

Date: 19th June, 2013

Ref: TRIL/SECT/2013-14/NSE-BSE/COMPL/021

To,
The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400023

To,
The Secretary
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai-400051

Dear Sir,

Sub: Disclosure of Voting Result of Postal Ballot exercise – Clause 35A

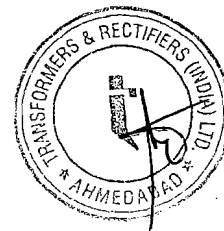
Pursuant to the provisions of Clause 35A of the Listing Agreement, please find enclosed herewith a statement containing details of the voting result of the Postal Ballot conducted for members' approval for the items as set out in the in the Notice of postal ballot pursuant to Section 192A of the Act.

Furthermore, please note that Mr. Jitendra Mamtora, Chairman & Whole Time Director of the Company, as authorised by the Board of Directors in this regard, has announced the Postal Ballot Result on Yesterday i.e. Tuesday, June 18, 2013.

Date on which Postal Ballot Notice was sent : May 9, 2013

Last date for receiving Postal Ballot forms : June 10, 2013

Scheduled date of announcement of results of Postal Ballot: June 18, 2013



DETAILS UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Details of the Agenda:

Resolution required: (Ordinary / Special)	Special Resolutions
Mode of Voting: (Show of hands / poll/ Postal Ballot / E voting)	Physical Postal Ballot Forms and E-Voting

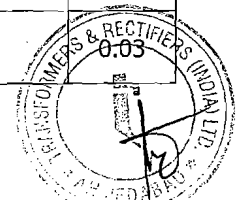
Further the following additional disclosures on the Postal Ballot Voting Result are also provided:-

Resolution No. 1: Special Resolution under section 198, 269, 309, 310 read with Schedule XIII of the Companies Act, 1956, for reappointment of Mr. Jitendra Mamtara as Chairman & Whole-time Director & also to fix his remuneration

Promoter / Public	No. of shares held (1)	No. of votes polled (valid) (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled
Promoter and Promoter Group	9928415	9928415	100.00	9928415	0	100.00	-
Public Institutional holders	154037	154037	100.00	154037	0	100.00	-
Public Others	2841159	43370	1.53	40307	3063	92.94	7.06
Total	12923611	10125822	78.35	10122759	3063	99.97	0.03

Resolution No. 2: Special Resolution under section 198, 269, 309, 310 read with Schedule XIII of the Companies Act, 1956, for reappointment of Mr. Satyen Mamtara as Managing Director & also to fix his remuneration

Promoter / Public	No. of shares held (1)	No. of votes polled (valid) (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled
Promoter and Promoter Group	9928415	9928415	100.00	9928415	0	100.00	-
Public Institutional holders	154037	154037	100.00	154037	0	100.00	-
Public Others	2841159	43370	1.53	40373	2997	93.09	6.91
Total	12923611	10125822	78.35	10122825	2997	99.97	0.03

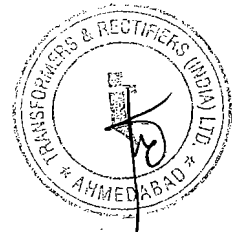


Resolution No. 3: Special Resolution for approval of ratification and confirm the payment of excess remuneration made to Mr. Jitendra Mamtora, Chairman & Whole-time Director of the Company and for Waiver of Recovery of Excess Remuneration paid to him for the Financial year 2011-2012, subject to approval of Central Government.

Promoter / Public	No. of shares held (1)	No. of votes polled (valid) (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled
Promoter and Promoter Group	9928415	9928415	100.00	9928415	0	100.00	-
Public Institutional holders	154037	154037	100.00	154037	0	100.00	-
Public Others	2841159	43260	1.52	36548	6712	84.48	15.52
Total	12923611	10125712	78.35	10119000	6712	99.93	0.07

Resolution No. 4 : Special Resolution to re-affirm and ratify the earlier resolution of reappointment of Mr. Satyen Mamtora, Managing Director of the Company, by making necessary disclosure, as required under Schedule XIII of the Act

Promoter / Public	No. of shares held (1)	No. of votes polled (valid) (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled
Promoter and Promoter Group	9928415	9928415	100.00	9928415	0	100.00	-
Public Institutional holders	154037	154037	100.00	154037	0	100.00	-
Public Others	2841159	43340	1.53	40701	2639	93.91	6.09
Total	12923611	10125792	78.35	10123153	2639	99.97	0.03





CONTINUATION SHEET

Resolution No. 5: Special Resolution under Section 146 of the Companies Act, 1956 for approval for shifting of registered office of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (valid) (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled
Promoter and Promoter Group	9928415	9928415	100.00	9928415	0	100.00	-
Public Institutional holders	154037	154037	100.00	154037	0	100.00	-
Public Others	2841159	43385	1.53	41444	1941	95.53	4.47
Total	12923611	10125837	78.35	10123896	1941	99.98	0.02

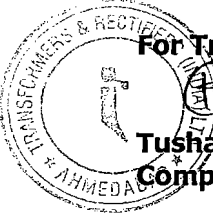
Please take the same on your record.

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Limited


Tushar Shah
Company Secretary





June 17, 2013

The Chairman & Whole-time Director
M/s. Transformers & Rectifiers (India) Limited
Survey No. 427 P/3-4 & 431 P/1-2,
Sarkhej-Bavla Highway,
Moraiya, Taluka: Sanand,
Ahmedabad-382 213.

Dear Sir,

Sub: Postal Ballot – Scrutiniser’s Report

By the Resolution passed by the Board of Directors of the Company at its meeting held on April 26, 2013, I was appointed as “Scrutiniser” for the voting by Postal Ballot to be carried out by the Company pursuant to section 192A of the Companies Act, 1956 (“the Act”) read with the Companies passing of Resolutions by Postal Ballot) Rules, 2011 in respect of the following resolutions:

- i. **Special Resolution** under section 198,269,309,310 read with Schedule XIII of the Companies Act, 1956, for reappointment of Mr. Jitendra Mamtora as Chairman & Whole-time Director & also to fix his remuneration.
- ii. **Special Resolution** under section 198,269,309,310 read with Schedule XIII of the Companies Act, 1956, for reappointment of Mr. Satyen Mamtora as Managing Director & also to fix his remuneration.
- iii. **Special Resolution** for approval of ratification and confirm the payment of excess remuneration made to Mr. Jitendra Mamtora, Chairman & Whole-time Director of the Company and for Waiver of Recovery of Excess Remuneration paid to him for the Financial year 2011-2012, subject to approval of Central Government.
- iv. **Special Resolution** to re-affirm and ratify the earlier resolution of re-appointment of Mr. Satyen Mamtora, Managing Director of the Company, by making necessary disclosure, as require under Schedule XIII of the Act.
- v. **Special Resolution** under section 146 of the Companies Act, 1956 for approval for shifting of Registered office of the Company.

I HEREBY SUBMIT MY REPORT AS UNDER:

1. The Company had completed the dispatch of Postal Ballot Forms along with prepaid Business reply envelope /e-mailed details of electronic voting to the Members on May 9, 2013, whose name appeared in the Register of Members / Records of Depositories (for shares held in Demat mode) as on May 3, 2013.

...2/-



For, Transformers & Rectifiers (India) Ltd.

Company Secretary

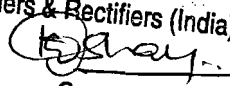


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2. The Company had entered into arrangement with Central Depository Services (India) Limited (CDSL) for providing electronic voting facilities to all the Members who were eligible to take part in the voting process.
3. The particulars of all Postal Ballot Forms and other details /details of electronic votes received from Members have been entered in a separate Register maintained for the purpose.
4. All Postal Ballot Forms / electronic votes received up to the close of working hours on Monday, June 10, 2013 were considered for my scrutiny.
5. Envelopes containing postal ballot forms received after June 10, 2013 were not considered for my scrutiny. Same way, undelivered envelopes were not considered and kept separately.
6. There were no defaced or mutilated ballot papers.
7. A summary of the Postal Ballot Forms /Electronic Votes received are given as per "Annexure – A" attached herewith.
8. On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the resolution) in respect of:
 - a) **Special Resolution** for reappointment of Mr. Jitendra Mamtora as Chairman & Whole-time Director & also to fix his remuneration is **99.97%**
 - b) **Special Resolution** for reappointment of Mr. Satyen Mamtora as Managing Director & also to fix his remuneration is **99.97%**
 - c) **Special Resolution** for approval of ratification and confirm the payment of excess remuneration made to Mr. Jitendra Mamtora, Chairman & Whole-time Director of the Company and for Waiver of Recovery of Excess Remuneration paid to him for the Financial year 2011-2012, subject to approval of Central Government is **99.93%**
 - d) **Special Resolution** to re-affirm and ratify the earlier resolution of re-appointment of Mr. Satyen Mamtora, Managing Director of the Company, by making necessary disclosure, as require under Schedule XIII of the Act is **99.97%**
 - e) **Special Resolution** under section 146 of the Companies Act, 1956 for approval for shifting of Registered office of the Company is **99.98%**

...3/-



For, Transformers & Rectifiers (India) Ltd.

Company Secretary



TAPAN SHAH
COMPANY SECRETARY

816-818, Anand Mangal – 3, Opp. Core House,
Nr. Doctor House, Ellisbridge, Ahmedabad-380006
Phone : (O) 26430810, 30081114 (R) 26650050
Fax : 91-79-26430810 •E-mail : info@tapanshah.in

: 3 :

1. I have handed over all the Postal Ballot Forms and other related papers / letters / notes and records for the safe custody to Mr. Rahul Shah, CFO of the Company, authorised by the Board to supervise the Postal Ballot process.
2. You may accordingly declare the result of the Postal Ballot exercise.

Thanking you,

Place : Ahmedabad

Date : 17/06/2013

Signature : Tapan
Rajnika
nt Shah

Digitaly signed by Tapan
Rajnika Shah
DN: cn=Tapan Rajnika Shah,
o=PS, email=info@tapanshah.in,
c=IN, postalCode=380006,
serialNumber=1, cn=Tapan Rajnika
Shah, email=info@tapanshah.in,
Date: 2013.06.17 13:28:17
+0530

Name of Company Secretary : TAPAN SHAH

C.P.No. : 2839

For, Transformers & Rectifiers (India) Ltd.

Company Secretary



TAPAN SHAH
COMPANY SECRETARY

For, Transformers & Rectifiers (India) Ltd.
(Signature)
Company Secretary

216-218, Anand Margal - 3, Opp. Core House,
Nr. Doctor House, Ellisbridge, Ahmedabad-380006
Phone : (O) 26430810, 30081114 (R) 26650050
Fax : 91-79-26430810 E-mail : info@tapanshah.in

Summary of Postal Ballot Forms (PBF) / Electronic Votes

“Annexure – A”

Sr. No	Particulars	Resolution No. 1		Resolution No. 2		Resolution No. 3		Resolution No. 4		Resolution No. 5	
		No. of PBF/ E-Voting	No. of Shares	No. of PBF/ E-Voting	No. of Shares	No. of PBF/ E-Voting	No. of Shares	No. of PBF/ E-Voting	No. of Shares	No. of PBF/ E-Voting	No. of Shares
a.	Total Postal ballot Forms (PBF) received (Physical)	329	1162865	329	1162865	329	1162865	329	1162865	329	1162865
b.	E-voting Opted	43	8964614	43	8964614	43	8964614	43	8964614	43	8964614
	Total Voting	372	10127479	372	10127479	372	10127479	372	10127479	372	10127479
c.	Less. Invalid Postal Ballot Forms	35	1642	35	1642	35	1642	35	1642	35	1642
d.	Net Valid Postal Ballot Forms/ E-voting :	337	10125837	337	10125837	337	10125837	337	10125837	337	10125837
e.	Less : Postal Ballot Forms/ E-Voting – not voted for	1	15	1	15	2	125	1	45	--	--
f.	Net Valid Postal Ballot Forms/ E-voting exercised:	336	10125822	336	10125822	335	10125712	336	10125792	337	10125837
i)	Postal Ballot Forms/ e-Voting with assent for the Resolution	282	10122759	281	10122825	247	10119000	277	10123153	300	10123896
	% of Assent	83.93	99.97	83.63	99.97	73.73	99.93	82.44	99.97	89.02	99.98
ii)	Postal Ballot Forms/ e-Voting with dissent for the Resolution	54	3063	55	2997	88	6712	59	2639	37	1941
	% of Dissent	16.07	0.03	16.37	0.03	26.27	0.07	17.56	0.03	10.98	0.02

Notes:

- **Physical** – 1 (One) Postal Ballot form having 50 shares have voted in case of resolution no. 3 & 4, for (50-30)= 20 number of shares which is less than the total shares, thereby the said number (30) is being reflected in (e) above under Postal Ballot Forms/ E-voting- not voted for.
- **E-voting** –2 (Two) E-voting having 15 shares have voted for resolution no. 5 only and 80 shares have voted for other than resolution no. 3 and the both the shares are being reflected in (e) above under Postal Ballot Forms/ E-voting- not voted for.