



Date: 15th November, 2024

Ref: TARIL/SECT/2024-25/NSE-BSE/COMPL/075

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Security Code : 532928	To, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051 Trading Symbol : TARIL
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Dear Sir/Madam,

Sub: Monitoring Agency Report for the quarter ended 30th September, 2024

In accordance with Regulation 32(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Regulation 173A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, we are pleased to provide the Monitoring Agency Report for the quarter ended 30th September, 2024.

This report has been issued by India Ratings and Research Private Limited, the Monitoring Agency responsible for overseeing the use of funds raised through the Qualified Institutional Placement.

Please take the same on your record.

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Limited

**Rakesh Kiri
Company Secretary**

Encl.: As above

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

CIN No.: L33121GJ1994PLC022460

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

Date: 14th November 2024

To,

Transformers and Rectifiers (India) Limited

Survey No. 427 P/3-4 & 431 P/1-2,

Sarkhej - Bavla Highway, Moraiya, Sanand,

Ahmedabad - 382213

Subject: Monitoring Agency Report for the quarter ended 30th September 2024 in relation to Qualified Institutions Placement (QIP).

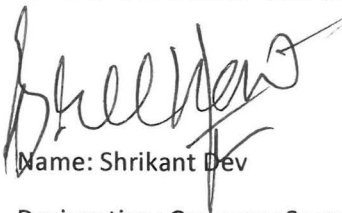
Dear Sir,

Pursuant to Regulation 173A (2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and Monitoring Agency Agreement dated 27th May 2024, please find enclosed herewith the Monitoring Agency Report, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of QIP for the quarter ended September 30, 2024.

Request you to kindly take the same on records.

Thanking You,

For and on behalf of India Ratings & Research Private Limited



Name: Shrikant Dev

Designation: Company Secretary



Report of the Monitoring Agency (MA)

Name of the issuer: **Transformers and Rectifiers (India) Limited**

For quarter ended: **30th September 2024**

Name of the Monitoring Agency: **India Ratings & Research Private Limited**

(a) Deviation from the objects: **No Deviation from the objects.**

Based on the Management undertaking and as per Statutory Auditor certificate dated 14th November 2024 issued by Manubhai & Shah LLP, Chartered Accountants (FRN – 106041W/W100136) having UDIN 24110299BKCVAY2902* and other documents provided to us, no deviation from the objects has been observed.

*The reference to the Statutory Auditor certificate anywhere in the MA report refers to the said certificate.

(b) *Range of Deviation*: Not Applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "*Comments of the Board of Directors*", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature:



Name and designation of the Authorized Signatory: **Shrikant Dev (Company Secretary)**

Date: **14th November 2024**



1) Issuer Details:

Name of the issuer:	Transformers and Rectifiers (India) Limited
Names of the promoter:	<ul style="list-style-type: none"> • Jitendra Ujamsi Mamtora • Karunaben Jitendra Mamtora • Satyen Jitendra Mamtora • Jitendra Ujamsi Mamtora (HUF) • Janki Ashish Kiri • Aakanksha Satyen Mamtora • Bipin Ujamashi Mamtora • Dilip Ujamashi Mamtora
Industry/sector to which it belongs:	Manufacturing of transformers and reactors

2) Issue Details:

Issue Period:	10th June 2024 to 13th June 2024
Type of issue (public/rights):	Qualified Institutions Placement (QIP)
Type of specified securities:	75,18,796 Equity Shares of FV ₹ 1 each @ ₹ 665.00 per Equity Share.
IPO Grading, if any:	Not Applicable
Issue size:	INR 5,000.00 Mn

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Management undertaking, Placement Document, Relevant Bank Statements.	Refer Below*	
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Management undertaking.	No Comments	
Whether the means of finance for the disclosed objects of the issue has changed?	No	Management undertaking, Statutory Auditor certificate.	No Comments	



Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Is there any major deviation observed over the earlier monitoring agency reports?	No	NA	NA	
Whether all Government/statutory approvals related to the object(s) have been obtained?	NA	Management undertaking, Statutory Auditor certificate.	No Comments	
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA	Management undertaking, Statutory Auditor certificate.	No Comments	
Are there any favorable events improving the viability of these object(s)?	No	Management undertaking, Statutory Auditor certificate.	No Comments	
Are there any unfavorable events affecting the viability of the object(s)?	No	Management undertaking, Statutory Auditor certificate.	No Comments	
Is there any other relevant information that may materially affect the decision making of the investors?	No	Management undertaking, Statutory Auditor certificate.	No Comments	

*As informed by management, issue related expenses incurred are more than as estimated in the placement document, however the actual issue related expenses incurred are yet to be finalized. The same will be revised upon finalization and the deficit correspondingly will be reduced from the general corporate purposes.



4) Details of object(s) to be monitored:

i. Cost of object(s)-

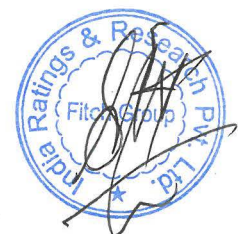
Sr. No.	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) (INR Mn)	Revised Cost (INR Mn)	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Company's growth and business expansion through funding of capital expenditure requirements of our Company.	Management undertaking, Statutory Auditor certificate, Placement Document.	1,450.00	NA	NA			
2	Funding the working capital requirements of our Company		1,250.00	NA	NA			
3	Repayment and/or pre-payment in full or part, of certain outstanding borrowings availed by our Company		613.80	NA	NA			
4	Funding inorganic growth and general corporate purposes		1,574.35	NA*	NA			
5	QIP related Issue Expenses		111.85	NA*	NA			
	TOTAL		5,000.00					

*As informed by management, issue related expenses incurred are more than as estimated in the placement document, however the actual issue related expenses incurred are yet to be finalized. The same will be revised upon finalization and the deficit correspondingly will be reduced from the general corporate purposes.



ii. Progress in the object(s) -

Sr. No.	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (INR Mn)	Amount Utilized (INR Mn)			Total Unutilized Amount (INR Mn)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Company's growth and business expansion through funding of capital expenditure requirements of our Company.	Management undertaking, Statutory Auditor certificate, Placement Document.	1,450.00	-	-	-	1,450.00	No Comments		
2	Funding the working capital requirements of our Company	Management undertaking, Placement Document, Relevant Bank Statements.	1,250.00	50.00	279.19	329.19	920.81	Refer Note 1		
3	Repayment and/or pre-payment in full or part, of certain outstanding borrowings availed by our Company	Management undertaking, Statutory Auditor certificate, Placement Document, Relevant Bank Statements, No Dues Certificate.	613.80	479.79	122.82	602.61	11.19	Refer [^]		
4	Funding inorganic growth and general corporate purposes	Management undertaking, Statutory Auditor certificate, Placement Document.	1,574.35	-	-	-	1,574.35	No Comments		
5	QIP related Issue Expenses	Management undertaking, Placement Document, Bank Statements, Statutory Auditor certificate	111.85	59.89	81.89	141.78	(29.93)*	Refer*		
	TOTAL		5,000.00	589.68	483.90	1,073.58	3,926.42			



*As informed by management, issue related expenses incurred are more than as estimated in the placement document, however the actual issue related expenses incurred are yet to be finalized. The same will be revised upon finalization and the deficit correspondingly will be reduced from the general corporate purposes.

^The company has repaid the outstanding borrowings by transferring the funds on 19th Jul'24 from monitoring a/c to SBI CC a/c. The borrowing was repaid on 31st Jul'24. There are other numerous debit and credit entries in SBI CC a/c during the period 19th Jul'24 to 31st Jul'24, hence the trail of funds could not be established.

Note 1: During the quarter, the Company had transferred INR 852.29 Mn from the issue proceeds from monitoring a/c to different cash credit a/c's / current a/c's for working capital requirement, however as per the cash flow statement (for the quarter ended 30th Sep'24) as provided by the company, operational deficit (operational inflow less operational outflow) was INR 279.19 Mn which is considered as utilization. Balance INR 573.10 Mn is lying in the form of unutilized WC limits/bank balances.

iii. Deployment of unutilized issue proceeds:

Sr. No.	Type of Instrument and name of the entity invested in	Amount Invested (INR Mn)	Maturity Date	Earnings (INR Mn)*	Return on Investment (%)\$	Market Value as at 30 th Sep' 24 (INR Mn)
1	FD with Axis Bank Ltd a/c no. 924040080771659	200.00	4-Jul-25	3.33	7.40%	203.33
2	FD with Axis Bank Ltd a/c no. 924040082553358	150.00	12-Jul-25	2.19	7.40%	152.19
3	FD with State Bank of India a/c no. 432258939047**	100.00	5-Feb-25	-	6.60%	-
4	Mutual Fund - SBI Liquid Fund Regular Growth^	2,900.00	-	55.13	-	2,955.13
5	Balance lying in State Bank of India current a/c no. 43002549812^^	3.95	-	-	-	-
6	Balance lying in State Bank of India current a/c no. 43011069223	3.23	-	-	-	-
7	Unutilized issue proceeds lying in the form of unutilized WC limits/bank balances. (Refer Note 1)	573.10				
	TOTAL	3,930.28				

\$Annual Return.

*Difference between market value and amount invested. Market value for Fixed deposits includes accrued interest.

^Out of the 7,61,855.281 units, 2,12,948.836 units are lien marked in favour of State Bank of India. The Company has informed that the same is for Bank Guarantee.



**Lien marked for margin money against Bank Guarantee. The company has invested in the said fixed deposit by transferring the funds on 19th Jul'24 from monitoring a/c to SBI CC a/c. The fixed deposit was booked on 5th Aug'24. There are other numerous debit and credit entries in SBI CC a/c during the period 19th Jul'24 to 5th Aug'24, hence the trail of funds could not be established.

^^Includes realization of return on investment of INR 3.86 Mn.

Note 2: The placement document does not specifically mention about the manner of temporary deployment of the issue proceeds pending utilization for the stated objects. The company has temporarily invested the issue proceeds pending utilization for the stated objects, in the above mentioned Mutual Fund and Fixed Deposit which is in line with the resolution passed by the management committee of board of directors.

iv. Delay in implementation of the object(s)

Object(s)	Completion Date		Delay (no. of days/m onths)	Comments of the Board of Directors	
	As per the Offer Document	Actual*		Reason of Delay	Proposed Course of action
Company's growth and business expansion through funding of capital expenditure requirements of our Company.	Fiscal 2025	Ongoing	NA		
Funding the working capital requirements of our Company	Fiscal 2025	Ongoing	NA		
Repayment and/or pre-payment in full or part, of certain outstanding borrowings availed by our Company	Fiscal 2025	Ongoing	NA		
Funding inorganic growth and general corporate purposes	Fiscal 2025	Ongoing	NA		

*Latest/revised estimate of completion date is same as mentioned in the Placement Document.

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Sr. No.	Item Head	Amount (INR Mn)	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Not Applicable as during the quarter NIL amount of issue proceeds are utilized for GCP					



Disclaimers:

The MA Report is prepared by India Ratings. India Ratings has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable.

India Ratings declare that the MA Report is based on the format prescribed by the SEBI (ICDR) Regulations, 2018. This declaration forms part of and applies to each MA Report that is issued by India Ratings. The MA Report does not constitute an offer of services. Access or use of any MA Report does not create a client relationship between India Ratings and the Applicant or between India Ratings and User of the report.

This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments.

Please note that the information presented in the MA Report is based solely on the review of the requisite information, documents, papers, statements received from the Company with regard to the use of the Issue Proceeds including the status of implementation of the activities proposed to be funded out of the Issue proceeds as stated in the Prospectus. India Ratings has not verified any source of information such as invoices, ledgers or payment receipts and other documents either in normal course or in case of deviations from the objects, as the same is the duty of the management and the statutory auditors. India Ratings has relied in good faith and without any liability, upon the contents thereof. The user of the MA Report should understand that India Ratings does not perform an audit and undertakes no independent verification of any information/certifications/statements it receives from auditors, lawyers, chartered engineers or other experts, and relies on in its reports. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings. In issuing the MA Report, India Ratings may rely on the representations and certifications from the issuer and experts, including statutory auditors with respect to financial statements, attorneys with respect to legal and tax matters and other entities considered reliable by India Ratings. The Company shall be solely responsible and liable for any omission, commission, errors and misrepresentations in the contents of the Information provided to India Ratings. India Ratings disclaims any liability arising out of the contents of the information provided by the Company and in no event shall be held liable to anyone for any damages or claims arising out of such information.

India Ratings may rate the Company or any debt instruments or facilities issued or proposed to be issued by the Company that is subject matter of the MA Report.

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India Ratings is neither construed to be nor acting under the capacity or nature of an 'expert' as defined under Section 2(38) of the Companies Act, 2013. It is issuing the MA Report solely in the capacity of a monitoring agency and that the same shall not be construed to be an opinion of an expert, as it relies on certificates, confirmations and representations of reliable stakeholders such as auditors, banks and others.

