

Outcome of Voting of 26th Annual General Meeting
(As per Clause 35A of Listing Agreement)
Details of Voting Results

Date of the AGM/EGM:	29 th September, 2014
Total number of shareholders on record date (i.e. 22/08/2014-cut-off date for e-voting purpose):	11415
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	25
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NOT ARRANGED
Public:	

(Agenda-wise)

In case of Poll/ E-voting:

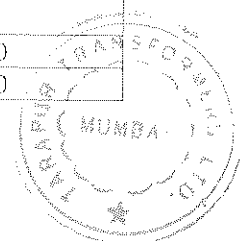
The Mode of voting for all resolutions was E- voting and Poll conducted at the Meeting:

Resolution 1: Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014. (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes E- voting	No. of votes polled	Total No. of votes in Favour	Total No. of votes in Against	Total % of votes in Favour	Total % of Votes in Against
Promoter and Promoter Group	8630865	5908435	0	5908435	Nil	62.38	0
Public- Institutional holders	0	0	0	0	Nil	0	0
Public-Others	10869146	3559730	4001	3563731	Nil	37.62	0
Total	19500011	9468165	4001	9472166	Nil	100	0

Resolution 2: Re appointment of Mr. Rajendrakumar Anandilal Choudhary (Din: 00494663) as Director of the Company. (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes E- voting	No. of votes polled	Total No. of votes in Favour	Total No. of votes in Against	Total % of votes in Favour	Total % of Votes in Against
Promoter and Promoter Group	8630865	5908435	0	5908435	Nil	62.38	0
Public Institutional holders	0	0	0	0	Nil	0	0
Public-Others	10869146	3559630	4001	3563631	Nil	37.62	0
Total	19500011	9468165	4001	9472066	Nil	100	0



Resolution 3: Appointment of M/s. Raman S. Shah & Associates, Chartered Accountants as Statutory Auditors of the Company; (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes E- voting	No. of votes polled	Total No. of votes in Favour	Total No. of votes in Against	Total % of votes in Favour	Total % of Votes in Against
Promoter and Promoter Group	8630865	5908435	0	5908435	Nil	62.38	0
Public- Institutional holders	0	0	0	0	Nil	0	0
Public-Others	10869146	3559730	4001	3563731	Nil	37.62	0
Total	19500011	9468165	4001	9472166	Nil	100	0

Resolution 4: Appointment of Mr. Kesavan Mudakkarappillil Sugathan (DIN: 00269892) as an Independent Director of the Company. (Ordinary Resolution)

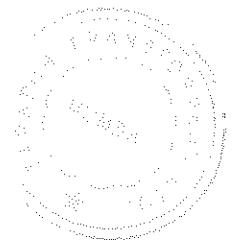
Promoter/ Public	No. of Shares held	No. of Votes E- voting	No. of votes polled	Total No. of votes in Favour	Total No. of votes in Against	Total % of votes in Favour	Total % of Votes in Against
Promoter and Promoter Group	8630865	5908435	0	5908435	Nil	62.38	0
Public- Institutional holders	0	0	0	0	Nil	0	0
Public-Others	10869146	3559630	4001	3563631	Nil	37.62	0
Total	19500011	9468065	4001	9472066	Nil	100	0

Resolution 5: Appointment of Mr. Ramalingam Ganesh Subramanian Iyer (DIN: 01747352) as an Independent Director of the Company. (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes E- voting	No. of votes polled	Total No. of votes in Favour	Total No. of votes in Against	Total % of votes in Favour	Total % of Votes in Against
Promoter and Promoter Group	8630865	5908435	0	5908435	Nil	62.38	0
Public- Institutional holders	0		0	0	Nil	0	0
Public-Others	10869146	3559630	4001	3563631	Nil	37.62	0
Total	19500011	9468065	4001	9472066	Nil	100	0

Note: All the aforesaid resolutions were passed with requisite majority.

Ruchouhary



**REPORT OF SCRUTINIZER
FOR E VOTING AND POLL (COMBINED)**

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the
Companies (Management and Administration) Rules, 2014

To
**The Chairman of 26th Annual General Meeting of the Members of
Tarapur Transformers Limited held on
J-20, MIDC, Tarapur Industrial Area
Boisar, Dist. Thane – 401506, Maharashtra**

Dear Sir,

I, Bhuwadesh Bansal, Practicing Company Secretary (FCS – 6526/CP-9089) have been appointed
as a Scrutinizer by:-

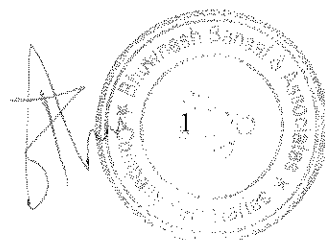
- i The Board of Directors of **Tarapur Transformers Limited** for the purpose of scrutinizing
the e-voting process in a fair and transparent manner and ascertaining the requisite
majority on e-voting carried out as per the provisions of the Companies Act, 2013 and
sub-rule(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014.
- ii The Chairman of 26th Annual General Meeting (AGM) on poll under the provisions of
Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies
(Management and Administration) Rules, 2014, on the resolutions contained in the
Notice to the 26st Annual General Meeting of the Members of **Tarapur Transformers
Limited** held on Monday, 29th September 2014 at 10.00 p.m. at the J -20, MIDC, Tarapur
Industrial Area, Boisar, Dist. Thane- 401506, Maharashtra.

Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirement of
Companies Act, 2013 and the rules made there under in relation to exercising of voting right
through electronic means and the poll on the resolutions as set out in the notice convening the
26th Annual General Meeting dated 14th August 2014.

Responsibility as a scrutinizer

My responsibility, as a scrutinizer for the e-voting process and poll at the 26th Annual General
Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the
resolutions set out in the notice convening the 26th Annual General Meeting, based on the
reports generated from the e-voting system provided by Central Depository Services (India)
Limited, the authorized agency engaged by the Company for providing e-voting facilities and
also at the time of poll at the 26th Annual General Meeting.



I have issued separate Scrutinizer's Report dated 26th September, 2014 on the E-voting and on Poll dated 29th September, 2014, on the resolutions contained in the notice to the AGM. As requested by management I submit herewith combined report on the results of e-voting together with that of Poll as under:-

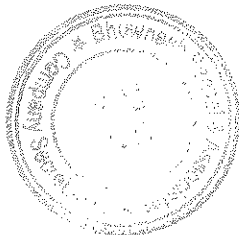
Item No. of the Notice	Voted in Favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	
Item No.1 of the Notice (Ordinary Resolution)	9472166	100.00	NIL	NIL	NIL
Item No.2 of the Notice (Ordinary Resolution)	9472066	100.00	NIL	NIL	NIL
Item No.3 of the Notice (Ordinary Resolution)	9472166	100.00	NIL	NIL	NIL
Item No.4 of the Notice (Ordinary Resolution)	9472066	100.00	NIL	NIL	NIL
Item No.5 of the Notice (Ordinary Resolution)	9472066	100.00	NIL	NIL	NIL

Thanking You,
Yours faithfully,

For Bhwnesh Bansal & Associates



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



Place: Mumbai
Date: 29/09/2014

**REPORT OF SCRUTINIZER
(E-VOTING)**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
Tarapur Transformers Limited
J-20, MIDC, Tarapur Industrial Area
Boisar, Dist. Thane – 401506, Maharashtra

Dear Sir,

I, Bhuvnesh Bansal, Practicing Company Secretary (FCS – 6526/CP-9089) have been appointed as a Scrutinizer by the Board of Directors of **Tarapur Transformers Limited** in connection with 26th Annual General Meeting of the Members to be held on 29th September, 2014 at 10.00 a.m. at J-20, MIDC, Tarapur Industrial Area, Boisar, Dist. Thane- 401506, Maharashtra for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

Responsibility of the Management


The Management of the Company is responsible to ensure compliance with the requirement of Companies Act, 2013 and the rules made there under in relation to exercising of voting right through electronic means the resolutions as set out in the notice convening the 26th Annual General Meeting dated 14th August, 2014.

Responsibility as a Scrutinizer

My responsibility, as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set out in the notice convening the 26th Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company for providing e-voting facilities.

I submitted my report as under:-

1. The e-voting period remains open from 10.00 A.M. IST on Tuesday, the 23rd day of September, 2014 to 6 P.M. IST on Thursday, the 25th day of September, 2014.
2. The Shareholding shares as on the "cut – off" date i.e. 22nd August, 2014 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 14th day of August, 2014 of the Annual General Meeting of the Company.
3. The Votes were unblocked on 25th day of September, 2014 at 6:00 P.M. IST.

4. Thereafter the details containing , inter – alia, list of equity shareholders, who voted “in favour” and “against” , were downloaded from the e – Voting website of Central Depository Services (India) Limited (CDSL) ([https :// www.evoting.cdsi.com](https://www.evoting.cdsi.com))
5. The Result of the e-voting is as under :

<A> ORDINARY BUSINESS:

Resolution 1

Adopt Audited Financial Statement for the year ended 31st March, 2014, Reports of Board of Directors and Auditors.

- (i) Voted in Favour of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
41	94,68,165	100.00%

- (ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

- (iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 2

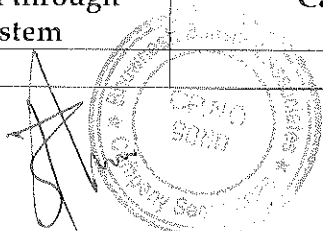
Re-appointment of Mr. Rajendrakumar Anandilal Choudhary who retires by rotation

- (i) Voted in Favour of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
40	94,68,065	100.00%

- (ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL



(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 3

Appointment of auditors and fixing their remuneration

(i) Voted in Favour of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
41	94,68,165	100.00%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

 SPECIAL BUSINESS:

Resolution 4

Appointment of Mr. Kesavan Mudakkarappillil Sugathan as an Independent Director

Type of Resolution: Ordinary Resolution

(i) Voted in Favour of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
40	94,68,065	100.00%



(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 5

Appointment of Mr. Ramalingam Ganesh Subramanian Iyer as an Independent Director

Type of Resolution: Ordinary Resolution

(i) Voted in Favour of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
40	94,68,065	100.00%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL



6. The Register, all other paper and relevant records relating to electronic voting shall remain in our safe custody until the Chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

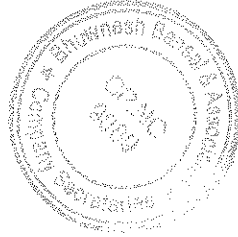
Thanking You.

Yours faithfully,

For Bhuwnesb Bansal & Associates



Bhuwnesb Bansal
Proprietor
FCS No. - 6526
CP No. - 9089



Place: Mumbai

Date: 26/09/2014

**REPORT OF SCRUTINIZER
(POLL)**

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies
(Management and Administration) Rules, 2014

To

**The Chairman of 26th Annual General Meeting of the Members of
Tarapur Transformers Limited held on
J-20, MIDC, Tarapur Industrial Area
Boisar, Dist. Thane - 401506, Maharashtra**

Dear Sir,

I, Bhuwadesh Bansal, Practicing Company Secretary (FCS - 6526/CP-9089) have been appointed as a Scrutinizer by the Chairman of 26th Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 26th Annual General Meeting of the Members of **Tarapur Transformers Limited** held on Monday, 29th September 2014 at 10.00 p.m. at the J -20, MIDC, Tarapur Industrial Area, Boisar, Dist. Thane- 401506, Maharashtra.

Responsibility of the Management


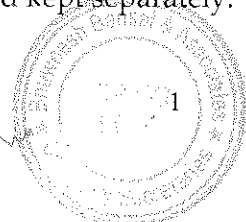
The management of the Company is responsible to ensure compliance with the requirement of Companies Act, 2013 and the rules made there under in relation to exercising of voting right through poll the resolutions as set out in the notice convening the 26th Annual General Meeting dated 14th August 2014.

Responsibility as a scrutinizer

My responsibility, as a scrutinizer for the poll at the 26th Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions set out in the notice convening the 26th Annual General Meeting.

I submitted my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling were locked in my presence.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

I did not find any poll paper invalid.

4. The Result of the Poll is as under :

<A> ORDINARY BUSINESS:

Resolution 1

Adopt Audited Financial Statement for the year ended 31st March, 2014, Reports of Board of Directors and Auditors.

(i) Voted in Favour of the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
4	4001	100.00

(ii) Voted against the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes


Total Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 2

Re-appointment of Mr. Rajendrakumar Anandilal Choudhary who retires by rotation

(i) Voted in Favour of the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
4	4001	100.00

 2.

(ii) Voted against the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution 3

Appointment of auditors and fixing their remuneration

(i) Voted in Favour of the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
4	4001	100.00

(ii) Voted against the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

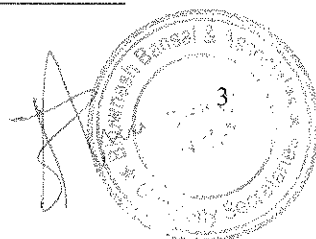
Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

 SPECIAL BUSINESS:

Resolution 4

Appointment of Mr. Kesavan Mudakkarappillil Sugathan as an Independent Director

Type of Resolution: Ordinary Resolution



(i) Voted in Favour of the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
4	4001	100.00

(ii) Voted against the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 5

Appointment of Mr. Ramalingam Ganesh Subramanian Iyer as an Independent Director

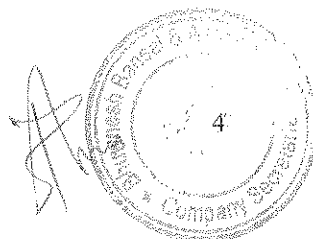
Type of Resolution: Ordinary Resolution

(i) Voted in Favour of the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
4	4001	100.00

(ii) Voted against the resolution:

Number of Members present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
NIL	NIL	NIL



(iii) Invalid votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

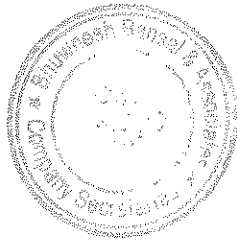
Thanking You.

Yours faithfully,

For Bhuwnesb Bansal & Associates



Bhuwnesh Bansal
Proprietor
FCS No. - 6526
CP No. - 9089



Place: Mumbai

Date: 29/09/2014