Date: 27th May, 2015

FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	Transformers & Rectifiers (India) Ltd.
2.	Annual financial statements for the year ended	Standalone financial statements for the year ended on 31st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

For Transformers & Rectifiers (India) Ltd.

Satyen Mamtora
Managing Director
(DIN: 00139984)

For Transformers & Rectifiers (India) Ltd.

Rahul Shah
Chief Financial Officer

For Transformers & Rectifiers (India) Ltd.

Sureshchandra Agarwal
Chairman of Audit Committee
(DIN: 00889931)

Refer our Audit Report dated 27th May, 2015 on the Standalone Financial Statement of the Company

For Deloitte Haskins & Sells
Chartered Accountants
(Firm Registration No: 117365W)

(Gaurav J. Shah)
(Partner)
(Membership No. 35701)
Ahmedabad, 27th May, 2015

Date: 27th May, 2015

FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	Transformers & Rectifiers (India) Ltd.
2.	Annual financial statements for the year ended	Consolidated financial statements for the year ended on 31st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

For Transformers & Rectifiers (India) Ltd.

Satyen Mamtora
Managing Director
(DIN: 00139984)

For Transformers & Rectifiers (India) Ltd.

Rahul Shah
Chief Financial Officer

For Transformers & Rectifiers (India) Ltd.

Sureshchandra Agarwal
Chairman of Audit Committee
(DIN: 00889931)

Refer our Audit Report dated 27th May, 2015 on the Consolidated Financial Statement of the Company

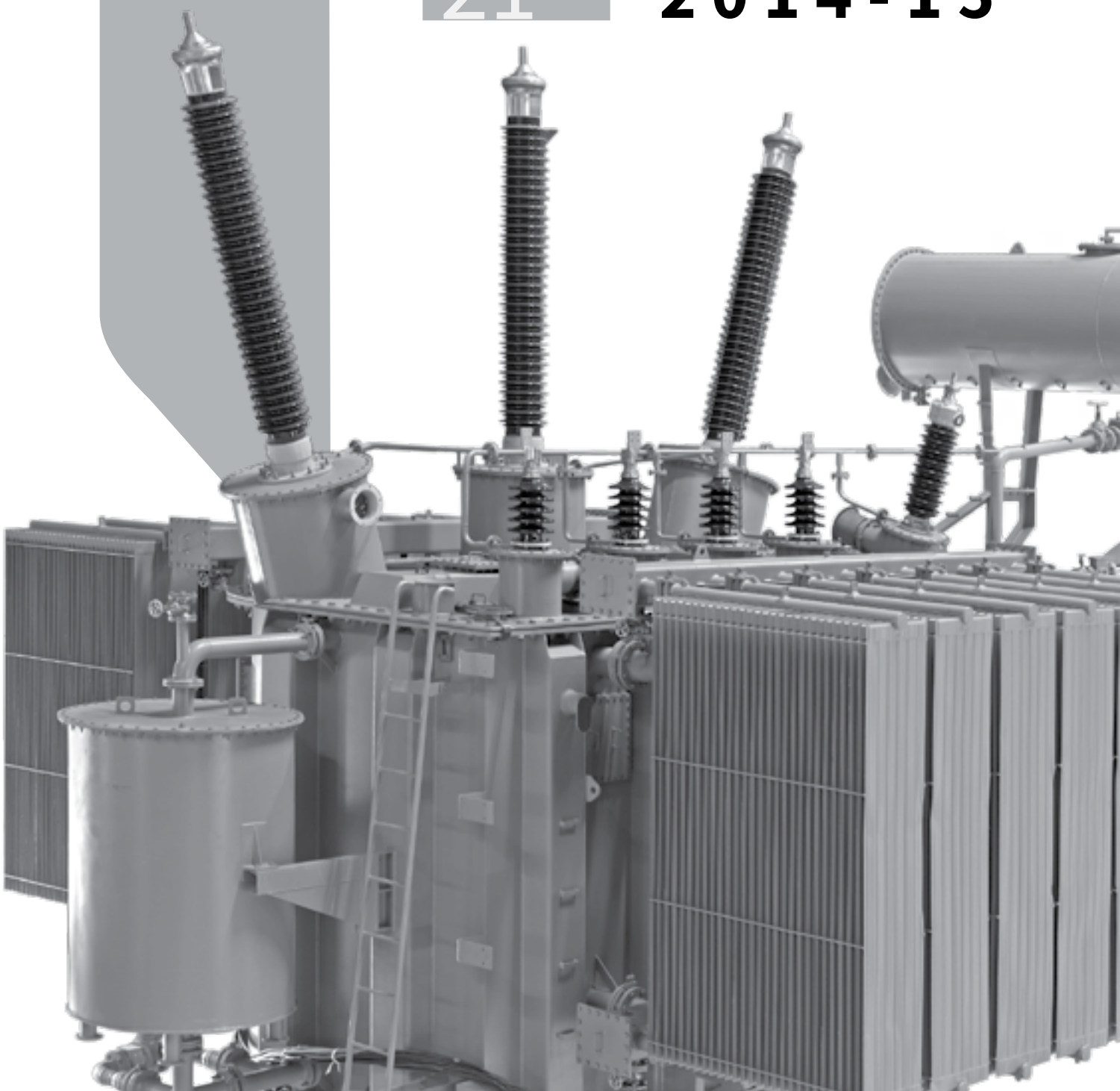
For Deloitte Haskins & Sells
Chartered Accountants
(Firm Registration No: 117365W)

(Gaurav J. Shah)
(Partner)
(Membership No. 35701)
Ahmedabad, 27th May, 2015

transformers & rectifiers (india) ltd

ISO 9001:2008 | ISO 14001:2004 | BS OHSAS 18001:2007

21st ANNUAL REPORT 2014-15



BUREAU VERITAS
Certification

Certification

Awarded to

TRANSFORMERS & RECTIFIERS (INDIA) LTD.

Bureau Veritas Certification (India) Private Limited certify that the Management System of the above organisation has been audited and found to be in accordance with the requirements of the standards detailed below

STANDARD

BS OHSAS 18001:2007

SCOPE OF SUPPLY

DESIGN, MANUFACTURE & SERVICE OF POWER TRANSFORMERS (Up to 500 MVA, 765kV Class), FURNACE TRANSFORMERS AND CONVERTER DUTY TRANSFORMERS (UP TO 63 MVA, 33kV CLASS).

BUREAU VERITAS
Certification

Certification

Awarded to

TRANSFORMERS & RECTIFIERS (INDIA) LTD.

Bureau Veritas Certification (India) Private Limited certify that the Management System of the above organisation has been audited and found to be in accordance with the requirements of the standards detailed below

STANDARDS

ISO 9001:2008 & ISO 14001:2004

SCOPE OF SUPPLY

DESIGN, MANUFACTURE & SERVICE OF POWER TRANSFORMERS (Up to 500 MVA, 765kV Class), FURNACE TRANSFORMERS AND CONVERTER DUTY TRANSFORMERS (UP TO 63 MVA, 33kV CLASS).

PERMITTED EXCLUSIONS UNDER ISO 9001:2008

AWARDS

Winner of the

BEST EQUIPMENT SUPPLIER AWARD

SINCE LAST 4 YEARS

from GETCO

(Gujarat Energy Transmission Corp. Ltd.)

one of the leading utilities of India.

AWARDED

Forbes

200 Best Under A Billion

SEPTEMBER 2010

VALUED CUSTOMER AWARD

from CPRI

TRANSFORMERS & RECTIFIERS (INDIA) LIMITED

Board of Directors

Mr. Jitendra U Mamtora
Chairman & Whole-time Director (DIN: 00139911)

Mr. Satyen J Mamtora
Managing Director (DIN: 00139984)

Mrs. Karuna Mamtora
Executive Director (DIN: 00253549)

Mr. Vinod Masson
Executive Director (DIN: 00059587)

Mr. Bhaskar Sen
Independent Director (DIN: 01776530)

Mr. Rajendra Shah
Independent Director (DIN: 00061922)

Mr. Harish Rangwala
Independent Director (DIN: 00278062)

Mr. Sureshchandra Agarwal
Independent Director (DIN: 00889931)

Mr. Rahul Shah
Chief Financial Officer

Mr. Chintan M. Trivedi (resigned w.e.f. 10th June, 2015)
Company Secretary

Committees of Board

Audit Committee
Stakeholder's Grievance and Relationship Committee
Nomination and Remuneration Committee
Corporate Social Responsibility Committee
Transfer Committee
Management Committee

Contents

Notice 03
Directors' Report 09
Report on Corporate Governance 27
Management Discussion and Analysis Report 40
Auditor's Report 43
Standalone Financial Statement 49
Form AOC - 1 & Form AOC - 2 64
Auditor's Report on Consolidated Financial Statements 65
Consolidated Financial Statement 68
Financial Highlights 86
Attendance Slip and Proxy Form 87

Bankers

State Bank of India
Bank of Baroda
Axis Bank
Standard Chartered Bank
IDBI Bank

Auditors

Deloitte Haskins & Sells
Chartered Accountants,
Heritage, Nr. Gujarat Vidhyapith,
Ahmedabad - 380014

Registered Office/Plant

Survey No.427 P/3-4 & 431 P/1-2
Sarkhej-Bavla Highway, Village : Moraiya,
Taluka : Sanand,
District : Ahmedabad-382213 Gujarat.
E-mail : info@transformerindia.com
Website : www.transformerindia.com

Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound
LBS Road, Bhandup (West),
Mumbai-400078.

Listing

BSE Ltd.
National Stock Exchange of India Ltd.

Depositories

NSDL
CDSL

ISIN

INE763I01018

CIN

L33121GJ1994PLC022460

VISION

To consolidate our National and International
presence as a leading manufacturer of
Power, Furnace & Rectifier Transformers
and maintain a leading position in the T & D industry.

MISSION

To emerge as a preferred solution provider for
quality Transformers with a team of dedicated professionals
and business associates who are ethical, value driven
and create excellent customer relationships.

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the members of Transformers and Rectifiers (India) Limited (CIN: L33121GJ1994PLC022460) will be held on Friday, 11th September, 2015 at 11:00 a.m. at the registered office of the Company situated at Survey No.427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village : Moraiya, Taluka : Sanand, Ahmedabad - 382 213, Gujarat, to transact the following business:

ORDINARY BUSINESS

Item no. 1 - Adoption of financial statements

To consider and adopt:

(a) the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2015.

Item no. 2 - Appointment of Director

To appoint a director in place of Mrs. Karuna Mamtora (DIN: 00253549), who retires by rotation and being eligible, offers herself for re-appointment.

Item no. 3 - Ratification of Appointment of Statutory Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No. 117365W) approved in the 20th Annual General Meeting until the conclusion of 23rd Annual General Meeting is hereby ratified in this Annual General Meeting till the conclusion of the next Annual General Meeting, with the remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS

Item no. 4 - To re-appoint Mr. Vinod Masson as an Executive Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and on recommendation of Nomination and Remuneration committee and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the members be and is hereby accorded for reappointment of Mr. Vinod Masson (DIN: 00059587) as an Executive Director designated as Director - Strategy of the Company for a further period of One (1) year with effect from 1st July, 2015 on the remuneration and terms and conditions as contained in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter and modify the terms and conditions of reappointment including as to designation and remuneration/ remuneration structure of Mr. Vinod Masson within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Item no. 5 - To approve the remuneration of the Cost Auditor for the financial year ending 31st March, 2016.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Rajendra Patel & Associates (Firm Registration No. 101163), Cost Accountants, Ahmedabad appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Ahmedabad
Date: 27th May, 2015

By Order of the Board of Directors

Chintan M. Trivedi
Company Secretary

Registered Office:
Survey No.427 P/3-4 & 431 P/1-2 Sarkhej - Bavla Highway,
Village: Moraiya, Taluka: Sanand, Ahmedabad-382213 Gujarat.
CIN: L33121GJ1994PLC022460
Tel: 02717-661661 **Fax:** 02717-661716
Email: info@transformerindia.com
Website: www.transformerindia.com

NOTES:

- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must reach the registered office of the Company not less than 48 hours before the scheduled commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- The Register of Members and Share Transfer Register will remain closed from 5th September, 2015 to 11th September, 2015 (both day inclusive) for the purpose of Annual General Meeting of the Company.
- Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/ bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However request for any change in respect of shares held in physical form should be sent to the Company or Registrar and Transfer Agent.
- Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not enchased or claimed within seven years from date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013.
- Members who have not so far encashed the dividend are advised to submit their claim to the Company (Email Id:**cs@transformerindia.com**) or RTA (Email Id: **rnt.helpdesk@linkintime.co.in**) quoting their Folio No. / DP ID Client ID.
- Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
- Members who wish to attend the meeting are requested to bring attendance slip sent herewith, duly filled in & signed, and the copy of the Annual Report. Copies of the Annual Report will not be distributed at the meeting.
- Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
- All the documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM.
- The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies vide Circular Nos.17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively in terms of which a company would have ensured compliance with the provisions of Section 20 of the Companies Act, 2013, if service of documents have been made through electronic mode. In such a case, the Company has to obtain e-mail addresses of its members for sending the notices/documents through e-mail giving an advance opportunity to each shareholder to register their e-mail address and changes therein, if any, from time to time with the Company.

  The Company has welcomed the Green Initiative and accordingly has e-mailed the soft copies of the Financial Statements for the year ended 31st March, 2015, to all those Members whose e-mail IDs are available with the Company's Registrar and Transfer Agent.

  In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Link Intime India Pvt. Ltd, Registrar and Transfer Agent (RTA) of the Company. Further, members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants/RTA of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R &T of the Company quoting their folio number(s).
- In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rule, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services India Ltd (CDSL). The detailed process, instructions and manner for remote e-voting facility is enclosed herewith. Members of the Company holding shares either in the physical form or in Dematerialized form, as on the cut-off date i.e. Friday, 4th September, 2015 may cast their vote by electronic means or in the AGM. The detailed process instruction and manner for e-voting facility is enclosed herewith.
- The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting.

- The members who have cast their vote by remote e-voting may also attend the AGM, but shall not be entitled to cast their vote again.
- The remote e-voting period commences on Tuesday, 8th September, 2015 (9:00 a.m.) and ends on Thursday, 10th September, 2015 (5:00 p.m.). During this period, Members holding shares either in physical form or demat form, as on 4th September, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
- Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
- The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.transformerindia.com** and on the website of CDSL **www.evotingindia.com** immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] and National Stock Exchange of India Limited [NSE], where the equity shares of the Company are listed.

Go Green

The Ministry of Company Affairs (MCA) has taken the "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011) alongwith paperless compliance by compliances by Companies through electronic mode.

Keeping in view the underlying theme and circular issued by MCA, we propose to send all documents to be sent to shareholders like General Meeting Notice including the AGM, Annual report including Audited Financial Statements, Directors' Report, Auditor Report etc. to our shareholder in electronic form, to the email address provided by them and made available to us by the Depositories.

Please also note that you will be entitled to be furnished free of cost, with a copy of the Annual Report of the Company and all other documents required by law to be attached thereto, upon receipt of a requisition from you, any time, as a member of the Company, such a requisition may be sent to the registered office of the Company.

The instructions for members for voting electronically are as under:

1. The voting period begins Tuesday, 8th September, 2015 (9:00 a.m.) and ends on Thursday, 10th September, 2015 (5:00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The Shareholders should log on to the e-voting website **www.evotingindia.com**
4. Click on Shareholders
5. Now enter your User ID:-
   a) For CDSL: 16 digits beneficiary ID
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number is printed along with address of shareholders. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or the Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 5.

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN of <TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED>.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.

18. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

19. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

Contact Details :

Mr. Wenceslaus Furtado, Deputy Manager, CDSL
17th Floor, PJ Towers, Dalal Street, Fort, Mumbai - 400 001.
Email: wenceslausf@cdslindia.com, **Tel:** 022-22723333/8588

ANNEXURE TO NOTICE

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 2

Mrs. Karuna Mamtora, Executive Director, retires by rotation and being eligible offers herself for re-appointment.

Brief resume and nature of expertise:

Mrs. Karuna Mamtora aged 63 years; Executive Director of the Company holds a Bachelor's degree in Arts from Gujarat University. She has been associated with the Organization since inception and has been instrumental in undertaking Corporate Social Responsibility activities of the Company. She acts as the Chairperson of Corporate Social Responsibility Committee of the Company. Currently she is in charge of General Administrative functions and the Human Resource Development of the Company.

Mrs. Karuna Mamtora holds 267,736 Equity Shares of your Company. She is on the Board of your Company from 11th July, 1994. Apart from Transformers and Rectifiers (India) Ltd, Mrs. Mamtora is a Director of Transpares Limited and TARIL Infrastructure Limited.

Your Directors recommend the re-appointment of Mrs. Karuna Mamtora as a Director of the Company.

Except Mrs. Karuna Mamtora, Mr. Jitendra Mamtora and Mr. Satyen Mamtora, relatives of Mrs. Karuna Mamtora, none of the other Directors, Key Managerial Personnel and their relatives are interested in this resolution.

ITEM NO. 4

Mr. Vinod Masson was re-appointed as an Executive Director of the Company designated as Director- Strategy for a period upto 30th June, 2015, w.e.f. 11th April, 2014. His tenure as an Executive Director of the Company was upto 30th June, 2015 and the Board of Directors at its meeting held on 27th May, 2015 has, on the recommendation of Nomination and Remuneration Committee, reappointed Mr. Vinod Masson as an Executive Director of the Company designated as Director-Strategy for a further period upto One (1) year w.e.f 1st July, 2015, subject to the terms and conditions, as mentioned hereinafter.

Mr. Vinod Masson, qualified as Bachelor Electrical Engineer from VJTI Mumbai, has 43 years of rich experience in Power Sector in Indian and Global Markets. Mr. Masson has held various senior positions across Power Sector. Looking at his past experience, expertise and knowledge, the Board of Directors has re-appointed him as an Executive Director designated as Director-Strategy of the Company, subject to the approval of members at general Meeting, for a further period upto One (1) year w.e.f. 1st July, 2015, on the terms and conditions, as mentioned hereunder.

He will be entitled to the following remuneration per month:

Particulars	Per Month (in. ₹)
Basic	198,750
Medical Reimbursement	1,250
Total	200,000

In addition to the salary, the following perquisites shall be allowed to the Executive Director.

Category "A"

Leave entitlement (PL) of 15 Days p.a, on full pay and allowances, as per rules of the Company.

Category "B"

The Company shall provide car with driver at the entire cost of the Company for business purpose of the Company.

The Company shall provide telephone bill including mobile phone instrument and residential telephone bill on actuals basis at the entire cost of the Company.

Category "C"

In the event of cessation, during any financial year, a pro rata proportion of the aforesaid remuneration shall be payable by the Company.

Category "D"

The Executive Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company. He shall however not be entitled to any Sitting Fees.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company, subject to further overall limit of 10% of the annual net profits of the Company, if the remuneration of the Managing Director and other Executive Directors of the Company taken together. Provided, that in the event of absence or inadequacy of profit, the Executive Director shall be entitled to remuneration and perquisites as mentioned above within the minimum remuneration specified in Schedule V to the Companies Act, 2013.

The Board recommends this Ordinary resolution for the approval of the shareholders. None of the Directors, Key Managerial Personnel of your Company and their relatives are interested in this resolution, except Mr. Vinod Masson himself.

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Rajendra Patel & Associates, Cost Accountants, Ahmedabad as the Cost Auditors of the Company to audit the cost accounts/ cost records of the Company for the financial year ending on 31st March, 2016 on a remuneration of ₹ 75,000/- plus taxes and reimbursement.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Place: Ahmedabad
Date: 27th May, 2015

By Order of the Board of Directors

Chintan M. Trivedi
Company Secretary

Registered Office:
Survey No.427 P/3-4 & 431 P/1-2 Sarkhej - Bavla Highway,
Village: Moraiya, Taluka: Sanand, Ahmedabad - 382 213, Gujarat.
CIN: L33121GJ1994PLC022460
Tel: 02717-661661 **Fax:** 02717-661716
Email: info@transformerindia.com
Website: www.transformerindia.com

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 21st Annual Report on the business and operations together with the Audited accounts for the year ended 31st March, 2015. The performance of the Company for the year ended on 31st March, 2015 is summarized below:

Financial Highlight

(₹ in Lacs)

Particulars	Standalone	
	2014-15	2013-14
Net Revenue from Operation	54,168.54	71,825.84
Other Income	350.69	406.36
Total Revenue	**54,519.23**	**72,232.20**
Cost of Raw Material Consumed	46,188.08	60,232.45
(Increase)/ Decrease in Inventories of Finished Goods & Process Stock	(3,079.24)	(930.42)
Employee Benefit Expense	2,306.56	2,374.57
Finance Costs	2,767.30	2,331.55
Depreciation & Amortization	1,200.31	927.84
Other Expenses	6,097.03	6,529.69
Total Expenses	**55,480.04**	**71,465.68**
Profit/(Loss) Before Tax	(960.81)	766.52
Tax Expense	(315.61)	286.01
Net Profit/(Loss) after Tax	**(645.20)**	**480.51**

Dividend

In view of losses, your Directors do not recommend any dividend on Share Capital (Previous year 7.5% i.e. ₹ 0.75 per Equity Share).

Review of Operations

For the year ended 31st March, 2015, your Company has reported standalone total revenue of ₹ 54,519.23 Lacs and net loss of ₹ 645.20 Lacs as compared to previous year's total revenue of ₹ 72,232.20 Lacs and net profits of ₹ 480.51 Lacs. During the current year, the Company has incurred loss mainly on account of lower turnover. The Company could not achieve turnover growth due to delay in realizing target order inflow and the power sector in the Country continued to grapple with multiple bottlenecks.

Effective from 1st April, 2014, there is a change in useful lives of assets as per Schedule II of the Companies Act, 2013 which has resulted into higher depreciation to the tune of ₹ 202.32 Lacs, adversely affecting bottomline of the Company.

Share Capital

The Paid up Equity Share Capital as at 31st March, 2015 stood at ₹ 1,325.64 Lacs. During the year under review, the Company has not issued any Share Capital.

MVA Production

During the year 2014-15, Your Company has manufactured 15925 MVA, out of which Changodar unit produced 4405 MVA, Moraiya unit produced 10760 MVA & Odhav unit produced 760 MVA, against the last year's total of 20650 MVA.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company pursuant to Clause 41 of the Listing Agreement entered into with the Stock Exchanges and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India are attached herewith this Annual Report.

Order Book

As on 27th May, 2015, the Company has Order Book position of ₹ 77,263 Lacs. The table below indicates the division of our order book between our business segments:

(₹ in Lacs)

Type of Transformers	Order Book	%
Power Transformers	65,527	84.81
Distribution Transformers	5,190	6.72
Furnace/Rectifier Transformers	1,439	1.86
Export	5,107	6.61
Total	**77,263**	**100.00**

Exports

During the year, the Company has achieved export sales of ₹ 1,726.88 Lacs.

Fixed Deposit

The Company has neither accepted nor invited any deposit from public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, Guarantees and Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

Achievements

Dispatch of highest Green rating transformer to Columbia

During the year, your Company had dispatched the India's highest rating 75 MVA, 115 kV, three-phase Power Transformer to Columbian utility which is filled with Envirotemp FR3 natural ester fluid. It has measured a very low noise level, below 55 dBA with which the Company marks its foot print in the manufacture of eco-friendly silent green transformers. The development of transformer was done by in house R&D efforts.

Entered into Technology Agreement with Fuji Electrical Co. Ltd

During the year your Company had entered into the Technology license agreement with Fuji Electrical Co. Limited ("Fuji"), Japan, a leading manufacturer of Power Transmission and Distribution equipment. Their strength lies in developing business in Energy Creation, Energy Management and Energy Conservation with Power Electronics as the core.

As a part of this Technology License Agreement, Fuji grants the license to the Company in India to use its technology and know-how; to design, manufacture, assemble, inspect and sale of

- Generator step up transformers with single phase or three phase, 420 kV Voltage and upto 1000 MVA bank capacity;
- Shunt reactors with three phase 420 kV voltage and upto 125 MVAr capacity;
- Shunt reactor with single phase, 765 kV voltage and upto 133 MVAr capacity.

The Technology License Agreement will remain valid for the period of 10 years; a dedicated team of the Company will work with Fuji to absorb and deploy this technology.

This Technology transfer will provide an important milestone to the Company which will help to enter into new horizons in manufacturing of high end reactors and transformers.

Subsidiary, Associates & Joint Venture Companies

As on 31st March, 2015 your Company has Four (4) Subsidiaries namely Transweld Mechanical Engineering Works Limited (wholly owned subsidiary), TARIL Infrastructure Limited (wholly owned subsidiary), Savas Engineering Company Private Limited (wholly owned subsidiary) and Transpares Limited (51% holding). Further there has been no material change in the nature of business of the subsidiaries. There are no associate and joint venture Companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

The Board of Directors of the Company has formulated a policy for determining "Material Subsidiaries" to comply with the requirement of Clause 49 of the Listing Agreement for such Material subsidiaries. However, Company has no Material Subsidiary Company as defined under Clause 49 of the Listing Agreement. The policy for determining "Material Subsidiaries" may be accessed on the Company's website at the link: **http://www.transformerindia.com/download/Policy-material-Sub.pdf.**

During the year under review, the Company has acquired the Shares of Savas Engineering Company Private Limited and hence the company has become the wholly owned subsidiary of the Company.

Shareholders interested in obtaining a copy of the Audited Annual Accounts of the Subsidiary Companies may write to the Company Secretary.

In terms of proviso to sub-section (3) of Section 129 of the Act, the salient features of the financial statement of the subsidiaries is set out in the prescribed form AOC-1, which forms part of the Annual Report.

The Performance of Subsidiary Companies are as under

Transweld Mechanical Engineering Works Limited

Transweld Mechanical Engineering Works Limited ("Transweld") is the wholly owned subsidiary of the Company. For the year ended Transweld achieved net sales of ₹ 1,275.13 Lacs against ₹ 1,106.21 Lacs during the previous FY 2013-14. Total profit before tax for the FY 2014-15 is ₹ 25.98 Lacs as against the total profit before tax of ₹ 15.50 Lacs for the previous FY 2013-14.

Profit after tax (PAT) was ₹ 26.88 Lacs during the year as against the previous year profit of ₹ 8.59 Lacs.

TARIL Infrastructure Limited

TARIL Infrastructure Limited ("TARIL") is the wholly owned subsidiary of the Company. For the year ended TARIL achieved net sales of ₹ 1,186.04 Lacs against ₹ 1,263.66 Lacs during the previous FY 2013-14. Total profit before tax for the FY 2014-15 is ₹ 40.60 Lacs as against the total profit before tax of ₹ 61.08 Lacs for the previous FY 2013-14.

Profit after tax (PAT) was ₹ 27.30 Lacs during the year as against the previous year profit of ₹ 42.07 Lacs.

Savas Engineering Company Private Limited

Savas Engineering Company Private Limited ("Savas") is the wholly owned subsidiary of the Company. For the year ended Savas achieved net sales of ₹ 602.03 Lacs against ₹ 1,151.66 Lacs during the previous FY 2013-14. Total loss before tax for the FY 2014-15 is ₹ 371.95 Lacs as against the total loss before tax of ₹ 169.17 for the previous FY 2013-14.

Loss after tax was ₹ 267.68 Lacs during the year as against the previous year loss of ₹ 131.52 Lacs.

Transpares Limited

Transpares Limited is the subsidiary of the Company. For the year ended Transpares Limited achieved net sales of ₹ 1,617.79 Lacs against ₹ 1,637.70 Lacs during the previous FY 2013-14. Total profit before tax for the FY 2014-15 is ₹ 18.45 Lacs as against the total profit before tax of ₹ 76.87 Lacs for the previous FY 2013-14.

Profit after tax (PAT) was ₹ 25.82 during the year as against the previous year profit of ₹ 58.81 Lacs.

Directors

The Board of Directors of your Company comprises of Eight (8) Directors of which Four (4) are Executive and Non Independent Directors and Four (4) are Non-Executive and Independent Directors as on 31st March, 2015.

In terms of the provision of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a Company shall have atleast one Woman Director on the Board of the Company. Your Company has Mrs. Karuna Mamtora as Director on the Board of the Company since its inception, who is presently the Executive Director of your Company.

Members of the Company vide Postal Ballot held on 10th September, 2014 had approved the re-appointed of Mrs. Karuna Mamtora as an Executive Director of the Company w.e.f. 1st April. 2014 for a period of 3 years further to that they also had approved the revision in terms of remuneration of Mr. Jitendra Mamtora, Chairman & Whole-time Director and Mr. Satyen Mamtora, Managing Director of the Company.

At the 20th Annual General Meeting, Mr. Rajendra Shah, Mr. Harish Rangwala, Mr. Bhaskar Sen and Mr. Sureshchandra Agarwal, Independent Directors of the Company reappointed for five consecutive years for a term upto 31st March, 2019.

As per the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Karuna Mamtora being longest in the office shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers herself for re-appointment.

The Board of Directors of your Company, at their meeting held on 27th May, 2015 has approved the re-appointment of Mr. Vinod Masson as an Executive Director of the Company w.e.f 1st July, 2015 for further period of One (1) year subject to approval of shareholders. Accordingly, the approval of shareholders is being sought for his re-appointment as an Executive Director of the Company for the period of One year.

Details of Director seeking re-appointment as required under the Listing Agreements are provided in the Notice forming part of this Annual Report. Their re-appointments are appropriate and in the best interest of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms and conditions of the Independent Directors are incorporated on the website of the Company **www.transformerindia.com.**

To familiarize the Independent Directors with the strategy, operations and functions of our Company, the Executive Directors / Senior Managerial Personnel make presentations to the Independent Directors about the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management. Further, the Company has devised a Familiarization Programme for Independent Director and same been placed on the web site of the Company at the Link: **http://www.transformerindia.com/download/Familarization-policy-ID.pdf**

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Appointments / Resignations of the Key Managerial Personnel

Mr. Jitendra Mamtora, Chairman & Whole-time Director, Mr. Satyen Mamtora, Managing Director, Mr. Rahul Shah, Chief Financial Officer and Mr. Chintan M. Trivedi, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013 and were already in the office before the commencement of the Companies Act, 2013.

None of the Key Managerial Personnel has resigned or appointed during the year under review.

Number of the Meetings of the Board

Regular meetings of the Board are held atleast once in a quarter inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened to discuss and decide on various business policies, strategies and other businesses. Due to business exigencies, certain business decisions are taken by the Board through circulation from time to time.

During the FY 2014-15, the Board met Five (5) times i.e. 18th April, 2014, 2nd May, 2014, 8th August, 2014, 20th October, 2014 and 4th February, 2015. Detailed information on the meetings of the Board are included in the report on Corporate Governance, which forms part of this Annual Report.

The details of number of meetings of Committees held during the FY 2014-15 forms part of Corporate Governance Report.

Committees of the Board

Your Company has several Committees which have been established as part of the best Corporate Governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- Audit Committee
- Stakeholder's Grievance and Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Share Transfer Committee
- Management Committee

The details with respect to the compositions, powers, terms of reference etc. of relevant Committees are given in details in the Corporate Governance Report which forms part of this Annual Report.

Corporate Social Responsibility Committee

In Compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has established Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to CSR Committee and an Annual Report on CSR Activities forms part of this Annual Report as Annexure-1.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, Composition of the Board and Committees, culture, execution and performance of specific duties, obligation and governance.

The performance evaluation of the Independent Directors was completed. During the year under review, the Independent Directors met on 4th February, 2015 interalia, to discuss:

- Performance evaluation of Non Independent Directors and Board of Directors as a whole;
- Performance evaluation of the Chairman of the Company;
- Evaluation of the quality of flow of information between the Management and Board for effective performance by the Board.

The Board of Directors expressed their satisfaction with the evaluation process.

Policy on Director's Appointment and Remuneration

The Company has a "Nomination and Remuneration Committee of Directors" in place. The Committee reviews and recommend to the Board for remuneration for Directors and Key Managerial Personnel and other employee up to one level below of Whole Time Director. The Company does not pay any remuneration to Independent and Non-Executive Directors of the Company other than sitting fee for attending the meetings of the Board and Committees of the Board. Remuneration to the Whole-time Director is governed under the relevant provisions of the Act and approvals.

The Company has devised the Nomination & Remuneration policy for the appointment, re-appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. All the appointment, re-appointment and remuneration Directors, Key Managerial Personnel and Senior Management Personnel are as per the Nomination & Remuneration policy of the company.

Vigil Mechanism

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate

safe guards against victimization of Whistle Blower who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of Vigil Mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company **www.transformerindia.com**

Risk Management Policy

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/ mitigating the same.

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

Sexual Harassment of Women at Workplace

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Directors' Responsibility Statements

As stipulated in Section 134(3)(c) read with sub section 5 of the Companies Act, 2013, Directors subscribe to the "Directors' Responsibility Statement", and confirm that:

a) In preparation of annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed and that no material departures have been made from the same;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts for the year ended 31st March, 2015 on going concern basis.

e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and

f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Insurance

Assets of your Company are adequately insured against various perils.

Corporate Governance

The Company endeavours to maximize the wealth of the shareholders by managing the affairs of the Company with pre-eminent level of accountability, transparency and integrity.

A separate section on Corporate Governance standards followed by your Company, as stipulated under Clause 49 of the Listing Agreement entered into with the Stock exchanges is enclosed as an annexure to this Report.

A Certificate from Mr. Tapan Shah, Practicing Company Secretary, conforming compliance to the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed to this Annual Report.

Management Discussion and Analysis

The Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is presented in the separate section forming part of this Annual Report.

Material Changes and Commitment Affecting Financial Position of the Company

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year of the Company i.e. 31st March, 2015 and the date of Director's Report i.e. 27th May, 2015.

Particular of Employees

The ratio of remuneration of each Director to the median employee's remuneration and other details in terms of Sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of this Annual Report as Annexure - 2.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules are forming part of this Annual Report as Annexure - 2.

Extract of Annual Return

Pursuant to Sub-section 3(a) of Section 134 and Sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as at 31st March, 2015 in Form MGT-9 forms part of this Annual Report as Annexure-3.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, required under Section 134 (3) (m) of the Companies Act, 2013 forms part of this Annual Report as Annexure-4.

Contracts or Arrangements with Related Parties

All the related party transactions that were entered during the financial year were in the Ordinary course of business of the Company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with its Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with the interest of the Company.

All Related Party transactions are placed before the Audit Committee for approval, wherever applicable. Prior omnibus approval for normal business transactions is also obtained from the Audit Committee for the related party transactions which are of repetitive nature and accordingly the required disclosures

are made to the Committee on quarterly basis in terms of the approval of the Committee.

The policy on Related Party Transactions as approved by the Board of Directors is uploaded on the website of the Company www.transformerindia.com

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, as prescribed in Form AOC - 2.

Internal Financial Control Systems and their Adequacy

Your Company has laid down the set of standards, processes and structure which enables to implement internal financial control across the Organization and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of Internal Audit, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with the operating systems, accounting procedures and policies of the Company. Based on the report of Internal Auditor, the process owners undertake the corrective action in their respective areas and thereby strengthen the control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

AUDITORS

Statutory Auditors

M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No. 117365W), was appointed as the Statutory Auditors of the Company, to hold the office from the conclusion of the 20th Annual General Meeting to the conclusion of the 23rd Annual General Meeting, subject to ratification of the appointment by the members at every Annual General Meeting. The Company has received the consent from the Auditors and confirmation to the effect that they are not disqualified to be appointed as the Auditors of the Company in the terms of the provisions of the Companies Act, 2013 and the Rules made thereunder.

Accordingly the Board of Directors had recommended the ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as the Statutory Auditors of the Company to hold the office from the ensuing AGM till the conclusion of the next AGM on such remuneration as may be determined by the audit committee in consultation with the auditors.

Internal Audit

M/s. Sanjay Vastupal & Co, Chartered Accountants, Ahmedabad has been Internal Auditors of the Company. Internal auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a quarterly basis. The scope of internal audit is approved by the Audit Committee.

Cost Auditor

As per Section 148 read with Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of your Company has appointed M/s. Rajendra Patel & Associates, Cost Accountants as the Cost Auditor of your the Company for the financial year 2015-16 on the recommendations made by the Audit Committee subject to the approval of the Central Government. The remuneration proposed to be paid to the Cost Auditors, subject to the ratification by the members at the ensuing Annual General Meeting, would be ₹ 75,000/- (Rupees Seventy Five Thousand only) excluding out of pocket expenses, if any.

The Cost Audit Report for the financial year 2013-14 was filed within the due date. The due date for submission of the Cost Audit Report for the year 2014-15 is within 180 days from 31st March, 2015.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Mr. Tapan Shah, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the FY 2014-15. The Report of the Secretarial Audit Report for the FY 2014-15 is annexed to this Annual Report as Annexure-5.

As Secretarial Audit Report do not call for further explanation or comments it may be treated as the adequate compliance of Section 134 of the Companies Act, 2013.

Auditors' Report

The Auditors' Report on the accounts of the Company for the accounting year ended on 31st March, 2015 is self-explanatory and do not call for further explanations or comments that may be treated as adequate compliance of Section 134 of the Companies Act, 2013.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1) Details relating to deposits covered under Chapter V of the Act.
2) Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
3) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS.
4) Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Acknowledgment

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

By Order of the Board of Directors

Place: Ahmedabad
Date: 27th May, 2015

Jitendra U. Mamtora
Chairman
(DIN: 00139911)

ANNEXURE - 1 TO THE DIRECTORS' REPORT

The Annual Report on Corporate Social Responsibility (CSR) Activities

1. **A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.**

   The CSR Policy was approved by the Board of Directors at its meeting held on 8th August, 2014 and has been uploaded on the Company's website at link **http://www.transformerindia.com/download/CSR-Policy.pdf**

   During the FY 2014-15, the CSR Committee decided to spend the amount on

   (i) Promotion of education

   (ii) Community Health Care, Sanitation and Hygiene

   (iii) Social Care

2. **The Composition of CSR Committee**

   The CSR Committee consists of following members:

   • Mr. Jitendra Mamtora, Chairman and Whole-time Director

   • Mrs. Karuna Mamtora, Executive Director

   • Mr. Rajendra Shah, Independent Director

   Mrs. Karuna Mamtora acts as Chairperson of the CSR Committee.

3. **Average Net profits of the Company for last three financial year.**

   The average net profits of last three financial year is ₹ 1,082.89 Lacs.

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above)**

   The Company is required to spend ₹ 21.66 Lacs towards CSR for the FY 2014-15.

5. **Details of CSR spent during the Financial Year**

   (a) Total amount spent for the financial year: ₹ 1.36 Lacs.

   (b) Amount unspent if any: ₹ 20.30 Lacs

   (c) Manner in which amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	**CSR Project or activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local areas or other (2) Specify the state or district where projects or programs was undertaken**	**Amount outlay (Budget) project or programs wise**	**Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs. (2) Overheads**	**Cumulative expenditure upto the reporting date**	**Amount spent: Direct or through implementing agency**
1.	Education	Promoting Education	Projects were carried out in Navapura Primary School situated at Village : Navapura, Sanathal, Sanand - Ahmadabad.	₹ 1.50 Lacs	₹ 1.36 Lacs	₹ 1.36 Lacs	Direct

6. **In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.**

   Your Company has taken steps in the right direction and going forward is committed to support the education of underprivileged children and NGOs. The Company could not spend allocated CSR fund fully during the year under review as the Company was assessing the various requests received from the school in the last quarter of the year like sanitation and water involving certain civil work as well. However it is expected that such activities will be carried out and completed in FY 2015-16.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

   The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in conformance with CSR Objectives and Policy of the Company.

Date : 27th May, 2015
Place : Ahmedabad

Satyen Mamtora
Managing Director

Karuna Mamtora
Chairperson - CSR Committee

ANNEXURE - 2 TO THE DIRECTORS' REPORT

A The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

a) The ratio of remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is given below:

Sr. No.	Name	Ratio
1.	Mr. Jitendra Mamtora	42:1
2.	Mr. Satyen Mamtora	33:1
3.	Mrs. Karuna Mamtora	9:1
4.	Mr. Vinod Masson	10:1

b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	Percentage
1.	Mr. Jitendra Mamtora	Chairman & Whole-time Director	119%*
2.	Mr. Satyen Mamtora	Managing Director	74%*
3.	Mrs. Karuna Mamtora	Executive Director	-
4.	Mr. Vinod Masson	Executive Director	-
5.	Mr. Rahul Shah	Chief Financial Officer	-
6.	Mr. Chintan M. Trivedi	Company Secretary	5%

* Increase in remuneration on account of Special Resolution passed by the way of Postal Ballot dated 10th September, 2014.

c) The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of the employees in the Financial year were increased by 5%

d) The number of permanent employees on the rolls of the Company:

There were 505 employees as on 31st March, 2015.

e) The explanation on relationship between average increase in remuneration and Company performance:

On an average employee received an increase of 5%. This increase in remuneration is minimum increase required to retain manpower and give inflationary impact partially.

Factors considered which increasing remuneration:

(a) Comparison with peer Companies

(b) Industry Benchmarking and consideration towards cost of living adjustment/ inflation.

(c) Regulatory guidelines as applicable.

f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	(₹ in Lacs)
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (aggregated)	248.82
EBIDTA	3,006.80
Remuneration (as % EBIDTA)	8.28%

g) Variation in the Market Capitalization of the Company, price earnings ratio as at the closing date of current FY and previous FY and percentage increase or decrease in market quotations of the shares of the Company in comparison to the rate at which the Company came out with last public offer:

Particulars	As on 31st March, 2015	As on 31st March, 2014	Variation
Market capitalization	₹ 301.05 Crores	₹ 121.36 Crores	₹ 179.69 Crores
Price earnings ratio	-	25.26	-
Market Price of the shares	₹ 227.10	₹ 91.05	149%

The Company's stock price as at 31st March, 2015 has been decreased by 51% to ₹ 227.10 over the Initial public offering in December, 2007 at the price of ₹ 465/- per share.

h) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average increase in salaries of employees other than managerial personnel in FY 2014-15 was 5% and Average increase in the managerial remuneration in FY 2014-15 was 58.74%.

Salaries drawn by Mr. Jitendra Mamtora, Chairman & Whole-time Director and Mr. Satyen Mamtora, Managing Director in FY 2013-14 were restricted to ₹ 48 Lacs each in view of sub clause B of Section II of Part II of Schedule XIII of the Companies Act, 1956. Pursuant to revised Schedule V of the Companies Act 2013, increase in remuneration of Mr. Jitendra Mamtora, Chairman & Whole-time Director and Mr. Satyen Mamtora, Managing Director had been approved through Postal Ballot by way of Special Resolution on 10th September, 2014 keeping into consideration various factors including the profile and responsibility shouldered by them.

i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	Chairman & Whole-time Director	Managing Director	Chief Financial Officer	Company Secretary
Remuneration (in Lacs)	105.01	83.41	51.68	8.72
EBIDTA (in Lacs)	3,006.80	3,006.80	3,006.80	3,006.80
Remuneration (as % EBIDTA)	3.49%	2.77%	1.72%	0.29%

j) The key parameters for any variable component of remuneration availed by the directors:

Not applicable

k) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not applicable.

l) Affirmation that the remuneration is as per the remuneration policy of the Company:

Yes, it is confirmed.

B Particulars of Employee in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Name of Employee	Mr. Stefano Talassi
Designation	Chief Operating Officer
Remuneration of Employee (₹ in lacs)	96.63
Nature of Employment	Permanent (On roll)
Qualification and experience of employee	Bachelor's degree in Electrical Engineering 12 years
Date of Commencement of Employment	1st January, 2014
Age	40
Previous Employment	Transformer Electro Service (T.E.S.) Located in Ospitaletto (Brescia)
% of Equity Shares held in the Company	-

C Employee employed throughout Financial year or part thereof, was in receipt of remuneration of in aggregate is in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than Two percent (2%) of the Equity Shares of the Company.

Not Applicable

ANNEXURE - 3 TO THE DIRECTORS' REPORT

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	**CIN**	L33121GJ1994PLC022460
ii)	**Registration Date**	11th July, 1994
iii)	**Name of the Company**	Transformers & Rectifiers (India) Limited
iv)	**Category / Sub-Category of the Company**	Public Limited Company
v)	**Address of the Registered office and contact details**	Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej Bavla Highway, Village : Moraiya, Taluka : Sanand, Ahmedabad - 382213 Tel. : 02717-661661
vi)	**Whether listed Company**	Yes
vii)	**Name, Address and Contact details of Registrar and Transfer Agent, if any**	M/s. Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai - 400078. Tel.: 022-25963838

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name and Description of main products/services	NIC Code of the product / service	% of total Turnover of the Company
1	Transformer	8504	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary /Associate	% of shares held	Applicable Section
1	**Transpares Limited** 14/15, Ashwamegh Industrial Estate, Sarkhej-Bavla Highway, Village : P. O. Changodar, Taluka : Sanand, Dist.: Ahmedabad - 382210	U31102GJ1995PLC024841	Subsidiary	51%	Section 2(87)
2	**Transweld Mechanical Engineering Works Limited** 44 C, Ashwamegh Industrial Estate, Sarkhej-Bavla Highway, Village : Changodar, Taluka : Sanand, Dist. : Ahmedabad - 382213	U55101GJ1995PLC026055	Subsidiary	100%	Section 2(87)
3	**TARIL Infrastructure Limited** Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej Bavla Highway, Village : Moraiya, Taluka : Sanand, Ahmedabad - 382213	U45208GJ2012PLC071693	Subsidiary	100%	Section 2(87)
4	**Savas Engineering Company Private Limited** 498/1, Radhe Industrial Estate, Tajpur Road, Village : Changodar, Taluka : Sanand, Ahmedabad - 382213	U29197GJ1999PTC081203	Subsidiary	100%	Section 2(87)

IV. SHAREHOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

(i) Category – wise Share Holding

Sr. No	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% of change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	**Shareholding of Promoter and Promoter Group**									
1	**Indian**									
(a)	Individuals/ Hindu Undivided Family	9928415	-	9928415	74.90	9928415	-	9928415	74.90	-
(b)	Central Government	-	-	-	-	-	-	-	-	-
(c)	State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(e)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(f)	Any Others(Specify)	-	-	-	-	-	-	-	-	-
	Sub Total(A)(1)	**9928415**	**-**	**9928415**	**74.90**	**9928415**	**-**	**9928415**	**74.90**	**-**
2	**Foreign**									
(a)	Non-Residents Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Bank/Foreign Institutions	-	-	-	-	-	-	-	-	-
(e)	Any Others	-	-	-	-	-	-	-	-	-
	Sub Total(A)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**9928415**	**-**	**9928415**	**74.90**	**9928415**	**-**	**9928415**	**74.90**	**-**
(B)	**Public Shareholding**									
1	**Institutions**									
(a)	Mutual Funds/ UTI	-	-	-	-	422411	-	422411	3.19	3.19
(b)	Financial Institutions/ Banks	23333	-	23333	0.18	4325	-	4325	0.03	(0.14)
(c)	Central Government	-	-	-	-	-	-	-	-	-
(d)	State Government(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIIs	-	-	-	-	9546	-	9546	0.07	0.07
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	**23333**	**-**	**23333**	**0.18**	**436282**	**-**	**436282**	**3.29**	**3.12**
2	**Non-institutions**									
(a)	Bodies Corporate	287165	-	287165	2.17	180667	-	180667	1.36	(0.80)
(b)	Individuals									
i	Individual Shareholders holding nominal share capital up to ₹ 1 Lac	2655510	2143	2657653	20.05	2442558	522	2443080	18.43	(1.62)
ii	Individual Shareholders holding nominal share capital in excess of ₹ 1 Lac	251445	-	251445	1.90	44316	-	44316	0.33	(1.56)

Sr. No	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% of change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c)	Any Other (specify)									
(i)	Clearing Member	47202	-	47202	0.36	73220	-	73220	0.55	0.20
(ii)	Foreign Nationals									
	Non Resident Indians (Repeat)	33747	-	33747	0.25	115672	-	115672	0.87	0.62
	Non Resident Indians (Non Repeat)	13149	-	13149	0.10	24328	-	24328	0.18	0.08
(iii)	Directors/Relatives	10177	-	10177	0.08	10177	-	10177	0.08	-
(iv)	Trusts	4125	-	4125	0.03	254	-	254	0.00	(0.03)
(d)	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	**3302520**	**2143**	**3304663**	**24.93**	**2891192**	**522**	**2891714**	**21.81**	**(3.12)**
	Total Public Shareholding (B)= (B)(1)+(B)(2)	**3325853**	**2143**	**3327996**	**25.10**	**3327474**	**522**	**3327996**	**25.10**	**-**
	TOTAL (A)+(B)	**13254268**	**2143**	**13256411**	**100.00**	**13255889**	**522**	**13256411**	**100.00**	**-**
(C)	**Shares held by Custodians for GDRs and ADRs**	-	-	-	-	-	-	-	-	-
	Sub-Total (C)	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	**13254268**	**2143**	**13256411**	**100.00**	**13255889**	**522**	**13256411**	**100.00**	**-**

(ii) Shareholding of Promoters

Sr. No	Promoters Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Jitendra Ujamshi Mamtora	8858992	66.83	2110000	8858992	66.83	2110000	0.00
2	Jitendra U Mamtora (HUF)	682931	5.15	-	682931	5.15	-	0.00
3	Karunaben Jitendra Mamtora	267736	2.02	-	267736	2.02	-	0.00
4	Satyen Jitendra Mamtora	97000	0.73	-	97000	0.73	-	0.00
5	Janki Jitendra Mamtora	21364	0.16	-	21364	0.16	-	0.00
6	Dilip Ujamshi Mamtora	196	0.00	-	196	0.00	-	0.00
7	Bipin Ujamshi Mamtora	196	0.00	-	196	0.00	-	0.00

(iii) Change in Promoters' Shareholding

Sr. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	9928415	74.90	9928415	74.90
2	Change during the year	-	-	-	-
3	At the end of the year	9928415	74.90	9928415	74.90

(iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	For Each of top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	**HDFC Trustee Company Limited - HDFC Infrastructure Fund**					
	At the beginning of the year		-	-	-	-
Add	09-05-14	Purchase	84095	0.63	84095	0.63
Add	16-05-14	Purchase	40903	0.31	124998	0.94
Add	23-05-14	Purchase	57216	0.43	182214	1.37
Add	30-05-14	Purchase	22280	0.17	204494	1.54
Add	06-06-14	Purchase	2886	0.02	207380	1.56
Add	13-06-14	Purchase	27615	0.21	234995	1.77
Add	20-06-14	Purchase	54243	0.41	289238	2.18
Add	30-06-14	Purchase	13306	0.10	302544	2.28
Add	04-07-14	Purchase	7361	0.06	309905	2.34
Add	11-07-14	Purchase	25723	0.19	335628	2.53
Add	18-07-14	Purchase	17600	0.13	353228	2.66
Add	08-08-14	Purchase	21982	0.17	375210	2.83
Add	15-08-14	Purchase	3190	0.02	378400	2.85
Add	22-08-14	Purchase	6800	0.05	385200	2.91
Add	30-09-14	Purchase	18967	0.14	404167	3.05
Add	24-10-14	Purchase	6100	0.05	410267	3.09
Add	06-02-15	Purchase	1400	0.01	411667	3.11
Add	13-02-15	Purchase	4500	0.03	416167	3.14
Add	27-03-15	Purchase	3533	0.03	419700	3.17
Add	31-03-15	Purchase	2711	0.02	422411	3.19
	At the End of the year		-	-	422411	3.19
2	**Cello Pens & Stationery Pvt. Ltd.**					
	At the beginning of the year		-	-	-	-
Add	20-03-15	Purchase	25000	0.19	25000	0.19
	At the End of the year		-	-	25000	0.19
3	**Subhra Mondal**					
	At the beginning of the year		11131	0.08	11131	0.08
Add	04-07-14	Purchase	5000	0.04	16131	0.12
	At the End of the year		-	-	16131	0.12
4	**Jugal Kishore Shroff**					
	At the beginning of the year		-	-	-	-
Add	30-05-14	Purchase	3839	0.03	3839	0.03
Add	06-06-14	Purchase	1161	0.01	5000	0.04
Add	11-07-14	Purchase	3163	0.02	8163	0.06
Add	18-07-14	Purchase	6837	0.05	15000	0.11
	At the End of the year		-	-	15000	0.11
5	**Splendor Power Limited**					
	At the beginning of the year		-	-	-	-
Add	19-12-14	Purchase	14567	0.11	14567	0.11
	At the End of the year		-	-	14567	0.11
6	**Paramjyoti Commercial Pvt. Ltd.**					
	At the beginning of the year		-	-	-	-
Add	31-03-15	Purchase	12500	0.09	12500	0.09
	At the End of the year		-	-	12500	0.09
7	**Gautam Chokhany**					
	At the beginning of the year		12111	0.09	12111	0.09
	Change during the year		-	-	-	-
	At the End of the year		-	-	12111	0.09
8	**Deepak D Joshi**					
	At the beginning of the year		10992	0.08	10992	0.08
	Change during the year		-	-	-	-
	At the End of the year		-	-	10992	0.08

Sr. No	For Each of top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9	**Sarika Thapar**					
	At the beginning of the year		36321	0.27	36321	0.27
Add	11-04-14	Purchase	10000	0.08	46321	0.35
Less	16-01-15	Sale	-1000	-0.01	45321	0.34
Less	23-01-15	Sale	-3200	-0.02	42121	0.32
Less	30-01-15	Sale	-3400	-0.03	38721	0.29
Less	06-02-15	Sale	-20760	-0.16	17961	0.14
Less	20-02-15	Sale	-2156	-0.02	15805	0.12
Less	27-02-15	Sale	-645	-0.00	15160	0.11
Less	06-03-15	Sale	-2401	-0.02	12759	0.10
Less	27-03-15	Sale	-1377	-0.01	11382	0.09
Less	31-03-15	Sale	-1300	-0.01	10082	0.08
	At the End of the year		-	-	10082	0.08
10	**Fidelity Funds - Asian Smaller Companies Pool**					
	At the beginning of the year		-	-	-	-
Add	14-11-14	Purchase	4311	0.03	4311	0.03
Add	21-11-14	Purchase	2601	0.02	6912	0.05
Add	19-12-14	Purchase	2634	0.02	9546	0.07
	At the End of the year		-	-	9546	0.07

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	**Jitendra Mamtora**				
	At the beginning of the year	8858992	66.83	8858992	66.83
	Change during the year	-	-	-	-
	At the End of the year	-	-	8858992	66.83
2.	**Satyen Mamtora**				
	At the beginning of the year	97000	0.73	97000	0.73
	Change during the year	-	-	-	-
	At the End of the year	-	-	97000	0.73
3.	**Karuna Mamtora**				
	At the beginning of the year	267736	2.02	267736	2.02
	Change during the year	-	-	-	-
	At the End of the year	-	-	267736	2.02
4.	**Vinod Masson**				
	At the beginning of the year	222	-	222	-
	Change during the year	-	-	-	-
	At the End of the year	-	-	222	-
5.	**Bhaskar Sen**				
	At the beginning of the year	-	-	-	-
	Change during the year	-	-	-	-
	At the End of the year	-	-	-	-
6.	**Rajendra Shah**				
	At the beginning of the year	6622	0.05	6622	0.05
	Change during the year	-	-	-	-
	At the End of the year	-	-	6622	0.05
7.	**Harish Rangwala**				
	At the beginning of the year	3333	0.03	3333	0.03
	Change during the year	-	-	-	-
	At the End of the year	-	-	3333	0.03
8.	**Sureshchandra Agarwal**				
	At the beginning of the year	-	-	-	-
	Change during the year	-	-	-	-
	At the End of the year	-	-	-	-

Sr. No.	For Each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9.	**Chintan Trivedi**					
	At the beginning of the year		-	-	-	-
	Change during the year		-	-	-	-
	At the End of the year		-	-	-	-
10.	**Rahul Shah**					
	At the beginning of the year		3955	0.03	3955	0.03
Less	20/09/2014	Sale	- 2222	-0.02	1733	0.01
Less	28/11/2014	Sale	- 100	-0.00	1633	0.01
Less	01/12/2014	Sale	- 49	-0.00	1584	0.01
Less	04/12/2014	Sale	- 200	-0.00	1384	0.01
Less	30/12/2014	Sale	- 100	-0.00	1284	0.01
Less	12/01/2015	Sale	- 245	-0.00	1039	0.01
	At the End of the year		-	-	1039	0.01

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment **(₹ in Lacs)**

Particulars	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	16,271.53	12.49	-	16,284.02
ii. Interest due but not paid	47.13	-	-	47.13
iii. Interest accrued but not due	8.72	-	-	8.72
Total (i+ii+iii)	**16,327.38**	**12.49**	**-**	**16,339.87**
Change in Indebtedness during the financial year				
• Addition	1,026.78	3,042.44	-	4,069.22
• Reduction	2,369.47	3,033.53	-	5,403.00
Net Change	**(1,342.69)**	**8.91**	**-**	**(13,33.78)**
Indebtedness at the end of the financial year				
i. Principal Amount	14,928.84	21.40	-	14,950.24
ii. Interest due but not paid	45.87	-	-	45.87
iii. Interest accrued but not due	2.21	-	-	2.21
Total (i+ii+iii)	**14,976.92**	**21.40**	**-**	**14,998.32**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and/or Manager: **(in ₹)**

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
		Jitendra Mamtora	Satyen Mamtora	Karuna Mamtora	Vinod Masson	
1.	Gross salary					
	a. Salary as per provisions contained in section 17(1) of the Income-tax. Act, 1961	8,700,000	6,900,000	1,800,000	2,385,000	**19,785,000**
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	39,600	39,600	15,000	**133,800**
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	**-**
2.	Stock option	-	-	-	-	**-**
3.	Sweat Equity	-	-	-	-	**-**
4.	Commission	-	-	-	-	**-**
	- As % of profit					
	- Other, Specify					
5.	Other, please specify					
	• HRA	1,740,000	1,380,000	360,000	-	**3,480,000**
	• Retirement Benefit	21,600	21,600	21,600	-	**64,800**
	Total (A)	**10,501,200**	**8,341,200**	**2,221,200**	**2,400,000**	**23,463,600**
	Ceiling as per the Act	Within the limits of schedule V of the Companies Act, 2013 and limit approved by the members				

B. Remuneration to other directors:

(in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Rajendra Shah	Harish Rangwala	Bhaskar Sen	Sureshchandra Agarwal	
1.	Independent Directors					
	• Fee for attending board committee meetings	95,000	52,500	45,000	75,000	**267,500**
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	**95,000**	**52,500**	**45,000**	**75,000**	**267,500**
2.	Other Non-Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	**-**	**-**	**-**	**-**	-
	Total (B) =(1+2)	**95,000**	**52,500**	**45,000**	**75,000**	**267,500**
	Total Managerial remuneration = (A)+(B)					**23,731,100**
	Overall Ceiling as per the Act	The total Remuneration to Managing Director, Whole-time Director and/or Manager and Remuneration to other Directors is within the overall ceiling limits as provided under the provision of Companies Act, 2013				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
	a. Salary as per provisions contained in section 17(1) of the Income-tax. Act, 1961	726,454	4,271,383	4,997,837
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	60,000	47,304	107,304
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- As % of profit			
	- Other, Specify			
5.	Other	85,678	849,305	934,983
	Total	**872,132**	**5,167,992**	**6,040,124**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / punishment / Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other officers in default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE - 4 TO THE DIRECTORS' REPORT

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

(A) CONSERVATION OF ENERGY :

i) The steps taken or impact on conservation of energy for 2014-15;

In a continuous endeavor to conserve and save energy, several measures have been adopted in FY 2014-15, notable amongst them are:

1. Existing Auto clave Oven's heat circulation flow was modified from top to bottom in place of bottom which results in improved efficiency of Oven thereby reducing the consumption of Piped Natural Gas.
2. Electronic ballast has been used in place of high consumption copper ballast in 100% of shop floor gallery lightings.
3. Individual cooling tower of two oil filtration and VPD are replaced by one common cooling tower for both oil filtrations and VPD.
4. Use of Submersible pumps in place of mono bloc pumps in water tanks to save energy.
5. Use of high/ low pressure switch to operate fire hydrant system to save energy.
6. All Electrical equipments are shut down during the Lunch/ Dinner break leading to efficient use of energy.

ii) The steps taken by the Company for utilizing alternate sources of energy;

1. Uses of natural lights are resorted at various departments to save energy.
2. Transparent roof sheets provided in shops to use natural lights.

iii) The capital investment on energy conservation equipment;

There is no such specific investments done by the Company.

(B) TECHNOLOGY ABSORPTION:

i) The effort made towards technology absorption;

- The Company has dispatched the India's highest rating 75 MVA, 115 kV three phase power transformer filled with Envirotemp FR3 natural ester fluid. This transformer has measured a very low noise level less than 55 dBA which is far less than the noise level of 80 dBA prescribed by NEMA standard for this rating of transformer.
- The Company has successfully developed a 15 MVA, 66 kV Aluminum wound power transformer as a substitution of copper wound transformer. Use of Aluminum is presently limited to small distribution transformers.
- The Company has successfully developed 400 kVA, 750 kVA and 1000 kVA 11 kV transformers with foil wound technology. The Company has purchased a foil winding machine to develop this technology.

ii) The benefit derived like product improvement, cost reduction, product development or import substitution;

- The development of environment friendly transformer will help the Company to make its foot prints in the manufacture of eco-friendly silent green transformer.
- Since copper is mostly imported in our country and costlier than Aluminum, manufacturing Aluminum wound transformer would be cost effective for the Company as well as its customers like the state electricity utilities etc.
- Foil wound transformer would help the Company to be more competitive for the range where foil winding transformers can be used.

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year);

Details of technology imported	Year of import	Status of implementation/ absorption
The Company has entered into a Technology License Agreement (TLA) with Fuji Electrical Co. Ltd. ("Fuji") to use its technology and know-how; to design, manufacture and supply: • Generator step up transformers with single phase or three phase, 420 kV Voltage and upto 1000 MVA bank capacity; • Shunt reactors with three phase 420 kV voltage and upto 125 MVAr capacity; • Shunt reactor with single phase, 765 kV voltage and upto 133 MVAr capacity.	2014	Under absorption.

iv) The expenditure incurred on Research and Development

In pursuits of R&D endeavors, the Company is continuously incurring R&D expenditure both on Capital and Revenue which has not been separately reflected but which is being shown as part of Regular heads of accounts in Fixed Assets and in Statement of Profit and Loss respectively.

(C) FOREIGN EXCHANGE EARNINGS & OUTGO:

1. Export revenue during the year was ₹ 1726.88 Lacs. The Company is continuously focusing on supplying its products to various countries and trying to have its presence in export market.
2. Total Foreign Exchange earnings and outgo: Details concerning Foreign Exchange Earnings and outgo have been given under note no. 42, 43 & 44 of the notes to the Financial Statement.

ANNEXURE - 5 TO THE DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2015
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,

TRANSFORMERS & RECTIFIERS (INDIA) LIMITED
Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej- Bavla Highway,
Village : Moraiya, Ta.: Sanand, Dist. : Ahmedabad - 382213, Gujarat.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Transformers & Rectifiers (India) Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Transformers & Rectifiers (India) Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Further being a Transformer (Electric) Industry, there are no specific applicable laws to the Company, which requires approvals or compliances under any Act or Regulations.

During the Period under review, provisions of the following Acts, Rules, Regulations, Guidelines, Standards, etc. were not applicable to the Company:

i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
ii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share based employee benefits)Regulations,2014;
iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
iv. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
vi. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings; and
vii. Secretarial Standards issued by the Institute of Company Secretaries of India.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

I further report that during the audit period, the Company has carried out Technology license agreement with Fuji Electrical Co. Ltd., Japan to use its technology and know-how; to design; manufacture, assemble, inspect and sale of different types of Transformers and Shunt reactor of different capacities.

Tapan Shah
Practicing Company Secretary
FCS No.: 4476
Certificate of Practice No.: 2839

Date: 27th May, 2015
Place: Ahmedabad

To,
The Members

TRANSFORMERS & RECTIFIERS (INDIA) LIMITED
Survey No. 427 P/3-4 & 431 P/1-2,
Sarkhej- Bavla Highway, Village: Moraiya,
Dist.: Ahmedabad – 382213, Gujarat.

My report of 27th May, is to be read along with this letter

1. Maintenance of Secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided, on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Tapan Shah
Practicing Company Secretary
FCS No.: 4476
Certificate of Practice No.: 2839

Date: 27th May, 2015
Place: Ahmedabad

CORPORATE GOVERNANCE

"Corporate Governance refers to the set of systems, principles and processes by which Company is governed. They provide the guideline as to how the Company can be directed or controlled so as to fulfills its goals and objectives in a manner that adds to the value of the Company and benefit to all the stakeholders in the long term. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy".

Transformers & Rectifiers (India) Limited's (TRIL) philosophy of Corporate Governance is founded on the pillars of fairness, accountability, disclosures and transparency. These pillars has been strongly cemented which is reflected in your Company's business practices and work culture. TRIL firmly believe that the practice of each of these creates the right corporate culture that fulfills the true purpose of Corporate Governance.

TRIL's philosophy is to view the Corporate governance from the view point of business strategy rather than mere compliance norms. The Company believes in adopting and adhering to the best recognized corporate governance practices and continuously benchmarking itself against each such practice. As a responsible Corporate, we use this framework to maintain accountability in all our affairs, and employ democratic and open processes. Strong Governance practices of the Company have been rewarded in terms of improved share valuations, stakeholder's confidence, market capitalizations etc.

1. Company's Philosophy on Corporate Governance

Transformers & Rectifiers (India) Limited (TRIL) commitment for effective corporate governance continues and the Company has always been at their benchmarking efforts to follow the internal systems and policies within accepted standards for the creation of golden & trustable value towards the shareholders.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long term value by way of providing necessary guidance and strategic vision to the Company.

The Company's continued endeavor is to achieve good governance which ensures our performance rules with integrity whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our employees, shareholders, consumers and the community at large. Apart from the compliance with the statutory provisions of the Companies Act, Allied Acts and Listing Agreements, the Company is in compliance with all the requirements of the Corporate Governance code as enriched in Clause 49 of the Listing Agreement. We believe that sound Corporate Governance is critical to enhance and retain stakeholder's trust.

2. Board of Directors

A. Composition

The Board of Directors of TRIL has been constituted in manners which ensure the optimum combination of Executive / Non Executive and Independent/Non-Independent Directors to ensure proper governance and management. Your Company's Board comprises of Eight (8) Directors of which Four (4) are Executive and Non-Independent Directors. Four (4) are Non-Executive and Independent Directors. The Chairman of the Board is Executive Director.

Mrs. Karuna Mamtora serves as an Executive Director on the Board. Thus the Company complies with the requirement of appointment of Women director under the Companies Act, 2013 and the Listing Agreement.

B. Information on Board of Directors & Board Meetings

The Board Meetings are held at least once in every quarter inter-alia, to review the quarterly results of the Company. The gap between the two Board Meetings does not exceed 120 days. Additional Board Meetings are convened by giving appropriate notice to address important issues relating to the Company. Urgent matters are also approved by the Board by passing resolutions through circulation. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. The Board Meetings are generally held at registered office of the Company. All the mandatory items as prescribed in Clause 49 (II)(D) of the Listing Agreement are placed before the Board.

During the year Five (5) Board Meetings were held respectively on 18th April, 2014, 2nd May, 2014, 8th August, 2014, 20th October, 2014 and 4th February, 2015.

Management Committee oversees day to day operations of the Company, which consist of Three (3) Executive Directors subject to supervision and control of the Board of Directors. The Management Committees appointed by the Board make decision within the authority delegated. All decisions/ recommendation of the Committees are placed before the Board for information and/or its approval.

The Company has adopted Policy on Familiarization Programme for Independent Directors and the same is available on the website of the Company **www.transformerindia.com**.

A separate meeting of Independent Directors was held on 4th February, 2015 to review the performance of Non-Independent Directors and Board as whole. The terms and conditions of Independent Directors are incorporated on the website of the Company **www.transformerindia.com**.

Composition of the Board as on 31st March, 2015, the attendance at the Board Meetings and at the last AGM and number of directorship is as under:

Name of Directors and their Designation	Status-Category	No. of Board Meetings held	No. of Board Meetings attended	Attendance at Last AGM	No. of Outside Directorship held*	Outside Committees**	
						Member	Chairman
Mr. Jitendra Mamtora (WTD)	ED & NID	5	5	Yes	2	-	1
Mrs. Karuna Mamtora (ED)	ED & NID	5	5	Yes	2	-	-
Mr. Satyen Mamtora (ED)	ED & NID	5	5	Yes	2	-	-
Mr. Vinod Masson (ED)	ED & NID	5	5	Yes	-	-	-
Mr. Bhaskar Sen (D)	NED & ID	5	3	No	-	-	-
Mr. Rajendra S. Shah (D)	NED & ID	5	4	Yes	8	-	2
Mr. Harish Rangwala (D)	NED & ID	5	3	Yes	8	-	-
Mr. Sureshchandra Agarwal (D)	NED & ID	5	4	Yes	3	-	-

Note :

- **Including Private Companies ** Committees include Audit Committee & Stakeholder's Grievance and Relationship Committee for the purpose of Clause 49*
- *WTD - Whole Time Director, MD- Managing Director, ED-Executive Director, NED-Non-Executive Director, D-Director, NID - Non-Independent Director, ID-Independent Director.*

None of the Directors of Board is a member of more than ten Committees and no Director is Chairman of more than five committees across all the Companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Independent Director of the Company is holding position of Independent Director in more than 7 Listed Company. Further, none of the Director of the Company is serving as a Whole Time Director in any Listed Company is holding position of Independent Director or more than 3 Listed Companies.

C. Code of Conduct

The Code of Conduct seeks to ensure that the Directors and Senior Management Personnel observe a total commitment to their duties and responsibilities while ensuring complete adherence with the applicable statutes on the hand and values and ethics on the other.

In Compliance with Clause 49(II)(E) of Listing Agreement, the Company has adopted a code of Ethics for principal Executives and the Senior Management Personnel covering duties of Independent Directors as laid down in the Companies Act, 2013. All the Board members and Senior Management Personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the Company at **www.transformerindia.com**. A declaration to this effect duly signed by CEO of the Company is attached herewith and forms part of Corporate Governance Report.

3. Audit Committee

The Audit Committee serves as the link between the Statutory and Internal auditors and the Board of Directors. The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process with the view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

A. Composition & Attendance

The Audit Committee comprises of Four (4) Directors out of which Three (3) are Non-Executive and Independent Directors namely Mr. Sureshchandra Agarwal, Mr. Harish Rangwala & Mr. Rajendra Shah and One (1) Executive and Non Independent Director namely Mr. Jitendra Mamtora. The Chairman of the Audit Committee is an Independent Director. The Constitution of the Committee meets the requirements of Section 177 of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement.

During the year, Four (4) Audit Committee Meetings were held as on 2nd May, 2014, 8th August, 2014, 20th October, 2014 and 4th February, 2015.

The Statutory Auditors and Internal Auditors attend the meetings by invitation. Mr. Chintan Trivedi, Company Secretary attended the meetings as Secretary. Mr. Sureshchandra Agarwal, Chairman of the Audit Committee was present at the 20th AGM held on 10th September, 2014.

Meetings and Attendance during the FY 2014-15:

Sr. No.	Name of Members	Designation	Status	No. of Meetings held/attended
1.	Mr. Sureshchandra Agarwal	Chairman	NED & ID	4/4
2.	Mr. Jitendra Mamtora	Member	ED & NID	4/4
3.	Mr. Harish Rangwala	Member	NED & ID	4/3
4.	Mr. Rajendra Shah	Member	NED & ID	4/4

The Committee is authorized by the Board in the manner as envisaged under Clause 49 (III)(C) of the Listing Agreement as well as under Section 177 of the Companies Act, 2013. The Committee has been assigned task as listed under Clause 49(III)(D) of the Listing Agreement. The Committee reviews the information as listed under Clause 49(III)(E) of the Listing Agreement as well as under Section 177 of the Companies Act, 2013.

B. Broad Terms of reference :

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
   a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013.
   b) Changes, if any, in accounting policies and practices and reasons for the same.
   c) Major accounting entries involving estimates based on the exercise of judgment by management.
   d) Significant adjustments made in the financial statements arising out of audit findings.
   e) Compliance with listing and other legal requirements relating to financial statements.
   f) Disclosure of any related party transactions.
   g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the Management letters/ letters of Internal Control weaknesses issued by Statutory Auditor.
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

4. Nomination and Remuneration Committee

A. Composition & Attendance

The Nomination and Remuneration Committee comprises of Three (3) Non-Executive & Independent Directors namely Mr. Sureshchandra Agarwal, Mr. Harish Rangwala & Mr. Rajendra Shah.

During the year, the meeting were held as on 2nd May, 2014 in which, re-appointment of Mr. Vinod Masson as an Executive Director of the Company for the period ended 30th June, 2015, re-appointment of Mrs. Karuna Mamtora as an Executive Director of the Company for a period of Three (3) years w.e.f. 1st April, 2014, revision in terms of remuneration of Mr. Jitendra Mamtora, Chairman and Whole-time Director of the Company, revision in terms of reference of Mr. Satyen Mamtora, Managing Director of the Company and recommendation of the Nomination & Remuneration policy to the Board of Directors of the Company, were carried out.

The attendance record is as per the table provided below:

Sr. No.	Name of Members	Designation	Status	No. of Meetings held/ attended
1.	Mr. Sureshchandra Agarwal	Chairman	NED & ID	1/1
2.	Mr. Harish Rangwala	Member	NED & ID	1/0
3.	Mr. Rajendra Shah	Member	NED & ID	1/1

B. Terms of Reference

The terms of reference of the Nomination and Remuneration Committee are inter alia:

1) To recommend to the Board, the remuneration packages of Company's Managing/Whole-time/Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, performance incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.)
2) Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Executive Directors, including pension rights and any compensation payment.
3) To implement, supervise and administer any share or stock option scheme of the Company.
4) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
5) Formulation of criteria for evaluation of Independent Directors and the Board.
6) Devising a policy on Board diversity.
7) Identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

C. Remuneration of Directors

Non-Executive Directors have no pecuniary relationship or transaction with the Company, except receiving sitting fees for attending Meetings. The Company does not pay any severance fee and no stock option is available to the directors. The aggregate value of salary, perquisites, commissions, Performance incentive & Sitting fees paid for the Financial Year 2014-15 to all the Directors are as follows.

(₹ in Lacs)

Name of Director	Category	Sitting Fees				Remuneration	Total
		BM	AC	SGRC	NRC	Fixed Salary	
Mr. Jitendra Mamtora	ED & NID	-	-	-	-	105.010	105.010
Mrs. Karuna Mamtora	ED & NID	-	-	-	-	22.210	22.210
Mr. Satyen Mamtora	ED & NID	-	-	-	-	83.410	83.410
Mr. Vinod Masson	ED & NID	-	-	-	-	24.000	24.000
Mr. Bhaskar Sen	NED & ID	0.300	-	0.150	-	-	0.450
Mr. Rajendra Shah	NED & ID	0.400	0.300	0.200	0.050	-	0.950
Mr. Harish Rangwala	NED & ID	0.300	0.225	-	-	-	0.525
Mr. Sureshchandra Agarwal	NED & ID	0.400	0.300	-	0.050	-	0.750
Total		**1.400**	**0.825**	**0.350**	**0.100**	**234.630**	**237.305**

Note: BM-Board Meeting, AC-Audit Committee Meeting, SGRC-Stakeholders Grievance and Relationship Committee Meeting, NRC-Nomination and Remuneration Committee Meeting. Fixed Salary includes Salary, Perks & Retirement Benefits.

D. Director's Shareholding

The details of Shares held by Directors as on 31st March, 2015 are as under:

Sr. No.	Name of Director	Age (years)	Designation	Date of Appointment	Nature of Employment	No. of Shares held	% Held
1.	Mr. Jitendra Mamtora	69	Chairman & WTD	Since Incorporation	Contractual	8,858,992	66.83
2.	Mrs. Karuna Mamtora	64	ED	Since Incorporation	Contractual	267,736	2.02
3.	Mr. Satyen Mamtora	40	MD	Since Incorporation	Contractual	97,000	0.73
4.	Mr. Vinod Masson	68	ED	11th April, 2012	Contractual	222	0.00
5.	Mr. Bhaskar Sen	74	Director	9th July, 2007	-	-	-
6.	Mr. Rajendra Shah	67	Director	25th August, 2005	-	6,622	0.05
7.	Mr. Harish Rangwala	65	Director	25th August, 2005	-	3,333	0.03
8.	Mr. Sureshchandra Agarwal	65	Director	13th August, 2007	-	-	-

E. Management Discussion and Analysis

The Management Discussion and Analysis Report have been given separately in this Annual Report as required under Clause 49 of the Listing Agreement on page no. 40.

F. CEO/CFO Certification:

As required under Clause 49(IX) of the Listing Agreement with the Stock Exchanges, CEO & CFO of the Company have certified to the Board the financial statement for the year ended 31st March, 2015.

G. Remuneration Policy:

The Objective of Remuneration Policy is directed towards having the compensation structure that will reward and retain the talent.

The Company has adopted and implemented the provision of Section 178 of the Companies Act, 2013 on the requirement of the Committee to recommend to the Board a policy, relating to the remuneration of the Directors, Key Management Personnel and Senior Management.

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long term performance objectives appropriate to the working of the Company and its goal.

The remuneration levels are governed by industry pattern, qualification and experience of employee, responsibilities shouldered, individual performance and Company performance.

Non-Executive Directors of the Company shall be paid sitting fees for attending the meetings of the Board and Committees.

5. Stakeholder's Grievance and Relationship Committee

A. Composition & Attendance

The Stakeholder's Grievance and Relationship Committee comprises of Three (3) Directors out of which Two (2) are Non-Executive Directors namely Mr. Rajendra Shah (Chairman) & Mr. Bhaskar Sen and One (1) Executive Director namely Mr. Satyen Mamtora, Mr. Chintan Trivedi, Company Secretary attended the meeting as Secretary.

Four (4) Stakeholder's Grievance and Relationship Committee meeting were held on 2nd May, 2014, 8th August, 2014, 20th October, 2014 and 4th February, 2015.

Sr. No.	Name of Members	Designation	Status	No. Meetings held/attended
1.	Mr. Rajendra Shah	Chairman	NED & ID	4/4
2.	Mr. Bhaskar Sen	Member	NED & ID	4/3
3.	Mr. Satyen Mamtora	Member	ED & NID	4/4

B. Complaints

The Committee is authorized to redress the Shareholders' and Investor's complaints. No Complaint was unresolved as on 1st April, 2014 and during the year 2014- 15, Eight (8) complaints were received by the Company and resolved within reasonable period of time to the satisfaction of shareholders. Hence there were no complaints remained unattended/ pending as on 31st March, 2015.

C. Compliance Officer

Mr. Chintan Trivedi, Company Secretary is the Compliance Officer of the Company and can be contacted at Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka Sanand, Ahmedabad - 382213, Gujarat Tel. 02717-661661, Fax : 02717 – 661716, Email : cs@transformerindia.com

D. Terms of Reference

The Stakeholder's Grievance and Relationship Committee specifically looks into the redressal of Shareholders' complaints like transfer of shares/non-receipt of shares, non-receipt of annual reports, non-receipts of declared dividends/refund/remat/demat request etc.

The Board has delegated the said powers for approving transfer and transmission of shares and issue of duplicate shares to Transfer Committee. The status of transfer, duplicate etc., is periodically reported to the Committee. Other details for shareholders have been provided separately in Shareholders' Information.

6. Corporate Social Responsibility Committee

A. Composition & Attendance

The Corporate Social Responsibility Committee comprises of Three (3) Directors namely Mrs. Karuna Mamtora, Executive Director, Mr. Jitendra Mamtora, Chairman and Whole-time Director and Mr. Rajendra Shah, Independent Director of the Company. Mrs. Karuna Mamtora acts as the Chairperson of the Corporate Social Responsibility Committee.

During the FY 2014-15, three meeting of CSR Committee was held on 8th August, 2014, 20th October, 2014 & 4th February, 2015.

Sr. No.	Name of Members	Designation	Status	No. Meetings held/attended
1.	Mrs. Karuna Mamtora	Chairperson	ED	3/3
2.	Mr. Jitendra Mamtora	Member	ED & NID	3/3
3.	Mr. Rajendra Shah	Member	NED & ID	3/3

B. Terms of reference

The Corporate Social Responsibility Committee is constituted to perform the following functions:

1) Formulate and recommend to the Board, a Corporate Social Responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
2) Recommend the amount of expenditure to be incurred on the activities referred in CSR policy.
3) Monitor the Corporate Social Responsibility policy of the Company from time to time.

The Company has framed a Corporate Social Responsibility policy and placed it on the website of the Company i.e. **www.transformersindia.com**

7. Subsidiary Companies

As on 31st March, 2015 your Company has Four (4) Subsidiaries namely Transweld Mechanical Engineering Works Limited (wholly owned subsidiary), TARIL Infrastructure Limited (wholly owned subsidiary), Savas Engineering Company Private Limited (wholly owned subsidiary w.e.f. 1st July, 2014) and Transpares Limited (51% holding).

Mr. Sureshchandra Agarwal, an Independent Director of the Company, is Director on the Board of our non-listed Indian subsidiary Companies i.e. Transpares Ltd., Transweld Mechanical Engineering Works Ltd. and TARIL Infrastructure Ltd.

Financial Statements of our unlisted subsidiary companies were reviewed by the Audit Committee of the Company and Minutes of their Board Meetings as well as statements of all significant transactions of unlisted subsidiary companies are placed before the Board for their review.

8. Information about General Body Meetings

A. Annual General Meetings / Extra Ordinary General Meetings

The Location, date and time of last three Annual General Meetings/ Extra Ordinary General Meetings held are as under.

Financial Year	Date	Time	No. of Special Resolution	Place of Meeting
2013-14 (AGM)	10th September, 2014	4.00 p.m.	-	Survey No. 427 P/3-4 & 431 P/1-2 Sarkhej Bavla Highway, Village: Moraiya, Taluka: Sanand, Ahmedabad - 382213
2013-14 (EGM)	3rd June, 2013	2.00 p.m.	3	Survey No. 427 P/3-4 & 431 P/1-2 Sarkhej Bavla Highway, Village: Moraiya, Taluka: Sanand, Ahmedabad - 382213
2012-13 (AGM)	31st July, 2013	11.00 a.m.	-	Survey No. 344-350, Sarkhej-Bavla Highway, Changodar, Sanand, Ahmedabad-382213
2011-12 (AGM)	8th August, 2012	11.00 a.m.	1	Survey No. 344-350, Sarkhej-Bavla Highway, Changodar, Sanand, Ahmedabad-382213

B. Special Resolutions

Particulars of Special Resolutions passed are as follows :

Financial Year	Date	Particulars
2013-14 (AGM)	10th September, 2013	1. No resolution was passed as Special Resolution.
2013-14 (EGM)	3rd June, 2013	1. Alteration of Article 228 of the Articles of Association of the Company. 2. To issue Bonus Shares 3. To re-appoint Mr. Vinod Masson as an Executive Director for a period of 1 (One) year
2012-13 (AGM)	31st July, 2013	No resolution was passed as Special Resolution
2011-12 (AGM)	8th August, 2012	To appoint Mr. Vinod Masson as an Executive Director of the Company.

C. Postal Ballot

During the year under review, the Company had transacted the following business as Special Resolution through Postal Ballot under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014:

Resolution no. 1: Increase in borrowing power u/s. 180(1)(c) of the Companies Act, 2013.

Resolution no. 2: 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.

Resolution no. 3: To re-appoint Mr. Vinod Masson as an Executive Director of the Company upto 30th June, 2015.

Resolution no. 4: To re-appoint Mrs. Karuna Mamtora as an Executive Director of the Company for a period of 3 years.

Resolution no. 5: To revise the terms of remuneration of Mr. Jitendra Mamtora, Chairman and Whole-time Director of the Company.

Resolution no. 6: To revise the terms of remuneration of Mr. Satyen Mamtora, Managing Director of the Company.

Resolution no. 7: To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

The Company had appointed Mr. Tapan Shah, Practicing Company Secretary as the scrutinizer for conducting the Postal Ballot in fair and transparent manner. The details of voting Pattern are as under:

Summary of Results through Electronic Votes / Ballot Papers							
Sr. No	Particulars	Resolution 1 (SR)		Resolution 2 (SR)		Resolution 3 (OR)	
		No. of E-Voting /BP	No. of Shares	No. of E-Voting /BP	No. of Shares	No. of E-Voting /BP	No. of Shares
A(i)	E-voting Received	58	10318644	58	10318644	58	10318644
(ii)	Less: E-voting Not voted for	-	-	-	-	-	-
(iii)	Less: Invalid E- voting due to related parties interested.	-	-	-	-	-	-
	Total valid E- voting exercised (A)	**58**	**10318644**	**58**	**10318644**	**58**	**10318644**
B(i)	Total Ballot Papers(BP) received (Physical)	10	1173	10	1173	10	1173
(ii)	Less: Invalid Ballot Papers	-	-	-	-	-	-
(iii)	Less: Invalid Ballot Papers due to related parties interested	-	-	-	-	-	-
	Total valid Ballot Papers (B)	**10**	**1173**	**10**	**1173**	**10**	**1173**
	Total Valid voting through E-voting/ Ballot Papers (A+B)	68	10319817	68	10319817	68	10319817
C.	Less: Ballot Papers– not voted for	-	-	-	-	-	-
D.	Net Valid E- voting/Ballot Papers exercised:	68	10319817	68	10319817	68	0319817
(i)	e-Voting/ Ballot Papers with assent for the Resolution	61	9965160	60	9965124	63	10319537
	% of Assent	89.706	96.563	88.235	96.563	92.647	99.997
(ii)	e-Voting/ Ballot Papers with dissent for the Resolution	7	354657	8	354693	5	280
	% of Dissent	10.294	3.437	11.765	3.437	7.353	0.003
	Total	**68**	**10319817**	**68**	**10319817**	**68**	**10319817**
	Total%	**100.000**	**100.000**	**100.000**	**100.000**	**100.000**	**100.000**

Sr. No	Particulars	Resolution 4 (OR)		Resolution 5 (SR)		Resolution 6 (SR)		Resolution 7 (SR)	
		No. of E-Voting /BP	No. of Shares	No. of E-Voting /BP	No. of Shares	No. of E-Voting /BP	No. of Shares	No. of E-Voting/BP	No. of Shares
A(i)	E-voting Received	58	10318644	58	10318644	58	10318644	58	10318644
(ii)	Less: E-voting Not voted for	1	1	1	1	1	1	1	1
(iii)	Less: Invalid E- voting due to related parties interested.	-	-	-	-	-	-	-	-
	Total valid E- voting exercised (A)	**57**	**10318643**	**57**	**10318643**	**57**	**10318643**	**57**	**10318643**
B(i)	Total Ballot Papers(BP) received (Physical)	10	1173	10	1173	10	1173	10	1173
(ii)	Less: Invalid Ballot Papers	-	-	-	-	-	-	-	-
(iii)	Less: Invalid Ballot Papers due to related parties interested	-	-	-	-	-	-	-	-
	Total valid Ballot Papers (B)	**10**	**1173**	**10**	**1173**	**10**	**1173**	**10**	**1173**
	Total Valid voting through E-voting/ Ballot Papers (A+B)	67	10319816	67	10319816	67	10319816	67	10319816
C.	Less: Ballot Papers– not voted for	-	-	-	-	-	-	-	-
D.	Net Valid E- voting/Ballot Papers exercised:	67	10319816	67	10319816	67	10319816	67	10319816
(i)	e-Voting/ Ballot Papers with assent for the Resolution	61	10319481	54	10319263	54	10319263	62	10318407
	% of Assent	91.045	99.997	80.597	99.995	80.597	99.995	92.537	99.986
(ii)	e-Voting/ Ballot Papers with dissent for the Resolution	6	335	13	553	13	553	5	1409
	% of Dissent	8.955	0.003	19.403	0.005	19.403	0.005	7.463	0.014
	Total	**67**	**10319816**	**67**	**10319816**	**67**	**10319816**	**67**	**10319816**
	Total%	**100.000**	**100.000**	**100.000**	**100.000**	**100.000**	**100.000**	**100.000**	**100.000**

9. Training of Board Members and Induction

At the Board Meetings, apart from the regular agenda items, it is ensured that the Board members are provided a deep and thorough insight into the business model of the Company and updates through detailed presentations of various business unit heads. The Board members get an open forum for discussion and share their experience. The Board undertakes periodic review of various matters including risk management, forex, internal audit reports etc.

At the time of appointing an Independent Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company.

The Company has framed a familiarization programme for Independent Directors which has been put up on the website of the Company **www.trasformerindia.com**

10. Disclosures

A. Related Party Transaction

All the transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the Ordinary Course of business and on arms' length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Prior approval of the Audit Committee is obtained for all Related Party Transactions. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Related Party Transactions during the year have been disclosed vide Note No. 38 of notes on financial statements as per the requirement of "Accounting Standards -18- Related Party Disclosure" issued by ICAI.

The Board has approved a policy for related party transactions which has been uploaded on Company's website **www.transformerindia.com**

B. Disclosure of accounting treatment in preparation of Financial Statement

Your Company has followed all relevant Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements.

C. Details of non-compliance by the Company

Your Company has complied with all the requirement of regulatory authorities. No penalty/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last 3 years.

D. Risk Management

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

E. Proceeds from Public Issue / Rights Issue / Preferential Issue / Warrant Conversion

During the year, the Company has not raised any fund through Public Issue / Rights Issue / Preferential Issue / Warrant Conversion.

F. Whistle Blower Policy

The Company has implemented a Whistle Blower Policy covering the employees. The Policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of Conduct. Employees can lodge their Complaints through anonymous e-mails besides usual means of communications like written complaints. No personnel has been denied access to the Audit Committee.

G. Policy on Material Subsidiaries

The Company has formulated the policy for determining 'Material Subsidiaries' which has been put up on the website of the Company **www.transformerindia.com**

H. Code of Conduct for prevention of Insider Trading

The Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013.

11. Non-Mandatory Requirements

- **The Board:** Since the Company has an Executive Chairman on its Board, there is no requirement for maintaining separate office.
- **Shareholder's Right:** Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company. However quarterly financial results are published in the leading newspapers and are also available on the website of the company.
- **Audit Qualification:** There is no qualification in the Auditor's Report on the Financial Statements to the shareholders of the Company.
- **Separate Post of Chairman and CEO:** Mr. Jitendra Mamtora, Chairman and Whole-time Director of the Company acts as CEO of the Company.
- **Reporting of Internal Auditors:** The Company's Internal Auditor, reports directly to the Audit Committee.

12. Means of Communication

A. Financial Results for the Quarter ended

30th June, 2015	45 days from end of Quarter 30th June, 2015
30th September, 2015	45 days from end of Quarter 30th September, 2015
31st December, 2015	45 days from end of Quarter 31st December, 2015
Audited Results for the year ended on 31st March, 2016	60 days from end of Financial Year (i.e. on or before 30th May, 2016) (As per Clause 41 of Listing Agreement)

The Company has published its Quarterly/Half yearly Financial Results in a daily newspapers both English and vernacular language where the registered office of the Company is situated as per Listing Agreement. The result was also submitted to Stock Exchanges as per Clause 41 of the Listing Agreement. The result and presentations made to Institutional Investors or to the Analysts were also displayed on the Company's website **www.transformerindia.com**.

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web based application designed by NSE for Corporates. The Shareholding Pattern, Corporate Governance Report, Reconciliation of Share Capital Audit and various other corporate announcements are filed electronically on NEAPS.

BSE Listing Centre: The new electronic system introduced by BSE Limited for submission of Quarterly/ Half Yearly / yearly compliance like Share holding Pattern, Corporate Governance Report, Board Meeting intimation of the Company and other corporate announcements in E-Mode. BSE Listing Centre is web based application designed by BSE for Corporates.

SEBI Complaints Redress System (SCORES): Securities Exchange Board of India introduced for quick resolution of Investors Grievances SEBI Complaints Redress System (SCORES). The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

13. General Information for Shareholders

A. Annual General Meeting

Date : 11th September, 2015

Time : 11:00 a.m.

Venue : Survey No.427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway,
Village : Moraiya, Tal.: Sanand, Dist : Ahmedabad - 382213, Gujarat.

B. Financial Year : 1st April, 2014 to 31st March, 2015

C. Book Closure : The Register of Members and Share Transfer Books of the Company will closed from Saturday, 5th September, 2015 to Friday, 11th September, 2015 (both days inclusive) for the purpose of ensuing Annual General Meeting.

D. Dividend Payment Date: NA

E. Listing on Stock Exchanges & Stock Code

Equity shares of the Company are listed on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE).

Security	Group & Stock Code at BSE	Scrip ID at NSE	ISIN
Equity Shares	TRIL/B - 532928	TRIL	INE763I01018

The Company had paid listing fees to BSE Ltd. and National Stock Exchange of India Ltd. for financial year 2015-16.
As on 31st March, 2015, there were 33,293 shareholders of the Company.

F. Market Price Data

The Monthly High & Low share price of BSE & NSE Compared to SENSEX & Nifty during the financial year 2014-15 are as under:

Months	BSE Share Price (₹)		BSE Sensex		NSE Share Price (₹)		Nifty	
	High	Low	High	Low	High	Low	High	Low
Apr-14	119.80	90.75	22939.31	22197.51	120.45	90.10	6869.85	6650.40
May-14	198.00	108.50	25375.63	22277.04	194.75	106.75	7563.50	6638.55
Jun-14	206.95	165.50	25725.12	24270.20	202.85	163.05	7700.05	7239.50
Jul-14	236.50	187.20	26300.17	24892.00	230.00	183.80	7840.95	7422.15
Aug-14	213.50	181.00	26674.38	25232.82	213.90	172.50	7968.25	7540.10
Sep-14	224.25	173.50	27354.99	26220.49	224.10	171.00	8180.20	7841.80
Oct-14	180.75	142.25	27894.32	25910.77	182.00	141.10	8330.75	7723.85
Nov-14	223.90	155.50	28822.37	27739.56	225.00	155.30	8617.00	8290.25
Dec-14	228.40	158.00	28809.64	26469.42	227.50	158.75	8626.95	7961.35
Jan-15	215.00	188.95	29844.16	26776.12	215.00	186.05	8996.60	8065.45
Feb-15	213.55	185.00	29560.32	28044.49	213.60	183.15	8941.10	8470.50
Mar-15	238.00	152.60	30024.74	27248.45	240.20	162.00	9119.20	8269.15

G. Price Movement Chart : TRIL vs Nifty

H. Registrar and Shares Transfer Agents (RTA)

Members are requested to correspond with the Company's Registrar and Transfer Agents for all matters related to share transfers, dematerialization, complaints for non-receipt of refund order/dividends etc. at the following address :

M/s. Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mill Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078
Tel No. : 022 - 25963838 - 2301 **Fax No :** 022 - 25946969 **E-mail :** rnt.helpdesk@linkintime.co.in

Our RTA has a separate cell to take care of telephone calls, emails (rnt.helpdesk@linkintime.co.in), letters etc. received from shareholders and separate set of telephone lines on hunting, with the primary number as 022-25946970.

I. Share Transfer System

Applications for transfer of shares in physical form are processed by the Company's RTA (i.e. M/s. Link Intime India Pvt. Ltd., Mumbai.) The Transfer Committee constituted for transfer/transmission of shares, issue of duplicate shares, demat/remat request and allied matters considers and approves the share transfer once in fortnight subject to transfer instrument being valid and complete in all respects.

The Company obtained certificates from Company Secretary in Practice for compliance of share transfer formalities as per the requirement of Clause 47(c) of the Listing Agreement on half yearly basis. The Company also carried out quarterly Secretarial Audit for the reconciliation of Share Capital regularly.

J. Distribution of Shareholding (As of 31st March, 2015)

No. of Shares of ₹ 10/- each	Shareholders		Share Amount	
	Number	%	₹	%
Upto - 5,000	32,274	96.94	13,610,020	10.27
5,001 - 10,000	491	1.48	3,580,200	2.70
10,001 - 20,000	351	1.05	4,845,700	3.65
20,001 - 30,000	97	0.29	2,398,560	1.81
30,001 - 40,000	23	0.07	800,760	0.60
40,001 - 50,000	11	0.03	524,730	0.40
50,001 - 1,00,000	31	0.09	2,048,650	1.55
1,00,001 & above	15	0.05	104,755,490	79.02
Total	**33,293**	**100.00**	**132,564,110**	**100.00**

K. Details of Unclaimed Shares

As per the new Clause 5A of the Listing agreement, as on 1st April, 2014, the Company has 28 cases consists of 466 unclaimed shares, allotted under the Initial Public Offering (IPO) of the Company, completed during December, 2007 and further issue of Bonus Shares in ratio of 1:9. The Company has opened separate demat suspense account as per the procedure prescribed under the said Clause. During the year, the Company has received 8 requests on unclaimed shares. So far as on 31st March, 2015 there were 20 cases consists of 338 unclaimed shares in demat suspense account.

L. Share holding Pattern (As of 31st March, 2015)

Sr. No.	Categories	No. of shares	% of Total Shareholding
A	**Promoters Holding :**		
	Promoters		
	- Indian	9,928,415	74.90
	- Foreign	-	-
B	**Non Promoter Holding :**		
	Institutional		
	- Mutual Fund	422,411	3.19
	- Financial Institutions/Banks	4,325	0.03
	- FIIs	9,546	0.07
	Non-Institutional :		
	- Bodies Corporate	180,667	1.36
	- Individuals		
	Capital upto ₹1 Lacs	2,443,080	18.43
	Capital greater than ₹ 1 Lacs	44,316	0.33
	Any Others		
	- Clearing Member	73,220	0.55
	- NRIs	140,000	1.06
	- Trusts	254	0.00
	- Directors/Relatives	10,177	0.08
	Grand total	**13,256,411**	**100.00**

M. Demat & Liquidity

As on 31st March, 2015

Mode	No. of Equity Shares	% of Total Holding
Dematerialized	13,255,889	99.996
Physical	522	0.004
Total	**13,256,411**	**100.000**

The trading in the Company's Equity Shares is compulsorily in dematerialized mode. The Company has tied up with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). Thus, the investors can exercise dematerialization and transfer actions through a recognized Depository Participant (DP) who is connected to NSDL or CDSL. Requests for dematerialization of physical shares are processed and completed within an average period of 15 days from the date of receipt of documents provided they are in order.

As on 31st March, 2015 there were 12,399,150 Equity shares & 856,739 equity shares held in dematerialized form with NSDL & CDSL respectively.

N. Outstanding GDRs / ADRs / Warrants / Options or any Convertible Instruments

Company has no outstanding GDRs / ADRs / Warrants / Options or any convertible instruments as on 31st March, 2015.

O. Plant Locations

1. Unit I, Moraiya, Ahmedabad
2. Unit II, Changodar, Ahmedabad
3. Unit III, Odhav, Ahmedabad
4. Unit IV, Odhav, Ahmedabad

P. Investors Communication

For Share Transfers / Dematerialization or other queries relating to Shares :

M/s. Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mill Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078
Tel No. : 022-25963838, 022-25946970 **Fax :** 022-25946969 **E-mail :** rnt.helpdesk@linkintime.co.in

For other inquiry:

Compliance Officer
Transformers & 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.
Tel No. 02717 - 661661 **Fax :** 02717 - 661716 **Email :** cs@transformerindia.com

Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

The Board of Directors of the Company has adopted Code of Conduct; followed by all members of the Board and all Senior Management Personnel of the Company in compliance with the Clause 49 of the Listing Agreement with the Stock Exchanges. This Code is available on the Company's website **www.tranformerindia.com**.

This is to confirm that the Company has received a declaration of compliance with the Code of Conduct as applicable to them from each member of the Board and Senior Management Personnel.

Date: 27th May, 2015
Place : Ahmedabad

Jitendra U. Mamtora
Chairman
(DIN: 00139911)

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

CIN : L33121GJ1994PLC022460 Nominal Capital : ₹ 15,00,00,000/-

To,
The Members of
TRANSFORMERS & RECTIFIERS (INDIA) LIMITED

In accordance with Clause 49 of the Listing Agreement entered into by Transformers & Rectifiers (India) Limited with the Stock Exchanges, I have examined all the relevant records of the Company relating to its compliance of conditions of Corporate Governance as stipulated in revised Clause 49 for the financial year ended on 31st March, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Management, I certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in above mentioned listing agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad
Date : 27th May, 2015

Name of Company Secretary : TAPAN SHAH
FCS No. : 4476
CP. Number : 2839

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OUTLOOK

The Asian Development Bank (ADB) has forecast that India's growth rate could surpass China on the back of Government's pro-investment attitude, which coupled with improvement in macro-economic indicators and forward movement in resolution of structural bottlenecks has made the Country stage a comeback on foreign investor radar.

India is set to expand 7.8 % in FY 2015 compared with 7.4 % growth in FY 2014. The momentum is expected to build to 8.2 % growth in FY 2016, aided by expected easing of monetary policy and pickup in capital expenditure.

Giving a thumbs up the new Monetary Policy Framework, announced in the budget, would help in restraining inflation and improve coordination between monetary and fiscal policy, the ADB said.

BUDGET IMPACT

Bold, growth oriented and inclusive sums up the reaction of the economists, analysts, corporate honchos and market experts. The budget has significantly re-emphasized the role of public expenditure in infrastructure projects. The plug and play model will create a project ready and then hand it over for investment. The budget focuses on ease of doing business. The proposed ebiz portal would help in tracking all the approvals, combined together, on an electronic basis. The budget recognizes that in PPP models, the Government has to take the maximum amount of risk and then rebalance it. The budget has also attempted to overturn the whole architecture of soviet or British imperialistic system towards a more participative society.

It is heartening to note that projects worth ₹ 2.50 Lac crore have been put on Fast Track since Budget.

POWER SECTOR/ EQUIPMENT INDUSTRY OUTLOOK

At the recently concluded World Economic Forum 2015 in Davos, the Power Minister stated that the Sector would be looking at an investment of nearly ₹ 15 trillion over the next few years. This offers vast and rewarding opportunities for players across the value chain.

Some of the most exciting opportunities in the pipeline lie in the distribution segment. Large investments have been committed at the Central and State levels and closure of projects are already under way across all states for loss reduction, metering, GIS, SCADA, physical network upgradation etc. All these programmes offer long-term opportunities for equipment suppliers, project executors and technology specialists, among others.

The two newly launched programmes the Deendayal Upadhyaya Gram Jyoti Yojana for agriculture feeder separation and the Integrated Power Development Scheme for improving urban power infrastructure will provide continued business opportunities for vendors till the end of the 13th plan (March 2022).

A key game changer would be the Government's move to introduce competition in Distribution, as has been proposed in the amendments to the Electricity Act, 2003. This could offer lucrative business avenues for vendors as utilities wire be forced to invest in building stronger networks to prevent consumer migration. A lot, however, will depend on how quickly things get rolling at the State level. Such issues, notwithstanding, there are high hopes from the reforms - oriented new Government, and the Davos message reinforces that sentiment among global investors, encouraging them to invest in the Power Sector growth story.

TRANSMISSION: PRE-EMPTIVE MEASURES & NEW TECHNOLOGIES

The Transmission segment has witnessed a number of technology changes over the years, driven by the need for making the system more robust. A key initiative in this context is a mega project conceived by PGCIL called the Unified Real Time Dynamic State Measurement (URTDSM), which seeks to deploy Wide Area Monitoring systems (WAMs). The URTDSM roll out follows the successful completion of a WAMs based pilot project.

Apart from the challenges posed by grid complexity, additional voltage and stability problems are caused by the increase in transmission length, grid – connected variable Renewable Energy Generation and network synchronization across the Country. The Flexible Alternating Current Transmission System (FACTS) offers a mature technology solution.

Further, utilities can deploy technologies, such as, high temperature superconductors, HVDC transmission systems, high efficiency transformers, super conducting transformers etc. to improve efficiency and reduce losses.

TRANSFORMER TECHNOLOGIES – RECENT ADVANCES

A quantum leap in energy demand, along with the high level of transmission and distribution losses, growing renewable energy penetration in the gird, shift to higher voltage levels etc., have led to the emergence of new Transformer technologies.

Of late, one of the significant technological advancement in the industry has been the deployment of phase shifting Transformers. Also, with a shift towards the HVDC system for transmitting bulk power over long distances, the use of converter Transformers has gained momentum.

Further, power transformers are increasingly being equipped with multiple intelligent electronic devices or control systems that can assess the condition of the transformer system and make intelligent recommendation based on design and component data with such smart transformers, the asset owners can remotely monitor the behavior of the transformer core, windings, oil, tap charger, bushings etc.

Going forward, with the Country moving towards smart grid infrastructure, the use of advanced Transformers is likely to gain momentum. Moreover, the need to reduce the Industry's carbon footprint will result in the emergence of energy efficient technologies.

CURRENT BUSINESS ENVIRONMENT AND FUTURE PROSPECTS

Cumulative production of power transformers for the period Dec 13 to Nov 14 stood at 1,45,078 MVA (Source: IEEMA). Earlier, the highest annual production recorded is 1,78,782 MVA. Based on projections released by Planning Commission in June 2012 with regard to addition of generation capacity, the demand should have been much more. So, it is obvious that market demand has not picked up as was estimated. Hopefully, demand will pick up in the last 2 years of the Current plan period (2015-16, 2016-17). If the capacity utilization remains around 65%, margins will continue to be under pressure.

OPPORTUNITIES AND THREATS

India has just launched an ambitious foreign trade policy that aims to nearly double exports to $ 900 bn within next 5 years. The focus of the policy is to promote exports of value added and labour intensive manufacturing as well as services. Incentives or subsidies will be given for the export of specific goods to specific markets. Simplification of procedures is expected to go a long way in integrating India in the global value chain.

Exports of electrical equipments from India is approximately 1% of global trade. This leaves a huge opportunity for equipment manufactures to suitably tap the market and push up India's share. If domestic demand, for some reasons, remains subdued, at least in the short term (upto March 2017), exports can vastly improve equipment manufactures' capacity utilization.

The critical issues associated with exports are consistent quality, timely delivery, proper packing of accessories and prompt response. India's image for this has not been very good in theses respect. If these threats could be converted to opportunities, and complaints could be transformed into competitiveness, then certainly India's share of global trade can progressively improve.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a well-established system of internal controls and Internal Audit commensurate with its size and complexity of the business. Your Company has appropriate internal control systems for business processes, with regards to efficiency of operations, financial reporting, compliance with applicable laws and regulations etc. All parameters are monitored and controlled at regular intervals. Internal audits are conducted by experienced firm of Chartered Accountants in close coordination with the Company's finance department. The findings of the Audit team are discussed internally as well as in the Audit Committee meetings. The Audit Committee of the Board of Directors reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them from time to time. The Company is continuously upgrading its internal control system by adding better process control, various audit trails and use of external management assurance services.

MAJOR DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT

Human Resources Development plan is integral part of T&R's People Development Philosophy and commitment. The Company continued its drive to institutionalize and upgrade its HR processes.

Detailed Manpower Assessment Study in association with expert team in a scientific way to derive the optimum manpower and to enhance overall productivity was successfully carried out, this has enabled identification of internal talent for deployment at effective positions benefiting to individuals and organization. Continuous thrust has been given to various engagement initiatives throughout the year as a part of effective engagement strategy.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Comparison of various items between financial statements for fiscal year 2014-15 and previous year 2013-14

(₹ in Lacs)

Particulars	Standalone				Consolidated			
	FY 2015		FY 2014		FY 2015		FY 2014	
	₹	%	₹	%	₹	%	₹	%
Net Sales	48,296.40	88.59%	57,726.72	79.92%	49,501.74	88.96%	58,982.22	80.17%
Contract Revenue	3,686.37	6.76%	11,042.36	15.29%	3,686.37	6.63%	11,042.36	15.01%
Service Income	1,338.51	2.46%	2,040.41	2.82%	1,242.33	2.23%	2,019.39	2.74%
Other Operating Income	847.26	1.55%	1,016.35	1.41%	935.44	1.68%	1,116.35	1.52%
Other Income	350.69	0.64%	406.36	0.56%	275.81	0.50%	413.28	0.56%
Total Income	**54,519.23**	**100.00%**	**72,232.20**	**100.00%**	**55,641.69**	**100.00%**	**73,573.60**	**100.00%**
Raw Material Consumed	46,188.08	84.72%	60,232.45	83.39%	45,695.56	82.12%	60,188.65	81.81%
Employee Cost	2,306.56	4.23%	2,374.57	3.29%	2,511.95	4.51%	2,508.91	3.41%
Other Expenses	6,097.03	11.18%	6,529.69	9.04%	7,607.98	13.67%	7,578.82	10.30%
Decrease/(Increase) in Stock	(3,079.24)	(5.65%)	(930.42)	(1.29%)	(3,283.94)	(5.90%)	(1,054.07)	(1.43%)
Total Expenses	**51,512.43**	**94.48%**	**68,206.29**	**94.43%**	**52,531.55**	**94.40%**	**69,222.31**	**94.09%**
EBIDTA	**3,006.80**	**5.52%**	**4,025.91**	**5.57%**	**3,110.14**	**5.60%**	**4,351.29**	**5.91%**
Finance Charge	2,767.30	5.08%	2,331.55	3.23%	2,921.60	5.25%	2,418.92	3.29%
Depreciation	1,200.31	2.20%	927.84	1.28%	1,316.23	2.37%	1,000.14	1.36%
PBT	**(960.81)**	**(1.76%)**	**766.52**	**1.06%**	**(1,127.69)**	**(2.02%)**	**932.23**	**1.26%**
Taxation	(315.61)	(0.58%)	286.01	0.40%	(380.17)	(0.68%)	329.97	0.45%
Minority Interest	0.00	0.00%	-	0.00%	12.65	0.02%	17.71	0.02%
Share in Profit/ (Loss) of Associates	0.00	0.00%	-	0.00%	(43.00)	(0.08%)	(65.76)	(0.09%)
PAT	**(645.20)**	**(1.18%)**	**480.51**	**0.66%**	**(803.17)**	**(1.44%)**	**518.79**	**0.70%**

STANDALONE BASIS

Total income of the Company has decreased to ₹ 54,519.23 Lacs in FY 2014-15 from ₹ 72,232.20 in FY 2013-14. Total loss before tax for the FY 2014-15 is ₹ 960.81 Lacs as against the total profit before tax of ₹ 766.52 Lacs for the previous FY 2013-14. Loss after tax for FY 2014-15 stood at ₹ 645.20 Lacs compared to Profit after tax ₹ 480.51 Lacs during FY 2013-14.

CONSOLIDATED

Total income of the Company has decreased to ₹ 55,641.69 Lacs in FY 2014-15 from ₹ 73,573.60 in FY 2013-14. Total loss before tax for the FY 2014-15 is ₹ 1,127.69 Lacs as against the total profit before tax of ₹ 932.23 for the previous FY 2013-14. Loss after tax for FY 2014-15 stood at ₹ 803.17 Lacs compared to Profit after tax ₹ 518.79 Lacs during FY 2013-14.

CAVEAT

This section of the Annual Report has been included in adherence to the spirit enunciated in the Code of Corporate Governance approved by the Securities and Exchange Board of India. Shareholders and Readers are cautioned that in the case of data and information external to the Company, though the same are based on sources believed to be reliable, no representation is made on its accuracy or comprehensiveness. Further, though utmost care has been taken to ensure that the opinions expressed by the management herein contain its perceptions on most of the important trends having a material impact on the Company's operations, no representation is made that the following presents an exhaustive coverage on and of all issues related to the same. The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic, and increasingly fraught with risk and uncertainties. Actual results, performances, achievements or sequence of events may be materially different from the views expressed herein. Readers are hence cautioned not to place undue reliance on these statements, and are advised to conduct their own investigation and analysis of the information contained or referred to in this section before taking any action with regard to their own specific objectives. Further, the discussion following herein reflects the perceptions on major issues as on date and the opinions expressed here are subject to change without notice. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report, consequent to new information, future events, or otherwise.

INDEPENDENT AUDITOR'S REPORT

To The Members of
Transformers & Rectifiers (India) Limited,
Ahmedabad.

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **TRANSFORMERS & RECTIFIERS (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to note 33 to the financial statements regarding certain overdue receivables considered good and recoverable by the Management of the Company for the reasons mentioned in the said note.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) The matter described in the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

(f) On the basis of the written representations received from the Directors as on 31st March, 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer note 28 to standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer note 35 to the standalone financial statements.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No. 117365W)

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 27th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(1) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(2) In respect of its inventory:

(a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(3) According to the information and explanations given to us, the Company has granted loans, unsecured, to companies covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loan:

(a) The aforesaid loans are repayable on demand and no repayment schedule has been stipulated. The receipts of interest have been regular.

(b) In the absence of stipulations, the overdue amount in excess of ₹ 1 lakh remaining outstanding as at the year-end has not been commented upon.

(4) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.

(5) According to the information and explanations given to us, the Company has not accepted any deposit during the year.

(6) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(7) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, , Employees' State Insurance, Income-tax, Sales Tax , Wealth tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31st March, 2015 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (₹ in Lacs)
Income-Tax Act, 1961	Income-Tax	Deputy Commissioner of Income Tax (Appeal), Ahmedabad	FY 2011-12	55.39
Finance Act, 1994	Service Tax	Commissioner / Assistant Commissioner of Central Excise	FY 2010-11	1.52
Central Excise Act, 1944	Excise Duty	Central Excise Service tax Appellate Tribunal (CESTAT)	FY 2005-06 to FY 2012-13	143.40
Central Excise Act, 1944	Excise duty	Commissioner / Assistant Commissioner of Central Excise	FY 2009-10, 2011-12 to 2014-15	36.20
Central Excise Act, 1944	Excise duty	Commissioner of Central Excise (Appeals)	FY 2009-10, 2010-11, 2011-12 & 2013-14	55.45
Central Excise Act, 1944	Excise Duty	Supreme Court	FY 2005-06 2006-07 & 2008-09	64.31

(d) The Company has been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under within time.

(8) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

(9) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not issued any debentures.

(10) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks and financial institutions are not, *prima facie*, prejudicial to the interests of the Company.

(11) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.

(12) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No. 117365W)

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 27th May, 2015

Balance Sheet
As at 31st March, 2015

(₹ in Lacs)

	Note	As at 31st Mar 2015	As at 31st Mar 2014
I. EQUITIES AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	1,325.64	1,325.64
(b) Reserves & Surplus	3	31,488.17	32,250.34
		32,813.81	**33,575.98**
(2) Non Current Liabilities			
(a) Long Term Borrowings	4	1,864.09	2,066.34
(b) Deferred Tax Liabilities	5	745.60	1,172.20
(c) Other Long Term Liabilities	6	575.99	1,589.47
(d) Long Term Provisions	7	83.67	63.84
		3,269.35	**4,891.85**
(3) Current Liabilities			
(a) Short Term Borrowings	8	11,924.59	13,599.18
(b) Trade Payables	9	17,223.84	22,124.23
(c) Other Current Liabilities	10	4,065.72	4,240.14
(d) Short Term Provisions	11	30.09	163.44
		33,244.24	**40,126.99**
TOTAL		**69,327.40**	**78,594.82**
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	12		
(i) Tangible Assets		16,669.88	14,284.98
(ii) Intangible Assets		785.09	91.84
(iii) Capital Work in Progress		1,110.39	2,568.28
		18,565.36	**16,945.10**
(b) Non Current Investments	13	604.49	236.19
(c) Long Term Loans & Advances	14	654.01	1,132.30
(d) Other Non Current Assets	15	485.43	348.79
		20,309.29	**18,662.38**
(2) Current Assets			
(a) Inventories	16	15,601.60	11,950.69
(b) Trade Receivables	17	23,573.23	38,109.47
(c) Cash & Cash Equivalents	18	3,278.29	1,944.23
(d) Short Term Loans & Advances	19	4,327.27	4,279.22
(e) Other Current Assets	20	2,237.72	3,648.83
		49,018.11	**59,932.44**
TOTAL		**69,327.40**	**78,594.82**

Significant Accounting Policies 1
The accompanying notes are an integral part of the Financial Statements

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 27th May, 2015

For and on behalf of the Board of Directors
Jitendra U. Mamtora
Chairman
DIN: 00139911

Rahul Shah
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Chintan Trivedi
Company Secretary

Place : Ahmedabad
Date : 27th May, 2015

Profit and Loss Statement
For the Year ended on 31st March, 2015

(₹ in Lacs)

		Note	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
CONTINUING OPERATIONS				
I.	Revenue from Operations (Gross)	21	59,891.10	79,643.62
	Less : Cenvat Duty recovered on Sales & Service Income		5,722.56	7,817.78
	Revenue from Operations		54,168.54	71,825.84
II.	Other Income	22	350.69	406.36
III.	**Total Revenue (I + II)**		**54,519.23**	**72,232.20**
IV.	**Expenses**			
	(a) Cost of Raw Materials Consumed	23	46,188.08	60,232.45
	(b) (Increase)/Decrease in Stock of Finished Goods and Process Stock	24	(3,079.24)	(930.42)
	(c) Employee Benefits Expense	25	2,306.56	2,374.57
	(d) Finance Costs	26	2,767.30	2,331.55
	(e) Depreciation & Amortisation Expense		1,200.31	927.84
	(f) Other Expenses	27	6,097.03	6,529.69
	Total Expenses		**55,480.04**	**71,465.68**
V.	**Profit/(Loss) Before Tax (III-IV)**		(960.81)	766.52
VI.	**Tax Expenses**			
	(a) Current Tax		-	160.00
	(b) MAT Credit Entitlement		-	(133.91)
	(c) Deferred Tax		(370.42)	244.20
	(d) MAT Credit Entitlement reversed		43.87	-
	(e) Short Provision of taxation for earlier years		10.94	15.72
VII.	**Profit/(Loss) for the Year (V-VI)**		**(645.20)**	**480.51**
VIII.	**Earnings Per Equity Share**			
	Basic & Diluted (₹)	41	(4.87)	3.62
	Nominal Value per Share (₹)		10.00	10.00
	Significant Accounting Policies	1		
	The accompanying notes are an integral part of the Financial Statements			

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 27th May, 2015

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Rahul Shah
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Chintan Trivedi
Company Secretary

Place : Ahmedabad
Date : 27th May, 2015

Cash Flow Statement

For the Year ended on 31st March, 2015

(₹ in Lacs)

		Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
(A)	**Cash Flow from Operating Activities**		
	1. Profit/(Loss) before Tax	**(960.81)**	**766.52**
	2. Adjustments for:		
	a) Depreciation & amortisation expense	1,200.31	927.84
	b) Finance costs	2,767.30	2,331.55
	c) Interest income	(274.48)	(371.56)
	d) Unrealised foreign exchange loss/(gain)	(4.34)	61.36
	e) Dividend income	(9.88)	-
	f) Loss/(gain) on sale of fixed assets	9.56	14.65
		3,688.47	**2,963.84**
	Operating Profit before Working Capital Changes (1 + 2)	**2,727.66**	**3,730.36**
	3. Adjustments for working capital changes:		
	(i) (Increase)/Decrease in operating assets		
	a) Trade receivables	14,540.59	(15,318.88)
	b) Long term loans & advances	905.24	(243.53)
	c) Short term loans & advances	(48.05)	(872.92)
	d) Other current assets	1,419.99	824.94
	e) Other non current assets	(136.64)	84.58
	(ii) (Increase)/Decrease in operating liabilities		
	a) Trade payables	(4,900.39)	12,344.36
	b) Other long term liabilities	(1,013.48)	(1,213.42)
	c) Long term provisions	19.83	0.67
	d) Short term provisions	(18.71)	5.25
	e) Other current liabilities	(486.43)	(740.95)
	(iii) (Increase)/Decrease in inventories	(3,650.91)	(1,656.13)
	Cash generated from/ (used in) operations	**9,358.70**	**(3,055.67)**
	Less: Direct Taxes paid	166.14	219.85
	Net Cash Generated from/(used in) Operating Activities (A)	**9,192.56**	**(3,275.52)**
(B)	**Cash flow from Investing Activities**		
	a) Purchase of fixed assets	(3,056.45)	(1,803.00)
	b) Sale of fixed assets	53.16	37.07
	c) Interest received	268.82	401.53
	d) Investment in Subsidiary	(368.30)	-
	e) Dividend received	9.88	-
	Net Cash Generated from/(used in) Investing Activities (B)	**(3,092.89)**	**(1,364.40)**
(C)	**Cash flow from Financing Activities**		
	a) Proceeds/(Repayments) from long term borrowing	(202.25)	1,537.38
	b) Proceeds/(Repayments) from short term borrowing	(1,674.59)	4,081.68
	c) Finance costs	(2,770.91)	(1,930.15)
	d) Dividend & tax on dividend paid	(114.64)	(111.72)
	Net Cash Generated from/(used in) Financing Activities (C)	**(4,762.39)**	**3,577.19**
(D)	**Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)**	**1,337.28**	**(1,062.73)**
(E)	**Cash & Cash Equivalents - Opening Balance**	**745.95**	**1,808.68**
(F)	**Cash & Cash Equivalents - Closing Balance (D+E)**	**2,083.23**	**745.95**

(₹ in Lacs)

Note :		**As at 31st Mar 2015**	**As at 31st Mar 2014**
1	**A) Components of Cash & Cash Equivalents**		
	Cash on Hand	6.07	3.94
	Cheques in Hand	-	345.55
	Balances with Banks		
	In current accounts	1,851.02	396.46
	In fixed deposit accounts maturing within three months	226.14	-
		2,083.23	745.95
	B) Cash & Cash Equivalents not available for immediate use		
	In margin money and fixed deposit accounts	1,187.80	1,187.80
	Unclaimed dividend, Unclaimed Fraction Share & share application money in escrow account	7.26	10.48
		1,195.06	1,198.28
	Cash & Cash Equivalents as per Note 18 (A+B)	**3,278.29**	**1,944.23**
2	Interest paid is exclusive of and Purchase of fixed assets are inclusive of interest capitalised.	28.59	55.07

3 The above cash flow statement has been prepared under the "Indirect Method" as set out in the AS - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

4 The previous year's figures have been regrouped wherever necessary.

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 27th May, 2015

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Rahul Shah
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Chintan Trivedi
Company Secretary

Place : Ahmedabad
Date : 27th May, 2015

Notes on Financial Statements
For the Year ended on 31st March, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

a) Accounting Convention

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c) Fixed Assets

i) Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes and levies, freight and other incidental expenses related to acquisition and installation of the respective assets.

ii) Certain computer software and technical knowhow costs are capitalised and recognized as intangible assets in terms of Accounting Standard 26 on intangible assets based on materiality, accounting prudence and significant economic benefits expected to flow therefrom for a period longer than 1 year. Capitalised cost include direct cost of implementation and expenses directly attributable to the implementation.

iii) At each Balance Sheet date, whether there is any indication that any asset may be impaired. If such assets are considered to be impaired the impairment loss is then recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. For the purpose of assessing impairment, assets are grouped at the smallest level for which there are separately identifiable cash flows.

d) Depreciation and Amortisation Expense

i) Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

ii) Depreciation on tangible fixed assets is provided on the Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the unamortised carrying value of the Plant & machineries as on 1st April 2014 , in whose case the life of the assets has been assessed as 21 years based on taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support,etc.

Pursuant to the transition provisions prescribed in Schedule II to the Act, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1st April, 2014.

iii) Intangible assets are amortised over their estimated useful life on straight line method as follows, as estimated at the time of acquisition:
a) Computer software costs capitalized and amortized over estimated useful life of 3 to 5 years.
b) Technical Knowhow costs capitalized and amortized over estimated useful life of 10 years.

e) Investments

Long Term investments are stated at cost and provision is made to recognize any diminution in value, other than that of temporary nature.

f) Inventories

i) Raw materials, Process stock and Finished Goods are valued at lower of cost or net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

ii) Cost for Raw materials is determined on Weighted Average cost, net of Cenvat credit availed.

iii) Cost for Finished Goods and Process Stock is determined taking material cost [Net of Cenvat credit availed] labour and relevant appropriate overheads and Cenvat duty.

g) Revenue Recognition

In appropriate circumstances, Revenue (Income) is recognized when no significant uncertainty as to determination or realisation exists.

h) Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

i) Sales, Contract Revenue and Service Income

Sales are accounted on dispatch of goods. Export sales are accounted on the basis of date of Bill of lading. Sales value is inclusive of Cenvat Duty but does not include other recoveries such as insurance charges, transport charges etc. Service income excludes service tax.

Contract revenue is recognised on percentage completion method. The stage of completion is determined as a proportion to the contract cost incurred upto the reporting date to the estimated total contract costs. When it is probable that the total contract cost will exceed total contract revenue, the expected loss is recognised as an expense immediately. Total contract cost is determined based on technical and other assessment of cost to be incurred.

j) Cenvat credit

Cenvat credit is accounted for on accrual basis on purchase of eligible inputs, capital goods and services.

k) Foreign Currency Transactions

i) Monetary items denominated in foreign currency are translated at the exchange rate prevailing on the last day of the accounting year. Foreign currency transactions are accounted at the rate prevailing on the date of transaction.

ii) Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

iii) Gain or loss arising out of translation/conversion is taken credit for or charged to the profit and loss statement.

l) Accounting for forward contracts

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.

m) Employees Benefits

i) Defined Contribution Plan
The Company's contributions paid / payable for the year to Provident Fund are recognized in the profit and loss statement.

ii) Defined Benefit Plan
The Company's liabilities towards gratuity, and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the balance sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

n) Borrowing Cost

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted.

o) Taxes on Income

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with provision of Income Tax Act, 1961.

Deferred tax resulting from "timing difference "between book and taxable profit is accounted for using the tax rates and laws that have been enacted or subsequently enacted as on the balance sheet date. The Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future, however where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.

p) Leases

i) Assets acquired under lease where the Company has substantially all risk and rewards incidental to ownership are classified as finance leases. Such assets are capitalised at the inception of lease at the lower of fair value or the present value of minimum lease payment and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability of each period.

ii) Assets acquired on lease where a significant portion of risk and rewards incidental to ownership is retained by the lessor are classified as operating lease. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis over the lease term.

q) Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

r) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

(₹ in Lacs)

2. SHARE CAPITAL

	As at 31st Mar 2015	As at 31st Mar 2014
Authorised		
15,000,000 Equity Shares of ₹ 10/- each	1,500.00	1,500.00
	1,500.00	**1,500.00**
Issued, Subscribed and Paid Up		
13,256,411 (Previous Year 13,256,411) Equity Shares of ₹ 10/- each fully paid up	1,325.64	1,325.64
TOTAL	**1,325.64**	**1,325.64**

(i) Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the reporting period

	(in Nos) As at 31st Mar 2015	(₹ in Lacs) As at 31st Mar 2015	(in Nos) As at 31st Mar 2014	(₹ in Lacs) As at 31st Mar 2014
At the Beginning of the period	13,256,411	1,325.64	12,923,611	1,292.36
Bonus Shares Issued during the period	-	-	332,800	33.28
Outstanding at the end of period	**13,256,411**	**1,325.64**	**13,256,411**	**1,325.64**

(ii) Details of Shareholders holding more than 5 % of Equity Shares:

Jitendra U. Mamtora	Nos.	8,858,992	8,858,992
	% Holding	66.83%	66.83%
Jitendra U. Mamtora (HUF)	Nos.	682,931	682,931
	% Holding	5.15%	5.15%

(iii) Details of Equity Shares allotted as fully paid up by way of bonus shares, shares issued for consideration other than cash (During last 5 years immediately preceding reporting date)

Equity shares allotted as fully paid bonus shares	-	332,800

(iv) Rights of Equity Shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

3. RESERVES & SURPLUS

	As at 31st Mar 2015	As at 31st Mar 2014
Securities Premium Reserve		
Balance as per last balance sheet	13,474.85	13,508.13
Less: Utilised during the year for issue of bonus shares	-	33.28
	13,474.85	13,474.85
General Reserve		
Balance as per last balance sheet	2,188.93	2,188.93
Surplus in Profit and Loss Statement		
Opening Balance	16,586.56	16,220.69
Add : Profit/(Loss) for the period	(645.20)	480.51
Less : Appropriations		
Proposed final equity dividend [₹ Nil per Equity Share (Previous year ₹ 0.75 per Equity Share)]	-	99.42
Tax on proposed equity dividend	-	15.22
Depreciation on transition to Scheduled II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life. (Net of Deferred Tax ₹ 56.18)	116.97	-
Net surplus in profit and loss statement	15,824.39	16,586.56
TOTAL	**31,488.17**	**32,250.34**

4. LONG TERM BORROWINGS

	As at 31st Mar 2015	As at 31st Mar 2014
Secured Loans		
Term Loans for Vehicles (Refer note 1 below)	200.20	412.09
Term Loans from Bank (Refer note 2 below)	1,663.89	1,654.25
TOTAL	**1,864.09**	**2,066.34**

Notes :

1. Secured by Hypothecation of specific fixed assets purchased under Term Loan arrangement.
   Vehicle loans are repayable in equated monthly installments of ₹ 26.82 Lacs (Previous year ₹ 24.30 Lacs).
2. Secured by charge on fixed assets purchase out of Term Loan and charge on office building located at Gurgaon and also 2nd charge of fixed assets and current assets excluding fixed assets of Moraiya plant and in addition to above secured by personal guarantee of some of the directors.
   Bank loans are repayable in equated quarterly installments of ₹ 219.00 Lacs (Previous year ₹ 127.25 Lacs).

(₹ in Lacs)

5. DEFERRED TAX LIABILITIES (NET)		As at 31st Mar 2015	As at 31st Mar 2014
Deferred Tax Liabilities			
In respect of difference between book & tax depreciation		1,486.35	1,264.96
	Total (A)	**1,486.35**	**1,264.96**
Deferred Tax Assets			
In respect of disallowance under the Income Tax Act, 1961		740.75	92.76
	Total (B)	**740.75**	**92.76**
	TOTAL (A-B)	**745.60**	**1,172.20**

6. OTHER LONG TERM LIABILITIES		As at 31st Mar 2015	As at 31st Mar 2014
Advance from customers		575.99	1,589.47
	TOTAL	**575.99**	**1,589.47**

7. LONG TERM PROVISIONS		As at 31st Mar 2015	As at 31st Mar 2014
Provision for Employee Benefits			
Gratuity		29.36	6.94
Leave encashment		54.31	56.90
	TOTAL	**83.67**	**63.84**

8. SHORT TERM BORROWINGS		As at 31st Mar 2015	As at 31st Mar 2014
Secured Loans			
Cash credit & short term loan from banks		11,903.19	13,586.69
Unsecured Loans			
Loan from Director		21.40	12.49
	TOTAL	**11,924.59**	**13,599.18**

Nature of Security :
The above cash credit & short term loans from banks are secured by hypothecation of current assets of the Company on paripassu basis and collaterally secured by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant and also collateral legal mortgage on paripassu basis on immovable properties situated at Changodar, Dhank and Ahmedabad and in addition to above it is further secured by pledge of 21,10,000 equity shares held by promoter and personal guarantees of some of the directors.

9. TRADE PAYABLES		As at 31st Mar 2015	As at 31st Mar 2014
Sundry Creditors			
a) Micro & Small Enterprises		36.78	52.77
b) Others		17,187.06	22,071.46
	TOTAL	**17,223.84**	**22,124.23**
i) The principal amount and the interest due thereon remaining unpaid to any supplier			
Principal Amount		36.78	52.77
Interest		2.16	2.79
ii) The amount of the interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day			
Principal Amount		539.99	1,049.67
Interest		-	-
iii) The amount of interest due and payable for the period of delay in making payment (Beyond the appointed day during the year)		13.72	11.56

(₹ in Lacs)

iv) The amount of interest accrued and remaining unpaid	13.72	11.56
v) The amount of further interest remaining due and payable for the earlier years.	11.56	8.77

Note: The information has been given in respect of only those suppliers who have intimated the Company that they are registered as Micro & Small Enterprises.

10. OTHER CURRENT LIABILITIES

	As at 31st Mar 2015	As at 31st Mar 2014
Current maturities of long-term debt (Refer note 4 for details of Security)	1,161.56	618.50
Interest accrued but not due on borrowings	2.21	8.72
Interest accrued & due on borrowings	45.87	47.13
Interest accrued & due on others	15.73	11.57
Advance from customers	1,943.21	2,256.51
Unclaimed share application money	-	3.56
Unclaimed dividend	6.81	6.47
Unclaimed fraction bonus share amount	0.45	0.45
Other liabilities	889.88	1,287.23
TOTAL	**4,065.72**	**4,240.14**

11. SHORT TERM PROVISIONS

	As at 31st Mar 2015	As at 31st Mar 2014
Provision for gratuity	27.41	32.90
Provision for leave encashment	2.68	15.90
Proposed dividend	-	99.42
Tax on proposed dividend	-	15.22
TOTAL	**30.09**	**163.44**

12. FIXED ASSETS

Assets	Gross Block				Depreciation & Amortisation					Net Block	
	As at 1st Apr 14	Additions	Deductions/ Adjustments	As at 31st Mar 15	As at 1st Apr 14	Transaction Adjustment records against Balance in statement of Profit & Loss a/c (Refer note below)	Additions	Deductions/ Adjustments	As at 31st Mar 15	As at 31st Mar 15	As at 31st Mar 14
Tangible Assets											
Land (Freehold)	211.05	68.87	-	279.92	-	-	-	-	-	279.92	211.05
Building	6,905.96	656.97	-	7,562.93	786.90	13.92	177.28	-	978.10	6,584.83	6,119.06
Plant & Equipment	7,184.82	2,603.34	58.95	9,729.21	1,991.94	-	406.59	20.63	2,377.90	7,351.31	5,192.88
Electrifications	589.58	278.41	-	867.99	170.59	-	78.89	-	249.48	618.51	418.99
Furniture & Fixtures	451.05	7.38	-	458.43	100.69	4.83	53.70	-	159.22	299.21	350.36
Office Equipments	582.34	29.86	-	612.20	114.78	107.17	146.42	-	368.37	243.83	467.56
Computer & Accessories	230.37	12.25	-	242.62	165.32	16.16	40.76	-	222.24	20.38	65.05
Vehicles	1,922.20	119.37	53.38	1,988.19	462.17	31.07	251.92	28.86	716.30	1,271.89	1,460.03
Total (A)	**18,077.37**	**3,776.45**	**112.33**	**21,741.49**	**3,792.39**	**173.15**	**1,155.56**	**49.49**	**5,071.61**	**16,669.88**	**14,284.98**
Intangible Assets											
Computer Software	395.16	-	-	395.16	303.32	-	34.84	-	338.16	57.00	91.84
Technical Knowhow	-	738.00	-	738.00	-	-	9.91	-	9.91	728.09	-
Total (B)	**395.16**	**738.00**	**-**	**1,133.16**	**303.32**	**-**	**44.75**	**-**	**348.07**	**785.09**	**91.84**
Total (A+B)	**18,472.53**	**4,514.45**	**112.33**	**22,874.65**	**4,095.71**	**173.15**	**1,200.31**	**49.49**	**5,419.68**	**17,454.97**	**14,376.82**
Previous Year	**17,596.94**	**940.03**	**64.44**	**18,472.53**	**3,180.59**	**-**	**927.84**	**12.72**	**4,095.71**	**14,376.82**	**14,416.35**
Capital Work in Progress										**1,110.39**	**2,568.28**

Note : During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 ("the Act), with effect from 1st April, 2014, the Company has adopted the useful lives of fixed assets as specified in Schedule II of the Act, w.e.f. 1st April, 2014. Accordingly, the unamortised carrying value of the assets as on that date is being depreciated over their revised remaining useful lives. Pursuant to the transition provisions prescribed in Schedule II to the Act, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1st April, 2014, and has adjusted an amount of ₹ 116.97 Lacs (Deferred Tax amount of ₹ 56.18 Lacs) against the opening balance of the statement of profit and loss under Reserves and Surplus.

(₹ in Lacs)

13. NON CURRENT INVESTMENTS	As at 31st Mar 2015	As at 31st Mar 2014
Trade Investments		
Investment in Subsidiary Companies (Unquoted)		
Face value ₹ 10 each, fully paid up :		
987,768 (987,768) Equity shares of Transpares Ltd.	137.19	137.19
250,000 (250,000) Equity shares of Transweld Mechanical Engineering Works Ltd.	32.50	32.50
250,000 (250,000) Equity shares of TARIL Infrastructure Ltd.	25.00	25.00
1,90,500 (6,350) Equity shares of Savas Engineering Company Pvt. Ltd. (Refer note 32)	409.80	41.50
TOTAL	**604.49**	**236.19**
(a) Aggregate amount of Unquoted Investments	604.49	236.19
(b) Aggregate provision made for diminution in value of Investments	-	-

14. LONG TERM LOANS & ADVANCES	As at 31st Mar 2015	As at 31st Mar 2014
Unsecured, Considered Good		
Advances given for capital assets	156.60	297.78
Advance Income Tax (net of provision)	270.64	563.88
Electricity & other deposits	13.73	13.73
MAT credit entitlement	213.04	256.91
TOTAL	**654.01**	**1,132.30**

15. OTHER NON CURRENT ASSETS	As at 31st Mar 2015	As at 31st Mar 2014
Trade receivable(retention money)	485.43	348.79
TOTAL	**485.43**	**348.79**

16. INVENTORIES	As at 31st Mar 2015	As at 31st Mar 2014
Raw materials	4,174.85	4,308.85
Raw materials goods in transit	891.86	186.19
Finished goods	927.11	769.95
Process stock	9,607.78	6,040.47
Contract Work in Progress	-	645.23
TOTAL	**15,601.60**	**11,950.69**
Inventory under Broad Heads:		
Raw materials & goods in transit		
Copper	622.08	443.87
Lamination	155.41	254.98
Transformer oil	334.33	1,000.79
Radiators	52.74	24.55
Others	3,902.15	2,770.85
	5,066.71	**4,495.04**
Finished Goods & Process Stock of Transformers	**10,534.89**	**7,455.65**
TOTAL	**15,601.60**	**11,950.69**

(₹ in Lacs)

17. TRADE RECEIVABLES	As at 31st Mar 2015	As at 31st Mar 2014
Trade Receivables outstanding for a period more than six months from the date they were due for payment		
Unsecured, considered good (Refer note 33)	3,483.52	2,757.53
Unsecured, considered doubtful	109.64	152.89
	3,593.16	2,910.42
Less : Provision for doubtful debts	109.64	152.89
	3,483.52	2,757.53
Others		
Unsecured, considered good	20,089.71	35,351.94
TOTAL	**23,573.23**	**38,109.47**

18. CASH AND CASH EQUIVALENTS	As at 31st Mar 2015	As at 31st Mar 2014
Balances with Banks		
In current accounts	1,851.02	396.46
Deposits with maturity less than three months	226.14	-
Unclaimed share application money in escrow account	-	3.56
Unclaimed dividend money in escrow account	6.81	6.47
Unclaimed fraction bonus share amount	0.45	0.45
Other Bank Balances		
Deposits with maturity more than three months	-	51.00
Margin money deposits	1,187.80	1,136.80
Cash on Hand	6.07	3.94
Cheques in Hand	-	345.55
TOTAL	**3,278.29**	**1,944.23**

19. SHORT TERM LOANS & ADVANCES	As at 31st Mar 2015	As at 31st Mar 2014
Loans and Advances to Related Parties		
Unsecured, considered good		
Savas Engineering Company Pvt. Ltd. (Subsidiary Company) (Refer note 32)	647.61	1,003.21
Loans and Advances to Others		
Unsecured, considered good		
Advances to suppliers	1,263.79	791.03
Prepaid expenses	178.59	277.43
Employee advances	115.90	122.68
Deposits & balances with government & other authorities	1,736.38	1,448.86
Other deposits	385.00	636.01
TOTAL	**4,327.27**	**4,279.22**

20. OTHER CURRENT ASSETS	As at 31st Mar 2015	As at 31st Mar 2014
Export benefit receivable	41.89	196.77
Unbilled contract revenue	2,103.72	3,260.93
Interest receivable	10.88	5.22
Insurance Claim Receivable	81.23	185.91
TOTAL	**2,237.72**	**3,648.83**

21. REVENUE FROM OPERATIONS	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Sale of Goods (Gross)*	54,018.96	65,544.50
Contract Revenue @	3,686.37	11,042.36
Service Income #	1,338.51	2,040.41
Other Operating Income	847.26	1,016.35
TOTAL	**59,891.10**	**79,643.62**

** Sales of Goods is mainly of Electric Transformers*
@ Contract Revenue mainly from contracts relating to Pooling Station for Transformers
 # Service Income is mainly from Erection & Commissioning of Transformers

(₹ in Lacs)

22. OTHER INCOME	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Interest received from Banks	116.63	105.42
Interest received from Others	157.85	266.14
Dividend Income		
On Trade investments - from Investment in Equity Shares	9.88	-
Other non operating income	5.79	3.87
Foreign exchange gain (net)	60.54	30.93
TOTAL	**350.69**	**406.36**

23. COST OF MATERIALS CONSUMED		Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Raw Materials Consumed		**46,188.08**	**60,232.45**
a. Raw Materials Consumed in broad heads :			
Copper		14,152.30	21,047.76
Lamination		12,030.39	13,255.83
Transformer Oil		3,737.40	5,923.76
Radiators		1,373.34	2,478.20
Others		14,894.65	17,526.90
TOTAL		**46,188.08**	**60,232.45**
b. Value of Indigenous and Imported Raw Materials Consumed during the year :			
Imported	Value	3,622.22	4,078.23
	Percentage	8%	7%
Indigenous	Value	42,565.86	56,154.22
	Percentage	92%	93%

24. (INCREASE)/DECREASE IN STOCK OF FINISHED GOODS AND PROCESS STOCK	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Closing Stock		
Finished Goods	927.11	769.95
Process Stock	9,607.78	6,685.70
	10,534.89	7,455.65
Less : Opening Stock		
Finished Goods	769.95	444.39
Process Stock	6,685.70	6,080.84
	7,455.65	6,525.23
TOTAL	**(3,079.24)**	**(930.42)**

25. EMPLOYEE BENEFITS EXPENSE	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Salaries & Wages, Bonus, Gratuity, etc.	2,124.92	2,182.27
Contribution to Provident and other funds	112.71	111.91
Employee welfare expenses	68.93	80.39
TOTAL	**2,306.56**	**2,374.57**

26. FINANCE COSTS	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Interest expenses	2,721.08	2,273.91
Other finance cost	46.22	57.64
TOTAL	**2,767.30**	**2,331.55**

(₹ in Lacs)

27. OTHER EXPENSES	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Power & Fuel	834.29	816.12
Stores & Spares consumed (Refer note 1 below)	19.16	35.20
Labour charges	1,244.80	1,308.42
Testing & Other manufacturing cost	669.88	1,018.79
Cenvat duty provided on stock	39.66	40.09
Selling expenses	391.25	292.16
Freight & forwarding charges	773.45	789.49
Fleet operating cost	50.33	76.93
Advertisement expenses	123.81	81.70
Stationary, Printing, Postage & Telephone expenses	115.24	108.50
Repairs		
Plant and Machinery	180.62	191.09
Factory Building	45.51	16.41
Office & Other	33.32	21.72
Insurance	144.67	46.81
Rent	27.76	44.55
Rates and taxes	1.83	1.47
Bank charges	226.79	195.23
Travelling & conveyance expenses	589.48	564.24
Directors sitting fees	2.67	2.63
Legal & professional charges (Refer note 2 below)	84.58	167.11
Audit fees (Refer note 2 below)	11.00	11.00
Late delivery charges	177.25	359.66
Provision for doubtful debts	-	35.94
Bad debts Written Off	41.91	-
Cenvat duty expense	26.08	22.27
Loss on sale of fixed assets	9.56	14.65
Expenses for Corporate Social Responsibility	1.36	-
Premium on forward contract amortised	11.93	1.77
General charges	218.84	265.74
TOTAL	**6,097.03**	**6,529.69**

Notes :

1. Value of Indigenous and Imported Stores, Tools and Spares Consumed during the year :

Imported	Value	-	-
	Percentage	-	-
	Value	19.16	35.20
	Percentage	100%	100%

2. Payments to the auditors comprises (net of service tax input credit, where applicable):

As auditors - statutory audit	11.00	11.00
For taxation matters	2.00	2.00
For other services	5.30	5.30
TOTAL	**18.30**	**18.30**

28. Contingent liabilities in respect of	As at 31st Mar 2015	As at 31st Mar 2014
Disputed demand of Central Excise/Income Tax Department	482.64	800.49

29. Commitments		As at 31st Mar 2015	As at 31st Mar 2014
a)	Guarantee given by bankers on behalf of Company	31,372.80	31,451.12
b)	Corporate Guarantees of ₹ 2,490.00 Lacs (Previous year ₹ 2,480.00 Lacs) given by Company for loan taken by a subsidiary / Associate Company		
	Balance of such loans outstanding	833.83	854.35
c)	Performance Corporate Guarantees given by Company	13.48	24.58
d)	Bills Discounted with Banks	1,403.92	6,756.76
e)	Import duty benefit towards duty free import of raw materials made in respect of which export obligations are yet to be discharged.	41.89	-
f)	Claims against Company not acknowledged as debts	Amount not ascertained	Amount not ascertained

30. Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for ₹ 158.87 Lacs (Previous year ₹ 539.27 Lacs).

31. Tax assessment of the Company under Income Tax Act 1961, has been completed up to financial year 2011-12 and the VAT assessment up to financial year 2010-11.

32. "During the year, the Company has purchased 6,350 nos. Equity shares of ₹10 each of its associate Company viz M/s. Savas Engineering Company Pvt. Ltd. for an amount of ₹ 12.70 Lacs as a result, M/s. Savas Engineering Company Pvt. Ltd has become a wholly owned subsidiary of the Company.

The Company has an investment of ₹ 409.80 Lacs in its subsidiary company "M/s. Savas Engineering Company Pvt. Ltd." by way of equity. The Company has also given an interest bearing loan of ₹ 647.61 Lacs to the said wholly owned subsidiary company. As per the Audited financial statements for the year ended on 31st March, 2015, its net worth is ₹ 145.31 Lacs. In the opinion of the management the aforesaid investment in equity and loan is long term and strategic in nature. The Company has obtained an independent valuation report from Government Approved Valuer as at 1st March, 2015 for the wholly owned subsidiary company's land and office & factory buildings, which value is in excess of the cost of investment and loan given and hence there is no diminution in value of investment and therefore no provision is considered necessary for the current financial year and loan amount is considered good and recoverable."

33. Trade receivables outstanding for more than 6 months include receivables of ₹ 1,254.82 Lacs, which are overdue from a customer whose gas based power plant project is in an advanced stage of completion. The commissioning of the said plant is dependent on the supplies of natural gas. Though the customer is confident of obtaining the requisite gas allocation from the Government of India (GOI), there are uncertainties in respect of timing of getting the gas allocation from the GOI. The customer has confirmed the outstanding balance as on 31st March, 2015, and based on the frequent discussions with the customer, the management of the Company is hopeful of recovering the outstanding amount and hence said amount is considered good and recoverable.

34. Disclosures regarding Revenue recognition under AS 7 - Construction Contracts

(₹ in Lacs)

The amounts to be disclosed in accordance with the Accounting Standard are as follows:	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Contract revenue recognised as revenue in the period	3,690.35	11,042.36
Contract costs incurred upto the reporting date	5,031.76	11,000.25
Recognised profits /(less recognised losses) upto the reporting date	(1,341.41)	42.11
Advances received	559.97	1,396.24
Gross amount due from customers for contract work- presented as an asset	3,896.50	9,418.03
Gross amount due to customers for contract work- presented as a liability	-	-

35. Disclosures regarding Derivative Instruments

(a) The Company uses forward exchange contracts to hedge its exposure in foreign currency. There are no contracts entered into for the purpose of speculation.

(b) The information on derivative instruments as on 31st March, 2015 is as follows :

Exposure hedged by Derivative Instruments:

(Amount in Lacs)

	No. of Contacts		Foreign Currency Amount		Reporting Currency Amount (INR)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Forward cover for Import Payable-USD	6	1	11.69	3.82	744.34	228.71

Unhedged Exposures:

(Amount in Lacs)

	Foreign Currency Amount		Reporting Currency Amount (INR)	
	2014-15	2013-14	2014-15	2013-14
Accounts Receivable				
USD	1.63	0.50	101.63	30.07
Account Payable				
USD	16.33	12.46	1,020.86	746.10
EURO	1.53	0.29	102.95	23.86

Expenditure on account of Premium on forward exchange contracts to be recognized in profit & loss statement of subsequent accounting period aggregates to ₹ 11.93 Lacs (Previous year ₹ 1.77 Lacs).

36. Employee Benefits

Defined Benefit Plans : (₹ in Lacs)

		Gratuity		Leave Encashment	
		2014-15	2013-14	2014-15	2013-14
i	**Expenses recognised in Profit & Loss Statement for the year**				
	Current service cost	28.41	26.04	16.12	14.78
	Interest cost	15.29	13.23	5.90	6.26
	Expected return on plan assets	(12.30)	(11.74)	-	-
	Prior year changes	-	-	-	-
	Past service cost	-	-	-	-
	Net actuarial losses/(gains)	(14.48)	(14.75)	(16.13)	(25.51)
	Total Expenses	**16.92**	**12.78**	**5.89**	**(4.47)**
ii	**Reconciliation of opening and closing balances of changes in present value of the defined benefit obligation**				
	Opening defined benefit obligation	184.26	168.54	72.81	79.24
	Service cost	28.41	26.04	16.12	14.78
	Interest cost	15.29	13.23	5.90	6.26
	Actuarial losses/(gains)	(13.00)	(17.23)	(16.13)	(25.51)
	Losses/(gains) on curtailments	-	-	-	-
	Liabilities extinguished on settlements	-	-	-	-
	Prior year changes	-	-	-	-
	Past service cost	-	-	-	-
	Benefits paid	(35.29)	(6.32)	(21.70)	(1.96)
	Closing defined benefit obligation	**179.67**	**184.26**	**57.00**	**72.81**
iii	**Reconciliation of opening and closing balances of changes in fair value of plan assets**				
	Opening fair value of plan assets	144.42	141.06	-	-
	Adjustment	-	(0.58)	-	-
	Expected return on plan assets	12.30	11.74	-	-
	Actuarial gains/(losses)	1.49	(2.48)	-	-
	Assets distributed on settlements	-	-	-	-
	Contributions by employer	-	1.00	-	-
	Benefits paid	(35.29)	(6.32)	-	-
	Closing balance of fair value of plan assets	**122.92**	**144.42**	**-**	**-**
iv	**Net Liability recognised in the Balance Sheet**				
	Defined Benefit Obligation	179.67	184.26	57.00	72.81
	Fair Value of plan assets	122.92	144.42	-	-
	Present Value of unfunded obligation recognised as liability	**56.75**	**39.84**	**57.00**	**72.81**
v	**Past four years data for define benefit obligation and fair value of plan assets are as under:**	**2013-14**	**2012-13**	**2011-12**	**2010-11**
	Gratuity				
	Defined Benefit Obligation	184.26	168.54	135.69	112.80
	Fair value of plan assets	144.42	141.06	106.04	99.20
	Present Value of unfunded obligation recognised as liability	**39.84**	**27.48**	**29.65**	**13.60**
	Leave Encashment				
	Defined Benefit Obligation	72.81	79.24	52.49	35.38
	Fair value of plan assets	-	-	-	-
	Present Value of unfunded obligation recognised as liability	**72.81**	**79.24**	**52.49**	**35.38**
vi	**Actual Return On Plan Assets**	-	-	-	-
vii	**Major categories of Plan Assets as a Percentage of total plan assets are as follows:**				
	Policy of insurance	100%	100%	-	-

viii	**Actuarial Assumptions**	**As at 31st March, 2015**
	Discount rate	8.00 %
	Expected rate of return on plan assets	8.50 %
	Expected rate of salary increase	6.00 %
	Mortality	LIC (1994-96) published table of mortality rates
	Withdrawal rates	5% at younger ages reducing to 1% at older age
	Retirement age	58 years
	Actuarial valuation method	Projected unit credit method

Defined Contribution Plans :

₹ 95.73 Lacs (Previous year ₹ 97.78 Lacs) recognised as an expense and included in the Note 25 of profit & loss statement under the head "Contribution to Provident and other funds".

37. Details of Pre Operative Expenses

(₹ in Lacs)

	As at 31st Mar 2015	As at 31st Mar 2014
Opening balance	**204.04**	**153.65**
Add:		
Interest and finance charges	28.59	55.07
Total (A)	**232.63**	**208.72**
Less:		
Capitalised during the year	214.01	4.68
Total (B)	**214.01**	**4.68**
Closing balance: TOTAL (A-B)	**18.62**	**204.04**

Details of preoperative expenses capitalized during the year :

Fixed asset	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
Building	3.35	-
Plant & Equipment	184.06	4.68
Electrifications	26.60	-
TOTAL	**214.01**	**4.68**

38. Related Party Transactions

(a) Names of related parties and description of relationship:

Sr.	Nature of Relationship	Name of Related Parties
1	Subsidiaries	Transweld Mechanical Engineering Works Ltd. Transpares Ltd. TARIL Infrastructure Ltd. Savas Engineering Company Pvt. Ltd. (w.e.f. 1st July, 2014)
2	Key Management Personnel	Mr. Jitendra U. Mamtora Mr. Satyen J. Mamtora Mrs. Karuna J. Mamtora Mr. Vinod Masson
3	Relatives of Key Management Personnel	Ms. Janki Mamtora Ms. Aakanksha Mamtora Mr. Dilip Mamtora Mr. Bipin Mamtora
4	Enterprises over which key Managerial Personnel is able to exercise significant Influence	Benchmark HR Solutions (India) Pvt. Ltd. Jitendra U. Mamtora (HUF) Transpower Skytrek Tours & Travels

(b) Details of transactions with related parties: (₹ in Lacs)

A	Volume of Transactions	2014-15	2013-14
1)	**Service Received**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	32.87	14.99
	Transpares Ltd.	10.04	0.36
	TARIL Infrastructure Ltd.	781.85	186.60
	Savas Engineering Company Pvt. Ltd.	24.82	27.77
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Benchmark HR Solutions (India) Pvt. Ltd.	4.07	2.48
	Skytrek Tours & Travels	148.75	140.80

(₹ in Lacs)

2)	**Service Rendered**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	94.46	33.70
	Transpares Ltd.	21.97	12.64
	TARIL Infrastructure Ltd.	153.93	89.59
	Savas Engineering Company Pvt. Ltd.	12.32	-
3)	**Rent Received**		
	Subsidiaries		
	TARIL Infrastructure Ltd.	3.37	3.37
4)	**Rent Paid**		
	Key Managerial Personnel		
	Mrs. Karuna Mamtora	0.60	0.60
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	3.60	3.60
5)	**Purchase of Goods**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	1,325.47	1,147.86
	Transpares Ltd.	1,083.54	1,740.50
	Savas Engineering Company Pvt. Ltd.	569.42	450.33
6)	**Sale of Goods**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	45.34	2.79
	Transpares Ltd.	0.46	1.87
	Savas Engineering Company Pvt. Ltd.	11.45	2.95
7)	**Sale of Capital Goods**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	43.33	-
8)	**Purchase of Capital Goods**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	-	12.28
	Associate Company		
	Savas Engineering Company Pvt. Ltd.	-	208.84
9)	**Loan Given/Repaid and Interest thereon to Associate Company**		
	Savas Engineering Company Pvt. Ltd.		
	Loan given	-	657.50
	Loan repaid	472.82	580.59
	Interest	117.22	112.26
	Balance as at 31st March	647.61	1,003.21
	Balance as at 1st April	1,003.21	814.04
	[Maximum outstanding during the year ₹ 1,168.21 Lacs (Pervious year ₹ 905.77 Lacs)]		
	Loan taken/repaid and Interest thereon to Key Managerial Personnel		
	Mr. Jitendra U. Mamtora		
	Loan taken	3,020.32	1,321.65
	Loan repaid	3,066.30	1,362.75
	Interest	45.98	41.10
	Balance as at 31st March	-	-
	Balance as at 1st April	-	-
	Mr. Satyen J. Mamtora		
	Loan taken	22.12	12.80
	Loan repaid	14.99	0.52
	Interest	1.78	0.21
	Balance as at 31st March	21.40	12.49
	Balance as at 1st April	12.49	-
10)	**Managerial Remuneration**		
	Mr. Jitendra U. Mamtora	105.01	48.00
	Mr. Satyen J. Mamtora	83.41	48.00
	Mrs. Karuna J. Mamtora	22.21	22.09
	Mr. Vinod Masson	24.00	24.00
11)	**Dividend Paid**		
	Key Managerial Personnel		
	Mr. Jitendra U. Mamtora	66.44	66.44

(₹ in Lacs)

	Mr. Satyen J. Mamtora	0.73	0.73
	Mrs. Karuna J. Mamtora	2.01	2.01
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Mr. Jitendra U. Mamtora (HUF)	5.12	5.12
	Relatives of Key Managerial Personnel		
	Ms. Janki Mamtora	0.16	0.16
	Mr. Bipin Mamtora	-	-
	Mr. Dilip Mamtora	-	-
12)	**Dividend Received from Subsidiary**		
	Transpares Ltd.	9.88	-
13)	**Investment in Associate Company (wholly owned Subsidiary w.e.f. 1st July, 2014)**		
	Savas Engineering Company Pvt. Ltd.	368.30	-

B	**Balance at the end of the Period**	**As at 31st Mar 15**	**As at 31st Mar 14**
1)	**Due To**		
	Subsidiaries		
	Transweld Mechanical Engineering Works Ltd.	-	55.42
	Transpares Ltd.	348.41	788.41
	Savas Engineering Company Pvt. Ltd.	-	97.62
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Skytrek Tours & Travels	7.44	0.47
	Benchmark HR Solutions (India) Pvt. Ltd.	0.31	
	Key Managerial Personnel		
	Mrs. Karuna J. Mamtora	-	-
2)	**Due from**		
	Subsidiaries		
	TARIL Infrastructure Ltd	33.01	115.54
	Transweld Mechanical Engineering Works Ltd.	230.89	-
	Savas Engineering Company Pvt. Ltd.	322.69	-

C	**Corporate Guarantee given to Bankers for loan taken by Subsidiary/Associate Company**	**As at 31st Mar 15**	**As at 31st Mar 14**
	Subsidiaries		
	Transpares Ltd.	1,000.00	1,490.00
	TARIL Infrastructure Ltd	500.00	-
	Savas Engineering Company Pvt. Ltd.	990.00	990.00

39. Payment to Political Party

(₹ in Lacs)

	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Bhartiya Janta Party	40.00	100.00

40. Leases

Operating Lease

Lease rentals charged to revenue for lease agreements for the right to use the following assets are following:

(₹ in Lacs)

	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Office premises	7.23	23.69
Godown	3.50	3.68

The Lease agreements are executed for a period of 11 months with a renewal clause and also provide for termination at will by either party by giving prior notice.

41. Dividend Remitted to Non-resident Shareholders

	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Number of Non-resident Shareholders (Nos.)	202	204
Number of shares held by Non-resident Shareholders (Nos.)	98,038	50,489
Amount remitted during the year (₹ in Lacs)	0.74	0.38
Year to which dividend relates	FY 2013-14	FY 2012-13

42. Earnings Per Share

		Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Net Profit/(Loss) for the period (₹ in Lacs)	(a)	(645.20)	480.51
Weighted Average number of equity shares (Nos.)	(b)	13,256,411	13,256,411
EPS (Basic & Diluted) (₹)	(a) / (b)	(4.87)	3.62
Nominal value of Equity Shares (₹)		10.00	10.00

43. C.I.F. Value of Imports

(₹ in Lacs)

	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
1) Raw Materials	3,777.58	4,078.23
2) Capital Goods	1,017.96	105.88

44. Expenditure in Foreign Currency

(₹ in Lacs)

	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
1) Traveling	120.87	20.87
2) Commission	-	25.86
3) Erection & Commission	-	11.23
4) Consultancy charges	46.22	305.24
5) Exhibition expenses	110.36	8.10
6) Other expenses	14.34	3.69

45. Earnings in Foreign Currency

(₹ in Lacs)

	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
FOB Value of Export	1,726.88	2,909.41

46. Details of Loan Given, Investments made and Guarantees given covered u/s 186(4) of the Companies Act, 2013

Loans give and Investments made are given under the respective heads.

Corporate Guarantees given by the Company in respect of loans as at 31st March, 2015 under Section 186 of the Companies Act, 2013 is as under :

(₹ in Lacs)

	Relation	Purpose of Guarantee	As at 31st Mar 2015	As at 31st Mar 2014
Transpares Ltd.	Subsidiary	Business	1,000.00	1,490.00
TARIL Infrastructure Ltd.	Subsidiary	Business	500.00	-
Savas Engineering Company Pvt. Ltd. (w.e.f. 1st July, 2014)	Subsidiary	Business	990.00	990.00

47. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 27th May, 2015

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Rahul Shah
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Chintan Trivedi
Company Secretary

Place : Ahmedabad
Date : 27th May, 2015

FORM AOC - 1

(PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES PART "A": SUBSIDIARIES

(₹ in Lacs)

Sr. No	Name of the subsidiary	Transpares Ltd.	Transweld Mechanical Engg. Works Ltd.	TARIL Infrastructure Ltd.	Savas Engineering Company Pvt. Ltd.
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.	N.A.	N.A.
3	Share Capital	193.68	25.00	25.00	19.05
4	Reserves & Surplus	760.58	455.97	69.68	126.26
5	Total Assets	1,715.08	983.40	292.87	1,993.37
6	Total Liabilities	1,715.08	983.40	292.87	1,993.37
7	Investments	-	-	-	-
8	Turnover	1,621.43	1,283.42	1,190.26	605.20
9	Profit/(Loss) before taxation	18.45	25.98	40.60	(371.95)
10	Less : Provision for taxation	(7.36)	(0.90)	13.30	(104.27)
11	Profit/(Loss) after taxation	25.81	26.88	27.30	(267.68)
12	Proposed Dividend	-	-	-	-
13	% of shareholding	51%	100%	100%	100%

For and on behalf of the Board of Directors

Jitendra Mamtora
Chairman
(DIN: 00139911)

Place : Ahmedabad
Date : 27th May, 2015

FORM AOC - 2

[(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE COMPANIES ACT, 2013 AND RULE 8(2) OFTHE COMPANIES (ACCOUNTS) RULES, 2014)]

This form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm`s length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

No such transactions were entered during the financial year 2014-15.

2. Details of material contracts or arrangement or transactions at arm's length basis:

The contracts or arrangement or transactions entered with the related parties during the financial year 2014-15 were not material and the same were disclosed in the notes to accounts forming part of the financial statements for the year ended 31st March, 2015.

For and on behalf of the Board of Directors

Jitendra Mamtora
Chairman
(DIN: 00139911)

Place : Ahmedabad
Date : 27th May, 2015

INDEPENDENT AUDITOR'S REPORT

To The Members of
Transformers & Rectifiers (India) Limited
Ahmedabad.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **TRANSFORMERS & RECTIFIERS (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and its consolidated loss and its consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to note 32 to the financial statements regarding certain overdue receivables considered good and recoverable by the Management of the Company for the reasons mentioned in the said note.
Our opinion is not qualified in respect of this matter.

Other Matter

We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets (net) of ₹ 1,898.68 Lacs as at 31st March, 2015, total revenues of ₹ 429.05 Lacs and net cash out flows amounting to ₹ 8.16 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in

terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
   (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   (e) The matter described in the Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
   (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, none of the directors of the Group's companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i) The Group has disclosed the impact of pending litigations on its consolidated financial position in its consolidated financial statements - Refer note 28 to the consolidated financial statements;
      ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer note 34 to the consolidated financial statements.
      iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No. 117365W)

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 27th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Our reporting on the Order includes four subsidiary companies incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

(1) In respect of its fixed assets of the Holding Company and subsidiary companies:
   (a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
   (b) The fixed assets were physically verified during the year by the Management of the respective entities in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us and the other auditors, no material discrepancies were noticed on such verification.

(2) In respect of the inventories of the Holding Company and subsidiary companies
   (a) As explained to us and the other auditors, the inventories were physically verified during the year by the Management at reasonable intervals.
   (b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of its business.
   (c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(3) According to the information and explanations given to us, the Holding Company and the subsidiary companies have not granted any loans, to the extent included in the consolidated financial statements, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities.

(4) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the

other auditors, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system in the Holding Company and subsidiary companies commensurate with the size of the respective entities and the nature of their business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our and the other auditors audit, no major weakness in such internal control system has been observed.

(5) According to the information and explanations given to us, the Holding Company and subsidiary companies have not accepted any deposit during the year.

(6) According to the information and explanations given to us, in our opinion, the Holding Company has, prima facie, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub- section (1) of Section 148 of the Companies Act, 2013. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(7) According to the information and explanations given to us, in respect of statutory dues of the Holding Company and subsidiary companies:

(a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.

(b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

(c) There are no dues of Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax and Cess Income-tax and Service Tax which have not been deposited as on 31st March, 2015 on account of disputes.

Details of dues of Income-tax and Excise Duty which have not been deposited as on 31st March, 2015 on account of disputes by the Holding Company are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (₹ in Lacs)
Income-Tax Act, 1961	Income-Tax	Deputy Commissioner of Income Tax (Appeal), Ahmedabad	FY 2011-12	55.39
Finance Act, 1994	Service Tax	Commissioner / Assistant Commissioner of Central Excise	FY 2010-11	1.52
Central Excise Act, 1944	Excise Duty	Central Excise Service tax Appellate Tribunal (CESTAT)	FY 2005-06 to FY 2012-13	143.40
Central Excise Act, 1944	Excise duty	Commissioner / Assistant Commissioner of Central Excise	FY 2009-10, 2011-12 to 2014-15	36.20
Central Excise Act, 1944	Excise duty	Commissioner of Central Excise (Appeals)	FY 2009-10, 2010-11, 2011-12 & 2013-14	55.45
Central Excise Act, 1944	Excise Duty	Supreme Court	FY 2005-06 2006-07 & 2008-09	64.31

(d) The Holding Company and one subsidiary company have been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.

(8) The consolidated accumulated losses of the Group at the end of the financial year are less than fifty per cent of the consolidated net worth and the Group have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.

(9) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Holding Company and subsidiary companies have not defaulted in the repayment of dues to financial institutions and banks except for a minor delay on one occasion for one of the subsidiaries. The Holding Company and subsidiary companies have not issued any debentures.

(10) According to the information and explanations given to us, the Holding Company and the subsidiary companies have not given guarantees for loans taken by others from banks and financial institutions.

(11) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Holding Company and subsidiary companies during the year for the purposes for which they were obtained.

(12) To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company and its subsidiary companies and no material fraud on the Holding Company and its subsidiary companies has been noticed or reported during the year.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No. 117365W)

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 27th May, 2015

Consolidated Balance Sheet
As at 31st March, 2015

(₹ in Lacs)

	Note	As at 31st Mar 2015	As at 31st Mar 2014
I. EQUITIES AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	1,325.64	1,325.64
(b) Reserves and Surplus	3	32,098.53	33,021.12
		33,424.17	**34,346.76**
(2) Minority Interest		**467.59**	**455.91**
(3) Non Current Liabilities			
(a) Long Term Borrowings	4	1,864.09	2,122.76
(b) Deferred Tax Liabilities	5	823.34	1,267.14
(c) Other Long Term Liabilities	6	575.99	1,641.36
(d) Long Term Provisions	7	96.84	67.88
		3,360.26	**5,099.14**
(4) Current Liabilities			
(a) Short Term Borrowings	8	12,583.51	14,213.98
(b) Trade Payables	9	17,895.00	22,001.55
(c) Other Current Liabilities	10	4,688.86	4,372.48
(d) Short Term Provisions	11	35.49	200.76
		35,202.86	**40,788.77**
TOTAL		**72,454.88**	**80,690.58**
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	12		
(i) Tangible Assets		18,397.91	15,382.41
(ii) Intangible Assets		786.66	92.37
(iii) Capital Work in Progress		1,126.35	2,589.72
		20,310.92	**18,064.50**
(b) Goodwill on Consolidation		16.91	-
(c) Non Current Investments	13	11.25	30.54
(d) Deferred Tax Assets (Net)	5	197.48	-
(e) Long Term Loans & Advances	14	885.74	1,270.19
(f) Other Non Current Assets	15	889.85	361.79
		22,312.15	**19,727.02**
(2) Current Assets			
(a) Inventories	16	17,050.46	12,688.41
(b) Trade Receivables	17	24,010.55	38,312.54
(c) Cash & Cash Equivalents	18	3,343.22	2,034.17
(d) Short Term Loans & Advances	19	3,499.21	4,276.27
(e) Other Current Assets	20	2,239.29	3,652.17
		50,142.73	**60,963.56**
TOTAL		**72,454.88**	**80,690.58**
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Consolidated Financial Statements			

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 27th May, 2015

For and on behalf of the Board of Directors
Jitendra U. Mamtora
Chairman
DIN: 00139911

Rahul Shah
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Chintan Trivedi
Company Secretary

Place : Ahmedabad
Date : 27th May, 2015

Consolidated Profit and Loss Statement
For the Year ended on 31st March, 2015

(₹ in Lacs)

		Note	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
CONTINUING OPERATIONS				
I.	Revenue from Operations (Gross)	21	61,121.42	80,994.29
	Less : Cenvat Duty recovered on Sales & Service Income		5,755.54	7,833.97
	Revenue from Operations		**55,365.88**	**73,160.32**
II.	Other Income	22	275.81	413.28
III.	**Total Revenue (I + II)**		**55,641.69**	**73,573.60**
IV.	**Expenses**			
	(a) Cost of Raw Materials Consumed		45,695.56	60,188.65
	(b) (Increase)/Decrease in Stock of Finished Goods and Process Stock	23	(3,283.94)	(1,054.07)
	(c) Employee Benefits Expenses	24	2,511.95	2,508.91
	(d) Finance Costs	25	2,921.60	2,418.92
	(e) Depreciation & Amortization Expense		1,316.23	1,000.14
	(f) Other Expenses	26	7,607.98	7,578.82
	Total Expenses		**56,769.38**	**72,641.37**
V.	**Profit/(Loss) Before Tax (III-IV)**		**(1,127.69)**	**932.23**
VI.	**Tax Expenses**			
	(a) Current Tax		23.47	198.28
	(b) MAT Credit Entitlement		-	(133.91)
	(c) Deferred Tax		(456.32)	249.97
	(d) MAT Credit Entitlement reversed		43.87	-
	(e) Short Provision for taxation of earlier years		8.81	15.63
VII.	**Profit/(Loss) for the Year Before Minority Interest (V-VI)**		**(747.52)**	**602.26**
	Less: - Minority Interest		12.65	17.71
	Add: - Share in Profit/(Loss) of Associate		(43.00)	(65.76)
VIII.	**Profit/(Loss) After Minority Interest**		**(803.17)**	**518.79**
IX.	**Earnings Per Equity Share**			
	Basic & Diluted (₹)	40	(6.06)	3.91
	Face Value per Share (₹)		10.00	10.00
Significant Accounting Policies		1		
The accompanying notes are an integral part of the Consolidated Financial Statements				

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 27th May, 2015

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Rahul Shah
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Chintan Trivedi
Company Secretary

Place : Ahmedabad
Date : 27th May, 2015

Consolidated Cash Flow Statement

For the Year ended on 31st March, 2015

(₹ in Lacs)

		Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
(A)	**Cash Flow from Operating Activities**		
1.	**Profit/(Loss) before Tax**	**(1,127.69)**	**932.23**
2.	Adjustments for:		
	a) Depreciation & amortisation expense	1,316.23	1,000.14
	b) Finance costs	2,921.60	2,418.92
	c) Interest income	(194.44)	(377.91)
	d) Unrealised foreign exchange loss/(gain)	(4.34)	61.36
	e) Dividend income	(10.03)	(1.96)
	f) Loss on sales of fixed assets	9.56	14.65
	g) Preliminary expenses	0.21	0.21
		4,038.79	**3,115.41**
	Operating Profit before Working Capital Changes (1 + 2)	**2,911.10**	**4,047.64**
3.	Adjustments for working capital changes:		
	(i) (Increase)/Decrease in operating assets		
	a) Trade receivables	14,456.91	(14,391.82)
	b) Long term loans & advances	882.38	(264.57)
	c) Short term loans & advances	(973.45)	(871.60)
	d) Other current assets	1,449.03	803.81
	e) Other non current assets	(56.37)	48.19
	(ii) (Increase)/Decrease in operating liabilities		
	a) Trade payables	(4,594.71)	11,458.12
	b) Other long term liabilities	(1,010.73)	(1,213.42)
	c) Long term provisions	19.83	0.76
	d) Short term provisions	(24.22)	19.81
	e) Other current liabilities	336.64	(669.91)
	(iii) (Increase)/Decrease in inventories	(3,873.60)	(1,913.46)
	Cash generated from/(used in) operations	**9,522.81**	**(2,946.45)**
	Less: Direct Taxes paid	223.27	249.97
	Net Cash Generated from/(used in) Operating Activities (A)	**9,299.54**	**(3,196.42)**
(B)	**Cash flow from Investing Activities**		
	a) Purchase of fixed assets	(3,214.60)	(2,028.33)
	b) Sale of fixed assets	53.16	41.33
	c) Interest received	188.78	407.88
	d) Dividend received	10.03	1.96
	Net Cash Generated from/(used in) Investing Activities (B)	**(2,962.63)**	**(1,577.16)**
(C)	**Cash flow from Financing Activities**		
	a) Proceeds/(Repayments) from long term borrowing	(989.63)	1,541.29
	b) Proceeds/(Repayments) from short term borrowing	(959.30)	4,332.16
	c) Finance costs	(2,922.07)	(2,017.53)
	d) Dividend & tax on dividend paid	(137.30)	(134.38)
	Net Cash Generated from/(used in) Financing Activities (C)	**(5,008.30)**	**3,721.54**
(D)	**Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)**	**1,328.61**	**(1,052.04)**
(E)	**Cash & Cash Equivalents - Opening Balance**	**770.08**	**1,822.12**
(F)	**Cash & Cash Equivalents - Closing Balance (D+E)**	**2,098.69**	**770.08**

(₹ in Lacs)

Note :			**As at 31st Mar 2015**	**As at 31st Mar 2014**
1	**A)**	**Components of Cash & Cash Equivalents**		
		Cash on Hand	7.35	5.12
		Cheques In Hand	-	345.55
		Balances with Banks		
		In current accounts	1,859.23	419.41
		In fixed deposit accounts maturing within three months	232.11	-
			2,098.69	770.08
	B)	**Cash & Cash Equivalents not available for immediate use**		
		In margin money and fixed deposit accounts	1,237.27	1,253.61
		Unclaimed dividend, Unclaimed fraction share & share application money in escrow account	7.26	10.48
			1,244.53	1,264.09
		Cash & Cash Equivalents as per Note 18 (A+B)	**3,343.22**	**2,034.17**
2	Interest paid is exclusive of and Purchase of fixed assets are inclusive of interest capitalised.		28.59	55.07
3	The above cash flow statement has been prepared under the "Indirect Method" as set out in the AS - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.			
4	The previous year's figures have been regrouped wherever necessary.			

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701
Place : Ahmedabad
Date : 27th May, 2015

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Rahul Shah
CFO

Satyen J. Mamtora
Managing Director
DIN: 00139984

Chintan Trivedi
Company Secretary

Place : Ahmedabad
Date : 27th May, 2015

Notes on Consolidated Financial Statements
For the Year ended on 31st March, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

a) Accounting Convention

The consolidated financial statements are prepared on historical cost basis and based on accrual method of accounting and applicable Accounting Standards by consolidating the accounts of Parent Company with its subsidiaries in accordance with generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

b) Principles of Consolidation

i) The financial statements of the Parent Company and its Subsidiaries have been consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating intra-group balances and the unrealised profits/losses on intra-group transactions in accordance with Accounting Standard (AS) 21, ''Consolidate Financial Statements". The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the Balance Sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the consolidated entities. The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.

ii) The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2015.

iii) The difference between the cost of investment in the Subsidiaries, over the net assets at the time of acquisition of shares in the Subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

iv) Following subsidiary companies have been considered in the preparation of the consolidated financial statements:

Name of the entity	Relationship	Country of Incorporation	Ownership held by	% of Holding	
				31st March, 2015	31st March, 2014
Transpares Ltd.	Subsidiary Company	India	Transformers & Rectifiers (India) Limited	51%	51%
Transweld Mechanical Engineering Works Ltd.	Subsidiary Company	India		100%	100%
TARIL Infrastructure Ltd.	Subsidiary Company	India		100%	100%
Savas Engineering Company Pvt. Ltd.	Subsidiary Company / Associate Company (till June, 2014)	India		100%	50%

v) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

c) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

d) Fixed Assets

i) Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes and levies, freight and other incidental expenses related to acquisition and installation of the respective assets.

ii) Certain computer software and technical knowhow costs are capitalised and recognized as intangible assets in terms of Accounting Standard 26 on intangible assets based on materiality, accounting prudence and significant economic benefits expected to flow therefrom for a period longer than 1 year. Capitalised cost include direct cost of implementation and expenses directly attributable to the implementation.

iii) At each Balance Sheet date, whether there is any indication that any asset may be impaired. If such assets are considered to be impaired the impairment loss is then recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. For the purpose of assessing impairment, assets are grouped at the smallest level for which there are separately identifiable cash flows.

e) Depreciation and Amortisation Expense

i) Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

ii) Depreciation on tangible fixed assets is provided on the Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the unamortised carrying value of the following categories of assets as on 1st April, 2014 , in whose case the life of the assets has been assessed as under based on taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Plant & Machineries - 21 years | Electrification - 21 years | Computers - 5 years

Pursuant to the transition provisions prescribed in Schedule II to the Act, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1st April, 2014.

iii) Intangible assets are amortised over their estimated useful life on straight line method as follows, as estimated at the time of acquisition:
a) Computer software costs capitalized and amortized over estimated useful life of 3 to 5 years.
b) Technical Knowhow costs capitalized and amortized over estimated useful life of 10 years.

f) Investments

i) Long Term investments are stated at cost and provision is made to recognize any diminution in value, other than that of temporary nature.

ii) Current investments are carried at lower of cost and fair value. Diminution in value is charged to the profit and loss statement.

g) Inventories

i) Raw materials, Process stock and Finished Goods are valued at lower of cost or net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

ii) Cost for Raw materials is determined on Weighted Average, net of Cenvat credit availed.

iii) Cost for Finished Goods and Process Stock is determined taking material cost [Net of Cenvat credit availed] labour and relevant appropriate overheads and Cenvat duty.

h) Revenue Recognition

In appropriate circumstances, Revenue (income) is recognized when no significant uncertainty as to determination or realisation exists.

i) Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

j) Sales, Contract Revenue and Service Income

Sales are accounted on dispatch of goods. Export sales are accounted on the basis of date of Bill of lading. Sales value is inclusive of Cenvat Duty but does not include other recoveries such as insurance charges, transport charges etc. Service income excludes service tax.

Contract revenue is recognised on percentage completion method. The stage of completion is determined as a proportion to the contract cost incurred upto the reporting date to the estimated total contract costs. When it is probable that the total contract cost will exceed total contract revenue, the expected loss is recognised as an expense immediately. Total contract cost is determined based on technical and other assessment of cost to be incurred.

k) Cenvat credit

Cenvat credit is accounted for on accrual basis on purchase of eligible inputs, capital goods and services.

l) Foreign Currency Transactions

i) Monetary items denominated in foreign currency are translated at the exchange rate prevailing on the last day of the accounting year. Foreign currency transactions are accounted at the rate prevailing on the date of transaction.

ii) Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

ii) Gain or loss arising out of translation/conversion is taken credit for or charged to the profit and loss statement.

m) Accounting for forward contracts

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.

n) Employees Benefits Expense

i) Defined Contribution Plan

The Company's contributions paid / payable for the year to Provident Fund are recognized in the profit and loss statement.

ii) Defined Benefit Plan

The Company's liabilities towards gratuity, and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the balance sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

o) Borrowing Cost

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

p) Taxes on Income

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with provision of Income Tax Act, 1961.

Deferred tax resulting from "timing difference "between book and taxable profit is accounted for using the tax rates and laws that have been enacted or subsequently enacted as on the balance sheet date. The Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future, however where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.

q) Leases

i) Assets acquired under lease where the Company has substantially all risk and rewards incidental to ownership are classified as finance leases. Such assets are capitalised at the inception of lease at the lower of fair value or the present value of minimum lease payment and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability of each period.

ii) Assets acquired on lease where a significant portion of risk and rewards incidental to ownership is retained by the lessor are classified as operating lease. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis over the lease term.

r) Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

s) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

(₹ in Lacs)

2. SHARE CAPITAL	As at 31st Mar 2015	As at 31st Mar 2014
Authorised		
15,000,000 Equity Shares of ₹ 10/- each	1,500.00	1,500.00
	1,500.00	**1,500.00**
Issued, Subscribed and Paid Up		
13,256,411 (Previous year 13,256,411) Equity Shares of ₹ 10/- each fully paid up	1,325.64	1,325.64
TOTAL	**1,325.64**	**1,325.64**

(i) Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the reporting period

	(in Nos) As at 31st Mar 2015	(₹ in Lacs) As at 31st Mar 2015	(in Nos) As at 31st Mar 2014	(₹ in Lacs) As at 31st Mar 2014
At the Beginning of the period	13,256,411	1,325.64	12,923,611	1,292.36
Bonus Shares Issued during the period	-	-	332,800	33.28
Outstanding at the end of period	**13,256,411**	**1,325.64**	**13,256,411**	**1,325.64**

(ii) Details of Shareholders holding more than 5 % of Equity Shares:

Jitendra U. Mamtora	Nos.	8,858,992	8,858,992
	% Holding	66.83%	66.83%
Jitendra U. Mamtora (HUF)	Nos.	682,931	682,931
	% Holding	5.15%	5.15%

(iii) Details of Equity Shares allotted as fully paid up by way of bonus shares, shares issued for consideration other than cash (During last 5 years immediately preceding reporting date)

Equity shares allotted as fully paid bonus shares	-	332,800

(iv) Rights of Equity Shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(₹ in Lacs)

3. RESERVES & SURPLUS	As at 31st Mar 2015	As at 31st Mar 2014
Securities Premium Reserve		
Balance as per last balance sheet	13,474.85	13,508.13
Less : Utilized during the year for issue of bonus shares	-	33.28
	13,474.85	13,474.85
Capital Reserve on Consolidation		
Balance as per last balance sheet	46.29	46.29
General Reserve		
Balance as per last balance sheet	2,286.87	2,286.87
Surplus in Profit and Loss Statement		
Opening Balance	17,213.11	16,831.62
Add : Profit/(Loss) for the Year	(803.17)	518.79
Less : Appropriations		
Proposed final equity dividend	-	118.79
Tax on proposed equity dividend	-	18.51
Transfer to general reserve	-	-
Depreciation of transition to Schedule-II of the Companies Act, 2013 on Tangible Fixed Asset with remaining useful life (Net of Deferred Tax of ₹ 58.03 Lacs)	119.42	-
Net surplus in profit and loss statement	16,290.52	17,213.11
TOTAL	**32,098.53**	**33,021.12**

(₹ in Lacs)

4. LONG TERM BORROWINGS

	As at 31st Mar 2015	As at 31st Mar 2014
Secured Loans		
Term Loan for Vehicles (Refer note 1 below)	200.20	412.09
Term Loans from Bank (Refer note 2 below)	1,663.89	1,710.67
TOTAL	**1,864.09**	**2,122.76**

Notes :

1. Secured by Hypothecation of specific fixed assets purchased under Term Loan arrangement.
   Vehicle loans are repayable in equated monthly installments of ₹ 27.08 Lacs (Previous year ₹ 24.30 Lacs).
2. Secured by charge on fixed assets purchase out of Term Loan and charge on office building located at Gurgaon and also 2nd charge of fixed assets and current assets excluding fixed assets of Moraiya plant and in addition to above secured by personal guarantee of some of the directors.
   Bank loans are repayable in equated monthly installments of ₹ 3.89 Lacs (Previous year Nil) and quarterly installments of ₹ 219.00 Lacs (Previous year ₹ 130.75 Lacs).

5. DEFERRED TAX LIABILITIES (NET)

		As at 31st Mar 2015	As at 31st Mar 2014
Deferred Tax Liabilities			
In respect of difference between book & tax depreciation		1,632.93	1,380.48
	Total (A)	**1,632.93**	**1,380.48**
Deferred Tax Assets			
In respect of disallowance under the Income Tax Act, 1961		773.94	113.34
In respect of unabsorbed Depreciation		233.13	-
	Total (B)	**1,007.07**	**113.34**
	TOTAL (A-B)	**625.86**	**1,267.14**
The deferred tax liabilities/assets are off-set, where the group has a legally enforceable right to set-off assets against liabilities, and are presented in balance sheet as follows:			
Deferred Tax Liabilities (Net)	(a)	823.34	1,267.14
Deferred Tax Assets (Net)	(b)	197.48	-
	(a-b)	**625.86**	**1,267.14**

6. OTHER LONG TERM LIABILITIES

	As at 31st Mar 2015	As at 31st Mar 2014
Advance from customers	575.99	1,641.36
TOTAL	**575.99**	**1,641.36**

7. LONG TERM PROVISIONS

	As at 31st Mar 2015	As at 31st Mar 2014
Provision for Employee Benefits		
Gratuity	37.71	8.34
Leave encashment	59.13	59.54
TOTAL	**96.84**	**67.88**

8. SHORT TERM BORROWINGS

	As at 31st Mar 2015	As at 31st Mar 2014
Secured Loans		
Cash credit & short term loan from banks	12,562.11	14,201.49
Unsecured Loans		
Loan from Director	21.40	12.49
TOTAL	**12,583.51**	**14,213.98**

Nature of Security :
The above cash credit & short term loans from banks are secured by hypothecation of current assets of the Company on paripassu basis and collaterally secured by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant and also collaterally legal mortgage on paripassu basis on immovable properties situated at Changodar, Dhank and Ahmedabad and in addition to above secured by pledge of 21,10,000 equity shares of promoter and personal guarantees of some of the directors.

(₹ in Lacs)

9. TRADE PAYABLES	As at 31st Mar 2015	As at 31st Mar 2014
Sundry Creditors		
a) Micro & Small Enterprises	36.78	52.77
b) Others	17,858.22	21,948.78
TOTAL	**17,895.00**	**22,001.55**
i) The principal amount and the interest due thereon remaining unpaid to any supplier		
Principal Amount	36.78	52.77
Interest	2.16	2.79
ii) The amount of the interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day		
Principal Amount	539.99	1,049.67
Interest	-	-
iii) The amount of interest due and payable for the period of delay in making payment (Beyond the appointed day during the year)	13.72	11.56
iv) The amount of interest accrued and remaining unpaid	13.72	11.56
v) The amount of further interest remaining due and payable for the earlier years.	11.56	8.77

Note: The information has been given in respect of only those suppliers who have intimated the Company that they are registered as Micro and Small Enterprises.

10. OTHER CURRENT LIABILITIES	As at 31st Mar 2015	As at 31st Mar 2014
Current maturities of long-term debt (Refer notes 4 for details of the securities)	1,209.01	618.50
Interest accrued but not due on borrowings	9.02	8.72
Interest accrued & due on borrowings	45.87	47.13
Interest accrued & due on others	15.73	11.57
Advance from customers	2,446.50	2,327.39
Unclaimed share application money	-	3.56
Unclaimed dividend	6.81	6.47
Unclaimed Fraction share	0.45	0.45
Other liabilities	955.47	1,348.69
TOTAL	**4,688.86**	**4,372.48**

11. SHORT TERM PROVISIONS	As at 31st Mar 2015	As at 31st Mar 2014
Provision for gratuity	28.65	34.31
Provision for leave encashment	3.01	16.04
Proposed dividend	-	118.79
Provision for taxation (net of advance tax)	3.83	13.11
Tax on proposed dividend	-	18.51
TOTAL	**35.49**	**200.76**

(₹ in Lacs)

12. FIXED ASSETS

Assets	Gross Block				Depreciation & Amortisation							Net Block	
	As at 1st Apr 14	Acquisition during the Year (Refer note 31)	Additions	Deductions/ Adjustments	As at 31st Mar 15	As at 1st Apr 14	Acquisition during the Year (Refer note 31)	Transaction Adjustment records against Balance in statement of Profit & Loss a/c (Refer note below)	Additions	Deductions/ Adjustments	As at 31st Mar 15	As at 31st Mar 15	As at 31st Mar 14
Tangible Assets													
Land (Freehold)	220.45	25.82	68.87	-	315.14	-	-	-	-	-	-	315.14	220.45
Building	7,396.73	378.10	714.78	-	8,489.61	871.99	38.62	13.92	204.21	-	1,128.74	7,360.87	6,524.74
Plant & Equipment	7,938.95	176.13	2,708.37	58.95	10,764.50	2,178.23	23.74	0.65	464.03	20.63	2,646.02	8,118.48	5,760.72
Electrifications	707.25	47.81	282.30	-	1,037.36	209.55	7.22	0.16	94.79	-	311.72	725.64	497.70
Furniture & Fixtures	473.18	7.25	7.38	-	487.81	110.19	1.99	4.85	58.56	-	175.59	312.22	362.99
Office Equipments	589.94	5.25	30.20	-	625.39	116.44	2.17	109.49	148.60	-	376.70	248.69	473.50
Computer & Accessories	238.78	22.28	13.78	-	274.84	171.99	19.53	16.52	43.15	-	251.19	23.65	66.79
Vehicles	1,952.14	15.60	120.04	53.38	2,034.40	476.62	4.34	31.86	257.22	28.86	741.18	1,293.22	1,475.52
Total (A)	**19,517.42**	**678.24**	**3,945.72**	**112.33**	**24,029.05**	**4,135.01**	**97.61**	**177.45**	**1,270.56**	**49.49**	**5,631.14**	**18,397.91**	**15,382.41**
Intangible Assets													
Computer Software	395.76	16.88	-	-	412.64	303.39	14.92	-	35.76	-	354.07	58.57	92.37
Technical Knowhow	-	-	738.00	-	738.00	-	-	-	9.91	-	9.91	728.09	-
Total (B)	**395.76**	**16.88**	**738.00**	**-**	**1,150.64**	**303.39**	**14.92**	**-**	**45.67**	**-**	**363.98**	**786.66**	**92.37**
Total (A+B)	**19,913.18**	**695.12**	**4,683.72**	**112.33**	**25,179.69**	**4,438.40**	**112.53**	**177.45**	**1,316.23**	**49.49**	**5,995.12**	**19,184.57**	**15,474.78**
Previous Year	**18,826.79**	**-**	**1,155.14**	**68.75**	**19,913.18**	**3,451.03**	**-**	**-**	**1,000.14**	**12.77**	**4,438.40**	**15,474.78**	**15,375.76**
Capital Work in Progress												**1,126.35**	**2,589.72**

Note : During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 ("the Act), with effect from 1st April, 2014, the Company has adopted the useful lives of fixed assets as specified in Schedule II of the Act, w.e.f. 1st April, 2014. Accordingly, the unamortised carrying value of the assets as on that date is being depreciated over their revised remaining useful lives. Pursuant to the transition provisions prescribed in Schedule II to the Act, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1st April, 2014, and has adjusted an amount of ₹ 119.42 Lacs (Deferred Tax amount of ₹ 58.03 Lacs) against the opening balance of the statement of profit and loss under Reserves and Surplus.

13. NON CURRENT INVESTMENTS

	As at 31st Mar 2015	As at 31st Mar 2014
Trade Investments		
Investment in Associate Company (Unquoted)		
Face value ₹ 10 each, fully paid up :		
190,500 (6,350) Equity shares of Savas Engineering Company Pvt. Ltd.	-	51.33
Less : Capital Reserve	-	(9.83)
Add : share in accumulated Profit of Associate	-	(22.21)
Net Value of Investment	**-**	**19.29**
Non Trade Investments		
Investment in Equity instruments (Unquoted)		
Face value ₹ 100 each, fully paid up :		
1,250 (1,250) Equity shares of The Bhagyodaya Co-operative Bank Ltd.	1.25	1.25
Investment in Mutual Funds (Quoted)		
Face value ₹ 10 each, fully paid up :		
100,000 units of SBI Blue Chip Fund	10.00	10.00
TOTAL	**11.25**	**30.54**
(a) Aggregate market value of Quoted investments	19.44	13.11
(b) Aggregate amount of Unquoted Investments	1.25	20.54
(c) Aggregate provision made for diminution in value of Investments	-	-

14. LONG TERM LOANS & ADVANCES

	As at 31st Mar 2015	As at 31st Mar 2014
Unsecured, Considered Good		
Advances given for capital assets	265.50	398.84
Advance Income Tax (net of provision)	335.16	571.70
Electricity & other deposits	49.21	42.23
MAT credit entitlement	213.04	257.42
Deposits and balances with government and other authorities	22.83	-
TOTAL	**885.74**	**1,270.19**

(₹ in Lacs)

15. OTHER NON CURRENT ASSETS

	As at 31st Mar 2015	As at 31st Mar 2014
Deposits maturing after twelve months from reporting date	6.25	-
Trade receivables Retention money	504.63	348.79
Long Term Trade Receivables		
Unsecured, Considered Good	378.97	2.34
Other	-	10.66
TOTAL	**889.85**	**361.79**

16. INVENTORIES

	As at 31st Mar 2015	As at 31st Mar 2014
Raw materials	4,861.67	4,720.18
Raw materials goods in transit	891.86	186.19
Finished goods	1,008.74	798.09
Process stock	10,288.19	6,338.72
Contract Work in Progress	-	645.23
TOTAL	**17,050.46**	**12,688.41**

17. TRADE RECEIVABLES

	As at 31st Mar 2015	As at 31st Mar 2014
Trade Receivables outstanding for a period more than six months from the date they were due for payment		
Unsecured, considered good (Refer note 32)	3,494.25	2,773.67
Unsecured, considered doubtful	178.26	214.13
	3,672.51	2,987.80
Less : Provision for doubtful debts	178.26	214.13
	3,494.25	2,773.67
Others		
Unsecured, considered good	20,516.30	35,538.87
TOTAL	**24,010.55**	**38,312.54**

18. CASH AND CASH EQUIVALENTS

	As at 31st Mar 2015	As at 31st Mar 2014
Balances with Banks		
In current accounts	1,859.23	419.41
Deposits with maturity less than three months	232.11	-
Unclaimed share application money in escrow account	-	3.56
Unpaid Fraction bonus share amount	0.45	0.45
Unclaimed dividend money in escrow account	6.81	6.47
Other Bank Balances		
Deposits with maturity more than three months	43.16	91.01
Margin money deposits	1,194.11	1,162.60
Cash on Hand	7.35	5.12
Cheques in Hand	-	345.55
TOTAL	**3,343.22**	**2,034.17**

19. SHORT TERM LOANS & ADVANCES

	As at 31st Mar 2015	As at 31st Mar 2014
Loans and Advances to Related Parties		
Unsecured, considered good		
Savas Engineering Company Pvt. Ltd. (Refer note 31)	-	1,003.21
Loans and Advances to Others		
Unsecured, considered good		
Advances to suppliers	1,016.48	761.02
Prepaid expenses	180.79	279.05
Employee advances	130.07	126.09
Deposits and balances with government and other authorities	1,783.15	1,470.89
Other deposits	388.72	636.01
TOTAL	**3,499.21**	**4,276.27**

(₹ in Lacs)

20. OTHER CURRENT ASSETS	As at 31st Mar 2015	As at 31st Mar 2014
Export benefit receivable	41.89	196.77
Unbilled contract revenue	2,103.72	3,260.93
Interest receivable	12.04	6.14
Insurance claim receivable	81.23	185.91
Dividend receivable	-	1.80
Misc. expenditure - Preliminary expenses	0.41	0.62
TOTAL	**2,239.29**	**3,652.17**

21. REVENUE FROM OPERATIONS	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
Sale of Goods (Gross)	55,257.28	66,816.19
Contract Revenue	3,686.37	11,042.36
Service Income	1,242.33	2,019.39
Other Operating Income	935.44	1,116.35
TOTAL	**61,121.42**	**80,994.29**

22. OTHER INCOME	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
Interest received from Banks	122.64	110.15
Interest received from Others	71.80	267.76
Dividend income		
On Trade investments - Investment in Equity Shares	9.88	-
On Non Trade investments - Investment in Mutual Funds	0.15	1.96
Other non operating income	10.77	2.48
Foreign exchange gain (Net)	60.57	30.93
TOTAL	**275.81**	**413.28**

23. (INCREASE)/DECREASE IN STOCK OF FINISHED GOODS AND PROCESS STOCK	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
Closing Stock		
Finished Goods	1,008.74	798.09
Process Stock	10,057.24	6,983.95
	11,065.98	7,782.04
Less : Opening Stock		
Finished Goods	798.37	458.98
Process Stock	6,983.67	6,268.99
	7,782.04	6,727.97
TOTAL	**(3,283.94)**	**(1,054.07)**

24. EMPLOYEE BENEFITS EXPENSE	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
Salaries & Wages, Bonus, Gratuity, etc.	2,323.37	2,309.24
Contribution to Provident and other funds	119.43	117.03
Employee welfare expenses	69.15	82.64
TOTAL	**2,511.95**	**2,508.91**

25. FINANCE COSTS	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
Interest expenses	2,842.35	2,339.04
Other finance cost	79.25	79.88
TOTAL	**2,921.60**	**2,418.92**

(₹ in Lacs)

26. OTHER EXPENSES	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
Power & Fuel	948.63	910.39
Stores & spares consumed	44.53	62.91
Labour charges	1,857.54	1,704.82
Testing & other manufacturing cost	883.25	1,196.38
Cenvat duty provided on stock	47.62	41.01
Selling expenses	392.15	297.01
Freight & forwarding charges	850.41	822.19
Fleet operating cost	50.33	76.93
Advertisement expenses	123.91	81.80
Stationary, Printing, Postage and Telephone expenses	121.75	112.94
Repairs		
Plant and Machinery	219.41	214.99
Factory Building	47.41	19.41
Office & others	39.62	25.88
Insurance	147.88	51.95
Rent	49.72	55.09
Rates and taxes	3.46	7.70
Bank charges	229.80	203.76
Travelling & conveyance expenses	609.60	574.87
Directors sitting fees	2.67	2.63
Legal & professional charges	280.00	270.26
Audit fees	13.75	13.75
Late delivery charges	177.25	361.46
Provision for doubtful debts	7.39	44.91
Bad debts written off	41.91	-
Cenvat duty expense	27.76	22.57
Loss on sale of fixed assets	9.56	14.65
Expenses of Corporate Social Responsibility	1.36	-
Site Expenses	3.18	-
After sales/replacement expenses	0.14	0.40
Preliminary expenses (Written off during the year)	0.21	0.21
Prior period expenses	50.09	-
Premium on forward contract amortised	11.93	1.77
General charges	313.76	386.18
TOTAL	**7,607.98**	**7,578.82**

27. Details of Subsidiaries/Associate

The consolidated financial statements (CFS) comprise the financial statements of the Parent Company, Transformers and Rectifiers (India) Ltd. and the following subsidiaries and associates:

Name of the Company	Type	Country of incorporation	Proportion of ownership interest	Date of investment
Transweld Mechanical Engineering Works Ltd.	Subsidiary	India	100%	1st Aug, 2006
TARIL Infrastructure Ltd.	Subsidiary	India	100%	22nd Aug, 2012
Transpares Ltd.	Subsidiary	India	51%	2nd Oct, 2006
Savas Engineering Company Pvt. Ltd.*	Subsidiary	India	100%	1st July, 2014

* Company has acquired balance 50% shares on 1st July, 2014

28. Contingent liabilities in respect of	As at 31st Mar 2015	As at 31st Mar 2014
Disputed demand of Central Excise/Income Tax Department	482.64	800.49

29. Commitments	As at 31st Mar 2015	As at 31st Mar 2014
a) Guarantee given by bankers on behalf of Company	31,661.94	31,451.12
b) Corporate Guarantees of ₹ 2,490.00 Lacs (Previous year ₹ 2,480.00 Lacs) given by Company for loan taken by a subsidiary / Associate Company		
Balance of such loans outstanding	833.83	854.35
c) Performance Corporate Guarantees given by Company	13.48	24.58
d) Bills Discounted with Banks	1,403.92	6,756.76
e) Import duty benefit towards duty free import of raw materials	41.89	-
f) Claims against Company not acknowledged as debts	Amount not ascertained	Amount not ascertained

30. Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for ₹ 177.26 Lacs (Previous year ₹ 581.96 Lacs).

31. "During the year, the Company has purchased 6,350 nos. Equity shares of ₹ 10 each of its Associate Company viz M/s Savas Engineering Company Pvt. Ltd. for an amount of ₹ 12.70 Lacs as a result, Savas Engineering Company Pvt. Ltd has become a wholly owned subsidiary of the Company.

The Company has an investment of ₹ 409.80 Lacs in its subsidiary company "Savas Engineering Company Private Limited." by way of equity. The Company has also given an interest bearing loan of ₹ 647.61 Lacs to the said wholly owned subsidiary company. As per the Audited financial statements for the year ended on 31st March 2015, its net worth is ₹ 145.31 Lacs. In the opinion of the management the aforesaid investment in equity and loan is long term and strategic in nature. The Company has obtained an independent valuation report from Government Approved Valuer as at 1st March, 2015 for the wholly owned subsidiary company's land and office & factory buildings, which value is in excess of the cost of investment and loan given and hence there is no diminution in value of investment and therefore no provision is considered necessary for the current financial year and loan amount is considered good and recoverable."

32. Trade receivables outstanding for more than 6 months include receivables of ₹ 1,254.82 Lacs, which are overdue from a customer whose gas based power plant project is in an advanced stage of completion. The commissioning of the said plant is dependent on the supplies of natural gas. Though the customer is confident of obtaining the requisite gas allocation from the Government of India (GOI), there are uncertainties in respect of timing of getting the gas allocation from the GOI. The customer has confirmed the outstanding balance as on 31st March 2015, and based on the frequent discussions with the customer, the management of the Company is hopeful of recovering the outstanding amount and hence said amount is considered good and recoverable.

33. Disclosures regarding Revenue recognition under AS 7 - Construction Contracts

(₹ in Lacs)

The amounts to be disclosed in accordance with the Standard are as follows:	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
Contract revenue recognised as revenue in the period	3,690.35	11,042.36
Contract costs incurred upto the reporting date	5,031.76	11,000.25
Recognised profits (less recognised losses) upto the reporting date	(1,341.41)	42.11
Advances received	559.97	1,396.24
Gross amount due from customers for contract work- presented as an asset	3,896.50	9,418.03
Gross amount due to customers for contract work- presented as a liability	-	-

34. Disclosures regarding Derivative Instruments

(a) The Company uses forward exchange contracts to hedge its exposure in foreign currency. There are no contracts entered into for the purpose of speculation.

(b) The information on derivative instruments as on 31st March, 2015 is as follows :

Exposure hedged by Derivative Instruments

(Amount in Lacs)

	No. of Contacts		Foreign Currency Amount		Reporting Currency Amount (INR)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Forward cover for Import Payable - USD	6	1	11.69	3.82	744.34	228.71

Unhedged Exposures

(Amount in Lacs)

	Foreign Currency Amount		Reporting Currency Amount (INR)	
	2014-15	2013-14	2014-15	2013-14
Accounts Receivable				
USD	1.63	0.50	101.63	30.07
Account Payable				
USD	16.33	12.46	1,020.86	746.10
EURO	1.53	0.29	102.95	23.86

Expenditure on account of Premium on forward exchange contracts to be recognized in profit & loss statement of subsequent accounting period aggregates to ₹ 11.93 Lacs (Previous year ₹ 1.77 Lacs).

35. Employee Benefits

Defined Benefit Plans :

(₹ in Lacs)

		Gratuity		Leave Encashment	
		2014-15	2013-14	2014-15	2013-14
i	**Expenses recognised in profit & loss statement for the year**				
	Current service cost	30.67	27.09	17.43	15.01
	Interest cost	17.24	13.93	6.31	6.50
	Expected return on plan assets	(12.96)	(12.34)	-	-
	Prior year changes	-	-	-	-
	Past service cost	-	-	-	-
	Net actuarial losses/(gains)	(9.21)	(15.14)	(16.80)	(26.13)
	Total Expenses	**25.74**	**13.54**	**6.94**	**(4.62)**
ii	**Reconciliation of opening and closing balances of changes in present value of the defined benefit obligation**				
	Opening defined benefit obligation	193.92	177.34	75.58	82.83
	Acquisition during the Year (Refer note 31)	12.27	-	1.80	-
	Service cost	30.67	27.09	17.43	15.01
	Interest cost	17.24	13.93	6.31	6.50
	Actuarial losses/(gains)	(7.72)	(18.12)	(16.80)	(26.13)
	Losses/(gains) on curtailments	-	-	-	-
	Liabilities extinguished on settlements	-	-	-	-
	Prior year changes	-	-	-	-
	Past service cost	-	-	-	-
	Benefits paid	(51.65)	(6.32)	(22.17)	(2.13)
	Closing defined benefit obligation	**194.73**	**193.92**	**62.15**	**75.58**
iii	**Reconciliation of opening and closing balances of changes in fair value of plan assets**				
	Opening fair value of plan assets	151.26	147.55	-	-
	Adjustment	-	(1.19)	-	-
	Expected return on plan assets	12.96	12.34	-	-
	Actuarial gains and (losses)	1.49	(3.00)	-	-
	Assets distributed on settlements	-	-	-	-
	Contributions by employer	0.37	1.88	-	-
	Benefits paid	(51.65)	(6.32)	-	-
	Closing balance of fair value of plan assets	**114.43**	**151.26**	**-**	**-**
iv	**Net Liability recognised in the Balance Sheet**				
	Defined Benefit Obligation	194.73	193.92	62.15	75.58
	Fair Value of plan assets	114.43	151.26	-	-
	Present Value of unfunded obligation recognised as liability	**80.30**	**42.66**	**62.15**	**75.58**
v	**Past four years data for define benefit obligation and fair value of plan assets are as under:**	**2013-14**	**2012-13**	**2011-12**	**2010-11**
	Gratuity				
	Defined Benefit Obligation	193.92	177.34	143.19	117.02
	Fair value of plan assets	151.26	147.55	111.13	103.41
	Present Value of unfunded obligation recognised as liability	**42.66**	**29.79**	**32.06**	**13.61**
	Leave Encashment				
	Defined Benefit Obligation	75.58	82.33	54.87	39.05
	Fair value of plan assets	-	-	-	-
	Present Value of unfunded obligation recognised as liability	**75.58**	**82.33**	**54.87**	**39.05**
vi	**Actual Return on Plan Assets**	**-**	**-**	**-**	**-**
vii	**Major categories of Plan Assets as a percentage of total plan assets are as follows:**				
	Policy of Insurance	100%	100%	-	-

viii	**Actuarial Assumptions**	**As at 31st March, 2015**
	Discount rate	8.00 %
	Expected rate of return on plan assets	8.50 %
	Expected rate of salary increase	6.00 %
	Mortality	LIC (1994-96) published table of mortality rates
	Withdrawal rates	5% at younger ages reducing to 1% at older age
	Retirement age	58 years
	Actuarial valuation method	Projected unit credit method

Defined Contribution Plans :

₹ 102.61 Lacs (Previous year ₹ 102.22 Lacs) recognised as an expense and included in the Note 24 of profit & loss statement under the head "Contribution to Provident and other funds".

36. Details of Pre Operative Expenses

(₹ in Lacs)

		As at 31st Mar 2015	As at 31st Mar 2014
Opening Balance		**204.04**	**153.65**
Add:			
Interest and finance charges		28.59	55.07
	TOTAL (A)	**232.63**	**208.72**
Less:			
Capitalised during the year		214.01	4.68
	TOTAL (B)	**214.01**	**4.68**
Closing Balance:	**TOTAL (A-B)**	**18.62**	**204.04**

Details of Preoperative Expenses capitalized during the year :

Fixed asset	Year Ended on 31st Mar 2015	Year Ended on 31st Mar 2014
Building	3.35	-
Plant & Equipment	184.06	4.68
Electrical Installation	26.60	-
TOTAL	**214.01**	**4.68**

37. Related party transactions

(a) Names of related parties and description of relationship :

Sr.	Nature of Relationship	Name of Related Parties
1	Key Management Personnel	Mr. Jitendra U. Mamtora Mr. Satyen J. Mamtora Mrs. Karuna J. Mamtora Mr. Vinod Masson Mr. Hitendra M. Doshi Mr. Sunil Jain
2	Relatives of Key Management Personnel	Ms. Janki Jitendra Mamtora Ms. Aakanksha Mamtora Mr. Dilip Mamtora Mr. Bipin Mamtora Mr. Ashok Jain
3	Enterprises over which Key Managerial Personnel is able to exercise significant Influence	Benchmark HR Solutions (India) Pvt. Ltd. Jitendra U. Mamtora (HUF) Transpower Skytrek Tours & Travels

(b) Details of transactions with related parties : (₹ in Lacs)

A	Volume of Transactions	2014-15	2013-14
1)	**Service Received**		
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Benchmark HR Solutions (India) Pvt. Ltd.	4.07	2.48
	Skytrek Tours & Travels	148.75	140.80
	Relatives of Key Managerial Personnel		
	Mr. Ashok Jain	-	0.27
2)	**Service Rendered**		
	Associate Company		
	Savas Engineering Company Pvt. Ltd.	-	6.06
3)	**Rent Paid**		
	Key Managerial Personnel		
	Mrs. Karuna J. Mamtora	2.40	2.22
4)	**Loan Taken / Repaid and Interest thereon to**		
	Key Managerial Personnel		
	Mr. Jitendra U. Mamtora		
	Loan taken	3,020.32	1,321.65
	Loan repaid	3,066.30	1,362.75
	Interest	45.98	41.10
	Balance as at 31st March	-	-
	Balance as at 1st April	-	-
	Mr. Satyen J. Mamtora		
	Loan taken	22.12	12.80
	Loan repaid	14.99	0.52
	Interest	1.78	0.21
	Balance as at 31st March	21.40	12.49
	Balance as at 1st April	12.49	-
5)	**Managerial Remuneration**		
	Mr. Jitendra U. Mamtora	105.01	48.00
	Mr. Satyen J. Mamtora	83.41	48.00
	Mrs. Karuna J. Mamtora	22.21	22.09
	Mr. Vinod Masson	24.00	24.00
	Mr. Hitedra M Doshi	23.00	23.00
	Mr. Sunil Jain	18.00	18.00
6)	**Dividend Paid**		
	Key Managerial Personnel		
	Mr. Jitendra U. Mamtora	66.44	66.44
	Mr. Satyen J. Mamtora	0.73	0.73
	Mrs. Karuna J. Mamtora	2.01	2.01
	Mr. Hitendra M. Doshi	9.48	-
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Mr. Jitendra U. Mamtora (HUF)	5.12	5.12
	Relatives of Key Managerial Personnel		
	Ms. Janki Mamtora	0.16	0.16
	Mr. Bipin Mamtora	-	-
	Mr. Dilip Mamtora	-	-

B	Balance at the end of the Period	As at 31st Mar 15	As at 31st Mar 14
	Due To		
	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence		
	Skytrek Tours & Travels	7.44	0.47
	Benchmark HR Solutions (India) Pvt. Ltd.	0.31	-

38. Payment to Political Party

(₹ in Lacs)

	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Bhartiya Janta Party	40.00	100.00

39. Leases

Operating Lease

Lease rentals charged to revenue for lease agreements for the right to use the following assets are following:

(₹ in Lacs)

	Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Office Premises	7.23	23.69
Godown	3.50	3.68

The Lease agreements are executed for a period of 11 months with a renewal clause and also provide for termination at will by either party by giving prior notice.

40. Earnings Per Share

		Year ended on 31st Mar 2015	Year ended on 31st Mar 2014
Net Profit/(Loss) for the period (₹ in Lacs)	(a)	(803.17)	518.79
Weighted Average number of equity shares (Nos.)	(b)	13,256,411	13,256,411
EPS (Basic & Diluted) (₹)	(a)/(b)	(6.06)	3.91
Nominal value of Equity Shares (₹)		10.00	10.00

41. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 :

Name of the entity in the	Net asset/(liabilities), i.e. Total assets minus Total liabilities		Share in Profit/(Loss)	
	As % of consolidated net assets	Amount (₹ in Lacs)	As % of consolidated Profit/(Loss)	Amount (₹ in Lacs)
Parent Company:				
Transformers & Rectifiers (India) Limited	96.82%	32,813.79	(80.33%)	(645.20)
Indian Subsidiaries :				
Transpares Ltd.	2.41%	816.39	1.70%	13.65
TARIL Infrastructure Ltd	0.21%	69.67	3.40%	27.29
Transweld Mechanical Engineering Works Ltd.	1.30%	439.42	3.30%	26.47
Savas Engineering Company Private Limited (w.e.f. 1st July, 2014)	(0.74%)	(247.51)	(28.07%)	(225.38)
Total	**100.00%**	**33,891.76**	**(100.00%)**	**(803.17)**

42. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure.

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117365W

Gaurav J. Shah
Partner
Membership No. 35701

Place : Ahmedabad
Date : 27th May, 2015

For and on behalf of the Board of Directors

Jitendra U. Mamtora
Chairman
DIN: 00139911

Satyen J. Mamtora
Managing Director
DIN: 00139984

Rahul Shah
CFO

Chintan Trivedi
Company Secretary

Place : Ahmedabad
Date : 27th May, 2015

Financial Highlights (Standalone)

(₹ in Lacs)

Particular/Financial Year	2010-11	2011-12	2012-13	2013-14	2014-15
Revenue Accounts					
Revenue from Operations	53,357	50,515	50,213	70,810	53,322
Other Operating Income	327	861	755	1,016	847
Other Income	710	666	523	406	351
Total Income	54,394	52,042	51,491	72,232	54,520
EBIDTA before exceptional items	6,903	2,747	2,329	4,027	3,006
Depreciation & amortisation expense	579	611	698	928	1,200
Earning before finance costs, exceptional items and tax	6,324	2,136	1,631	3,099	1,806
Finance Costs	441	818	1,023	2,333	2,767
Profit before Taxes	5,883	1,318	608	766	(961)
Provision for Taxation	1,872	400	134	286	(316)
Profit for the year	4,011	918	474	480	(645)
Capital Accounts					
Gross Block	10,757	12,421	17,597	18,473	22,875
Net Block	8,754	9,934	14,417	14,377	17,455
Capital Work in Progress	1,633	2,722	1,705	2,568	1,110
Total Debt	6,414	4,041	10,389	16,339	14,999
Long Term Debt	-	-	812	2,693	3,028
Short Term Debt	6,414	4,041	9,577	13,646	11,971
Share Capital	1,292	1,292	1,292	1,326	1,326
Reserves & Surplus	30,638	31,556	31,918	32,250	31,488
Shareholders' Funds	31,930	32,848	33,210	33,576	32,814
Ratios					
Book Value Per Share (In ₹)	247	254	257	253	247
Market Price Per Share (In ₹)	246	161	77	92	227
Earnings Per Share (Basic & Diluted) (In ₹)	31.04	7.11	3.67	3.62	(4.87)

ATTENDANCE SLIP & PROXY FORM

transformers & rectifiers (india) ltd

Regd. Office: Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village : Moraiya, Taluka : Sanand, Dist: Ahmedabad-382213, Gujarat.
CIN : L33121GJ1994PLC022460

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP Id: _____

I/ We, being the member(s) of _____ Shares of Transformers and Rectifiers (India) Ltd, hereby appoint:

1) _____ of _____ having e-mail id _____ or failing him
2) _____ of _____ having e-mail id _____ or failing him
3) _____ of _____ having e-mail id _____

and whose signature are appended below as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Friday, 11th September, 2015 at 11:00 a.m. at the Registered Office at Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village : Moraiya, Taluka : Sanand, Ahmedabad - 382213 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

1) Consider and Adopt
   (a) Audited financial statement, reports of the Board of Directors and Auditors
   (b) Audited Consolidated Financial Statement
2) Re-appointment of Mrs. Karuna Mamtora who retires by rotation
3) Ratification of Appointment of Statutory Auditors
4) To re-appoint Mr. Vinod Masson as an Executive Director of the Company
5) To approve the remuneration of the Cost Auditor for the financial year ending 31st March, 2016

Affix ₹ 1/- Revenue stamp

Signed this ……..day of ……2015

_____
Signature of Shareholder

_____ _____ _____
Signature of First Proxy holder | Signature of Second Proxy holder | Signature of Third Proxy holder

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.

---------- Please Tear here ----------

transformers & rectifiers (india) ltd

Regd. Office: Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village : Moraiya, Taluka : Sanand, Dist : Ahmedabad-382213, Gujarat.
CIN : L33121GJ1994PLC022460

ATTENDANCE SLIP

Regd. Folio No./ DP Client ID

No. of Shares held

I certify that I am a member / proxy for a member of the Company.

I hereby record my presence at the 21st Annual General Meeting of the Company at the Registered Office at Survey No.427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Ahmedabad-382213 at 11:00 a.m. on Friday, 11th September, 2015.

_____
Name of the Member / Proxy
(in BLOCK letters)

_____
Signature of Member / Proxy

(Please fill up this attendance slip and hand over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting)

THIS PAGE IS INTENTIONALLY LEFT BLANK.

transformers & rectifiers (india) ltd

ISO 9001:2008 | ISO 14001:2004 | BS OHSAS 18001:2007

CIN : L33121GJ1994PLC022460

Registered Office: Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway,
Village: Moraiya, Taluka: Sanand, Dist: Ahmedabad-382213, Gujarat, India.
Tel.: 02717- 661661 Fax: 02717 - 661716
E-mail: info@transformerindia.com

www.transformerindia.com