

Date: 10th September, 2014

Ref: TRIL/SECT/2014-15/NSE-BSE/COMPL/17

<p>To, The Secretary Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400023 Fax no: (022) 2272 3121/ 2272 3719</p>	<p>To, The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Fax no: (022) 2659 8237/ 38</p>
--	---

Dear Sir/Madam,


Sub: Results of Postal ballot process

This is to inform you that, pursuant to the Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and the provisions of the Listing Agreement, the approval of Shareholders was sought through Postal ballot for passing the following resolutions.

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Increase in borrowing power u/s. 180(1)(c) of the Companies Act, 2013.
2.	Special Resolution	Mortgage, Hypothecate and/or charge all or any of the movable and or immovable properties of the Company u/s. 180(1)(a) of the Companies Act, 2013.
3.	Ordinary Resolution	To re-appoint Mr. Vinod Masson as an Executive Director of the Company upto 30 th June, 2015.
4.	Ordinary Resolution	To re-appoint Mrs. Karuna Mamtora as an Executive Director of the Company for a period of 3 (Three) years.
5.	Special Resolution	To revise the terms of remuneration of Mr. Jitendra Mamtora, Chairman and Whole time Director of the Company.
6.	Special Resolution	To revise the terms of remuneration of Mr. Satyen Mamtora, Managing Director of the Company.
7.	Special Resolution	To adopt new set of Articles of Association of the Company containing regulation in conformity with the Companies Act, 2013.

The Company had appointed Mr. Tapan Shah, Practicing Company Secretary as scrutinizer for conducting the Postal ballot process. Mr. Tapan Shah has submitted his report and the result was declared on 10th September, 2014 at the Registered office of the Company.

For, Transformers & Rectifiers (India) Ltd.



Director

CIN No.: L33121GJ1994PLC022460



CONTINUATION SHEET

The resolutions have been passed by the Shareholders with requisite majority. The result of postal ballot has been hosted on the website of the Company www.transformerindia.com.

The result of Postal ballot as per the format provided under Clause 35A of the Listing agreement is attached herewith.

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Limited

Jitendra Mantora
Chairman & Whole-time Director

**DETAILS OF VOTING RESULT BY POSTAL BALLOT (INCLUDING E-VOTING) AS
REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

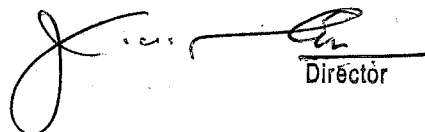
Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
1.	Increase in Borrowing power u/s. 180(1)(c) of the Companies Act, 2013	Special Resolution	Postal Ballot/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of valid 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	354339	353228	99.686	0	353228	0.000	100.000
Public - Others	2973657	38566	1.297	37137	1429	96.295	3.705
Total	13256411	10319817	77.848	9965160	354657	96.563	3.437

For, Transformers & Rectifiers (India) Ltd.



Director

CIN No.: L33121GJ1994PLC022460

**DETAILS OF VOTING RESULT BY POSTAL BALLOT (INCLUDING E-VOTING) AS
REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

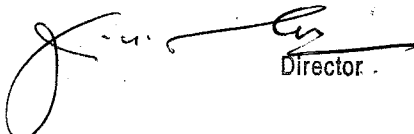
Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
2.	To Mortgage, Hypothecate and/ or charge all or any of the movable and or immovable properties of the Company u/s 180(1)(a) of the Companies Act, 2013.	Special Resolution	Postal Ballot/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of valid 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	354339	353228	99.686	0	353228	0.000	100.000
Public - Others	2973657	38566	1.297	37101	1465	96.201	3.799
Total	13256411	10319817	77.848	9965124	354693	96.563	3.437

For, Transformers & Rectifiers (India) Ltd.


 Director

CIN No.: L33121GJ1994PLC022460

**DETAILS OF VOTING RESULT BY POSTAL BALLOT (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.	To re-appoint Mr. Vinod Masson as an Executive Director of the Company upto 30th June, 2015.	Ordinary Resolution	Postal Ballot/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of valid 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	354339	353228	99.686	353228	0	100.000	0.000
Public - Others	2973657	38566	1.297	38286	280	99.274	0.726
Total	13256411	10319817	77.848	10319537	280	99.997	0.003

For, Transformers & Rectifiers (India) Ltd.



Director

CIN No.: L33121GJ1994PLC022460

**DETAILS OF VOTING RESULT BY POSTAL BALLOT (INCLUDING E-VOTING) AS
REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

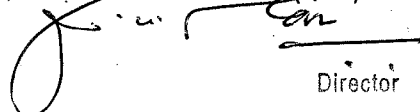
Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
4.	To re-appoint Mrs. Karuna Mamtora as an Executive Director of the Company for period of 3 years.	Ordinary Resolution	Postal Ballot/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of valid 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	354339	353228	99.686	353228	0	100.000	0.000
Public - Others	2973657	38565	1.297	38230	335	99.131	0.869
Total	13256411	10319816	77.848	10319481	335	99.997	0.003

For, Transformers & Rectifiers (India) Ltd.



Director

CIN No.: L33121GJ1994PLC022460

**DETAILS OF VOTING RESULT BY POSTAL BALLOT (INCLUDING E-VOTING) AS
REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

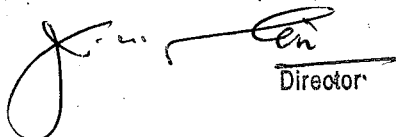
Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
5.	To revise the terms of remuneration of Mr. Jitendra Mamtora, Chairman and Whole-time Director of the Company.	Special Resolution	Postal Ballot/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of valid 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	354339	353228	99.686	353228	0	100.000	0.000
Public - Others	2973657	38565	1.297	38012	553	98.566	1.434
Total	13256411	10319816	77.848	10319263	553	99.995	0.005

For, Transformers & Rectifiers (India) Ltd.



Director

CIN No.: L33121GJ1994PLC022460

**DETAILS OF VOTING RESULT BY POSTAL BALLOT (INCLUDING E-VOTING) AS
REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

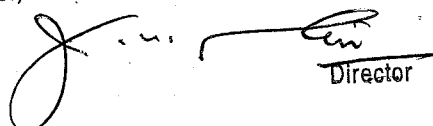
Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
6.	To revise the terms of remuneration of Mr. Satyen Mamtora, Managing Director of the Company	Special Resolution	Postal Ballot/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of valid 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	354339	353228	99.686	353228	0	100.000	0.000
Public - Others	2973657	38565	1.297	38012	553	98.566	1.434
Total	13256411	10319816	77.848	10319263	553	99.995	0.005

For, Transformers & Rectifiers (India) Ltd.



Director

CIN No.: L33121GJ1994PLC022460

**DETAILS OF VOTING RESULT BY POSTAL BALLOT (INCLUDING E-VOTING) AS
REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

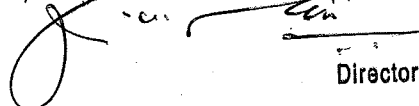
Details of Agenda:

Sr. No.	Agenda Item	Resolution type	Mode of voting
7.	To adopt the new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.	Special Resolution	Postal Ballot/ e-voting

Details of result of the said Resolution:

Promoter/Public	No. of Shares held	No. of valid 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	354339	353228	99.686	353228	0	100.000	0.000
Public - Others	2973657	38565	1.297	37156	1409	96.346	3.654
Total	13256411	10319816	77.848	10318407	1409	99.986	0.014

For, Transformers & Rectifiers (India) Ltd.



Director

CIN No.: L33121GJ1994PLC022460

08th September, 2014

To,
The Chairman of the Meeting
Transformers & Rectifiers (India) Limited,
Survey No. 427 P/3-4 & 431 P/1-2,
Sarkhej-Bavla Highway, Village: Moraiya,
Taluka: Sanand Dist: Ahmedabad – 382 213.

Dear Sir,

Sub: Postal Ballot – Scrutiniser's Report

Pursuant to the resolution passed by the Board of Directors of M/s. Transformers & Rectifiers (India) Limited on 2nd May, 2014, I have been appointed as scrutinizer to receive, process and scrutinize the postal ballot papers and electronic ballot in respect of the resolutions as circulated in the postal ballot notice dated 2nd May, 2014.

As required under section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a notice with explanatory statement under section 102 of the act was sent to the shareholders by courier/ email along with Postal Ballot forms and prepaid envelopes returnable to the scrutinizer, for passing of the resolutions as given below.

Pursuant to the provisions of section 108 of the Companies Act, 2013 and the rules framed there under and as required under the listing agreement, the Company had made arrangement with the Central Depository Services (India) Limited (CDSL) through its Registrar and Transfer Agent, Link Intime India Pvt. Ltd., to provide platform for recording votes of Shareholders electronically through e-voting and to enable wider participation of shareholders.

- i. *To increase Borrowing power u/s 180(1)(c) of the Companies Act, 2013 as a **Special Resolution**.*
- ii. *To Mortgage, Hypothecate and/or charge all or any of the movable and/or immovable properties of the Company u/s. 180(1)(a) of the Companies Act, 2013 as a **Special Resolution**.*
- iii. *Re-appointment of Mr. Vinod Masson as an Executive Director of the Company with remuneration for a period up to 30th June 2015, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 as an **Ordinary Resolution**.*
- iv. *Re-appointment of Mrs. Karuna Mamotra as an Executive Director of the Company with remuneration for a period of 3 years w.e.f. 1st April, 2014, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 as an **Ordinary Resolution**.*

...2/-

: 2 :

- v. *Revision in remuneration payable to Mr.Jitendra Mamotra Chairman and Whole-Time Director of the Company, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013, w.e.f. 1st April, 2014 for the remaining period of his tenure as a **Special Resolution**.*
- vi. *Revision in remuneration payable to Mr.Satyen Mamotra, Managing Director of the Company, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013, w.e.f. 1st April, 2014 for the remaining period of his tenure as a **Special Resolution**.*
- vii. *To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 as a **Special Resolution**.*

I HEREBY SUBMIT MY REPORT AS UNDER:

1. The Company had completed the dispatch of Postal Ballot Forms along with prepaid Business reply envelope /e-mailed details of electronic voting to the Members on August 1, 2014, whose name appeared in the Register of Members / Records of Depositories (for shares held in Demat mode) as on 25th July, 2014.
2. 649 Envelopes containing postal ballot forms were returned undelivered and these envelopes were not opened and will be taken up for destruction by the company after announcement of the results.
3. As stated in sub rule 3 of Rule 22 under the chapter on companies (Management and Administration) Rules,2014, an advertisement was published by the company in **The Financial Express – English Newspaper and Financial Express – Vernacular (Gujarati) Newspaper on August 2, 2014**, containing information about the completion of dispatch of the postal ballot Notice both by the courier and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.
4. I have received the postal ballot forms from the shareholders during the period starting from 4th August,2014 (9.00 am) till 4th September,2014 (5.00 pm). All the postal ballot forms together with all votes cast by E-voting through CDSL received up to 4th September, 2014 (5.00 P.M.) being last date fixed by the Company for receipt of the ballot forms/e-voting were considered for my scrutiny.
5. There were no defaced or mutilated ballot papers.
6. The voting was reckoned in proportion to members' shares of voting rights on the paid-up equity share capital of the Company as on 25th July, 2014 (cut off date). The postal ballot notice was also placed on the website of the Company and CDSL during the period of voting.

... 3/-

: 3 :

7. On scrutiny, I report that **58** shareholders exercised their vote through e-voting and **10** shareholders exercised their votes through postal ballot forms in physical mode. The Company has not received any Invalid Postal Ballot form.
8. The particulars of all Postal Ballot Forms and details of electronic votes received from Members have been entered in a separate Register maintained for the purpose, as required under Rule 22 (10) of the Companies (Management and Administration) Rules, 2014 .
9. I have handed over all the Postal Ballot Forms and other related papers / letters / notes and records for the safe custody to Mr. Chintan Trivedi, Company Secretary of the Company, authorised by the Board to supervise the Postal Ballot process.

The resolution wise summary of votes cast in the postal ballot and E-voting is as per the **attached Annexure**.

Result of the Postal ballot:

As per Rule 22(7) of the Companies (Management and Administration) Rules, 2014, if a resolution is assented by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting in that behalf.

Since the conditions prescribed under Section 114(1) of the Companies Act, 2013 for an Ordinary Resolution & 114 (2) of the Companies Act, 2013, for a Special Resolution have been met, therefore the all the resolutions are considered to have been approved as Ordinary/Special Resolutions, as the case may be, by the Shareholders of the Company.

You requested to take note of the above and oblige.

Thanking you,

Place : Ahmedabad

Date : 08/09/2014

**Signature : TAPAN
RAJNIKANT
SHAH**

Name of Company Secretary : TAPAN SHAH

C.P.No. : 2839

Digitally signed by TAPAN
RAJNIKANT SHAH
DN: cn=TAPAN RAJNIKANT SHAH,
o=IN, st=Gujarat, ou=Personal,
serialNumber=1d88289e7808b406e
2d590e2685007190e450ed90acc
2629719ca#21a1
Date: 2014.09.08 17:08:03 +05'30'

Detailed Consolidated Results of e-voting and Postal Ballot Forms voting

Resolution 1 - Increase in Borrowing Power u/s 180 (1)(c) of the companies Act,2013 - Special Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Ballot Papers	E-Votes	Total	Ballot Papers	E-Votes	Total	
Received	10	58	68	1173	10318644	10319817	100.000
Assent	10	51	61	1173	9963987	9965160	96.563
Dissent	0	7	7	0	354657	354657	3.437
Total	10	58	68	1173	10318644	10319817	100.000

Thus, the Special Resolution as contained in Item No. 1 is **passed with requisite majority**

Resolution 2 - Mortgage, hypothecate and/or charge all or any of the movable and or immovable properties of the companies Act,2013 – Special Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Ballot Papers	E-Votes	Total	Ballot Papers	E-Votes	Total	
Received	10	58	68	1173	10318644	10319817	100.000
Assent	10	50	60	1173	9963951	9965124	96.563
Dissent	0	8	8	0	354693	354693	3.437
Total	10	58	68	1173	10318644	10319817	100.000

Thus, the Special Resolution as contained in Item No. 2 is **passed with requisite majority**

Resolution 3 - To Reappoint Mr. Vinod Masson as an Executive Director of the company upto 30th June,2015 – Ordinary

Particulars	No. of			No. of Votes contained in			Percentage
	Ballot Papers	E-Votes	Total	Ballot Papers	E-Votes	Total	
Received	10	58	68	1173	10318644	10319817	100.000
Assent	10	53	63	1173	10318364	10319537	99.997
Dissent	0	5	5	0	280	280	0.003
Total	10	58	68	1173	10318644	10319817	100.000

Thus, the Ordinary Resolution as contained in Item No. 3 is **passed with requisite majority**

Resolution 4 - To Reappoint Mrs. Karuna mamotra as an Executive Director of the company for a period of 3 (Three) Years.

Particulars	No. of			No. of Votes contained in			Percentage
	Ballot Papers	E-Votes	Total	Ballot Papers	E-Votes	Total	
Received	10	57	67	1173	10318643	10319816	100.000
Assent	9	52	61	1118	10318363	10319481	99.997
Dissent	1	5	6	55	280	335	0.003
Total	10	57	67	1173	10318643	10319816	100.000

Thus, the Ordinary Resolution as contained in Item No. 4 is **passed with requisite majority**

Resolution 5 - : To revise the terms of Remuneration of Mr. Jitendra Mamotra, Chairman and wholetime Director of the comp

Particulars	No. of			No. of Votes contained in			Percentage
	Ballot Papers	E-Votes	Total	Ballot Papers	E-Votes	Total	
Received	10	57	67	1173	10318643	10319816	100.000
Assent	8	46	54	1102	10318161	10319263	99.995
Dissent	2	11	13	71	482	553	0.005
Total	10	57	67	1173	10318643	10319816	100.000

Thus, the Special Resolution as contained in Item No. 5 is **passed with requisite majority**

Resolution 6 - : To Revise the terms of the remuneration of Mr. Satyen Mamotra, Managing Director of the compnay- **Specia**

Particulars	No. of			No. of Votes contained in			Percentage
	Ballot Papers	E-Votes	Total	Ballot Papers	E-Votes	Total	
Received	10	57	67	1173	10318643	10319816	100.000
Assent	8	46	54	1102	10318161	10319263	99.995
Dissent	2	11	13	71	482	553	0.005
Total	10	57	67	1173	10318643	10319816	100.000

Thus, the Special Resolution as contained in Item No. 6 is **passed with requisite majority**

Resolution 7 - To Adopt new set of Articles of Association of the company containing regulation in conformity with the cor Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Ballot Papers	E-Votes	Total	Ballot Papers	E-Votes	Total	
Received	10	57	67	1173	10318643	10319816	100.000
Assent	10	52	62	1173	10317234	10318407	99.986
Dissent	0	5	5	0	1409	1409	0.014
Total	10	57	67	1173	10318643	10319816	100.000

Thus, the Special Resolution as contained in Item No. 7 is **passed with requisite majority**

Thanking You
Your Faithfully

TAPAN
RAJNIKANT SHAH

Tapan Shah
C.P. No.: 2839

Digitally signed by TAPAN RAJNIKANT SHAH
DN: cn=TAPAN RAJNIKANT SHAH, c=IN
o=Corporate and Personal
serialNumber=1.3.6.1.5.5.7.6.2.8.4.10.6.2.0.3.3.2.2
1628711844694990402027119a2121a1
Date: 2014.09.08 17:08:31 +05'30'