



transformers &  
rectifiers(india) ltd

Date: 12<sup>th</sup> September, 2023

Ref: TRIL/SECT/2023-24/NSE-BSE/COMPL/64

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 : TRIL

Dear Sir/Madam,

**Sub: Outcome of Meeting of Board of Director of the Company pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We would like to inform you that the Board of Directors at Meeting held on today were considered, discuss and approved following:

1. Issuance of Equity Shares by way of preferential issue on private placement basis to Non-Promoter Group Category

Subject to the approval of shareholders of the Company and such other regulatory/governmental authorities as may be required, the Board has approved to create, offer and issue up to 10000011 Equity shares of face value of Rs. 1/- (Rupees One Only) each at an issue price of Rs. 120/- per equity shares on a preferential basis through private placement ("Preferential Issue") to the persons/proposed allottee belonging to Non Promoter Category, in accordance with the provisions of the Companies Act, 2013 and the rules made there under, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI LODR Regulations, on such terms and conditions as may be determined by the Board.

In accordance with Regulation 30 of Listing Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, details of the Preferential Issue (name of the allottee) are enclosed herewith and marked as **Annexure A**

2. Issuance of secured, redeemable, non-convertible debentures (NCDs) and secured Optionally Convertible Debenture (OCDs) by way of preferential issue on private placement basis to Non-Promoter Group Category

Subject to the approval of shareholders of the Company and such other regulatory/governmental authorities as may be required, the Board has approved to Issuance of 13.50% secured, redeemable, non-convertible up to Rs. 50,00,00,000 debentures and Zero coupon secured optionally convertible Debenture up to 25,00,00,000 debentures by way of private placement ("Private Placement") to the persons/proposed allottee belonging to Non-Promoter Category.

CIN No. L33121GJ1994PLC022460

Regd. Office : Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Tal.: Sanand, Dist.: Ahmedabad - 38  
Tel.: 91 - 2717 -661661 Fax: 91-2717 - 661716 E-mail: info@transformerindia.com Website: www.transformerindia.com





CONTINUATION SHEET

in accordance with the provisions of the Companies Act, 2013 and the rules made there under, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI LODR Regulations and on such terms and conditions as maybe determined by the Board. Both NCDs and OCDs are unlisted in nature.

In accordance with Regulation 30 of Listing Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, details of the Debenture are enclosed herewith and marked as **Annexure B**

3. Approval of Notice of Extra Ordinary General Meeting ("EGM") of the Company to be held on Friday, 6<sup>th</sup> October, 2023 through VC/OA VM, to seek necessary approvals of the members/shareholders for the above mentioned two matter.

The Board also reviewed the earlier decision taken by the Board in their meeting held on 10<sup>th</sup> August, 2023, in which approval for further issue of securities through Qualified Institutional Placement (QIP) or preferential allotment to the extent of Rs. 200 crores were considered. Now, with this new specific approval obtained in this Board meeting for issue of Equity shares on preferential basis and issue of Debentures, for the limits as stated above, the earlier approval (Board Meeting of 10<sup>th</sup> August, 2023) is not to be considered for the member's approval.

The Notice of Extra Ordinary General Meeting and other relevant documents shall be submitted in due course.

The Meeting of Board of Director commenced at 10:00 a.m. and concluded at 11:00 a.m.

Request you to take the same on your records

Thanking you,

Yours faithfully,

**For Transformers and Rectifiers (India) Limited**

**Jitendra U. Mamtora**  
**Chairman and Whole-time Director**  
**(DIN: 00139911)**



Encl.: As above.



CONTINUATION SHEET

## ANNEXURE A

## Details of Proposed Preferential Issue for Equity Shares

Sr. No.	Particulars of Disclosure	Disclosure																																																				
1	Types of securities proposed to be issued	Equity shares having face value of Rs 1/- per equity share ("Equity Shares").																																																				
2	Type of issuance	Preferential Issue																																																				
3	Total number of proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 10000011 Equity Shares at an issue price of Rs.120 per share for an aggregate securities subscription amount of Rs. 1,20,00,01,320/-																																																				
4	Details to be furnished in case of preferential issue																																																					
	a. Name of Investor	<table border="1"> <tr><td>Mrs. Madhuri Madhusudan Kela</td></tr> <tr><td>M/s Cohesion MK Best Ideas Sub- Trust</td></tr> <tr><td>M/s Anantroop Financial Advisory Services Private Limited</td></tr> <tr><td>Mr. Tushar Bohra</td></tr> <tr><td>Mr. Sumit Bhalotia</td></tr> <tr><td>Mr. Siddharth Shah</td></tr> <tr><td>Mr. Sunny Gosar</td></tr> </table>	Mrs. Madhuri Madhusudan Kela	M/s Cohesion MK Best Ideas Sub- Trust	M/s Anantroop Financial Advisory Services Private Limited	Mr. Tushar Bohra	Mr. Sumit Bhalotia	Mr. Siddharth Shah	Mr. Sunny Gosar																																													
Mrs. Madhuri Madhusudan Kela																																																						
M/s Cohesion MK Best Ideas Sub- Trust																																																						
M/s Anantroop Financial Advisory Services Private Limited																																																						
Mr. Tushar Bohra																																																						
Mr. Sumit Bhalotia																																																						
Mr. Siddharth Shah																																																						
Mr. Sunny Gosar																																																						
	b. Post allotment of securities outcome of the subscription, issue price/allotment price (in case of convertibles), number of investors	<table border="1"> <thead> <tr> <th rowspan="2">Investor</th> <th colspan="2">Pre-Issue Equity Shareholding</th> <th colspan="2">Proposed issue shareholding*</th> <th rowspan="2">Post-equity</th> </tr> <tr> <th>No.</th> <th>%</th> <th>No.</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Mrs. Madhuri Madhusudan Kela</td> <td>0</td> <td>0.00</td> <td>557811 1</td> <td></td> <td>3.91</td> </tr> <tr> <td>M/s Cohesion MK Best Ideas Sub-Trust</td> <td>0</td> <td>0.00</td> <td>416666 6</td> <td></td> <td>2.92</td> </tr> <tr> <td>M/s Anantroop Financial Advisory Services Private Limited</td> <td>0</td> <td>0.00</td> <td>100000</td> <td></td> <td>0.07</td> </tr> <tr> <td>Mr. Tushar Bohra</td> <td>0</td> <td>0.00</td> <td>41841</td> <td></td> <td>0.03</td> </tr> <tr> <td>Mr. Sumit Bhalotia</td> <td>0</td> <td>0.00</td> <td>41841</td> <td></td> <td>0.03</td> </tr> <tr> <td>Mr. Siddharth Shah</td> <td>0</td> <td>0.00</td> <td>41841</td> <td></td> <td>0.03</td> </tr> <tr> <td>Mr. Sunny Gosar</td> <td>0</td> <td>0.00</td> <td>29711</td> <td></td> <td>0.02</td> </tr> </tbody> </table>	Investor	Pre-Issue Equity Shareholding		Proposed issue shareholding*		Post-equity	No.	%	No.	%	Mrs. Madhuri Madhusudan Kela	0	0.00	557811 1		3.91	M/s Cohesion MK Best Ideas Sub-Trust	0	0.00	416666 6		2.92	M/s Anantroop Financial Advisory Services Private Limited	0	0.00	100000		0.07	Mr. Tushar Bohra	0	0.00	41841		0.03	Mr. Sumit Bhalotia	0	0.00	41841		0.03	Mr. Siddharth Shah	0	0.00	41841		0.03	Mr. Sunny Gosar	0	0.00	29711		0.02
Investor	Pre-Issue Equity Shareholding			Proposed issue shareholding*		Post-equity																																																
	No.	%	No.	%																																																		
Mrs. Madhuri Madhusudan Kela	0	0.00	557811 1		3.91																																																	
M/s Cohesion MK Best Ideas Sub-Trust	0	0.00	416666 6		2.92																																																	
M/s Anantroop Financial Advisory Services Private Limited	0	0.00	100000		0.07																																																	
Mr. Tushar Bohra	0	0.00	41841		0.03																																																	
Mr. Sumit Bhalotia	0	0.00	41841		0.03																																																	
Mr. Siddharth Shah	0	0.00	41841		0.03																																																	
Mr. Sunny Gosar	0	0.00	29711		0.02																																																	





CONTINUATION SHEET		
		<p>* Assuming post issuance of equity shares on fully diluted basis</p> <p>Issue Price: Equity Shares to be issued to the aforementioned Investors at a price of Rs. 120/- per share, as per valuation report obtained from the Registered Valuer, calculated in accordance with Regulation 164 of the SEBI ICDR Regulations.</p> <p>Number of investors: Seven investor is being issued Equity Shares.</p>
	c. In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable
5	Any cancellation or termination of proposal for issuance of securities Including reasons thereof	Not Applicable
6	Lock in	The Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations.





CONTINUATION SHEET

## ANNEXURE B

## Details of proposed issue of Debentures by way of Debenture

Sr. No.	Particulars of Disclosure	Disclosure
1	Types of securities proposed to be issued	Secured, Redeemable, Non-convertible Debentures (NCDs) and Secured Optionally Convertible Debentures (OCDs)
2	Type of issuance	The Debentures (as defined below) are being issued by the Company on a private placement basis
3	Total number of proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to Rs. 50,00,00,000 13.50% secured, redeemable, non-convertible Debentures AND Up to 25,00,00,000 Zero Coupon Secured optionally convertible Debentures
4	Details to be furnished in case of in case of issuance of debt securities or other non-convertible securities	
	a. size of the issue	75,00,00,000 Debentures (for both NCDs and OCDs)
	b. whether proposed to be listed?	No
	c. tenure of the instrument - date of allotment and date of maturity	Tenure: 5 years for NCDs and 18 months for OCDs Date of Allotment: The Debentures are proposed to be allotted in the month of October-December 2023. Date of Maturity: To be determined in accordance with the date of allotment and the tenor of the Debentures.
	d. coupon/interest offered, schedule of payment of coupon/ interest and principal	Coupon/interest offered: 13.50% p.a. for NCDs and Zero coupon for OCDs. Schedule of payment of coupon/ interest: As per the Term sheet Schedule of principal: 1 year principal moratorium
	e. charge/security, if any, created over the assets	a. Second Charge over the land and building of Moriya facility. b. Personal guarantee as per term sheet
	f. special right /interest/privileges attached to the instrument and changes thereof;	None.
	g. delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;	Not Applicable





## CONTINUATION SHEET

	h. details of any letter or comments regarding payment /non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;	Not Applicable
	i. Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;	The Debentures shall be redeemed by the Company by making the payment of the outstanding principal amounts in respect of the Debentures on the redemption dates and the Final Redemption Date
5	Any cancellation or termination of proposal for issuance of securities Including reasons thereof	Not Applicable

