

**SCRUTINIZER REPORT**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman of the Meeting  
**Transformers and Rectifiers (India) Limited,**  
Survey No. 427 P/3-4, & 431 P/1-2,  
Sarkhej-Bavla Highway, Village: Moraiya,  
Taluka: Sanand, Dist. Ahmedabad-382213  
Gujarat, India

Dear Sir,

**Sub: Postal Ballot - Scrutinizer's Report**

Pursuant to the resolution passed by the Board of Directors of **M/s. Transformers and Rectifiers (India) Limited** on 3<sup>rd</sup> November, 2023, I have been appointed as scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through postal ballot ("remote e-voting") in terms of the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the rules') as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the regulations'), read with General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 22/2020 dated 15<sup>th</sup> June, 2020, Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020 and such other subsequent circulars including last circular No. 09/2023 dated 25<sup>th</sup> September, 2023, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), in a fair and transparent manner for passing of the resolution as mentioned in the Postal Ballot Notice dated 3<sup>rd</sup> November, 2023 ("Notice")

**I HEREBY SUBMIT MY REPORT AS UNDER:**

1. The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made there under including the above-mentioned MCA Circulars and the regulations. My responsibility as Scrutinizer is restricted to make Scrutinizers Report of the votes cast in favor and against the resolution(s) stated in the Notice.
2. The Company had availed the e-voting platform/facility offered by Central Depository Services (India) Limited (CDSL) for conducting Postal Ballot process through remote e-voting.
3. In accordance with the MCA Circulars, the Notice of Postal Ballot has been sent only in electronic form. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope have not been sent to the Members for this Postal Ballot and communication of assent/dissent of the Members would take place only through the remote e-voting system.



: 2 :

4. The Company on Wednesday, 6<sup>th</sup> December, 2023, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on the cut-off date being, 1<sup>st</sup> December, 2023 in respect of:  
**Special Resolution for Re-appointment of Mr. Subir Kumar Das (DIN: 02237356) as an Independent Director of the company**
5. As stated in sub rule 3 of Rule 22 under the chapter on companies (Management and Administration) Rules, 2014, the Company had published an advertisement about completion of dispatch of Notice as above, provision of remote e-voting facility and other mandated particulars in English Newspaper "The Financial Express" and Vernacular (Gujarati) Newspaper "The Financial Express" on Thursday, 7<sup>th</sup> December, 2023.
6. The remote e-voting period commenced on Sunday, 10<sup>rd</sup> December, 2023 at 9:00 A.M. (IST) onwards and ended on Tuesday, 9<sup>nd</sup> January, 2024 at 5.00 p.m. (IST). Votes cast through remote e-voting till 5.00 p.m. on Tuesday, 09.01.2024, being the last date and time fixed by the Company for voting, are considered for my scrutiny.
7. As required under the rules, after closure of remote e-voting, the votes cast under the remote e-voting facility during the Postal Ballot period, were unblocked in the presence of Ms. Sristy Arya and Ms. Falguni Panchal who are not in employment with the Company.
8. The voting was reckoned in proportion to members' shares of voting rights on the paid-up equity share capital of the Company as on 01<sup>st</sup> December, 2023 (cut-off date). The postal ballot notice was also placed on the website of the Company and CDSL during the period of voting.
9. On scrutiny, I report that 180 shareholders exercised their vote through remote e-voting.
10. The particulars of all 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.

Summary of votes cast in the remote E-voting for the above stated resolution 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.

Since the conditions prescribed under Section 114 (2) of the Companies Act, 2013, for the Special Resolution have been met; therefore the resolution is considered to have been approved as a Special Resolution, by the Shareholders of the Company.




: 3 :

You are requested to take note of the above and oblige.

Thanking you,

Place: Ahmedabad  
Date: 10<sup>th</sup> January, 2024

Signature:   
Name of Company Secretary: TAPAN SHAH  
C.P.No.: 2839  
UDIN No.: F004476E003169000



 **TAPAN SHAH**  
COMPANY SECRETARY

816-818, Anand Mangal – 3, Opp. Core House,  
Nr. Doctor House, Ellisbridge, Ahmedabad-380006  
Phone : ( 0 ) 40024320  
E-mail : [info@tapanshah.in](mailto:info@tapanshah.in)

**Declaration**

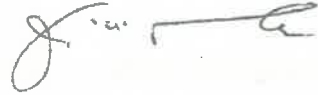
We, the undersigned witnessed that;

1. 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 the office of Mr. Tapan Shah, the scrutinizer.

Place: Ahmedabad

Date: 10.01.2024

Counter Signed by  
For Transformers and Rectifiers (India) Limited,

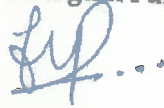


Chairman

Witness 1:  
Ms. Sristy Arya



Witness 2:  
Ms. Falguni Panchal



**POSTAL BALLOT RESULTS**

**Resolution 1 -Re-appointment of Mr. Subir Kumar Das (DIN: 02237356) as an Independent Director of the company - Special Resolution**

Particulars	Remote E-Voting		Voting through Ballot paper		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	169	92593452	0	0	169	92593452	100.00
Dissent	11	3837	0	0	11	3837	0.00
Total	180	92597289	0	0	180	92597289	100.00

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Resolution No. 1** of the Notice of the Postal Ballot dated 3rd November, 2023 has been passed with requisite majority.

Signature:



Name of Company Secretary: TAPAN SHAH

FCS:4476 COP:2839

UDIN: F004476E003169000



### Postal Ballot Voting Result as on 10<sup>th</sup> January, 2024

#### General information about company

Scrip code	532928
NSE Symbol	TRIL
MSEI Symbol	NOTLISTED
ISIN	INE763I01026
Name of the company	Transformers and Rectifiers (India) Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-01-2024


#### Scrutinizer Details

Name of the Scrutinizer	Tapan Shah
Firms Name	Tapan Shah
Qualification	CS
Membership Number	F4476
Date of Board Meeting in which appointed	03-11-2023
Date of Issuance of Report to the company	10-01-2024

#### Voting results

Record date	01-12-2023
Total number of shareholders on record date	62226
No. of resolution passed in the meeting	1

For Transformers and Rectifiers (India) Limited

  
Jitendra Mamora  
Chairman and Whole-time Director

## Resolution (1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To reappoint Mr. Subir Kumar Das (DIN: 02237356) as an Independent Director				
Category	Mode of voting	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	E-Voting	99299150	92450920	93.1034	92450920	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		92450920	93.1034	92450920	0	100.0000	0.0000
Public-Institutions	E-Voting	4665459	16938	0.3631	16938	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		16938	0.3631	16938	0	100.0000	0.0000
Public- Non Institutions	E-Voting	38599512	129431	0.3353	125594	3837	97.0355	2.9645
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		129431	0.3353	125594	3837	97.0355	2.9645
<b>Total</b>		142564121	92597289	64.9513	92593452	3837	99.9959	0.0041
<b>Whether resolution is Pass or Not.</b>							Yes	

For Transformers and Rectifiers (India) Limited

  
**Jindra Mamora**  
 Chairman and Whole-time Director