



TARAPUR
TRANSFORMERS LIMITED

Annual Report 2014-15

Board of Directors

Mr. Chandrashekhar Trivedi
 Mr. Suresh Sakhamore
 Ms. Kiren Shrivastav
 Mr. Lalit Laxiram Agarwal

Statutory Auditors

M/s Raman S. Shah & Associates
 Chartered Accountants
 Indra Darshan, 'A' Wing 102, 1st Floor,
 Next to Jain Temple, Borivali (W),
 Mumbai – 400092.

Company Secretary & Compliance Officer

Ms. Pooja Soni

Registrar & Share Transfer Agents

Bigshare Services Private Limited
 E-2/3, Ansa Industrial Estate, Sakivihar Road,
 Saki Naka, Andheri (E), Mumbai – 400072.
 Tel – 022 4043 0200 Email: investor@bigshareonline.com

Chief Financial Officer

Mr. Kanji Dayabhai Chavda

Main Bankers

Canara Bank
 Overseas Main Branch,
 211, Dalal Tower, Nariman Point,
 Mumbai -400021

Registered Office

J-20, MIDC, Tarapur Industrial Area
 Boisar, Distt. Thane- 401506, Maharashtra
 Tel – 02525-605120
 Fax –02525-645555
 Email – complianceofficer@tarapurtransformers.com

Admin Office

201-204, Vikas Chambers, Link and Marve Road,
 Malad (West), Mumbai - 400064, Maharashtra
 Tel : 022 42728080, Fax: 022 28811225

UNITS**Pali Unit**

141, Manor Road, Village Pali
 Post – Posheri, Taluka – Wada, Dist.- Thane
 Tel – (91 2526) 645977
 Fax - (91 2526) 271154

Vadodara Unit

L/25/5, GIDC Industrial Estate
 Por- Ramnagamdi, Vadodara, Gujarat
 Tel- 0265-2830290 Fax – 0265-2339629

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CORPORATE IDENTITY NUMBER

L99999MH1988PLC047303

Website

www.tarapurtransformers.com

Investor Relations Email ID

complianceofficer@tarapurtransformers.com

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their e-mail addresses with the Company or Registrar and Share Transfer Agents M/s. Bigshare Services Pvt. Ltd. (RTA), to enable us to send all the documents through electronic mode in future.



NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of **Tarapur Transformers Limited** will be held at J-20, MIDC, Tarapur Industrial Area, Boisar, Thane- 401506, Maharashtra on Tuesday, 29th September, 2015 at 11.00 a.m. to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March 2015 including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss Account and Statement of Cash Flow, for the year ended as on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chandrashekhar Trivedi (Din:00135114) who retires by rotation and being eligible offers himself for re-appointment.
3. 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Raman S. Shah & Associates, Chartered Accountants, Mumbai having firm registration number 119891W issued by the Institute of Chartered Accountants of India (ICAI), be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of Twenty Eight Annual General Meeting (AGM) of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to implement this resolution".

SPECIAL BUSINESS:

4. To appoint Ms. Kiren Shrivastav (DIN: 01078946) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Kiren Shrivastav (DIN: 01078946), who was appointed as an Additional Director liable to retire by rotation pursuant to the provisions of Section 161 of the Companies Act, 2013 and whose term expires at this Annual General Meeting, has submitted a declaration that she meets the criteria for Independent Director pursuant to section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from the said Director under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the company, be and is hereby appointed as Non Executive Independent Director of the Company to hold office for 5 (five) consecutive years starting from 29th September, 2015 upto 28th September, 2020 and who shall not be liable to retire by rotation."
5. To appoint Mr. Lalit Laxiram Agarwal (DIN: 06427436) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Lalit Laxiram Agarwal (DIN: 06427436), who was appointed as an Additional Director liable to retire by rotation pursuant to the provisions of Section 161 of the Companies Act, 2013 and whose term expires at this Annual General Meeting, has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from the said Director under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the company, be and is hereby appointed as Non Executive Independent Director of the Company to hold office for 5 (five) consecutive years starting from 29th September, 2015 upto 28th September, 2020 and who shall not be liable to retire by rotation."
6. To appoint Mr. Suresh Sakhamore (DIN: 06873425) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Suresh Sakhamore (DIN: 06873425), who was appointed as an Additional Director liable to retire by rotation pursuant to the provisions of Section 161 of the Companies Act, 2013 and whose term expires at this Annual General Meeting, has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from the said Director under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the company, be and is hereby appointed as Non Executive Independent Director of the Company to hold office for 5 (five) consecutive years starting from 29th September, 2015 upto 28th September, 2020 and who shall not be liable to retire by rotation."
7. To appoint Mr. Chandrashekhar Trivedi (Din: 00135114) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:
"RESOLVED THAT pursuant to the provisions of 196, 197, 203 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the said act and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any statutory modification(s) or re-enactment(s) thereof and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the approval of the members be and is hereby accorded for the appointment of Mr. Chandrashekhar Trivedi (Din: 00135114) as Managing Director of the Company to hold office for 5 (five) years starting from 29th September, 2015 upto 28th September, 2020.

NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY/ PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- b. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share Capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company



carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- c. The Company has notified closure of register of members and transfer books from Thursday, September 24, 2015 to Monday, September 28, 2015 (both days inclusive).
- d. Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify to their Depository participants their change in address.
- e. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.
- f. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their respective copy of the Annual Report to the Meeting and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.
- g. Non – Resident Indian Members are requested to inform the Company's registrar and share transfer agents M/s. Bigshare Services Pvt. Ltd. immediately of -
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- h. The Register of Director and Key Managerial Personnel and their Shareholding maintained, under section 170 of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the 27th Annual General Meeting.
- i. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- j. To support the 'Green Initiative', the Members holding shares in physical form and who have not registered their email IDs, are requested to register the same with the Company's registrar and share transfer agents M/s. Bigshare Services Pvt. Ltd.
- k. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- l. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- m. The remote e-voting period commences on 26th September, 2015 (10:00 am IST) and ends on 28th September, 2015 (5:00 pm IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
- n. Instructions for Members for e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz: "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "TARAPUR TRANSFORMERS LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- o. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- p. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- q. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



- r. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2015.
- s. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- t. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- u. M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary (Membership No. FCS 6526 & COP 9089), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- v. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- w. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.tarapurtransformers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**By Order of the Board of Director
For Tarapur Transformers Limited**

Registered Office: -

J-20, MIDC, Tarapur Industrial Area, Boisar, Thane 401506

Tel.: 022 42728080, Fax: 022 28811225

Website: www.tarapurtransformers.com,

E-mail: complianceofficer@tarapurtransformers.com

CIN-L99999MH1988PLC047303

Pooja Soni

Company Secretary

Mumbai, 14th August, 2015

EXPLANATORY STATEMENT

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out the material facts relating to the business under Item No. 4, 5, 6, and 7 of the accompanying Notice:

Item No. 4 to 6:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and amended Listing agreement the Board of Directors of the Company should have at least one-third of the total number of Directors as Independent Director. The tenure of Independent Director will be for a period of five years and provisions relating to retirement of Directors shall not be applicable to Independent Directors.

The Board of Directors of the Company had appointed pursuant to the provisions of Section 161 of the Companies Act, 2013 (The Act), Mr. Lalit Laxiram Agarwal (DIN: 06427436), Ms. Kiren Shrivastav (DIN: 01078946) and Mr. Suresh Sakharam More (DIN: 06873425) as an Additional Director of the Company with effect from 14.11.2014, 13.02.2015 and 30.05.2015 respectively.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Lalit Laxiram Agarwal (DIN: 06427436), Ms. Kiren Shrivastav (DIN: 01078946) and Mr. Suresh Sakharam More (DIN: 06873425) would hold office up to the date of this Annual General Meeting.

The Board recommends the appointment of Mr. Lalit Laxiram Agarwal (DIN: 06427436), Ms. Kiren Shrivastav (DIN: 01078946) and Mr. Suresh Sakharam More (DIN: 06873425) as an Independent Directors, in accordance with the Provisions of Section 149 read with Schedule IV of the Companies Act, 2013, to hold office for a term up to five consecutive years on the Board of Directors of the Company with effect from the date of this Annual General Meeting.

The Company has received Notices in writing from the respective directors along with the requisite Deposit in accordance with Section 160 of the Companies Act, 2013 proposing themselves as candidates to be appointed as Independent Directors.

The Company has also received the declarations from the above mentioned Independent Directors to the effect that they meet the criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement.

In the opinion of Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 read with the relevant Rules and the Listing Agreement, for their respective appointment as Independent Director and they are independent of Management.

Brief Profile of an Independent Directors to be appointed, the nature of their expertise, names of Companies in which they hold Directorship and Membership/Chairmanship of Board Committee shareholding in the Company etc. as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange are furnished in the Corporate Governance Report forming part of the Annual Report.

The Board of Directors is confident that their vast knowledge and experience will be of great value to the Company and hence commends the resolution set out at item no. 4 to 6 of the notice as an ordinary resolution for the your approval.

The above Independent Directors are interested in the Resolutions mentioned at Item Nos. 4 to 6 of the Notice with regard to their respective appointments only.

Except as provided above, none of the other Directors, Key Managerial Personnel of the Company or their respective relative is in any way concerned or interested in the said resolutions. The explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 7:

The Board recommends the appointment of Mr. Chandrashekhar Trivedi (Din: 00135114) as Managing Director of the Company, to hold office for a term up to five consecutive years on the Board of Directors of the Company with effect from the date of this Annual General Meeting.



The Board of Directors is confident that their vast knowledge and experience will be of great value to the Company and hence commends the resolution set out at item no. 7 of the notice as an special resolution for the your approval.

The above Director is interested in the Resolutions mentioned at Item Nos. 7 of the Notice with regard to their appointments only.

Except as provided above, none of the other Directors, Key Managerial Personnel of the Company or their respective relative is in any way concerned or interested in the said resolutions. The explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

By Order of the Board of Director
For Tarapur Transformers Limited

Registered Office: -

J-20, MIDC, Tarapur Industrial Area, Boisar, Thane 401506

Tel.: 022 42728080, Fax: 022 28811225

Website: www.tarapurtransformers.com,

E-mail: complianceofficer@tarapurtransformers.com

CIN-L99999MH1988PLC047303

Pooja Soni

Company Secretary
Mumbai, 14th August, 2015

DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting Twenty Seventh Annual Report together with the Audited Accounts and Auditors' Report for the year ended 31st March, 2015.

1. **Financial summary or highlights/ Performance of the Company (Standalone):** The financial performance of the Company for the Year ended 31st March, 2015 is as summarized below: (Rs. In Lacs)

Particulars	2014-2015	2013-2014
Gross Turnover & Other Income	3919.31	4458.70
Profit/(Loss) before Interest, Depreciation & Taxation	(99.86)	(721.40)
Less – Interest	28.06	398.44
Profit/(Loss) before Depreciation & Taxation	(127.92)	(1119.84)
Less – Depreciation	202.08	92.29
Profit / (Loss) before tax	(330.00)	(1212.13)
Less– Provision for Taxation (Including Deferred Tax)	-	-
Net Profit / (Loss) for the year	(330.00)	(1212.13)
Add/(less) Surplus/ (deficit) brought forward from previous Year	(2663.77)	(1451.64)
Add/(less) Retain Value Assets	(3.23)	-
Profit available for Appropriations/(Loss)	(2997.00)	(2663.77)
Appropriations:	-	-
Balance Carried to Balance Sheet	(2997.00)	(2663.77)

2. **Performance Review:**

The Turnover of the Company has decreased to Rs. 3730.59 Lacs, and the Company has incurred net loss of Rs. 330.00 Lacs for the F.Y 2014-15. The same is mainly due to fall in demand and rise in the prices of major raw materials and high interest rates.

3. **Extract of Annual Return:** Extract of Annual Return as provided under sub-section (3) of section 92 in Form No. MGT – 9. (Annexure 1).

4. **Number of meetings of the Board of Directors:** During the year 2014-15, 4 meeting of the Board of Directors held.

5. **Directors' Responsibility Statement:** The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) 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

6. **Auditors' Report:**

As regards Auditors remarks in the Audit report, comments of the **Board of Directors are as under:-**

a) **Auditors' Remark:**

The company has sent letters to customers in respect of trade receivables for confirming balances outstanding as at March 31, 2015, but in most of the cases



the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2015. In the absence of confirmation any provision to be made for adverse variation in the carrying amounts of trade receivable is not quantified.

Boards Comments on the same:

The Board considers all outstanding balance of customers as on 31st March, 2015 as good and recoverable.

b) Auditors' Remark:

The company has sent balance confirmation letters to parties who are not covered in the register maintained under Section 189 of the Companies Act, 2013, but in most of the cases the company have not received written confirmation confirming the balance outstanding as at March 31, 2015. Further, in respect of loans granted, repayment of the principal amount was not as stipulated and payment of interest has also not been regular.

Boards Comments on the same:

Company has received balance confirmation from some of the Companies and are vigorously following up with the rest of the borrowers. Company expects to receive balance confirmation from all the companies to whomsoever advances have been given. Efforts are made to regularize arrears and recovery against overdue principal and interest

c) Auditors' Remark:

The Company has not provided for interest payable to Canara Bank amounting to Rs. 668.09 Lacs for the year ended 31st March 2015. The Company has also not made any provision for penal interest claimed by the bank. As a result the loss for the year ended 31st March 2015 is understated by Rs. 668.09 Lacs & current liabilities as at 31st March 2015 are also understated by Rs.668.09 Lacs and also reserves are overstated by Rs. 668.09 Lacs. The amount of penal interest cannot be quantified as the details have not been received from the bank.

Boards Comments on the same:

Based on the Legal advice received by the Company, it has been decided not to provide any interest on liability of Canara Bank.

- d) As regard Auditors' remarks in the Annexure to their report under Item No. (vii) (a) and (b) and (IX) With respect to non-payment of Maharashtra VAT, Service Tax, Income Tax, Maharashtra Labour Welfare and Professional Tax the same is self explanatory

7. Loan and Investment by Company: Particulars of loans, guarantees or investments under section 186.(Annexure 2)

8. Particulars of contracts or arrangements with related parties: The particulars of every contract or 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 arms length transactions under third proviso thereto is given in Form No. AOC-2. (Annexure 3)

9. Reserves: In the financial year 2014-15 reserve maintained with the Company is Rs. 3347.85 lacs while in year 2013-14, reserve was Rs. 3681.08. This reduction is due to retain value of Fix Assets of Rs.3.23 lacs and Loss for the year 2014-15 of Rs 330 Lacs.

10. Dividend: Your Directors do not recommend any dividend for the year under review in view of losses incurred.

11. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report: No such Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

12. Conservation of energy, technology absorption and foreign exchange earnings and outgo: The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A. Conservation of energy:

- i. the steps taken or impact on conservation of energy: NIL;
- ii. the steps taken by the company for utilising alternate sources of energy: NIL;
- iii. the capital investment on energy conservation equipments: NIL.

B. Technology absorption:

- i. the efforts made towards technology absorption: NIL;
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution: NIL;
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a) the details of technology imported: NIL;
 - b) the year of import: NIL;
 - c) whether the technology been fully absorbed: NIL;
 - d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NIL; and
- iv. the expenditure incurred on Research and Development: NIL.

C. Foreign exchange earnings and Outgo: The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows: Inflow: Nil and Outflow: Nil.

13. Risk management policy: Our Company maintains conducive work environment and provides adequate motivation to perform. However senior management team members or key personnel may choose to leave the organization in which case operations of our Company may be affected. However in such eventuality we will promptly fill the vacancy through either fresh recruitment or internal promotion.

14. Change in the nature of business, if any: NO

15. Directors:

A) Changes in Directors and Key Managerial Personnel:

The details about the changes in the directors or key managerial personnel by way of appointment, re – designation, resignation, death or disqualification, variation made or withdrawn etc. In the case of a public company, the name of the director who is/are liable to retire by rotation and also whether he/they offers/offer for reappointment.

B) Declaration by an Independent Director(s) and re- appointment, if any:

A declaration by an Independent Director mentioned in item number 4, 5 and 6 in the notice that they meet the criteria of independence as provided in sub-



section (6) of Section 149 of the Companies Act, 2013 has been disclosed by the Independent Director to the Company.

C) Formal Annual Evaluation:

The Board has formulated a code of conduct policy for formal annual evaluation purpose which has been made by the Board of its own performance and that of its committees and individual directors.

16. Number of meetings of the Board of Directors

A) Audit Committee:

The Audit Committee has three directors i.e. one Chairman and Two members, as per The Companies Act, 2013, 2/3rd of the members should be Independent Director and Chairman should be Independent Director. All members of the Audit committee is independent director. The Chairman of Audit Committee is Mr. Lalit Laxiram Agarwal and members of the committee are Mr. Suresh Sakhamore and Ms. Kiren Shrivastav.

B) Details of establishment of vigil mechanism for directors and employees:

The Whistle blower policy of the Company was formulated and policy is available in the company's website www.tarapurtransformers.com.

C) Nomination and Remuneration Committee:

The Company has adopted policy formulated by nomination and remuneration committee for appointment of Key Managerial personal.

17. Managerial Remuneration:

- a. There is no employee covered pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- b. There is no director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report.
- c. There is no such events occurs which require disclosures in the Board of Director's report under the heading "Corporate Governance", relating to the financial statement:
 - i. all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
 - ii. details of fixed component and performance linked incentives along with the performance criteria;
 - iii. service contracts, notice period, severance fees;
 - iv. stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

18. Details of Subsidiary/JV/Associate Companies: The Company has no Subsidiary/ JV/ Associate Companies during the year.

19. Deposits:

A. The details relating to deposits, covered under Chapter V of the Act,-

- a) accepted during the year: NIL;
- b) remained unpaid or unclaimed as at the end of the year: NIL;
- c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-
 - i. at the beginning of the year: NIL;
 - ii. maximum during the year: NIL;
 - iii. at the end of the year: Nil;

B. The details of deposits which are not in compliance with the requirements of Chapter V of the Act: NIL;

20. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future: NIL

21. Auditors: M/s. Raman S. Shah & Associates, Chartered Accountants, who are the Statutory Auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint M/s. Raman S. Shah & Associates, Chartered Accountants, as statutory auditors of the Company from the conclusion of the Twenty Seventh Annual General Meeting (AGM) till the conclusion of Twenty Eighth Annual General Meeting (AGM) of the Company.

The Company has received a Certificate from them that their re-appointment, if made, would be within the limits and that they are not disqualified for such an appointment under the Companies Act, 2013. Their re-appointment is recommended by the board.

22. Brief description of the Company's working during the year: The Company has three manufacturing units at Boisar, Pali and Vadodara. However there is no manufacturing activity carried out at Boisar unit during the year.

23. Details in respect of adequacy of internal financial controls with reference to the Financial Statements: The Company has adequate internal financial control with reference to the financial statement as all the works relating to financial statement is done from the corporate office of the Company.

24. Share Capital

A) Issue of equity shares with differential rights: No Equity Shares with differential rights were issued during the financial year 2014-15 as provided in rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014.

B) Issue of sweat equity shares: No Sweat Equity Shares were issued during the financial year 2014-15, as provided in rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014.

C) Issue of employee stock options: No employee stock options were issued during the financial year 2014-15, as provided in rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:

There is no such provision is made for the relevant financial year as provided in rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014.

25. Secretarial Audit Report: A Secretarial Audit Report given by M/s. Bhuwadesh Bansal & Associates, a company secretary in practice shall be annexed with the report. (Annexure 4)

26. Management's Discussion and Analysis Report: A detailed review of the operations, performance and future outlook of the Company and its businesses is



given in the Management's Discussion and Analysis Report, which forms part of this Report. (Annexure 5)

27. **Corporate Governance:** We adhere to the principal of Corporate Governance mandated by the Securities and Exchange Board of India (SEBI) and have implemented all the prescribed stipulations. As required by Clause 49 of the Listing Agreement, a detailed report on Corporate Governance forms part of this Report. The Auditors' Certificate on compliance with Corporate Governance requirements by the Company is attached with the Corporate Governance Report. (Annexure 6).
28. **Tax Provisions:** The Company has made adequate provisions as required under the provisions of Income Tax Act, 1961, as well as other relevant laws governing taxation on the company.
29. **Acknowledgment:** Your Directors would like to express their sincere 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 Company's executives, staff and workers.

On behalf of the Board of Directors,
For Tarapur Transformers Limited
Chandrashekhar Trivedi
DIN: 00135114
Chairman

Mumbai, 30th May, 2015

Annexure 1 to the Directors' Report Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31/03/2015

[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:

1	CIN	L99999MH1988PLC047303
2	Registration Date	09/05/1988
3	Name of the Company	TARAPUR TRANSFORMERS LIMITED
4	Category/ Sub-Category of the Company	Company Limited by shares/ Indian Non-Government Company
5	Address of the Registered office and contact details	J-20, MIDC, Tarapur Industrial Area, Boisar, Thane -401506.
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072. Tel – 022 4043 0200 Email: investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr No	Name and Des. of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Transformers	31102	52.07
2	Transformers Parts (repairs)	31108	39.10

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of The Company	CIN/ GLN	Holding/ Subsidiary/Associate	% of Shares Held	Applicable Section
	Nil				



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2914405	0	2914405	14.95	272595	0	272595	1.4	13.55
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	8416460	0	8416460		8416460	0	8416460	43.16	-43.16
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	14000		14000	0.07	-0.07
Sub-total (A) (1):	11330865	0	11330865	14.95	8703055	0	8703055	44.63	-29.68
(2) Foreign								0	
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)									
(1)+ (A)(2)	11330865	0	11330865	14.95	8703055	0	8703055	44.63	-29.68
B. Public Shareholding									0
1. Institutions								0	
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Ven. Cap Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	0	0	0	0	0	0	0	0	0
2. Non-Institutions									0
a) Bodies Corp.									0
i) Indian	1848529	0	1848529	9.48	1193484	0	1193484	6.12	3.36
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									0
i) Individual shareholders holding nominal share capital upto Rs. 1 lacs	4557769	305	4558074	23.37	4825688	305	4825993	24.75	-1.38
ii) Individual shareholders holding nominal share capital >Rs 1 lacs	1625274	0	1625274	8.33	4622925	0	4622925	23.71	-15.38
c) Others (specify)	137269		137269	0.7	154554	0	154554	0.79	-0.09
Sub-total (B)(2):	8168841	305	8169146	41.88	10796651	305	10796956	55.37	-13.49
Total Public Shareholding (B)= (B)(1) + (B)(2)	8168841	305	8169146	41.88	10796651	305	10796956	55.37	-13.49
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	19499706	305	19500011	56.83	19499706	305	19500011	100	-43.17