

**MINUTES OF THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TRANSFORMERS & RECTIFIERS (INDIA) LIMITED HELD ON WEDNESDAY, 08<sup>TH</sup> AUGUST, 2012 AT 11.00 A.M. AT SURVEY NO. 344-350, OPP. P.W.D. STORES, SARKHEJ-BAVLA HIGHWAY, VILLAGE-CHANGODAR, TALUKA-SANAD, AHMEDABAD-382213**

**The Following Directors were present:**

1. Mr. Jitendra U. Mamtora - Chairman
2. Mrs. Karuna J. Mamtora - Executive Director
3. Mr. Satyen J. Mamtora - Managing Director
4. Mr. Vinod Masson - Executive Director
5. Mr. Micheal Homawalla - Director - (Chairman of Audit Committee)
6. Mr. Rajendra Shah - Director
7. Mr. Sureshchandra Agarwal - Director
8. Mr. Bhaskar Sen - Director
9. Mr. Harish Rangwala - Director

- Mr. Samkit Mehta - CFO
- Mr. Tushar Shah - Company Secretary

**Invitee**

- Mr. H. P. Shah - Statutory Auditor
- Mr. Sanjay Vastupal - Internal Auditor

Besides the above Directors 27 Members were present in person and the Company has received 5 proxies for 202420 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 18th 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. Tushar Shah, Company Secretary to read the Auditors report, which was read by Mr. Tushar Shah.



*Chairman's Initial*

**ORDINARY BUSINESS**

**Item No. 1 : APPROVAL OF ANNUAL ACCOUNTS FOR THE YEAR 2011-2012**

Resolution No. 1 was proposed as an Ordinary Resolution

Resolution pertaining to approval of Annual Accounts for the year ended 31st March, 2012 and reports of the Directors & Auditors of the Company.

Proposed by : Mr. L.K. Ramrakhiani

Seconded by : Mr. Arunkumar Jashwantlal Modi

**"RESOLVED THAT** the Balance Sheet as at 31st March, 2012 and Profit & Loss Accounts of the Company for the year ended 31st March, 2012 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 and declared on the basis of show of hands.

**Carried Unanimously.**

**Item No.2 : REAPPOINTMENT OF MR. SURESHCHANDRA AGARWAL AS DIRECTOR**

Resolution No. 2 was proposed as an Ordinary Resolution

Proposed by : Mr. Atul Pasawala

Seconded by : Mr. Paresh H. Patel

**"RESOLVED THAT** Mr. Sureshchandra Agarwal, a Director of the Company who retires by rotation, is eligible 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 and declared on the basis of show of hands.

**Carried Unanimously.**

**Item No. 3 : REAPPOINTMENT OF MRS. KARUNA MAMTORA AS DIRECTOR**

Resolution No.3 was proposed as an Ordinary Resolution

Proposed by : Mr. Dipak Y. Vyas

Seconded by : Mr. Yagnesh N. Pasawala

**"RESOLVED THAT** Mrs. Karuna Mamtora , a Director of the Company who retires by rotation, is eligible 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 and declared on the basis of show of hands.

**Carried Unanimously.**

  
Chairman's Initial

**Item No. 4 : RE-APPOINTMENT OF AUDITORS & FIX THEIR REMUNERATION**

Resolution No. 4 was proposed as an Ordinary Resolution

Resolution pertaining to reappointment of Statuary Auditors of the Company.

Proposed by : Mr. Jayant R. Mehta

Seconded by: Mr. Vishnu Patel

**"RESOLVED THAT** M/s. Deloitte Haskins Sells, Ahmedabad, (Firm Registration No. 117365W) be and are hereby reappointed as Statuary Auditors of the Company to hold office from the conclusion of this 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 and declared on the basis of show of hands.

Carried Unanimously.

**SPECIAL BUSINESS**

**Item No. 5 : To Appoint Mr. Vinod Masson as an Executive Director of the Company**

Resolution No. 5 was proposed as a Special Resolution

Resolution pertaining to appoint Mr. Vinod Masson as an Executive Director of the Company.

Proposed by : Mr. Priyank Shah

Seconded by :Mr. Mayank K. Patwa

**RESOLVED THAT** in accordance with provisions of Section 198, 260, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) read with and in accordance with the conditions specified in Schedule XIII, the approval of the Company be and hereby accorded to the appointment of Mr. Vinod Masson as an Executive Director designated as Director -Strategy of the Company w.e.f. 11<sup>th</sup> April'2012 for a period of 1 year on such terms & conditions as set out in the Explanatory Statement annexed herewith.

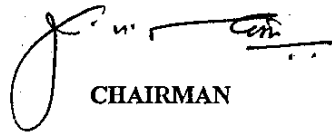
**RESOLVED FURTHER THAT** Board of Directors be and hereby authorised to take such steps as may be give effect to this resolution."

The resolution was thereafter put to vote and declared on the basis of show of hands.

Carried Unanimously.

There being no other item the Meeting concluded with a vote of thanks to the Chair.

Date : 27/4/2012  
Place : Ahmedabad

  
CHAIRMAN