

**Details of Voting results  
21<sup>st</sup> Annual General Meeting held on 11<sup>th</sup> September, 2015**

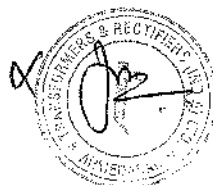
1.	Date of AGM / EGM	11 <sup>th</sup> September, 2015
2.	Total no. of shareholders on cut-off date	31855
3.	No. of Shareholders present in the meeting either in person or through proxy (a) Promoters and Promoters Group: (b) Public:	3 41
4.	No. of Shareholders attended the meeting through video conferencing (a) Promoters and Promoters Group: (b) Public:	Not Arranged

**Details of Agenda:**

The mode of voting for all resolutions was e-voting and Poll conducted at the 21<sup>st</sup> Annual General Meeting.

Agenda / Item No.	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
1.	Adoption of financial statements Standalone and consolidated of the Company as on 31 <sup>st</sup> March, 2015.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority
2.	Re-appointment of Mrs. Karuna Mamtara (DIN: 00253549) who retires by rotation.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority
3.	Ratification of Appointment of M/s. Deloitte Haskins & Sells, Ahmedabad (Firm Registration no. 117365W) as Statutory Auditors of the Company.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority
4.	Re-appointment of Mr. Vinod Masson as an Executive Director of the Company.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority
5.	Ratification of remuneration of Cost Auditors.	Ordinary Resolution	e-voting and Poll	Passed with requisite majority

Results of the Voting in the format as prescribed in Clause 35A of the Listing Agreement is annexed herewith.



CIN No.: L33121GJ1994PLC022460



CONTINUATION SHEET

**DETAILS OF VOTING RESULT OF ANNUAL GENERAL MEETING (INCLUDING E-VOTING) AS REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
1.	Adoption of financial statements Standalone and consolidated of the Company as on 31 <sup>st</sup> March, 2015.	Ordinary Resolution	Poll / e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	9928415	9928023	99.996	9928023	0	100.000	0.000
Public Institutional holders	809241	422411	52.198	422411	0	100.000	0.000
Public – Others	2518755	25268	1.003	25268	0	100.000	0.000
Total	13256411	10375702	78.269	10375702	0	100.000	0.000





CONTINUATION SHEET

**DETAILS OF VOTING RESULT OF ANNUAL GENERAL MEETING (INCLUDING E-VOTING) AS REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
2.	Re-appointment of Mrs. Karuna Mamtora (DIN: 00253549) who retires by rotation.	Ordinary Resolution	Poll/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
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**DETAILS OF VOTING RESULT OF ANNUAL GENERAL MEETING (INCLUDING E-VOTING) AS REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
3.	Ratification of Appointment of M/s. Deloitte Haskins & Sells, Ahmedabad (Firm Registration no. 117365W) as Statutory Auditors of the Company.	Ordinary Resolution	Poll/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	9928415	9928023	99.996	9928023	0	100.000	0.000
Public Institutional holders	809241	422411	52.198	422411	0	100.000	0.000
Public - Others	2518755	25268	1.003	25268	0	100.000	0.000
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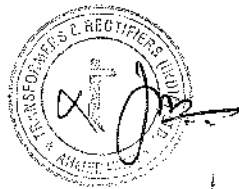
**DETAILS OF VOTING RESULT OF ANNUAL GENERAL MEETING (INCLUDING E-VOTING) AS REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

Details of Agenda:

<b>Sr. No.</b>	<b>Agenda Item</b>	<b>Resolution type</b>	<b>Mode of voting</b>
4.	Re-appointment of Mr. Vinod Masson as an Executive Director of the Company.	Ordinary Resolution	Poll/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
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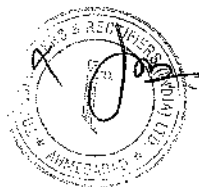
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Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
5.	Ratification of remuneration of Cost Auditors.	Ordinary Resolution	Poll/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	9928415	9928023	99.996	9928023	0	100.000	0.000
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Total	13256411	10375702	78.269	10375702	0	100.000	0.000





**TAPAN SHAH**  
Company Secretary

816-818, Anand Mangal-3, Opp. Core House,  
Nr. Doctor House, Ellisbridge, Ahmedabad-380006  
Phone:(O) 26430810, 30081114 (R) 26650050  
E-mail : info@tapanshah.in, tapanshah814@yahoo.com  
Web : www.tapanshah.in

To

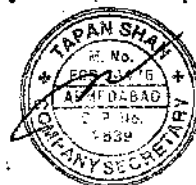
The Chairman of the Meeting  
**Transformers & Rectifiers (India) Limited**  
Ahmedabad

Dear Sir,

**Subject: Declaration of Consolidated Results of Remote E-voting and Physical voting through Ballot process in respect of resolutions placed in the notice of 21<sup>st</sup> Annual General Meeting of members of the Transformers & Rectifiers (India) Limited held on 11<sup>th</sup> September, 2015**

I, Mr. Tapan Shah, Practicing Company Secretary, has been appointed as a Scrutinizer of Transformers & Rectifiers (India) Limited ("the Company"), pursuant to Section 108 and 109 of the Companies Act, 2013 read-with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the remote e-voting and physical voting through ballot process at the 21<sup>st</sup> Annual General Meeting ("AGM") of the Company in a fair and transparent manner on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 27<sup>th</sup> May, 2015 of AGM of the Equity Shareholders of the Company, held on 11<sup>th</sup> day of September, 2015 at 11.00 a.m. at Registered Office of the Company.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the listing agreement, relating to remote e-voting and physical voting through ballot process on the resolution contained in the aforesaid notice to the AGM of the members of the company. My responsibility as a scrutinizer is to ensure and scrutinize the voting done through remote e-voting and physical voting through ballot process in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services Limited (CDSL) and of physical voting through ballot process.



Following resolutions were carried out by the Company at the AGM;

- i. **Ordinary Resolution** To consider and adopt the Standalone financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2015 and Reports of the Board of Directors' and Auditors' thereon; and Consolidated financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2015.
- ii. **Ordinary Resolution** To appoint a Director in place of Mrs. Karuna Mamotra (DIN - 00253549) who retires by rotation and being eligible offers herself for re-appointment.
- iii. **Ordinary Resolution** To ratify appointment of Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration.
- iv. **Ordinary Resolution** To re-appoint Mr. Vinod Masson as an Executive Director of the Company on such remuneration terms as mentioned in the explanatory statement.
- v. **Ordinary Resolution** under section 148 and any other applicable provisions of the Companies Act, 2013 and rules made there under for the approval for remuneration of the cost auditor of the company for FY. 2015-16.

I hereby report as under;

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 7<sup>th</sup> August, 2015, the Company completed dispatch of the Notice of the AGM:
  - A. by email to Members who had registered their email-ids with the Company on or before 14<sup>th</sup> August, 2015 and
  - B. by Courier to Members in physical form on or before 14<sup>th</sup> August, 2015.
2. The Company has also placed the Notice of 21<sup>st</sup> AGM on the Web site of the Company as well as web Site of E-voting Agency i.e. CDSL.
3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in;
  - A. The Financial Express (Vernacular Language - Gujarati) on 15<sup>th</sup> August, 2015  
&
  - B. The Financial Express (English Language) on 15<sup>th</sup> August, 2015.





4. The Shareholders holding Shares as on the "Cut off" date, i.e. **4<sup>th</sup> September, 2015** were entitled to vote through remote voting and voting at the AGM through Physical ballot process on the resolutions as mentioned in the Notice of AGM of the Company.
5. In terms of the aforesaid Notice, remote e-voting was open for three days from **9.00 a.m. on Tuesday, 8<sup>th</sup> September, 2015 to 05.00 p.m. on Thursday, 10<sup>th</sup> September, 2015** and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary, on remote e-voting platform provided by Central Depository Services Limited (CDSL).
6. Further, at the venue of Annual General Meeting, the Company has provided the facility of voting at the meeting through physical ballot papers to those Shareholders who were present at the Meeting and had not voted through remote e-voting.
7. After the conclusion of voting at the Annual General Meeting, I first counted the Vote cast at the meeting through physical ballots papers and thereafter unblocked the votes cast through remote e-voting on Friday, the 11<sup>th</sup> day of September, 2015 around 3:15 p.m. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mr. Naresh Prajapati and Mr. Hitesh Lachwani, who are not in employment of the Company.
8. The consolidated results of remote e-voting and physical ballot papers voting in respect of resolutions placed in the notice of 21<sup>st</sup> Annual General Meeting held on, 11<sup>th</sup> September, 2015 is **annexed herewith**.
9. The Register, all other papers and relevant records relating to electronic voting and voting at the AGM through physical ballot process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.



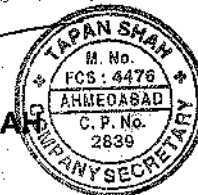
10. The result of the voting by members through remote e-voting and physical ballots at the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman or any other Director, as decided by the Board of Director of the Company and who has also countersigned this report.

Place : Ahmedabad

Signature : 

Date : 11<sup>th</sup> September, 2015 Name of Company Secretary : TAPAN SHAH

C.P.No. : 2839



**Declaration**

We, the undersigned witnesseth that;

1. The physical ballot papers were opened in our presence;
2. The remote e-voting result/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 3:15 p.m. on 11<sup>th</sup> September, 2015 at the office of Mr. Tapan Shah, the scrutinizer.

Place: Ahmedabad

Date : 11<sup>th</sup> September, 2015

**Witness 1:**

**Mr. Naresh Prajapati**  
41, Vijaylaxmi Soc, Nr Kabadi -3,  
Bhulabhai road, Ahmedabad  
- 380006

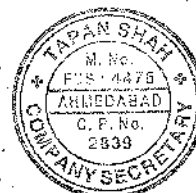
**Witness 2:**

**Mr. Hitesh Lachhwani**  
8, Maheshwari Park Soc.  
Garden Road, Bhadwatnagar  
Ahmedabad – 380 008

Countersigned by  
**For Transformers & Rectifiers (India) Limited**



  
Chairman



## Detailed Consolidated Results of Remote e-voting and Ballot Forms voting

Annexure

**Resolution 1** - To consider and adopt the Standalone financial statement of the Company for the financial year ended on 31st March,2015 and Reports of the Board of Directors' and Auditors' thereon; and Consolidated financial statement of the Company for the financial year ended on 31st March,2015. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	19	35	54	718	10374984	10375702	100.000
Assent	19	35	54	718	10374984	10375702	100.000
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	19	35	54	718	10374984	10375702	100.000

**Resolution 2** - To appoint a Director in place of Mrs. Karuna Mamora (holding DIN - 00253549) who retires by rotation and being eligible offers herself for re-appointment - **Ordinary Resolution**

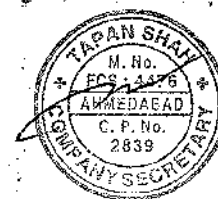
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Assent	19	35	54	718	10374984	10375702	100.000
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	19	35	54	718	10374984	10375702	100.000

**Resolution 3** - To ratify appointment of Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	19	35	54	718	10374984	10375702	100.000
Assent	19	35	54	718	10374984	10375702	100.000
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	19	35	54	718	10374984	10375702	100.000

**Resolution 4** - To re-appoint Mr. Vinod Masson as an Executive Director of the Company. - **Ordinary Resolution**

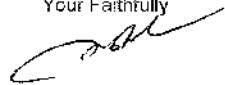
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Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	19	35	54	718	10374984	10375702	100.000



Resolution 5 - To approve the remuneration of the Cost Auditor for the FY ending 31st March, 2016 - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
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Thanking You  
Your Faithfully



Tapan Shah  
C.P. No.: 2839

