.20	3.40
Dec 18	4.24	4.25	4.20	4.25	3.40	3.55	3.15	3.55
Jan 19	4.40	5.35	4.35	5.35	3.70	4.00	3.20	3.20
Feb 19	5.60	5.60	4.79	4.79	3.20	3.25	2.80	3.15
Mar 19	4.56	4.75	3.80	4.21	3.30	4.45	3.30	4.40

Source :www.bseindia.com & www.nseindia.com

i) **Registrar and Share Transfer Agent:**

Share transfers, dividend payment and all other investor related matters are attended to and processed by our Registrar and Share Transfer Agent,

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,

Makwana Road, Marol, Andheri (E), Mumbai – 400059.

Tel – 022 62638200

E mail: investor@bigshareonline.com

j) **Share Transfer System:**

Presently, the share transfers received by the Registrar and Share Transfer Agent of the Company are processed and returned within a period of 15 days from the date of its receipt, subject to documents being valid and complete in all respect. The Board has delegated the authority for approving the transfers to the Registrar and Share Transfer Agent subject to approval by Stakeholders Relationship Committee. Shareholders' Grievances and other miscellaneous correspondence on change of address, mandates, etc. received from Members are generally processed by Registrar and Share Transfer Agent of the Company within 15 days. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with BSE and NSE.

k) **Distribution of Shareholding as on 31st March, 2019:**

Range of Shareholding (Rs.)	Number of Shareholders	% of Total	Amount (Rs.)	% of Total
1 - 5000	7774	76.5534	13474710	6.9101
5001 - 10000	1195	11.7676	10213360	5.2376
10001 - 20000	577	5.6819	9148700	4.6916
20001 - 30000	210	2.0679	5367160	2.7524
30001 - 40000	93	0.9158	3373450	1.7300
40001 - 50000	79	0.7779	3756750	1.9265
50001 - 100000	122	1.2014	9005050	4.6180
100001 and above	105	1.0340	140660930	72.1338
Total	10155	100	195000110	100

l) Shareholding pattern (category wise) as on 31st March, 2019:

Category	Total Shareholders	Number of Shares held	% of Total Shareholding
Clearing Member	15	12744	0.0654
Corporate Bodies	144	837642	4.2956
Corporate Bodies (Promoter Co.)	2	8416460	43.16
Directors	1	1	0.00
Group Companies	1	14000	0.0718
Non Resident Indians	58	136563	0.7003
Promoters	4	39	0.0002
Promoter / Directors	1	272545	1.3977
Public	9928	9810007	50.3077
Relative Of Director	1	10	0.0001
	Total	19500011	100.00

m) Dematerialization of shares and liquidity:

Your Company's shares are traded compulsorily in electronic form and the Company has established connectivity with both the depositories. i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on 31st March, 2019, 99.99% of the equity shares have been dematerialized form and rest are in physical form.

n) E-voting

E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of Companies. The Company will have the E-voting facility for the items to be transacted at this AGM. The MCA has authorized NSDL and CDSL for setting up electronic platform to facilitate casting of votes in electronic form. The Company has entered into agreements with NSDL for providing e-voting facilities to the shareholders.

o) Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and its impact on equity: Nil

p) **Unclaimed Dividend/ Amounts:**

Section 124 of the Companies Act, 2013, The Company has transferred the unpaid dividend which has been unclaimed for period of seven years, from the unpaid dividend account successfully to the Investor Education and Protection Fund (IEPF). Now, no any unpaid dividend account exists with the Company.

Plant / Unit locations:

The Company has the following manufacturing units -

Pali Unit : 141, Manor Road, Village Pali, Post- Posheri, Taluka Wada, Dist. Thane, Maharashtra.

Vadodara Unit : L/25/5, GIDC Industrial Estate, Por-Ramnagamdi, Vadodara, Gujarat.

q) **Address for correspondence:**

Registered Office

S-105, Rajiv Gandhi Complex,

Ekta Nagar, Kandivali (West),

Mumbai- 400067

Tel : 022- 2867 0603/04

Email id – complianceofficer@tarapurtransformers.com

Website: www.tarapurtansformers.com

r) **List of all credit rating obtained by the entity along with revisions thereto for all debt instruments:**

Since the entity has not issued any debt instruments or any fixed deposit programme or any scheme or any proposal of listed entity involving mobilization of funds whether in india or abroad. There is no requirement to obtain the credit ratings including revision by the entity.

**On behalf of the Board of Directors,
For Tarapur Transformers Limited**

Sd/-
Mr. Suresh More
Managing Director
(DIN: 06873425)
Mumbai, 13th May, 2019

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE REPORT

**To,
The Members of
Tarapur Transformers Limited**

We have examined all the relevant records of Tarapur Transformers Limited (“the Company”) for the purpose of certifying compliance of the conditions of the Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period from April 01, 2018 to March 31, 2019. We have obtained all the information and explanation, which are to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation of processes adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation and information furnished to us, we certify that the Company has complied with all the condition of Corporate Governance as stipulated in the said Listing Regulations.

We further state that such compliances are neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Dalal & Kala Associates
(Chartered Accountants)
Firm Registration No.: 102017W**

**Place: Mumbai
Date: 13th May, 2019**

**Sd/-
Anand Drolia
M.No.036718
(Partner)**

CEO / CFO CERTIFICATION

The Board of Directors Tarapur Transformers Limited

We, Suresh Sakharam More, Managing Director and Kanji D. Chavda, Chief Financial Officer of Tarapur Transformers Limited, hereby certify to the Board that:

- a) We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2019 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - There have been no significant changes in internal control over financial reporting during the year;
 - There have been no significant changes in Accounting Policies during the year and the same have been disclosed in the notes to the financial statements; and
- e) We certify that there have been no instances of significant frauds of which we have become aware and the involvement therein, of management or any employees having significant role in the Company's internal control systems
- f) We affirm that we have not denied any personnel, access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).

Sd/-
Suresh More
Managing Director

Sd/-
Kanji D. Chavda
Chief Financial Officer

Place: Mumbai
Dated: May 13, 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,
The Members of
Tarapur Transformers Limited**

S-105, Rajiv Gandhi Complex,
Ekta Nagar, Kandivali (West),
Mumbai - 400067

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Tarapur Transformers Limited** having CIN - L99999MH1988PLC047303 and having registered office at S-105, Rajiv Gandhi Complex, Ekta Nagar, Kandivali (West), Mumbai - 400067 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Maharashtra, Mumbai or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Suresh Sakharan More	06873425	30/05/2015
2.	Mr. Rajendrakumar Anandilal Choudhary	00494663	30/06/2017
3.	Mrs. Kiren Shrivastav	01078946	13/02/2015
4.	Mr. Lalit Laxiram Agarwal	06427436	14/11/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 13th May, 2019

For Bhwnesh Bansal & Associates

Sd/-
Bhwnesh Bansal
Proprietor
FCS No. - 6526
CP No. - 9089

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TARAPUR TRANSFORMERS LIMITED,

Report on the Financial Statements

We have audited the accompanying financial statements of **TARAPUR TRANSFORMERS LIMITED** ("the Company"), which comprise the Balance sheet as at March 31, 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Accounts) Rules, 2015 (as amended) under Section 133 of the Act.

These responsibilities also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualified Opinion

(a) **With regard to pending confirmation of balances of trade receivable.**

The Company has sent letters to customers in respect of trade receivables for confirming balances as at March 31, 2019, but in most of the cases the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2019. In the absence of confirmation, any provision to be made for adverse variation in the carrying amounts of trade receivable is not quantified.

(b) **With regard to unsecured loans given to any party not covered in the register maintained under section 189 of the Companies Act, 2013**

The Company has sent balance confirmation letters to parties who are not covered in the register maintained under section 189 of the Companies Act, 2013, but in most of the cases the company have not received written confirmation confirming the balance outstanding as at March 31, 2019. Further in respect of loans granted, repayment of the principal amount was not as stipulated and payment of interest has also not been regular.

(c) **Regarding non provision of interest on various loans availed from Canara Bank for the Financial year 2018-2019**

The Company has not provided for Interest payable to Canara Bank amounting to Rs.1049.46 Lacs for the year ended 31st March 2019. The Company has also not made any provision for penal interest claimed by the bank. As a result the profit for the year ended 31st March 2019 is overstated by Rs. 1049.46 Lacs & current liabilities as at 31st March, 2019 are also understated by Rs.1049.46 Lacs and reserves are overstated by Rs. 1049.46 Lacs.

(d) **Regarding non provision of interest on loans availed from Dhanlaxmi Bank for the Financial year 2018-2019**

The Company has not provided for interest payable to Dhanlaxmi Bank amounting to Rs. 41.27 Lacs. for the year ended 31st March 2019. As a result the profit for the year ended 31st March 2019 is overstated by Rs. 41.27 Lacs & current liabilities as at 31st March, 2019 are also understated by Rs. 41.27 Lacs and reserves are overstated by Rs. 41.27 Lacs.

(e) **With regarding Physical verification of Inventory:**

The company has not conducted periodic physical verification of inventory at reasonable intervals. In respect of traded stock at Mumbai Head Office, the details of finished goods stock storage location is not available for our verification.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in the basis for qualified opinion paragraph*, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - (c) The Balance Sheet, Statement of profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) *Except for the effects of the matters described in the basis for qualified opinion paragraph*, in our opinion, the Balance Sheet, the Statement of Profit and Loss comply with the Accounting Standards specified under section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
 - (g) With respect to the other matters included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us:
 - (h) The company has disclosed the impact of pending litigations on its financial position in its financial statements –Refer Note 24 to the financial statements;
 - (i) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

For DALAL & KALA ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
(CA Anand Drolia)
M.No.036718
PARTNER
Firm Registration No.: 102017W
Place: Mumbai,
Date: 13th May, 2019
UDIN : 19036718AAAAAE6111

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

In the Annexure, as required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government in terms of Section 143 (11) of the Companies Act 2013, on the basis of checks, as we considered appropriate, we report on the matters specified in paragraph 3 and 4 of the said order to the extent applicable to the Company.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
(c) The title deeds of immovable properties, as disclosed in Note 2 on fixed assets to the financial statements, are held in the name of the Company.

ii. The company has not conducted periodic physical verification of inventory at reasonable intervals. In respect of traded stock at Mumbai Head Office, the details of traded stock storage location is not available for our verification.

iii. The Company has not granted unsecured loans to any companies covered in the register maintained under Section 189 of the Act.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the provisions contained in Sections 73 to 76 of the Act, and Rules framed there under and any directive issued by the Reserve Bank of India are not applicable to the Company.

vi. As per information and explanation given by the management, the company has maintained cost records as specified under Section 148(1) of the Act. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally irregular in depositing the undisputed statutory dues including Goods and Service Tax, TDS, Professional Tax etc.

- (a) Following are the dues which are due since more than six months but still not paid or paid at later dates.

Nature of Statute	Natures of Dues	Amount (Rs. in Lacs)	Period to which the amount relates	Date of Payment
Central Sales Tax Act	CST	0.27	F.Y.2013-14	Still not paid
Central Sales Tax Act	CST	22.22	F.Y.2016-17	Still not paid
Goods and Service Tax	SGST	435.57	F.Y. 2018-19	Paid in April 2019
Goods and Service Tax	CGST	0.12	F.Y. 2018-19	Paid in April 2019

b) According to the records of the Company Income-Tax and Sales Tax which have not been deposited on account of disputes and the Forum where the dispute is pending are as under:

Nature of Statute	Financial Year	Nature of Dues Pending	Amount (Rs. in Lacs)	Forum Where Dispute is pending
Sales Tax Act	F.Y. 2008-2009	Sales Tax Demands pending in appeals	128.11	D.C. APPEAL - PALGHAR
Sales Tax Act	F.Y. 2011-2012	Sales Tax Demands pending in appeals	8.38	D.C. APPEAL - PALGHAR
Sales Tax Act	F.Y. 2013-2014	Sales Tax Demands pending in appeals	60.46	D.C. APPEAL - PALGHAR
Income Tax Act	F.Y. 2011-12	Income Tax Demands including interest which is under dispute and pending in appeals	61.73	CIT APPEAL -II , FILED

viii Based on our Audit Procedures and as per the information and explanation given by management, the company has defaulted in repayment of dues to banks. The detail of period and amount of default as ascertained by management is as follows:

Name of the Bank	Nature of dues	Amount (Rs. Lacs)	Due Date	Date of Payment
Dhanlaxmi Bank Ltd.	Principal and Interest	192.01	Various Dates	Not paid
Canara Bank	Cash Credit facility, Over Draft facility and Interest	3020.50	Various Dates	Not paid

ix. In our opinion and according to the information and explanations given to us, no term loans raised during the year. The company did not raise any money by way of public offer or further public offer (including debt instruments) during the year.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. According to the information and explanations given to us and based on our examinations of the records of the company, the company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. In opinion and according to information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examinations of the records of the company, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. According to the information and explanations given to us and based on our examinations of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. According to the information and explanations given to us, the Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For DALAL & KALA ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-

(CA Anand Drolia)

M.No.036718

PARTNER

Firm Registration No.: 102017W

Place: Mumbai,

Date: 13th May, 2019

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Tarapur Transformers Ltd. ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal

control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:-

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following weaknesses have been identified as at March 31, 2019.

- a) The Company did not have an appropriate internal audit system.
- b) The Company did not have an appropriate internal control system for inventory with regard to periodic verification of stock.

In our opinion, except for the possible effects of the weakness described above the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DALAL & KALA ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-

(CA Anand Drolia)

M.No.036718

PARTNER

Firm Registration No.: 102017W

Place: Mumbai,

Date: 13th May, 2019

TARAPUR TRANSFORMERS LIMITED

BALANCE SHEET AS AT - 31ST MARCH 2019

PERTICULARS	NOTE NO	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
		₹	₹
I ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	2	2082.11	2403.78
b) Other Intangible Assets	2	-	-
c) Financial Asset			
i) Other Non Current Financial Asset		-	-
c) Other Non-Current Assets	3	113.49	299.71
Total Non-Current Assets		2195.60	2703.49
Current Assets			
a) Inventories	4	-	349.57
b) Financial Assets			
i) Current Investments	5	424.09	433.65
ii) Trade Receivables	6	2348.74	1936.66
iii) Cash and Cash Equivalents	7	9.00	12.34
iv) Other Bank Balances	8	197.78	200.53
c) Other Current Assets	9	2828.21	2598.41
Total Current Assets		5807.82	5531.16
Total Assets		8003.42	8234.65
II EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	10	1950.00	1950.00
b) Other Equity	11	1974.51	1901.02
Total Equity		3924.51	3851.02
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
i) Other Non-Current Financial Liabilities	12	-	56.84
Total Non-Current Liabilities		-	56.84
Current Liabilities			
a) Financial Liabilities			
i) Trade Payables	13	369.51	491.64
ii) Other Current Financial Liabilities	14	3317.97	3485.34
b) Other Current Liabilities	15	391.43	349.81
Total Current Liabilities		4078.91	4326.79
Total Equity and Liabilities		8003.42	8234.65
Significant Accounting Policies	1	-	-

As per our attached report of even date.

For Dalal & Kala Associates

Chartered Accountants
Firm Regn.No. 102017W

Sd/-
Rachana Baria
Company Secretary

Sd/-
Anand Drolia
Partner
Membership No. 036718
Mumbai: 13th May 2019

Sd/-
Kanji Chavda
Chief Finance Officer

For and on behalf of the Board

Sd/-
Suresh More
Managing Director
Din : 06873425

Sd/-
Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 13th May 2019

TARAPUR TRANSFORMERS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED - 31ST MARCH 2019

	NOTE NO	AS AT 31ST MARCH 2019 ₹	AS AT 31ST MARCH 2018 ₹
INCOME			
Revenue From Operations(Net)	16	1195.36	1218.34
Other Income	17	385.68	260.42
		<u>1581.04</u>	<u>1478.76</u>
EXPENSES			
Cost of Materials Consumed	18	343.10	236.71
Stock-in-Trade Purchases	19	561.89	1088.92
Change in Inventories	20	333.75	(58.94)
Employee Benefits Expenses	21	3.96	12.78
Finance Costs	22	3.79	25.85
Depreciation and Amortisation Expenses	2	177.55	315.52
Other Expenses	23	83.51	958.10
		<u>1507.55</u>	<u>2578.94</u>
Profit/(Loss) Before Exceptional Items and Tax		73.49	(1100.18)
Exceptional Items		-	-
Profit/(Loss) Before Tax		73.49	(1100.18)
Extraordinary Items		-	-
Profit/(Loss) Before Tax		73.49	(1100.18)
Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
Income Tax Earlier Years		0	15.15
		<u>0</u>	<u>15.15</u>
Profit/(Loss) For The Period From Continuing Operations		73.49	(1115.33)
Profit/(Loss) For The Period From Discontinuing Operations		-	-
Tax Expense of Discontinuing Operations		-	-
Profit/(Loss) From Discontinuing Operations(After Tax)		-	-
Profit/(Loss) for The Pperiod		73.49	(1115.33)
Nos of Equity Shares for Computing EPS			
Basic		19500011	19500011
Diluted		19500011	19500011
Earnings per Equity Share (Face Value ₹ 10/- Per Share)			
Basic (₹)		0.38	(5.72)
Diluted (₹)		0.38	(5.72)
Significant Accounting Policies	1		

As per our attached report of even date.

For Dalal & Kala Associates
Chartered Accountants
Firm Regn.No. 102017W

For and on behalf of the Board

Sd/-
Rachana Baria
Company Secretary

Sd/-
Suresh More
Managing Director
Din : 06873425

Sd/-
Anand Drolia
Partner
Membership No. 036718
Mumbai: 13th May 2019

Sd/-
Kanji Chavda
Chief Finance Officer

Sd/-
Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 13th May 2019

TARAPUR TRANSFORMERS LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lacs)

	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax & Extra Ordinary Items	73.49	(1,100.18)
Adjustment For -		
- Depreciation	177.55	315.52
- Balance Written off	-	225.84
- Loss On Foreign Currency Fluctuation	2.40	(1.36)
- Liquidated Damages (Penalty)	-	67.84
- Loss on Sales of Assets	-	2.56
- Gain on Sales of Assets	(177.24)	-
- Dividend on Long Term Investment	-	-
- Provision for Doubtful Debts	-	306.96
- Provision for Loans and Advances	-	181.43
- Diminution in Value of Quoted Investments	9.56	11.27
- Interest Income	(154.13)	(233.01)
- Interest Paid	1.41	23.58
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(66.96)	(199.55)
Adjustment For -		
- Trade Receivable	(412.08)	1,972.61
- Inventories	349.57	1.04
- Trade and Other Payables	(82.91)	(1,714.28)
Cash Generated from Operations	(212.38)	59.82
Decrease in Provision for Taxation	-	(15.15)
CASH FLOW FROM OPERATING ACTIVITIES	(212.38)	44.67
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(0.15)	(1.46)
Sale of Fixed Assets	321.50	20.00
Investment in Shares	-	(75.00)
Interest Income	154.13	233.01
Movement in Loans and Advances	(43.58)	(301.08)
Dividend on Long Term Investment	-	-
Net Cash Used in Investing Activities	431.90	(124.53)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long Term Borrowing	(56.84)	-
Short Term Borrowing	(167.37)	17.47
Interest Paid	(1.40)	(23.58)
NET CASH FROM FINANCING ACTIVITIES	(225.61)	(6.11)
Net Increase / (Decrease) In Cash And Cash Equivalents	(6.09)	(85.97)
CASH AND CASH EQUIVALENT AT BEGINNING OF THE YEAR	212.87	298.84
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	206.78	212.87

- NOTES:
- All figures in brackets are outflow.
 - Previous year's figures have been regrouped wherever necessary.
 - Cash and Cash Equivalent is Cash & Bank Balances as per Balance Sheet.

As per our attached report of even date.

For Dalal & Kala Associates

Chartered Accountants
Firm Regn.No. 102017W

Sd/-
Rachana Baria
Company Secretary

For and on behalf of the Board

Sd/-
Suresh More
Managing Director
Din : 06873425

Sd/-
Anand Drolia
Partner
Membership No. 036718
Mumbai: 13th May 2019

Sd/-
Kanji Chavda
Chief Finance Officer

Sd/-
Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 13th May 2019

TARAPUR TRANSFORMERS LTD

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A. EQUITY SHARE CAPITAL (REFER NOTE 10)

	Balance as at 1 April 2018	Changes in Equity Share Capital During the year	Balance as at 31 March 2019
	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)
Authorised	2500.00	-	2500.00
Issued	1950.00	-	1950.00
Subscribed & Paid up	1950.00	-	1950.00

B. OTHER EQUITY (REFER NOTE 11)

Particulars	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	Total Other Equity
	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)
As at 1 April 2017	6042.22	22.71	279.92	(3328.50)	3016.35
Profit for the year	-	-	-	(1115.33)	(1115.33)
Other Comprehensive Income/(Loss) (Net of Tax)	-	-	-	-	-
Total Comprehensive Income / (Loss)	-	-	-	(1115.33)	(1115.33)
Exercised Stock Options	-	-	-	-	-
Share Based Payment Expenses	-	-	-	-	-
Dividend Paid	-	-	-	-	-
Dividend Distribution Tax	-	-	-	-	-
As at 31 March 2018	6042.22	22.71	279.92	(4443.83)	1901.02
Profit for the year	-	-	-	73.49	73.49
Other Comprehensive Income/(Loss) (Net of Tax)	-	-	-	-	-
Total Comprehensive Income / (Loss)	-	-	-	73.49	73.49
Exercised Stock Options	-	-	-	-	-
Share Based Payment Expenses	-	-	-	-	-
As at 31 March 2019	6042.22	22.71	279.92	(4370.34)	1974.51

As per our attached report of even date.

For Dalal & Kala Associates

Chartered Accountants
Firm Regn.No. 102017W

For and on behalf of the Board

Sd/-
Rachana Baria
Company Secretary

Sd/-
Suresh More
Managing Director
Din : 06873425

Sd/-
Anand Drolia
Partner
Membership No. 036718
Mumbai: 13th May 2019

Sd/-
Kanji Chavda
Chief Finance Officer

Sd/-
Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 13th May 2019

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES -

A. Corporate Information

Tarapur Transformers Limited ("Company") is a public limited company incorporated and domiciled in India. Its shares are listed on Bombay Stock Exchanges and National Stock Exchange. The Registered office of Company is located at S 105, Rajiv Gandhi Commercial Complex, Ekta nagar, Kandivali (W), Mumbai - 400067

The main activities of the Company are Manufacturing & Repairing, Power & Distribution of Transformers.

The financial statements for the Company were authorized for issue by Company's Board of Directors on May 13, 2019.

B. Basis of Preparation

These financial statements of the Company have been prepared in all material aspects in accordance with Indian Accounting Standards (Ind AS) as per rule 4 of The Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013 ('the Act') and other relevant Provisions of the Act.

These financial statements have been prepared on an accrual basis and under the historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount wherever applicable:

- Derivative financial instruments
- Certain financial assets measured at fair value
- Net defined benefit asset/liability at fair value of plan assets less present value of defined benefit obligations.

C. Current versus non-current classification:

The assets and liabilities in the balance sheet are presented based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are treated as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

D. Property, plant and equipment

Freehold land is carried at historical costs. All other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment loss, if any.

Cost includes cost of acquisition, installation or construction, other direct expenses incurred to bring the assets to its working condition and finance costs incurred up to the date the asset is ready for its intended use and excludes Goods and Service Tax (GST) eligible for credit / setoff.

Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit or loss as incurred.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

All identifiable revenue expenses including interest incurred in respect of various projects / expansion, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Capital expenditure on Property, Plant and Equipment for research and development is classified under property, plant and equipment and is depreciated on the same basis as other property, plant and equipment.

Property, plant and equipment are eliminated from standalone financial statements, either on disposal or when retired from active use. Losses arising in the case of the retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

The company depreciates property, plant and equipment over their estimated useful lives using written down value method.

The estimated useful lives of assets are as follows:

Buildings (other than factory buildings) - RCC Frame Structures	60 years
Buildings (other than RCC Frame Structure) and Factory Buildings	30 years
Other Plant and Machinery	15 years
Office equipment	5 years
Furniture and Fittings	10 years
Computers and data processing units	3 years
Vehicles (motor cars)	8 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

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

Depreciation on the property, plant and equipment is provided on straight line method, over the useful life of the assets, as specified in Schedule II to the Companies Act, 2013. Property, plant and equipment which are added / disposed off during the year, depreciation is provided on pro-rata basis. Premium on Leasehold lands are amortized over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013,

where the lease period of the land is beyond the life of the building. In other cases, buildings constructed on leasehold lands are amortized over the primary lease period of the lands.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

E. Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the assets can be measured reliably.

Intangible assets are stated at cost or acquisition less accumulated amortization and impairment loss, if any.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in Statement of profit and loss in the period in which the expenditure is incurred.

Software is amortized over their estimated useful life on straight line basis from the date they are available for intended use, subject to impairment test.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Gains or losses arising from derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets is derecognised.

F. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets: Classification:

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss, on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement:

For the purpose of subsequent measurement financial assets are classified in two broad categories:

Financial assets at fair value (FVTPL / FVTOCI)

Financial assets at amortized cost

When assets are measured at fair value, gains and losses are either recognized in the statement of profit and loss (i.e. fair value through profit or loss (FVTPL)), or recognized in other comprehensive income (i.e. fair value through other comprehensive income (FVOCI)).

Financial Assets measured at amortized cost (Net of write down for impairment, if any):

Financial assets are measured at amortized cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortized cost using the effective Interest rate (EIR) method less impairment, if any. The losses arising from impairment are recognized in the Statement of profit and loss.

Financial Assets measured at Fair Value through Other Comprehensive Income ("FVTOCI"):

Financial assets under this category are measured initially as well as at each reporting date at fair value, when asset is held within a business model, whose objective is to hold assets for both collecting contractual cash flows and selling financial assets. Fair value movements are recognized in the other comprehensive income.

Financial Assets measured at Fair Value through Profit or Loss ("FVTPL"):

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognized in profit or loss.

Investment in Equity Instruments:

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income. There is no recycling of the amounts from other comprehensive income to profit or loss.

Investment in Debt Instruments:

A debt instrument is measured at amortized cost or at FVTOCI. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Derecognition of Financial Assets:

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Impairment of Financial Assets:

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and trade receivables.

Financial Liabilities: Classification:

The Company classifies all financial liabilities as subsequently measured at amortized cost or FVTPL.

Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs.

Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition of Financial Liabilities:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Derivative Financial Instrument:

The Company uses derivative financial instruments, such as forward currency contracts to mitigate its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

G. Inventories

Raw materials and packing materials are valued at lower of cost and the net realizable value, cost of which includes duties and taxes (net of Goods and Service Tax (GST) wherever applicable). Cost of imported raw materials and packing materials lying in bonded warehouse includes customs duty. Finished products including traded goods and work-in-progress are valued at lower of cost and net realizable value. Cost is arrived on moving weighted average basis.

The cost of Inventories have been computed to include all cost of purchases, cost of conversion, appropriate share of fixed production overheads based on normal operating capacity and other related cost incurred in bringing the inventories to their present condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Slow and non-moving material, obsolesces, defective inventory are fully provided for and valued at net realizable value.

Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet. Materials and other items held for use in production of inventories are not written down, if the finished products in which they will be used are expected to be sold at or above cost.

H. Cash And Cash Equivalent

Cash and Cash Equivalents comprise of cash on hand and cash at bank including fixed deposit/ highly liquid investments with original maturity period of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

I. Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the Company are segregated.

J. Foreign Currency Transactions

Revenue Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.

Monetary items denominated in foreign currencies at the year-end are re-measured at the exchange rate prevailing on the balance sheet date. Non-monetary foreign currency items are carried at cost.

Any income or expense on account of exchange difference either on settlement or on restatement is recognised in the Statement of Profit and Loss.

K. Revenue Recognition

Revenue from sale of goods is recognised, when all significant risks and rewards are transferred to the buyer, as per the terms of contracts and no significant uncertainty exists regarding amount of the consideration that will be derived from the sale of goods.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable. Amount disclosed as revenue are inclusive of excise duty, excluding Goods and Service tax (GST) collected on behalf of the government, and net of returns, trade discount/allowances, rebates, and amounts collected on behalf of third parties.

Revenue from sale of technology / know how (rights, licenses and other intangibles) are recognised when performance obligation is completed as per the terms of the agreement. Incomes from services are recognised when services are rendered.

Dividend income is recognised when right to receive dividend is established. Interest income is recognised on time proportion basis. Insurance and other claims are recognised as a revenue on certainty of receipt on prudent basis. Export benefits available under prevalent schemes are accounted to the extent considered receivable.

L. Employee Benefits

All employee benefits payable wholly within twelve months rendering service are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

M. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

N. Lease

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Leases rentals are charged to the statement of profit and loss on straight line basis.

O. Government Grants

Government grants are initially recognized as deferred income at fair value if there is reasonable assurance that they will be received reasonable assurance that they will be received associated with the grant;

In case of capital grants, they are then recognised in Standalone Statement of Profit and Loss as other income on a systematic basis over the useful life of the asset.

In case of grants that compensate the Company for expenses incurred are recognised in Standalone Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognised.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

P. Earnings Per Share

Basic Earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

Q. Income Taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

R. Dividends to Shareholders

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

S. Provisions, Contingent Liabilities, Contingent Assets and Commitments General

Provisions (legal or constructive) are recognized when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If there is any expectation that some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any virtually certain reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimates is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent liabilities are not recognised in the standalone financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets and Non-cancellable operating lease.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date

Asset Retirement Obligation

Asset retirement obligations (ARO) are provided for those operating lease arrangements where the Company has a binding obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease. ARO are

provided at the present value of expected costs to settle the obligation using discounted cash flows and are recognised as part of the cost of that particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is recognised in the income statement as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

T. Fair Value Of Financial Instruments

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an assets or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amounts are more or less equal to the fair value due to the short maturity of these instruments.

U. Recent accounting pronouncements Standards issued but not yet effective

The Ministry of Corporate Affairs in March 2018 has re-notified Ind AS 115, Revenue from Contracts with Customers. Earlier, this Standard was omitted and two other standards, Ind AS 11, Construction Contracts and Ind AS 18, Revenue had been notified in its place. Now, after re-notification of Ind AS 115, Ind AS 11 and Ind AS 18 would be redundant. Ind AS 115 deals with recognition of revenue arising from sale of goods, rendering of services, interest, royalties and construction contracts. It is a converged form of IFRS 15, Revenue from Contracts with Customers. Ind AS 115 shall be applied from financial years beginning on or after 1st April, 2018.

These amendments are not expected to have any impact on the Company.

Note 2. Property, Plant and Equipment, Capital Work-in-Progress, Other Intangible

2.1 Current Year

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block
	As at 1st April 2018	Addition	Deduction/ Adjustment	As at 31st March 2019	Upto 1st April 2018	Deduction/ Adjustment	For the Year	As at 31st March 2019	As at 31st March 2019
A) Property, Plant and Equipment									
Land (Lease Hold)	13.03	-	1.68	11.35	-	-	-	-	11.35
Factory Building	1165.92	-	74.98	1090.94	218.44	23.51	36.10	231.03	859.91
Furniture & Fixture	17.45	-	10.11	7.34	14.34	8.45	0.52	6.41	0.93
Computers	9.84	-	1.21	8.63	8.15	0.63	0.36	7.88	0.75
Tools & Equipments	14.60	-	1.92	12.68	12.38	0.30	0.02	12.10	0.58
Electric Items	35.06	-	5.18	29.88	29.57	3.55	1.92	27.94	1.94
Vehicles	43.42	-	20.88	22.54	30.32	14.35	-	15.97	6.57
Plant & Machinery	2393.71	0.14	211.54	2082.31	873.43	129.11	138.57	882.89	1199.42
Office Equipment	7.00	-	3.91	3.09	4.36	1.60	0.06	2.82	0.26
Air Conditioner	8.33	-	1.05	7.28	7.07	0.19	-	6.88	0.40
Sub Total	3608.36	0.14	332.46	3276.04	1198.06	181.69	177.55	1193.92	2082.11
B) Intangible Assets									
Goodwill	155.55	-	155.55	-	155.55	155.55	-	-	-
Sub Total	155.55	-	155.55	-	155.55	155.55	-	-	-
Grand Total (A+B)	3763.91	0.14	488.01	3276.04	1353.61	337.24	177.55	1193.92	2082.11

2.2 Previous Year

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block
	As at 1st April 2017	Addition	Deduction/ Adjustment	As at 31st March 2018	Upto 1st April 2017	Deduction/ Adjustment	For the Year	As at 31st March 2018	As at 31st March 2018
A) Property, Plant and Equipment									
Land (Lease Hold)	13.03	-	-	13.03	-	-	-	-	13.03
Factory Building	1165.92	-	-	1165.92	181.81	-	36.63	218.44	947.48
Furniture & Fixture	17.25	0.21	-	17.46	13.78	-	0.57	14.35	3.11
Computers	8.70	1.14	-	9.84	7.82	-	0.33	8.15	1.69
Tools & Equipments	14.60	-	-	14.60	12.36	-	0.02	12.38	2.22
Electric Items	35.06	-	-	35.06	24.96	-	4.61	29.57	5.49
Vehicles	22.54	-	-	22.54	15.97	-	-	15.97	6.57
Plant & Machinery	2339.81	-	461.0	2293.71	755.92	23.54	141.05	873.43	1420.28
Office Equipment	6.89	0.11	-	7.00	4.25	-	0.10	4.35	2.65
Air Conditioner	8.33	-	-	8.33	7.07	-	-	7.07	1.26
Sub Total	3632.13	1.46	46.10	3587.49	1023.94	23.54	183.31	1183.71	2403.78
B) Intangible Assets									
Goodwill	155.55	-	-	155.55	23.33	-	132.21	155.54	-
Sub Total	155.55	-	-	155.55	23.33	-	132.21	155.54	-
Grand Total (A+B)	3787.68	1.46	46.10	3743.04	1047.27	23.54	315.52	1339.25	-

Note: Previous year figures have been regrouped where ever necessary.

NOTES		AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
		₹	₹
3	OTHER NON CURRENT ASSETS		
I	Capital Advances (Unsecured, Considered Good)	43.38	222.20
II	Security Deposit (Unsecured, Considered Good)	70.11	77.51
	Total (I+II+III)	<u>113.49</u>	<u>299.71</u>
4	INVENTORIES		
	(As Taken Valued & Certified by the Management)		
	Raw Materials	-	15.82
	Work In Progress	-	80.17
	Finished Goods	-	20.16
	Stock In Trade	-	233.42
		<u>-</u>	<u>349.57</u>
5	CURRENT INVESTMENTS		
I	Trade Investments		
	Equity Shares, Quoted, Valued At Cost-Fully Paid Up		
	In Other		
	Marsons Ltd (F.V. ₹ 10/-)	118660	118660
	KD] Holidayscape & Resorts Ltd. (F.V. ₹ 2/-)	260398	260398
	Bilpower Limited (F.V. ₹ 10/-)	100	100
	Bil Energy Systems Limited (F.V. ₹ 1/-)	200	200
II	Other Investments		
	Equity Shares, Unquoted, Valued At Cost-Fully Paid Up		
	In Other		
	Shri Tradco Dessan Pvt Ltd (F.V ₹ 10/-)	1580000	1580000
	Honest Derivatives Pvt Ltd (F.V ₹ 10/-)	500000	500000
	Spectrum Trimpex Pvt. Ltd. (F.V. ₹ 100/-)	41000	41000
		<u>687.30</u>	<u>687.30</u>
	Less: Provision for Diminution in Value of Quoted Investment	<u>263.21</u>	<u>253.65</u>
	Net Current Investments	<u>424.09</u>	<u>433.65</u>
	Aggregate Amount of Quoted Investment	274.30	274.30
	Market Valued of Quoted Investments	11.09	20.65
	Aggregate Amount of Unquoted Investment	413.00	413.00
6	TRADE RECEIVABLE		
I	Due for a Period Exceeding Six Months (Unsecured and Considered Good)	1491.53	1192.04
	(Unsecured and Considered Doubtful)	306.96	306.96
		<u>1798.49</u>	<u>1499.00</u>
	Less :Provision For Doubtful Debts	<u>306.96</u>	<u>306.96</u>
		<u>1491.53</u>	<u>1192.04</u>
II	Other Receivables (Unsecured and Considered Good)	857.21	744.62
		<u>2348.74</u>	<u>1936.66</u>
7	CASH AND CASH EQUIVALENTS		
A)	Current Accounts	1.20	5.66
B)	Cash In Hand	7.80	6.68
		<u>9.00</u>	<u>12.34</u>
8	OTHER BANK BALANCES		
A)	Amount Held as Margin Money	-	-
B)	Fixed Deposit with Banks *	197.78	198.95
C)	Earmarked Balances with Banks-Unpaid Dividend	-	1.58
		<u>197.78</u>	<u>200.53</u>
9	OTHER CURRENT ASSETS		
A	(Unsecured and Considered Good)		
I	Loan and Advance Recoverable In Cash or Kind To Others	2616.24	2343.09
II	Balance With Statutory/Revenue Authorities Excise and Service Tax	170.92	213.53
III	Prepaid Expenses	0.15	0.77
IV	Advance Income Tax (Net Of Provision)	40.9	41.02
		<u>2828.21</u>	<u>2598.41</u>
B	(Unsecured and Considered Doubtful)		
	Loan and Advance Recoverable In Cash or Kind To Others	154.43	181.43
		<u>2982.64</u>	<u>2779.84</u>
	Less : Provision of Doubtful Loans and Advances	<u>154.43</u>	<u>181.43</u>
		<u>2828.21</u>	<u>2598.41</u>

NOTES

AS AT 31ST MARCH 2019

AS AT 31ST MARCH 2018

10 EQUITY SHARE CAPITAL

	₹	₹
Authorised Share Capital 25000000 (25000000) Equity Shares Of ₹ 10/- Each	2500.00	2500.00
Issued, Subscribed & Paid Up 19500011 (19500011) Equity Shares Of ₹ 10/- Each	1950.00	1950.00
	1950.00	1950.00

10.1 Number of Equity Shares outstanding at the beginning and at the end of the year are same i.e. 19500011 of ₹ 10/- each and hence no reconciliation is required

10.2 Terms/Rights attached to equity shares

The company has issued only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2019 amount per share of dividend recognised as distributions to equity shareholders was ₹ Nil (P.Y. ₹ Nil)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by shareholders.

10.3 Details of shareholders holding more than 5% of the total shares

Equity shares of ₹ 10/- each fully paid	31st March 2019		31st March 2018	
	No. of Shares	% holding	No. of Shares	% holding
Shares Held By				
Bilpower Limited	8416460	43.16	8416460	43.16
Pratibha Goyal	1061408	5.44	-	-
Jagdishchander Bansal	-	-	2612296	13.40

11 OTHER EQUITY

I Securities Premium Account	6042.22	6042.22
II Capital Reserve	22.71	22.71
III General Reserve	279.92	279.92
IV Surplus i.e. Balance in Statement of Profit & Loss		
As At Beginning Of The Year	(4443.83)	(3328.50)
Retain Value of Assets	-	-
Loss For The Year	73.49	(1115.33)
As at the End of the Year	(4370.34)	(4443.83)
Total (I+II+III+IV)	1974.51	1901.02

12 OTHER NON CURRENT FINANCIAL LIABILITIES

Secured Loans		
Terms Loans		
From Bank	-	56.84
	-	56.84

12.1 Terms of repayment of Term Loan:

a) The Loan is to be repayable in 18 equal quarterly installments of ₹ 27.78 Lacs starting from 01/11/2011.

b) Nature of security for Term Loan from Bank :

Term loan is secured by exclusive charge on "HAEFELY" make Impulse Generator at Pali Unit.

c) Rate of Interest of Term Loan:

The initial interest rate is 13.50% (Base Rate + 4.25% fixed per annum with reset after 2 years) p.a with monthly rest.

d) The Company has Common Loan Agreement with Dhanlaxmi Bank Ltd. Rupee Term Loan amount ₹ 500.00 Lacs sanctioned during F.Y.2011-12 by Dhanlaxmi Bank Ltd.

e) The Company has defaulted in repayment of quarterly installment of ₹ 27.78 Lacs each since the quarter ended March 2013 and interest accrued thereon remains unpaid since April 2013 onwards.

f) The lender bank has issued a Legal Notice u/s 13(2) dated 31/12/2015, to the Company asking them to pay outstanding dues of ₹ 181.00 Lacs upto 27th October, 2014 within 60 days from the date of this notice, failing which Lender Bank will initiate legal action against the Company.

In view of Legal Notice and based on the Legal advice received by the Company it has been decided not to provide any interest on outstanding liability of Dhanlaxmi Bank.

g) The Company has not provided for interest payable to Dhanlaxmi Bank amounting to ₹ 41.27 Lacs for the year ended 31st March 2019 and also for F.Y 2013-14, 2014-15, 2015-16, 2016-17 & 2017-18 the company has not provided interest amounting to ₹ 138.33 Lacs thus total interest not provided up to F.Y 2017-18 amounting to ₹ 179.60 Lacs and As a result the accumulated losses in the balance sheet are understated by ₹ 179.60 Lacs & current liabilities are also understated by ₹ 179.60 Lacs

13 TRADE PAYABLES

Trade Payables	369.51	491.64
	369.51	491.64

13.1 Trade Payables includes following related parties :-

₹ Nil (P.Y. ₹ 8.45 Lacs) payable to Related Party Choudhary Stamping, ₹ 12.04 Lacs (P.Y. ₹ 26.77 Lacs) payable to Related Party

Niksan Engineering Co Limited.

13.2 The Company has not received any intimation from the suppliers under the Micro, Small & Medium Enterprises Development Act 2006 & therefore

disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said act have not been given.

NOTES

AS AT 31ST MARCH 2019

AS AT 31ST MARCH 2018

	₹	₹
14 OTHER CURRENT FINANCIAL LIABILITIES		
I Secured Loans		
Loans Repayable on Demand		
-Working Capital Loan Repayable on Demand from Bank	2875.40	3197.30
	<u>2875.40</u>	<u>3197.30</u>
II Unsecured Loans		
From Related Party	405.00	-
Interest Free Sales Tax Loan	0.00	7.63
From Other Party	37.50	280.41
	<u>405.00</u>	<u>288.04</u>
Total (I+II)	<u>3317.97</u>	<u>3485.34</u>
14.1 Working Capital facilities is secured by Hypothecation of all Current Assets of the Company. The facilities are further collaterally Secured by equitable Mortgage of Land and Building at Boisar Unit and Hypothecation of all Fixed Assets of Boisar Unit.		
14.2 Interest Rate-base rate + 4.50% currently 14.75% per annum with monthly rest.		
14.3 The Company has defaulted in repayment of dues including interest and principal to Canara Bank, on its various fund facilities availed, outstanding amounting to ₹ 4026.00 Lacs.		
14.4 The lender bank has issued a Legal Notice dated 22/12/2014, to the Company asking them to pay outstanding dues of ₹ 3704.84 Lacs within 7 days, failing which Lender Bank will initiate legal action against the Company. In view of Legal Notice and based on the Legal advice received by the Company it has been decided not to provide any interest on outstanding liability of Canara Bank w.e.f. 01/04/2014. Further, on 22nd October 2018, Canara Bank sold factory premises at J20, MIDC, Boisar, including the Plant & machinery thereon, by an e Auction on "as is where is" basis for Rs. 321.50 Lacs. The accounting effect of the same has accordingly been given in the books of accounts. The Company has not provided for Interest payable to Canara Bank amounting to ₹ 1049.46 Lacs for the year ended 31st March 2019. Also for the financial year 2014-15, 2015-16, 2016-17 & 2017-18 the company has not provided for ₹ 2906.56 lacs. The Company has also not made any provision for penal interest claimed by the bank. As a result the loss for the year ended 31st March 2019 is understated by ₹ 1049.46 Lacs & current liabilities as at 31st March, 2019 are also understated by ₹ 1049.46 Lacs and reserves are overstated by ₹ 1049.46 Lacs. As a result the accumulated Reserves are overstated by ₹ 3956.02 Lacs. The amount of penal interest cannot be quantified as the details have not been received from the bank.		
14.5 Other unsecured loan received from related party Bil Energy Systems Ltd. ₹ 405.07 Lacs (P.Y. ₹ Nil)		
15 OTHER CURRENT LIABILITIES		
I Current Maturities of Long Term Debts	167.92	111.08
II Interest Accrued and Due on Borrowings	169.19	169.19
III Trade Advances	4.44	4.44
IV LIC Gratuity	1.01	0.87
V Unclaimed Dividend	-	1.58
VI Proposed Final Dividend	-	-
VII Statutory Dues	22.49	51.15
VIII Other Payables	26.38	11.50
	<u>391.43</u>	<u>349.81</u>
16 REVENUE FROM OPERATIONS		
I Sales of Manufactured Goods		
- Transformers	15.02	-
- Transformers Parts (Repair)	2.50	-
- Sheets / Coils	326.03	-
- Others	27.98	135.28
	<u>371.53</u>	<u>135.28</u>
II Sales of Trading Goods		
- Iron & Steel, CRGO Electrical Steel Sheet/Stripe	803.67	1014.04
- Others	0.00	69.02
	<u>803.67</u>	<u>1083.06</u>
III Sales of Services		
- Labour Job	-	-
	<u>-</u>	<u>-</u>
IV Other Operating Revenues		
- Scrap Sales	20.16	-
	<u>20.16</u>	<u>-</u>
Sub Total (I+II+III+IV)	1195.36	1218.34
Less Excise Duty	-	-
Total Revenue From Operations (Net)	<u>1195.36</u>	<u>1218.34</u>
17 OTHER INCOME		
I Interest Income		
- Interest from Bank on Deposit	14.20	17.73
- Interest on Loans and Advances	107.23	201.09
- Interest on Sales Tax Reversal	28.66	-
- Interest on IT Refund	4.04	14.19
II Dividend Income		
- From Others	-	-
III Other Non-Operating Income		
- Rent Income	20.90	-
- Doubtful Loans and Advances reversed	27.00	-
- Profit on Sales of Assets	177.24	-
- Sundry Balance W/ Off	6.41	-
- Miscellaneous Income	-	27.41
	<u>385.68</u>	<u>260.42</u>
18 COST OF MATERIALS CONSUMED		
Cost of Sales		
Cost of Material Consumed		
- Opening Stock	15.82	75.80
Add Purchase During the year	327.28	176.73
Less Closing Stock	-	15.82
	<u>343.10</u>	<u>236.71</u>
19 STOCK IN TRADE PURCHASE		
- Iron & Steel, CRGO Electrical Steel Sheet/Stripe	561.89	1071.07
- Others	-	17.85
	<u>561.89</u>	<u>1088.92</u>

NOTES		AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
		₹	₹
20	CHANGES IN INVENTORIES		
	At The End Of The Year		
	Finished Goods	0.00	20.16
	Work-In-Progress	0.00	80.17
	Stock In Trade	0.00	233.42
		<u>0.00</u>	<u>333.75</u>
	At The Beginning Of The Year		
	Finished Goods	20.00	-
	Work-In-Progress	80.17	100.21
	Stock In Trade	20.00	174.60
		<u>333.75</u>	<u>274.81</u>
	Total (B-A)	<u>333.75</u>	<u>(58.94)</u>
21	EMPLOYEE BENEFITS EXPENSES		
I	Salaries, Wages, Bonus & Allowances	3.58	12.20
II	Contribution to Provident & Other Funds	0.22	0.21
III	Staff Welfare Expenses	0.16	0.37
		<u>3.96</u>	<u>12.78</u>
21.1	Salaries, Wages, Bonus & Allowances includes Leave Encashment Expenses ₹ Nil (P.Y. ₹ 0.005 Lacs)		
21.2	Staff welfare expenses ₹ Nil (P.Y. ₹ 0.086 Lacs) pertaining to prior period.		
22	FINANCE COSTS		
	Interest Expenses		
	From Bank	1.23	-
	From Other	0.18	23.58
		<u>1.41</u>	<u>23.58</u>
	Other Borrowing Costs	2.38	2.27
		<u>3.79</u>	<u>25.85</u>
23	OTHER EXPENSES		
	Manufacturing Expenses		
	Store & Spares	0.88	0.03
	Power and Fuel	12.86	14.93
	Factory Expenses	17.12	16.40
	Labour Charges	13.34	14.26
	Repair and Maintenance		
	-Repair and Maintenance-Plant & Machinery	0.37	0.11
	-Repair and Maintenance-Others	0.04	0.35
	Excise Duty On Closing Stock FG	-	-
	Packing Expenses	0.02	-
	Selling and Distribution Expenses		
	Freight and Transport Charges	3.82	0.02
	Commission and Brokerage	-	-
	Advertisement and Publicity Expenses	0.37	0.36
	Liquidated Damages (Penalty)	0.00	67.84
	Price Variation	0.00	0.03
	Penalty /Deduction	0.00	70.41
	Business Promotion Expenses	0.05	0.79
	Administrative & Office Expenses		
	Insurance Charges	0.20	0.23
	Conveyance and Travelling	1.77	1.35
	Postage & Telegram and Telephone	0.50	1.32
	Testing Charges	-	-
	Payment to Auditors		
	-Audit Fees (Including Tax Audit)	0.50	0.50
	Legal & Professional Fees		
	-Consultancy Fees	1.50	0.50
	-Legal & Professional Fees	9.57	10.18
	Stamp Duty, Stamp Paper and Franking Charges	0.16	0.19
	Electricity Charges	0.39	1.40
	Office & General Expenses	3.68	1.53
	Registrar & Share Transfer Charges	0.58	0.62
	Rates & Taxes	1.03	22.52
	Rent	2.34	4.80
	Printing & Stationery	0.46	0.73
	Loss On Exchange Rate Fluctuation	2.40	(1.36)
	Loss On Sales Of Assets	-	2.56
	Bad Debts Written Off	-	-
	Sundry Balance W/Off	-	225.84
	Doubtful Debts	-	306.96
	Provision of Loans & Advance	-	181.43
	Diminution in Value of Quoted Investments	9.56	11.27
		<u>83.51</u>	<u>958.10</u>

23.1 Guest House Expenses ₹ Nil (P.Y ₹ 0.03 Lacs), Business Promotion Expenses ₹ Nil (P.Y ₹ 0.55 Lacs) pertaining to prior period.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

24. Contingent Liabilities

(₹ in Lacs)

Sr. No.	Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(A)	Guarantees outstanding	382.81	396.37
(B)	Sales Tax Demands pending in appeals	196.95	196.95
(C)	Income Tax Demands including interest which is under dispute and pending in appeals	61.73	61.73
(D)	Custom duty on pending export obligation against import of machinery	144.85	144.85

25. C.I.F value of Import, Expenditures and Earnings in Foreign Currency

(₹ in Lacs)

Sr. No.	Particulars	As at 31 st March, 2019	As at 31 st March, 2018
a)	C.I.F Value of Import		
	Raw Material & Trading Goods	188.90	40.60
	Capital Goods		
b)	Expenditure in Foreign Currency		
	Travelling Expenses	0.61	0.08
c)	Earnings in Foreign Currency		

26. Segment Reporting

The company primarily deals in the business of Manufacturing, Repair, Refurbishment and Upliftment of transformers and there are no material exports hence there is no Primary reportable segment, either product wise or geographical, in the context of Indian Accounting Standard 108 issued by The Institute of Chartered Accountants of India.

27. Related Party Disclosures

(A) The Company had transactions with the following related parties

Sr No.	Name of the Related Party	Relationship
1	Bilpower Limited	Associates
2	Bil Energy Systems Limited	Associates
3	Rajendra Kumar Choudhary	Key Management Personnel
4	Niksan Engineering Co. Limited	Company of relative of KMP
5	Choudhary Global Limited	Company of relative of KMP
6	Viniyog Mercantile Pvt. Ltd.	Company of relative of KMP
7	Choudhary Stampings	Proprietary of relative of KMP
8	TRC Power	Proprietary of relative of KMP

(B) Related Party transactions:

(₹ in Lacs)

Sr. No.	Nature of Transactions	Nature of Relationship			Total Transaction
		Associates	Key Management Personnel	Relatives of KMP & Their Proprietary Concern & Company	
1	Purchase of Goods	11.69	-	-	11.69
		-	-	-	-
2	Sales of Goods	239.61	-	-	239.61
		(96.55)	-	-	(96.55)
3	Rent Income	-	-	-	-
		-	-	-	-
4	Receiving of Services	-	-	-	-
		-	-	-	-
5	Finance (Including Loan & Equity Contributions in Cash or Kind)				
	Loans & Advances Received	792.91	-	-	792.91
		(481.88)	-	-	(481.88)
	Loans & Advances Given	6.30	-	-	6.30
		-	-	-	-
6	Purchase of Investment (Share)	-	-	-	-
		-	-	-	-
7	Outstanding				
	Loans & Advances Receivable	405.07	-	-	405.07
		-	-	-	-
	Trade Receivable	-	-	0.75	0.75
		-	-	(0.75)	(0.75)
	Trade Payable	-	-	12.04	12.04
		-	-	(35.23)	(35.23)

Note : Figures in Brackets Related to previous year

Disclosure in respect of Material Related Party Transactions During the year:-

1. Purchase of Goods/Expenses Includes : Bil Energy Systems Limited ₹ 11.69 Lacs (P.Y. ₹ Nil)
2. Sales of Goods includes: Bil Energy Systems Limited ₹ 239.61 Lacs (P.Y. ₹ 96.55 Lacs)
3. Rent Income :
4. Receiving of Services
 - A) Remuneration Payment:-
5. Finance (Including Loans & Equity Contributions on Cash or Kind)
 - A) Loans & Advances Received includes:- Bilpower Limited ₹ 16.50 Lacs (P.Y. ₹ 10.00 Lacs), Bil Energy Systems Limited ₹ 776.40 Lacs (P.Y. ₹ 471.88 Lacs).
 - B) Loans & Advances Given includes:- Bilpower Limited ₹ 2.19 Lacs (P.Y. ₹ Nil), Bil Energy Systems Limited ₹. 4.10 Lacs (P.Y. ₹ Nil),
6. Outstanding as at 31st March, 2019.
 - A) Loans & Advance Received includes:- Bil Energy Systems Limited ₹ 405.07 Lacs (P.Y. ₹ Nil)
 - B) Trade Receivable includes:- Viniyog Mercantile Pvt. Ltd. ₹ 0.75 Lacs (P.Y ₹ 0.75 Lacs)
 - C) Trade Payables includes:- Nik-San Engineering Co Limited ₹ 12.04 Lacs (P.Y. ₹ 26.77 Lacs), Choudhary Stamping ₹ Nil Lacs (P.Y. ₹ 8.45 Lacs).

28. Raw Material Consumed:-

The material purchases have been applied towards manufacturing as well as repairs of transformers. Since the material has been used in common facilities towards both and since the requirement of law is to show consumption of Raw Material for Manufacturing, the same has not been given.

29. Purchase of Trading Goods:-

(₹ in Lacs)			
Sr. No.	Category	As at 31 st March, 2019	As at 31 st March, 2018
1	C R Sheet / Coil	379.81	1059.70
2	CRGO Electrical Steel Sheet/Coil	182.08	-
3	Others	-	29.22
4	H.R.Plate	-	-
5	G. P. Coils/Sheets	-	-
Total		561.89	1088.92

30. Sale of Products Comprises:-

(₹ in Lacs)			
i) Manufactured goods			
Sr. No.	Category	As at 31 st March, 2019	As at 31 st March, 2018
1	Transformers & Parts	17.52	-
2	Sheets/Coils	326.03	135.12
3	Scrap	20.16	-
4	Other	27.98	0.16
Total		391.69	135.28
ii) Traded Goods			
Sr. No.	Category	As at 31 st March, 2019	As at 31 st March, 2018
1	C R Sheet / Coil	608.25	839.12
2	CRGO Electrical Steel Sheet/Coil	182.41	-
3	Others	13.01	69.02
4	H.R.Plate	-	-
5	G. P. Coils/Sheets	-	174.92
Total		803.67	1083.06

31. Details of Closing Stock

(₹ in Lacs)			
i) Closing Stock of Finished Goods			
Sr. No.	Category	As at 31 st March, 2019	As at 31 st March, 2018
1	Distribution Transformers	-	-
2	CTPT	-	-
3	Scrap	-	20.16
Total		-	20.16
ii) Closing Stock of Traded Goods			
Sr. No.	Category	As at 31 st March, 2019	As at 31 st March, 2018
1	C R Sheet / Coil	-	222.06
2	G. P. Coils/Sheets	-	-
3	Other	-	11.36
Total		-	233.42

32. Earnings Per Share (Eps)

(₹ in Lacs)

Particular	As at 31 st March, 2019	As at 31 st March, 2018
Profit after tax	73.49	(1115.33)
Weighted average number of Equity Shares -Basic & Diluted	19500011	19500011
Earning Per Share (in Rs.) -Basic & Diluted	0.38	(5.72)

33. Payment to Auditors :

(₹ in Lacs)

Particular	As at 31 st March, 2019	As at 31 st March, 2018
As Auditors	0.50	0.50
Other Jobs	0.00	0.00
Total	0.50	0.50

34. Term Deposit Receipts wherever obtained are endorsed in favor of Banks and Government Departments against Bank Guarantee, L/C Facility etc.
35. Disclosure pursuant to adoption of Indian Accounting Standard 19
Gratuity liability for the year is determined on actuarial valuation by the Life Insurance Co of India with whom the company has taken a policy for the settlement of future liability.
36. Some of the Creditors / Debtors / Loans / Advances are subject to Confirmations and resultant reconciliation, if any.
37. The Company has not received any intimation from the suppliers under the Micro, Small & Medium Enterprises Development Act 2006 & therefore disclosures, if any relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.
38. In terms of the requirements of the Indian Accounting Standards-36 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, the amount recoverable against Fixed Assets has been estimated for the period by the management based on present value of estimated future cash flows expected to arise from the continuing use of such assets. The recoverable amount so assessed was found to be adequate to cover the carrying amount of the assets, therefore no provision for impairment in value thereof has been considered necessary, by the management.
39. As per the best estimate of the management, no provision is required to be made as per Indian Accounting Standard (Ind AS) 37 "Provision, Contingent Liabilities & Contingent Assets", in respect of any present obligation as a result of a past event that could lead to a probable outflow of resources which would be required to settle the obligation.
40. Sundry Debtors as on the date of Balance Sheet are net of amounts received after discounting of Letter of Credits.
41. Previous Year Figures have been regrouped / Re cast wherever necessary.

Signature to the Balance Sheet, Statement of Profit and Loss and notes which form an integral part of account.

As per our attached report of even date.

For Dalal & Kala Associates

Chartered Accountants
Firm Regn.No. 102017W

Sd/-
Rachana Baria
Company Secretary

For and on behalf of the Board

Sd/-
Suresh More
Managing Director
Din : 06873425

Sd/-
Anand Drolia
Partner
Membership No. 036718
Mumbai: 13th May 2019

Sd/-
Kanji Chavda
Chief Finance Officer

Sd/-
Lalit Laxiram Agarwal
Director
Din : 06427436

TARAPUR TRANSFORMERS LIMITED

CIN - L99999MH1988PLC047303

Regd. Off.: S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar,
Kandivali (West), Mumbai - 400067

Tel: 022-28670603/04, **Email:** complianceofficer@tarapurtransformers.com, **Website:**
www.tarapurtransformers.com

ATTENDANCE SLIP

(To be presented at the entrance)

31st ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 30, 2019 AT 11.00 A.M.

At 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

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TARAPUR TRANSFORMERS LIMITED

CIN - L99999MH1988PLC047303

Regd. Off.: S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar,
Kandivali (West), Mumbai - 400067

Tel: 022-28670603/04, **Email:** complianceofficer@tarapurtransformers.com, **Website:**
www.tarapurtransformers.com

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):

Registered address:

E-mail Id :

Folio No. / Client ID No. : DP ID No.

I / We, being the member(s) of Shares of Tarapur Transformers Limited, hereby appoint:

1. Name: E-mail Id:

Address:

..... Signature:

or failing him

2. Name: E-mail Id:

Address:

..... Signature:

or failing him

3. Name: E-mail Id:

Address:

..... Signature:

or failing him

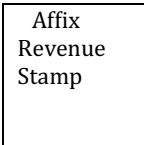
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Monday 30th Day of September, 2019 at 11.00 a.m. at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2019.
2. Appoint a Director in place of Mr. Rajendrakumar Choudhary (DIN: 00494663) who retires by rotation and being eligible offers himself for re-appointment.

Signed this day of 2019

**Signature of shareholder
Proxy holder(s)**

Signature of



NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai - 400067, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

BOOK - POST

To,

TARAPUR TRANSFORMERS LIMITED

CIN - L99999MH1988PLC047303

Regd. Off.: S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar,
Kandivali(West), Mumbai - 400067

Tel: 022-2867603/04, **Email:** complianceofficer@tarapurtransformers.com,

Website: www.tarapurtransformers.com
