

**MINUTES OF THE 19<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TRANSFORMERS & RECTIFIERS (INDIA) LIMITED HELD ON WEDNESDAY, 31<sup>st</sup> JULY, 2013 AT 11.00 A.M. AT SURVEY NO.427 P/3-4 & 431 P/1-2 SARKHEJ-BAVLA HIGHWAY, VILLAGE: MORAIYA, TALUKA: SANAND, AHMEDABAD-382213.**

**The Following Directors were present:**

1. Mr. Jitendra U. Mamtora - Chairman & Whole-time Director
2. Mrs. Karuna J. Mamtora - Executive Director
3. Mr. Satyen J. Mamtora - Managing Director
4. Mr. Vinod Masson - Executive Director
5. Mr. Rajendra Shah - Director
6. Mr. Sureshchandra Agarwal - Director (Chairman of Audit Committee)

- Mr. Rahul Shah - CFO

**Invitee**

- Mr. Gaurav Shah - Statutory Auditor
- Mr. Sanjay Vastupal. - Internal Auditor
- Mr. Tapan Shah - Practising Company Secretary

35 Members were present in person and the Company has received 2 proxies for 171263 equity shares.

Mr. Jitendra U. Mamtora, Chairman of the Company took the chair.

The Directors Report, Audited Statement of Accounts, the Register of Directors' Shareholding maintained under section 307 of the Companies 1956 was laid on the table.

The Chairman welcomed the Members to the 19<sup>th</sup> Annual General Meeting and read Chairman Speech and gave highlights of Company's working and its future prospects.

With the consent of the Members, the Notice convening the meeting was taken as read.

The Chairman requested Mr. Tapan Shah, Practising Company Secretary to read the Auditors report, which was read by Mr. Tapan Shah.

## **ORDINARY BUSINESS**

### **1. Approval of Annual Accounts for the Year 2012-2013**

Resolution No. 1 was proposed as an Ordinary Resolution

Resolution pertaining to approval of Annual Accounts for the year ended 31<sup>st</sup> March, 2013 and reports of the Directors & Auditors of the Company.

Proposed by: Mr. L.K.Ramrakhiani

Seconded by: Mr. Atul Passawala

**"RESOLVED THAT** the audited Balance Sheet as at 31<sup>st</sup> March, 2013 and Profit & Loss Accounts of the Company for the year ended 31<sup>st</sup> March, 2013 along with the Directors' Report together with the Report on Corporate Governance & Auditors' Report thereon as placed before the meeting be and is hereby received, considered and adopted."

The resolution was thereafter put to vote by show of hands and was carried unanimously.

### **2. Approval of Dividend for the Year 2012-2013**

Resolution No. 2 was proposed as an Ordinary Resolution

Resolution pertaining to declare dividend on Equity Shares of the Company.

Proposed by : Mr. Tapan Shah

Seconded by : Mr. Sonaji Lal

**"RESOLVED THAT** in terms of the recommendation of the dividend by Board of directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend of Rs.0.75 per equity shares (7.5%) on the Equity Share of the Company for the year 2012-2013 and the same be paid within 30 days to all the members who are entitled to receive the same."

The resolution was thereafter put to vote by show of hands and was carried unanimously.



Chairman's Initial

### **3. Reappointment of Mr. Harish Rangwala as a Director of the Company**

Resolution No. 3 was proposed as an Ordinary Resolution

Proposed by : Mr. Priyank Shah

Seconded by : Mr. Chintan Pandya

**"RESOLVED THAT** Mr. Harish Rangwala, a Director of the Company who retires by rotation, being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

The resolution was thereafter put to vote by show of hands and was carried unanimously.

### **4. Reappointment of Mr. Bhaskar Sen as a Director of the Company**

Resolution No. 4 was proposed as an Ordinary Resolution

Proposed by: Mr. Bharat Shah

Seconded by: Mr. Narendra Ambalal

**"RESOLVED THAT** Mr. Bhaskar Sen, a Director of the Company who retires by rotation, being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

The resolution was thereafter put to vote by show of hands and was carried unanimously.

### **5. Reappointment of Auditors & Fix their Remuneration**

Resolution No. 5 was proposed as an Ordinary Resolution

Resolution pertaining to reappointment of Statutory Auditors of the Company.

Proposed by : Mr. Jayant R Mehta

Seconded by : Mr. Pravin A Dave

**"RESOLVED THAT** M/s. Deloitte Haskins & Sells, Ahmedabad, (Firm Registration No. 117365W) be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors of the Company."

The resolution was thereafter put to vote by show of hands and was carried unanimously.

The Chairman then declared the meeting as over and thanked the members for participating in the meeting and their continuous support to the Company.

**Date: 31/07/2013**  
**Place: Ahmedabad**



**CHAIRMAN**