



Date: 08th January, 2025

Ref: TARIL/SECT/2024-25/NSE-BSE/COMPL/082

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 : TARIL
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Dear Sir/Madam,

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

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

1. Unaudited Standalone and Consolidated Financial Results of the Company for the quarter and nine month ended 31st December, 2024.
2. Issue of Bonus Equity Shares in the proportion of 1:1 i.e. 1 (One) Bonus Equity Share of Re. 1/- (Rupee One) each for every 1 (One) existing Equity Share of Re. 1/- (Rupee One) each fully paid up, held by the shareholders of the Company as on the record date, subject to the approval of shareholders. Details for issue of bonus equity shares in terms of SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is attached as *Annexure - A*.
3. Alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company (MoA). Brief of alteration in MoA in terms of SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is attached as *Annexure - B*.
4. Issuance of Equity Shares through Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 750 Crores (Rupees Seven Hundred Fifty Crores), subject to the approval of shareholders. Details for issue of bonus equity shares in terms of SEBI Circular SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is attached as *Annexure - C*.
5. Alteration of Articles of Association with respect to removal of Common Seal Clause. Brief of alteration in AoA in terms of SEBI Circular SEBI /HO /CFD /PoD2 /CIR /P /0155 dated November 11, 2024, is attached as *Annexure - D*.



6. Approval of Notice of Extra Ordinary General Meeting (“EGM”) of the Company to be held on Monday, 3rd February, 2025 through Video Conferencing/ Other Audio Visual Means, to seek necessary approvals of the members/shareholders for the above mentioned matters. The copy of EGM Notice will be submitted in due course.

The Meeting of Board of Director commenced at 12:00 Noon and concluded at 01:55 p.m.

Request you to take the same on your records

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Limited

Rakesh Kiri
Company Secretary

Encl.: As above.

TARIL is one of the leading manufacturers of a wide range of transformers globally. Today TARIL is second largest Transformer manufacturing company based on Capacity in India. It has capability to develop world class power, distribution, furnace and specialty transformers with world class infrastructure at three plants around the city of Ahmedabad (Gujarat, India). TARIL is managed by a highly skilled and experienced team of approximately 1200 employees, who consistently ensure that each and every activity factors in an adherence to high quality benchmarks established by the organisation.

CIN No.: L33121GJ1994PLC022460

Regd. Office : Survey No. 427 P/3-4, & 431 P/1-2, Sarkhej-Bavla Highway, Moraiya, Tal.: Sanand, Dist.: Ahmedabad 382 213.
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Annexures

The Details required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given below.

Annexure-A

Issue of Bonus Equity Shares in the proportion of 1:1 i.e. 1 Bonus Equity Share of Re. 1/- each for every 1 existing Equity Share of Re. 1/- each fully paid up

Sr. No.	Particulars	Description
1.	Types of Securities proposed to be issued (viz. equity shares, convertibles etc.)	Equity Shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Bonus Issue of Equity Shares
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Rs.15,00,82,917 divided into 150082917 equity shares Equity Shares of Rs.1/- each fully paid up
4.	Whether bonus is out of free reserves created out of profits or share premium account	The Bonus shares will be issued out of securities premium account received in cash and / or general reserve and / or retained earnings available as at March 31, 2024.
5.	Bonus ratio	1:1 i.e. 1 (one) new fully paid-up equity share of Re.1/-(Rupees One Only) each for every 1 (one) existing fully paid-up equity share of Re.1/- (Rupees One) each, to the eligible equity shareholders of the Company as on record date.
6.	Details of share capital - pre and post bonus issue	<p>Pre-bonus issues paid-up share capital as on date: 150082917 equity shares of Re.1 each aggregating Rs.15,00,82,917 (including partly paid-up equity shares).</p> <p>Post-bonus issues paid-up share capital: 300165834 equity shares of Re.1 each aggregating Rs.30,01,65,834.</p> <p>The actual number of bonus shares to be issued will be determined based on the fully paid-up equity shares as on the record date.</p>

4.	Free reserves and / or share premium required for implementing the bonus issue	Securities Premium of Rs. 15,00,82,917 is required for implementing the Bonus Issue
5.	Free reserves and / or share premium available for capitalization and the date as on which such balance is available	As on March 31, 2024 (as per latest audited balance sheet): a. Securities Premium: Rs. 251.13 Crore; b. General Reserve: Rs. 21.89 Crore; c. Retained earnings: Rs. 252.11 Crore
6.	Whether the aforesaid figures are audited	Yes, the figures at Point (5) above are audited.
7.	Estimated date by which such bonus shares would be credited/dispatched;	Subject to obtaining Shareholders approval and other Statutory/Regulatory approvals, as may be necessary, the Bonus shares shall be credited/ dispatched within 2 months from the date of the Board approval i.e. on or before March 07, 2025.

Annexure-B

Alteration Capital Clause (Clause V) of Memorandum of Association of the Company, in brief

“V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore only) consisting of 500000000 (Fifty Crore) Equity Shares of Re.1/- (Rupees One) each.”

Annexure-C

Issuance of Equity Shares through Qualified Institutional Placement (QIP)

Particulars	Details
Types of Securities proposed to be issued	Equity Shares
Type of issuance	Qualified Institutions Placement (QIP)
Total number of Securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issuance of Equity Shares through QIP for an amount not exceeding Rs. 750 Crores (Rupees Seven Hundred Fifty Crores)

Annexure-D

Alteration in Article of Association of the Company with respect to removal of Common Seal Clause, in brief

- **Article 2 Interpretation Clause:**

Definition of “The Seal”: “The Seal means the Common seal of the Company”

- **Article 12(2) Seal on Certificate(s):**

“Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.”

- **Article 129 The seal, its custody and use:**

“The Board shall provide for the safe custody of the seal.”

- **Article 130 Affixation of seal:**

“Every deed or other instrument to which the seal of the Company is required to be affixed shall, unless the same is executed by a duly constituted attorney, be signed by one director and the company secretary (if any) or some other person authorized by the Board for the purpose.”