



TARAPUR
TRANSFORMERS LIMITED

Annual Report 2015-16

Board of Directors

Mr. Chandrashekhhar 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. Prakash Sogam

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, Dalamal 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 28th 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 Thursday, 29th September, 2016 at 10.00 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 2016 including Audited Balance Sheet as at 31st March, 2016 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. Suresh More (Din: 06873425) 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 Ninth 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 Mr. Suresh More (DIN: 06873425) 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 there under (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. Suresh More (DIN: 06873425) as Managing Director of the Company to hold office for 5 (five) years Starting from 12th August, 2016 upto 11th August, 2021.

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 Saturday, September 24, 2016 to Thursday, September 29, 2016 (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 28th Annual General Meeting.
- i. The Notice of the AGM along with the Annual Report 2015-16 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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th 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, 2016 (9:00 am IST) and ends on 28th September, 2016 (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, 2016, 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.nsd.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.nsd.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, 2016.
- 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, 2016, 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.nsd.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 along with 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

Prakash Sogam

Company Secretary
Mumbai, 12th August, 2016



**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 of the accompanying Notice:

Item No. 4 :

The Board recommends the appointment of Mr. Suresh More (DIN: 06873425) 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 12th August, 2016.

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 of the notice as an special resolution for the your approval.

The above Director interested in the Resolutions mentioned at Item Nos. 4 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: -

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Tel.: 022 42728080, Fax: 022 28811225

Website: www.tarapurtransformers.com,

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CIN-L99999MH1988PLC047303

Prakash Sogam

**Company Secretary
Mumbai, 12th August, 2016**

DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting Twenty Eighth Annual Report together with the Audited Accounts and Auditors' Report for the year ended 31st March, 2016.

1. **Financial summary or highlights/ Performance of the Company (Standalone):** The financial performance of the Company for the Year ended 31st March, 2016 is as summarized below:

Particulars	2015-2016	2014-2015
Gross Turnover & Other Income	2537.02	3919.31
Profit/(Loss) before Interest, Depreciation & Taxation	91.97	(99.86)
Less – Interest	1.12	28.06
Profit/(Loss) before Depreciation & Taxation	90.85	(127.92)
Less – Depreciation	195.90	202.08
Profit / (Loss) before tax	(105.05)	(330.00)
Less– Provision for Taxation (Including Deferred Tax)	-	-
Net Profit / (Loss) for the year	(105.05)	(330.00)
Add/(less) Surplus/ (deficit) brought forward from previous Year	(2997.00)	(2663.77)
Add/(less) Retain Value Assets	-	(3.23)
Profit available for Appropriations/(Loss)	(3102.05)	(2997.00)
Appropriations:	-	-
Balance Carried to Balance Sheet	(3102.05)	(2997.00)

2. **Performance Review:**

The Turnover of the Company has decreased to Rs. 2200.21 Lacs, and the Company has incurred net loss of Rs. 105.05 Lacs for the F.Y 2015-16. 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 2015-16, 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:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- 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, 2016, 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, 2016 are subject to provision.

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, 2016. 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 is 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.619.62 Lacs for the year ended 31st March 2016. Also for the Financial Year 2014-15 the Company has also not provided for Rs. 668.09 Lacs. 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 2016 is understated by Rs. 619.62 Lacs & current liabilities as at 31st March, 2016 are also understated by Rs. 619.62 Lacs and reserves are overstated by Rs. 619.62. As a result the accumulated Reserves are overstated by Rs. 1287.71 Lacs. The amount of penal interest cannot be qualified 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) **Auditors' Remark:** The Company has not provided for interest payable to Dhanlaxmi Bank amounting to Rs. 27.59 Lacs for the year ended 31st March 2016. As a result the loss for the year ended 31st March, 2016 are also understated by Rs. 27.59 Lacs & current liabilities as at 31st March, 2016 are also understated by Rs. 27.59 Lacs and reserves are overstated by Rs. 27.59 Lacs.

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.

- e) **Auditors' Remark:** The Company has not conducted periodic physical verification of inventory at reasonable intervals.

Board Comments on the same:

Management had properly observed the inventory at regular intervals.

- f) As regard Auditors' remarks in the Annexure to their report under Item No. (vii) (a) and (b) 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 2015-16 reserve maintained with the Company is Rs. 3242.80 lacs while in year 2014-15, reserve was 3347.85. This reduction is due to Loss for the year 2015-16 of Rs 105.05 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:

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

B. Technology absorption:

- the efforts made towards technology absorption: NIL;
- the benefits derived like product improvement, cost reduction, product development or import substitution: NIL;
- in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - the details of technology imported: NIL;
 - the year of import: NIL;
 - 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 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 shall be Independent Director and Chairman should be Independent Director. All members of the Audit committee are independent director. The Chairman of Audit Committee is Mr. Lalit Laxiram Agarwal and the members of the committee are Mr. Suresh Sakharam More 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 are no employees 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 Eighth Annual General Meeting (AGM) till the conclusion of Twenty Ninth 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 reappointment is recommended by the board.

22. **Brief description of the Company's working during the year:** The Company has three manufacturing units at Boiser, Pali and Vadodara. However there is no manufacturing activity carried out at Boiser 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 2015-16 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 2015-16, 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 2015-16, 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. Bhuvnesh 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 principle of Corporate Governance mandated by the Securities and Exchange Board of India (SEBI) and have implemented all the prescribed stipulations. As required by Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. **Acknowledgement:**
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, 2016

Annexure 1 to the Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31/03/2016

[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	3110	11.72
2	Iron & Steel, CRGO Electrical Steel Sheet/Stripe	2711	75.45

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	272595	0	272595	1.4	272595	0	272595	1.4	0
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	43.16	8416460	0	8416460	43.16	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	14000	0	14000	0.07	14000	0	14000	0.07	0
Sub-total (A) (1):	8703055	0	8703055	44.63	8703055	0	8703055	44.63	0
(2) Foreign									
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)	8703055	0	8703055	44.63	8703055	0	8703055	44.63	0
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) FIs	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	1193484	0	1193484	6.12	1004973	0	1004973	5.15	-0.97
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	4825688	305	4825993	24.75	5181471	305	5181776	26.57	1.82
ii) Individual shareholders holding nominal share capital >Rs 1 lacs	4622925	0	4622925	23.71	4422516	0	4422516	22.68	-1.03
c) Others (specify)	154554	0	154554	0.79	187691	0	187691	0.96	0.17
Sub-total (B)(2):	10796651	305	10796956	55.37	10796651	305	10796956	55.37	0
Total Public Shareholding (B)= (B)(1) + (B)(2)	10796651	305	10796956	55.37	10796651	305	10796956	55.37	0
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	100	19499706	305	19500011	100	0



b. Shareholding of Promoters:

Sr No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of year			% of change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total share	No. of shares	% of total shares of the company	% of shares pledged / encumbered to the total shares	
1	Bilpower Limited	8416460	43.16	43.16	8416460	43.16	43.16	0
2	RajendrakumarChoudhary	272545	1.4	0	272545	1.4	0	0
3	Choudhary Global Limited	14000	0.07	0	14000	0.07	0	0
4	ManjulataChoudhary	10	0	0	10	0	0	0
5	Varshadevi Choudhary	10	0	0	10	0	0	0
6	PrabhadeviChoudhary	10	0	0	10	0	0	0
7	Naresh Kumar Choudhary	10	0	0	10	0	0	0
8	Shradha Suresh Choudhary	9	0	0	9	0	0	0
9	Mohan WamanRandive	1	0	0	1	0	0	0
	Total	8703055	44.63	43.16	8703055	44.63	43.16	0.00

c. Change in Promoters' Shareholding (please specify, if there is no change):

Change in Promoters' Shareholding	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
At the beginning of the year	8703055	44.63	8703055	44.63
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/ decrease(e.g. allotment/transfer/bonus/ sweat equity etc)	No Transaction during the year			
At the end of the year	8703055	44.63	8703055	44.63

d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

For Each of the Top Ten 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
Jagdishchander Ramkumar Bansal	2612296	13.40	2612296	13.40
Yash Gupta	462614	2.37	00	0.00
Abhivadan Properties Pvt Ltd	264373	1.36	54,373	0.28
Chandrashekhar Nathalal Trivedi	245,517	1.26	117	0.00
Mayank Goyal	0	0.00	200,000	1.03
Rita Rajkumar Singh	127,274	0.65	127,274	0.65
Moti Lal Daga	91,000	0.47	91,000	0.47
Sonarhat Pvt Ltd	66,699	0.34	80,999	0.42
Bonanza Portfolio Ltd.	77,326	0.40	71,758	0.37
K Shiva Kumar	77,276	0.40	77,276	0.40
Umakant Agrawal	74,557	0.38	74,557	0.38
Vijay Girjashankar Trivedi	69,454	0.36	14,854	0.08
Velocity Broking Pvt. Ltd	65,000	0.33	65,000	0.33
Sangeeta Shailesh Shah	0	0.00	65,000	0.33

Note: The Change in the Shareholding of the above shareholders was due to buying / selling of shares by them on various dates. The Company has not allotted any shares, issued bonus/sweat equity shares during the year.



e. Shareholding of Directors and Key Managerial Personnel:

For Each of the 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
At the beginning of the year	245517	1.26	245517	1.26
Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	18-12-15 transfer 100000 Shares 11-03-16 transfer 145400 Shares			
At the End of the year	117	0.00	117	0.00

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Rs.in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3307.88	224.56	0	3532.44
ii) Interest due but not paid	169.19	0	0	169.19
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	3477.07	224.56	0	3701.63
Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change	84.99	-12	0	72.99
Indebtedness at the end of the financial year				
i) Principal Amount	3392.87	212.56	0	3605.43
ii) Interest due but not paid	169.19	0	0	169.19
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	3562.06	212.56	0	3774.62

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amt. in Rs.)

Srno	Particulars of Remuneration	Name of MD	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Chandrashekhar Trivedi	220000 p.a. Nil Nil
2	Stock Option		Nil
3	Sweat Equity		Nil
4	Commission -as % of profit - others, specify...		Nil
5	Others, please specify Total (A) Ceiling as per the Act		Nil 220000 Nil



B. Remuneration to other directors:

Sr No	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	Fee for attending board committee meetings	Not Provided as waived by director due to heavy loss	
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings	Not Provided as waived by director due to heavy loss	
Commission			
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD:

(Amt. in Rs. Per annum)

Sr no	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross salary	-	150743	360000	510743
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(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				
	Others, specify...	-	-	-	-
5	Others, please specify (Professional fee)	-	-	-	-
	Total	-	150743	360000	510743

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	-	-	-	-	-

On behalf of the Board of Directors,
For Tarapur Transformers Limited

Chandrashekhar Trivedi
DIN: 00135114
Chairman

Mumbai, 30th May, 2016



PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

(Amount in Rs.)

Date	Particulars of inter-corporate loans, investments etc	Name of the body corporate	Aggregate amount of loans, investments during the year (for each body corporate)	Relation with such body corporate (whether it is holding, subsidiary or associates)	Remarks
10.04.15	Loan given	Vineet Jain	1200000		
17.04.15	Loan given	Suved Textile Mills	2000000		Repaid
20.04.15	Loan given	Kena Alloys Pvt. Ltd.	2500000		
20.04.15	Loan given	Shree Radhamani Synthetics	1000000		
21.04.15	Loan given	Kena Alloys Pvt. Ltd.	2000000		
30.04.15	Loan given	Bil Energy Systems Limited	30000		Repaid
02.05.16	Loan given	Lorraine Finance Pvt. Ltd.	275000		Repaid
04.05.15	Loan given	Bil Energy Systems Limited	10000		Repaid
25.05.15	Loan given	Bil Energy Systems Limited	250000		Repaid
07.07.15	Loan given	Bil Energy Systems Limited	250000		Repaid
23.07.15	Loan given	Tapsya Textiles Pvt. Ltd.	500000		
04.08.15	Loan given	Rachakonda Venkata Ramana	600000		Repaid
26.11.15	Loan given	Tapsya Textiles Pvt. Ltd.	1000000		
09.12.15	Loan given	Tapsya Textiles Pvt. Ltd.	400000		
10.02.16	Loan given	Bil Energy Systems Limited	600000		Repaid
08.03.16	Loan given	Bil Energy Systems Limited	6500000		Repaid
11.03.16	Loan given	Bil Energy Systems Limited	4000000		Repaid
14.03.16	Loan given	Bil Energy Systems Limited	2150000		Repaid
15.03.16	Loan given	Bil Energy Systems Limited	3000000		Repaid
16.03.16	Loan given	Bil Energy Systems Limited	6549991		Repaid

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

Mumbai, 30th May, 2016

Annexure 3 to the Directors' Report

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for 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:**
 - (a) Name(s) of the related party and nature of relationship: **NIL**
 - (b) Nature of contracts/ arrangements/ transactions: **NIL**
 - (c) Duration of the contracts / arrangements/transactions: **NIL**
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **NIL**
 - (e) Justification for entering into such contracts or arrangements or transactions: **NIL**
 - (f) date (s) of approval by the Board: **NIL**
 - (g) Amount paid as advances, if any: **NIL**
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **NIL**
2. **Details of material contracts or arrangement or transactions at arm's length basis:**
 - (i) (a) Name(s) of the related party and nature of relationship: **Niksan Engineering Company Ltd, Company of KMP.**
 - (b) Nature of contracts/arrangements/transactions: **Purchase and sales of goods.**
 - (c) Duration of the contracts/ arrangements/ transactions: **During the year 2015-16**



- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs. 130.13 Lacs, 72.49 Lacs.**
- (e) Date(s) of approval by the Board, if any: -
- (f) Amount paid as advances, if any: **NIL**
- II. (a) Name(s) of the related party and nature of relationship: **Viniyog Mercantile Pvt. Ltd., Company of KMP.**
- (b) Nature of contracts/arrangements/transactions: **Rent Income.**
- (c) Duration of the contracts/ arrangements/ transactions: **During the year 2015-16**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs. 0.45 Lacs**
- (e) Date(s) of approval by the Board, if any: -
- (f) Amount paid as advances, if any: **NIL**
- III. (a) Name(s) of the related party and nature of relationship: **Choudhary Stampings, proprietorship of relative of KMP.**
- (b) Nature of contracts/arrangements/transactions: **Receiving of Services.**
- (c) Duration of the contracts / arrangements/transactions: **During the year 2015-16**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs. 4.92 Lacs.**
- (e) Date(s) of approval by the Board, if any: -
- (f) Amount paid as advances, if any: **NIL**
- IV. (a) Name(s) of the related party and nature of relationship: **Chandrashekhar Trivedi, Key Managerial Personnel.**
- (b) Nature of contracts/arrangements/transactions: **Remuneration**
- (c) Duration of the contracts / arrangements/transactions: **During the year 2015-16**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs.2.20 Lacs.**
- (e) Date(s) of approval by the Board, if any: -
- (f) Amount paid as advances, if any: **NIL**
- V. (a) Name(s) of the related party and nature of relationship: **Rajendrakumar Choudhary, Key Managerial Personnel.**
- (b) Nature of contracts/arrangements/transactions: **Remuneration**
- (c) Duration of the contracts / arrangements/transactions: **During the year 2015-16**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs.2.16Lacs.**
- (e) Date(s) of approval by the Board, if any: -
- (f) Amount paid as advances, if any: **NIL**
- VI. (a) Name(s) of the related party and nature of relationship: **Bilpower Ltd, Associates Company.**
- (b) Nature of contracts/arrangements/transactions: **Loan and Advances Received and purchase of Investment.**
- (c) Duration of the contracts / arrangements/transactions: **During the year 2015-16**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs. 10.00 Lacs and Rs. Nil Lacs respectively.**
- (e) Date(s) of approval by the Board, if any: -
- (f) Amount paid as advances, if any: **NIL**
- VII. (a) Name(s) of the related party and nature of relationship: **TRC Power, Proprietorship of relative of KMP.**
- (b) Nature of contracts/arrangements/transactions: **Loan and Advances Received.**
- (c) Duration of the contracts / arrangements/transactions: **During the year 2015-16**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs. 30.00 Lacs.**
- (e) Date(s) of approval by the Board, if any: -
- (f) Amount paid as advances, if any: **NIL**
- VIII. (a) Name(s) of the related party and nature of relationship: **Choudhary Global Limited, Company of Relative.**
- (b) Nature of contracts/arrangements/transactions: **Loan and Advances Given.**
- (c) Duration of the contracts / arrangements/transactions: **During the year 2015-16**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs. 22.99 Lacs.**
- (e) Date(s) of approval by the Board, if any: -
- (f) Amount paid as advances, if any: **NIL**

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

Mumbai, 30th May, 2016

**SECRETARIAL AUDIT REPORT**

FORM NO. MR – 3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration personnel Rule, 2014)]**

To,
The Members,

Tarapur Transformers Limited

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

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

Based on my verification of Tarapur Transformers Limited's books, papers, minute books, form 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 March 31, 2016, 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, form and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (3) The Depository Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) Foreign Exchange Management Act 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulation 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit period)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit period)
 - f. The Securities and Exchange Board of India (Registration to an Issue and Share Transfer Agents) Regulation, 1993, regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period)
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period) Factory Act, 1948
- (6) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (7) Factories Act, 1948
- (8) Industrial Dispute Act, 1947
- (9) Payment of Wages Act, 1936 and other applicable labour laws
- (10) Minimum Wages Act, 1948

I have also examined Compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement and the SEBI (LODR) Regulation, 2015 entered into by the Company with Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification 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 as per the provisions of the Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has failed to fill the vacancy of Company Secretary from 27th October, 2015 to 29th May, 2016, which is more than six months from the date of such vacancy.

I further report that there are adequate systems and processes in the Company commensurate with 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 instances of:

- (i) Public/Right/ preferential issue of shares/ debentures/ sweat equity.
- (ii) Redemption/ buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

Place: Mumbai

Date: 30th May, 2016

For Bhuvnesh Bansal & Associates

Bhuvnesh Bansal

Proprietor

FCS No. – 6526

CP No. - 9089

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,

The Members

Tarapur Transformers Limited

J-20, MIDC, Tarapur Industrial Area,

Boisar, Thane - 401506

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial record based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed 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. Where ever 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 provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai

Date: 30th May, 2016

For Bhuvnesh Bansal & Associates

Bhuvnesh Bansal

Proprietor

FCS No. – 6526

CP No. - 9089

Annexure 5 to the Directors' Report

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY OVERVIEW

During the F.Y. 2015-16, India's Macro economic scenario remained stagnant with demand for Capital Goods waiting to recover. The investment by the state power transmission utilities (transcos) is expected to get momentum. With the budget target of 100% village electrification by May 2018, coupled with Government projects like Green Energy Corridor for power generation from renewable resources would augment the growth of Transformer industry in medium term. Overall CAPEX by corporate both private and public sectors, are much lower and with that limited demand is being chased by huge capacity. This has caused industry's capacity utilization at sub-optimum level and price realization and liquidity problem is still faced by most of players in transformer industry. However, the inflation rate, currency rate fluctuation and the release of planned funds for the power sector are the challenges adversely affecting the performance of the industry. The market is crowded with capacity expansion by all players and sizable investments by the Chinese manufacturers. The uncertainty and slow down in the overseas markets are expected to substantially affect the exports potential.

INDIAN TRANSFORMER INDUSTRY-Opportunities and Threats:

"The Indian economy is witnessing a restoration and so are the electrical industry and its various segments including the transformer industry. High demand arising from the energy intensive oil and gas, and cement segments has buoyed prospects for the Indian power transformer market. Developments in the power sector will have huge ramifications for the Indian transformer industry.

The Government of India is encouraging investments at the T&D level to increase access to reliable power supply and reduce technical and commercial losses in the system through schemes such as Revised Accelerated Power Development and Reform Program (R-APDRP) and Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY). The R-APDRP scheme aims to bring down the Aggregate Technical and Commercial (AT&C) losses in the T&D network. This entails huge investments in the T&D sector including use of energy efficient transformers, besides renovation, modernization, restructuring, and up gradation of the T&D infrastructure. Evidence points to a conscious effort to upgrade the grid voltages to 765 KV to minimize the transmission losses and the corridor width. Major participants are gearing up their manufacturing facilities to this changing paradigm with MNCs bringing technology from their parent companies, while local participants are obtaining the technology



through acquisition and technology transfer. The Bureau of Energy Efficiency (BEE), Ministry of Power, is actively working to ensure that quality products are procured by the electricity boards and has accordingly stipulated mandatory star rating for distribution transformers. Distribution transformer procurement for R-APDRP is likely to be set at a minimum of 3 star rating. A large number of distribution transformer manufacturers have already applied to BEE for acquiring star ratings. Government of India under the leadership of current prime minister is exploring never before possibility in renewable energy viz. solar and wind energy. Your Company will encash the current boom in renewable energy sector by providing state of art product to renewable energy industry.”

BUSINESS OVERVIEW- product-wise performance:

Your Company is currently engaged in the areas of manufacturing, rehabilitation, up-gradation, and refurbishment of transformers ranging from Power & Distribution Transformer, Industrial Transformer, Furnace Duty Transformer, Electric Locomotive Transformer, Electric Traction Substation Transformer, Dry Type Transformer, Potential Transformer, and Special Purpose Transformers. We are one of the few players in Indian markets manufacturing & repairing, power & distribution transformers, focusing on quality, timely delivery and customization based on our engineering capabilities without any third party collaboration or technical assistance.

In India many players belong to the unorganized segment of the Industry and cater to small ratings distribution transformer's demand. However, over a period of time many of these small players moved up the value chain and graduated to the higher rating transformers. Despite this, the number of players qualified for the larger variants of transformers is still small to serve upcoming demand expected over forthcoming years.

DISCUSSIONS ON RESULTS OF OPERATIONS-product-wise performance:

During the Financial year 2015-16, your Company has achieved Total Turnover of Rs.2200.21 Lacs and has incurred Net Loss of Rs.105.05 Lacs.

The Company has net worth of about Rs.5192.80 Lacs as on March 31, 2016.

The Company has incurred losses during the year, mainly due to the fact that the nature of business is working capital intensive and we mainly deal with State Electricity Boards which are known for delayed payments. As payments are blocked with SEB's, there is need to borrow for short term to carry on operations, which impacts our profitability as high interest payments are to be made.

OUTLOOK FOR THE COMPANY:

As the number of competitors in the higher range of power transformers manufacturing is very small, the board still foresees a bright future for the Company. However, the targeted profitability will be achieved only after the Company meets the minimum qualifying criteria set up by various utilities who happen to be our main customers.

RISK & CONCERNS

Our future results of operations could potentially be affected by the following factors:

- Our ability to manufacture transformers as per the requirement of our clients;
- Our ability to continuously operate and maintain our manufacturing facilities optimally;
- Our ability to continue to source raw material at competitive rates;
- Our ability to manufacture transformers using the latest technologies in terms of modern materials, components and processes.
- Our ability to generate working capital funds at reasonable interest rates.

HUMAN RESOURCES AND INDUSTRIAL RELATION:

Your Company strongly believes that employees are central to the Company's transformation agenda and that it is important to build capabilities of employees to handle both current and future needs. During the year, the Company continued to work on identifying the needs of employees across all categories and level. The Company has built a strong team of highly qualified and competent professionals to meet the emerging business challenges and market competition.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Internal audit was carried out by firm of Chartered Accountants who conduct the audit on the basis of Annual Audit Plan. The process includes review and evaluation of effectiveness of the existing process, controls and compliance. It also ensures adherence to policies and systems, and mitigation of the operational risks perceived for each area under audit. Significant observations including recommendations for improvement of the business processes were reviewed by the Management before reporting to the Audit Committee which reviewed the Internal Audit procedures, findings and status of implementation of the agreed action plan.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report, describing the Company's objectives, projections and estimates, are forward-looking statements and progressive within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

On behalf of the Board of Directors,
For Tarapur Transformers Limited

Chandrashekhar Trivedi
DIN: 00135114
Chairman

Mumbai, 30th May, 2016



REPORT ON CORPORATE GOVERNANCE

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

Corporate Governance is the application of best management practices, compliance of laws and adherence to ethical standards to achieve the Company's objective of maximizing stakeholders' value and discharge of social responsibility. The Corporate Governance structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees etc.

In addition to these, the Company has also adopted the requirements of Corporate Governance under Clause 49 of the Listing Agreements and Regulation 27 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the disclosure requirements of which are given below:

MANDATORY REQUIREMENTS:**i. Company's Philosophy on Corporate Governance:**

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings, to ensure the efficient conduct of the affairs of the Company to achieve its goal of maximizing value for all its stakeholders.

ii. Board of Directors (Board):**a) Board Composition:**

The Board of the Company should consist of optimum combination of Executive, Non Executive – Independent Directors, which should be in conformity with the requirement of Clause 49 of the Listing Agreement and Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The present strength of the Board is Four (4) Directors, comprising of one Managing Director, Executive Director and Three Independent & Non Executive Directors. The Board Members possess the skills, expertise & experience necessary to guide the Company.

Name of Director	Category of Directorship	Designation
*(1) Mr. Chandrashekar Trivedi	Executive Director	Managing Director
*(2) Mr. Lalit Laxiram Agarwal	Independent – Non Executive	Director
*(3) Ms. Kiren Shrivastav	Independent – Non Executive	Director
*(4) Mr. Suresh Sakhamore	Independent – Non Executive	Director
*(5) Mr. Rajesh Gotad	Independent – Non Executive	Additional Director

*(1) Appointed as Managing Director w.e.f. 30th May, 2015

*(2) Appointed as Director w.e.f. 14th November, 2014.

*(3) Appointed as Director w.e.f. 13th February, 2015,

*(4) Appointed as Director w.e.f. 30th May, 2015.

*(5) Resigned as Director w.e.f. 14th August, 2015

b) Board Meetings and attendance of Directors:

During the financial year ended on 31st March, 2016, Four (4) Board Meetings were held on the following dates:

30th May, 2015, 14th August, 2015, 07th November, 2015 and 12th February, 2016.

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board members to discharge their responsibilities effectively and take informed decisions. Where it is not practicable to attach or send the relevant information as part of Agenda Papers, the same are tabled at the meeting or / and the presentations are made by the concerned managers to the Board. Considerable time is spent by the Directors on discussions and deliberations at the Board Meetings.

The attendance at the Board Meetings held during the year and attendance at the last Annual General Meeting, number of directorships in other Public Limited companies and membership/ chairmanship in committees across various companies of which the Director is a Member / Chairman are given below:

Name of Directors	No. of Board Meetings Attended	Attendance of last AGM held on 29/09/2015	#Directorship held in other Companies	Committee Memberships / Chairmanships	
				Membership	Chairmanships
*(1) Mr. Chandrashekar Trivedi	3	Yes	-Bilpower Ltd. -Bil Energy Systems Ltd.	-	-
*(2) Mr. Lalit Laxiram Agarwal	3	-	-Bilpower Ltd.	4	5
*(3) Ms. Kiren Shrivastav	2	-	-Bilpower Ltd. -Bil Energy Systems Ltd.	5	4
*(4) Mr. Suresh Sakhamore	3	-	-Bilpower Ltd. -Bil Energy Systems Ltd.	9	-
*(5) Mr. Rajesh Gotad	1	-	-	-	-

*(1) Appointed as Managing Director w.e.f. 30th May, 2015,

*(2) Appointed as Director w.e.f. 14th November, 2014.

*(3) Appointed as Director w.e.f. 13th February, 2015,

*(4) Appointed as Director w.e.f. 30th May, 2015

*(5) Resigned as Director w.e.f. 14th August, 2015



Excluding Private Companies and Companies under Section 8 of the Companies Act, 2013.

The necessary disclosures regarding Committee positions have been made by all the Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of Listing Agreement and Regulation 27 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015), across all companies in which they are Directors. As per Clause 49 of Listing Agreement and Regulation 27 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, for the purpose of reckoning the said limit, Chairmanship/ membership of the Audit Committee and the Stakeholders Relationship Committee alone shall be considered.

None of the Directors of the Company are related to each other.

c) Information of Directors' Appointment / Re-appointment:

Appointment as Independent Director:

The Board appointed 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 last Annual General Meeting i.e. 29th September, 2015.

Director retire by rotation:

Mr. Suresh More (Din: 06873425) who retires by rotation and being eligible offers himself for re-appointment.

Committees of the Board of Directors of the Company:

iii. Audit Committee:

a) Composition:

The Audit Committee comprises of experts specializing in accounting / financial management. The Chairman of the Audit Committee is a "Non-executive Independent Director". The composition of Audit Committee is as follows:

Name of the Members	Position	Category
*(1) Mr. Lalit Laxiram Agarwal	Chairman	Independent – Non Executive
*(2) Ms. Kiren Shrivastav	Member	Independent – Non Executive
*(3) Mr. Suresh Sakharam More	Member	Independent – Non Executive

*(1) Appointed as a Chairman of Audit Committee w.e.f. 31st March, 2015.

*(2) Appointed as a member of Audit Committee w.e.f. 13th February, 2015.

*(3) Appointed as a member of Audit Committee w.e.f. 30th May, 2015

The terms of reference, role and scope of the Audit Committee are in line with those prescribed by Clause 49 of the Listing Agreement and Regulation 18 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. The Company also complies with the provisions of Section 177 of the Companies Act, 2013 pertaining to Audit Committee and its functioning. All the members of Audit Committee possess knowledge of corporate finance and accounts.

The Board has delegated the following powers to the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

During the year 2015-16, four (4) Audit Committee meetings were held on 30th May, 2015, 14th August, 2015, 07th November, 2015 and 12th February, 2016.

b) Power & Terms of Reference:

The Power and terms of reference of the Audit Committee are as mentioned in Clause 49 of the Listing Agreement and Regulation 18 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges and includes overseeing the Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function and to discuss significant internal audit findings, statutory compliance issues and issues related to risk management and compliances.

iv. Nomination and Remuneration Committee:

a) Composition:

In terms of Section 178(1) of the Companies Act, 2013, the Company reconstituted the Company's Remuneration Committee as Nomination and Remuneration Committee (NRC).

The Nomination and Remuneration Committee comprises of three (3) members. The composition of Nomination and Remuneration Committee is as follows:



Name of the Members	Position	Category
* (1) Mr. Lalit Laxiram Agarwal	Chairman	Independent – Non Executive
* (2) Ms. Kiren Shrivastav	Member	Independent – Non Executive
* (3) Mr. Suresh Sakhamore	Member	Independent – Non Executive

* (1) Appointed as a Chairman of Nomination and Remuneration Committee w.e.f. 13th February, 2015 respectively.

* (2) Appointed as a Member of Nomination and Remuneration Committee w.e.f. 13th February, 2015.

* (3) Appointed as Member of Nomination and Remuneration Committee w.e.f. 30th May, 2015.

During the year 2015-16, One (1) Nominations and Remuneration Committee meeting was held on 30th May, 2015.

b) Terms of Reference:

The broad terms of reference of the committee are to identify persons who are qualified to become directors and senior management personnel, to appraise the performance of Chairman, Managing Director, Whole Time Directors and key managerial personnel and to determine and recommend to the Board compensation payable to Chairman, Managing Director, Whole Time Directors and key managerial personnel. The Remuneration policy of the Company is based on review of achievements. The remuneration policy is in consonance with the existing industry practice.

c) Remuneration Policy:

Subject to approval of the Board of Directors and subsequent approval by the members at the Annual General Meeting and such authorities as the case may be, remuneration of Chairman, Managing Director, Whole Time Directors and key managerial personnel is fixed by the Nomination and Remuneration Committee. The remuneration is decided by the Nomination and Remuneration Committee taking into consideration various factors such as qualifications, experience, expertise, prevailing remuneration in the competitive industries, financial position of the company etc.

v. Stakeholders Relationship Committee:

a) Composition:

In terms of Section 178(5) of the Companies Act, 2013, the Company has rechristened the Shareholders'/Investors' Grievance Committee as Stakeholders Relationship Committee (SRC).

The Board has delegated the powers to approve transfer of shares etc. to this Committee of Three (3) Directors. The quorum for functioning of the committee is any two (2) Directors present. The composition of Stakeholders Relationship Committee is as follows:

Name of the Members	Position	Category
* (1) Mr. Lalit Laxiram Agarwal	Chairman	Independent – Non Executive
* (2) Ms. Kiren Shrivastav	Member	Independent – Non Executive
* (3) Mr. Suresh Sakhamore	Member	Independent – Non Executive

* (1) Appointed as a Chairman of Stakeholders Relationship Committee w.e.f. 31st March, 2015 respectively. * (2) Appointed as a member of Stakeholders Relationship Committee w.e.f. 13th February, 2015 respectively. * (3) Appointed as member of Stakeholders Relationship Committee w.e.f. 30th May, 2015.

During the year 2015-16, One (1) Stakeholders Relationship Committee meeting was held on 30th May, 2015.

There were no pending Transfers/ Demats as on 31st March, 2016.

b) Terms of Reference:

The Company has a Stakeholders Relationship Committee, to look into redressal of Investors Complaints and requests such as delay in transfer of shares, non-receipt of Dividend, Annual Report, revalidation of Dividend warrants etc.

The Committee deals with various matters relating to:

- Transfer / transmission of shares.
- Issue of share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced certificates.
- Consolidation / splitting of folios.
- Review of shares dematerialized and all other related matters.
- Investors' grievance and redressal mechanism and recommend measures to improve the level of investors' services.

The secretarial department of the Company and Registrar and Share Transfer Agents attend expeditiously to all grievances / correspondences of the shareholders and investors, received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs and Registrar of Companies etc. The complaints are generally resolved within 15 days of receipt of letter, except in cases that are constrained by disputes or legal impediment.

c) Information on Investor Grievances for the period from 01st April, 2015 to 31st March, 2016

Brought Forward	Received Afresh	Disposed	Carried Over
Nil	Nil	Nil	Nil



d) Compliance Officer:

Mr. Prakash Sogam, Company Secretary is the compliance officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the Listing Regulations with the BSE & NSE.

vi. Independent Directors Meeting:

During the reporting financial year, a separate Meeting of the Independent Directors of the Company was held on 31st March, 2016 where at the following items as enumerated under Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement and Regulation 25 of SEBI (LODR) Regulation, 2015 were set out as the Agenda:

1. To Review the performance of the non-independent directors and the Board as a whole;
2. To Review the performance of the chairperson of the Company, taking in to account the views of executive directors and non-executive directors;
3. To assess the quality, quantity and timeliness of flow of information between the management of the Company and Board

vii. Code of Conduct and Ethics for Directors and Senior Management:

The Company has laid down a code of conduct for all Board members and senior management personnel of the Company. A copy of the Code of conduct is available on the Company's website www.tarapurtransformers.com

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Whole Time Director is given below:

"I hereby confirm that –

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct and Ethics for Directors and Senior Management in respect of the Financial Year 2015-16."

Chandrashekhar Trivedi
Managing Director
Din: 00135114

viii. Detail of the Annual General Meeting of Last three year:

a) Details of the last three Annual General Meetings of the Company is given below:

Financial Year	AGM	Date	Locations	Time	No. of Special Resolutions Passed
2012-13	25th	28.09. 2013	J-20, MIDC, Tarapur Industrial Area Boisar, Thane 401506	11.00 a.m.	1
2013-14	26th	29.09.2014	J-20, MIDC, Tarapur Industrial Area Boisar, Thane 401506	10.00 a.m.	Nil
2014-15	27th	29.09.2015	J-20, MIDC, Tarapur Industrial Area Boisar, Thane 401506	11.00 a.m.	4

Details of Special Resolutions passed in the previous three AGMs

Date of AGM	Particulars of Special Resolutions passed thereat
28.09.2013	Appointment of Mr. Rajendrakumar Anandilal Choudhary as Whole-time Director of the Company for a period of three (3) years from 14th November, 2012 to 13th November, 2015.
29.09.2014	No Special Resolution was passed at this AGM
29.09.2015	<ol style="list-style-type: none"> 1) Appointment of Ms. Kiren Shrivastav as an Independent Director of the Company for a period of five (5) years from 29th September, 2015 to 28th September, 2020 2) Appointment of Mr. Lalit Laxiram Agarwal as an Independent Director of the Company for a period of five (5) years from 29th September, 2015 to 28th September, 2020 3) Appointment of Mr. Suresh More as an Independent Director of the Company for a period of five (5) years from 29th September, 2015 to 28th September, 2020 4) Appointment of Mr. Chandrashekhar Trivedi as an Managing Director of the Company for a period of five (5) years from 29th September, 2015 to 28th September, 2020

b) No resolution was put through Postal Ballot during the year under reference.

c) No Extra Ordinary General Meeting of the Company was held during the year.

ix. Subsidiary Company:

The Company does not have any subsidiary company in term of Clause 49 (V) of the Listing Agreement and Regulation 24 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and hence, it is not required to have an independent director of the Company on the board of such subsidiary company



x. Compliance with other mandatory requirements:

1) Disclosures:

a) **Materially significant related party transactions:**

There were no materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, directors or the management, their subsidiary or relatives etc. during the year, that may have potential conflict with interest of the Company at large.

b) **Disclosure of accounting treatment:**

In the preparation of financial statements, the Company has followed the Accounting Standards (AS) issued by the Institute of Chartered Accountants of India to the extent applicable.

c) **Disclosure of Risk Management:**

The Company has laid down procedure to inform Board members about the risk assessment and minimization procedure. These would be periodically reviewed to ensure that executive management controls risks through means of a properly defined framework.

d) **CEO / CFO Certification:**

In line with the requirements of Clause 49 (ix) of the Listing Agreement and Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Managing Director and Chief Finance Officer of the Company has submitted the CEO/CFO Certification, certifying to the Board inter alia that the Financial Statements and the Cash Flow Statements for the financial year ended on 31st March, 2016 were reviewed to the best of their knowledge and belief, that they do not contain any untrue statement, omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with applicable laws and regulations.

e) **Statutory Compliance, Penalties and Strictures:**

The Company has complied with all requirements of the Listing Agreements entered with Stock Exchanges as well as applicable regulation and guidelines of SEBI. There were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any Statutory Authorities for non-compliance of any matter related to the capital markets during the last three years.

f) **Details relating to utilization of IPO Proceeds:**

During the year, your Company did not raise any funds by way of Public Issues, Rights Issues and Preferential Issues, etc.

g) **Whistle Blower Policy:**

The Board of Directors of the Company has adopted a Whistle Blower Policy for establishing a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The said policy has been posted on the Company's website. The Company affirms that no employee has been denied access to the Audit Committee.

xi. Means of Communication:

Quarterly / Half yearly financial results sent to each shareholder's residence.	No, but published in the newspapers
In Which Newspapers Quarterly, half yearly & annual results were normally Published. English:	Financial Express, Marathi: Mahanayak, Mumbai Lakshdweep
Any website, where results or official news are displayed.	www.bseindia.com www.nseindia.com www.tarapurtransformers.com

NSE Electronic Application Processing System (NEAPS) and BSE Online Portal: The Company also submits to NSE, all disclosures and communications through NSE's NEAPS portal. Similar filings are made to BSE on their Online Portal - BSE Corporate Compliance & Listing Centre.

Extensive Business Reporting Language (XBRL): The Company has filed Balance sheets and Profit and Loss statements and also Cost Audit Report and Compliance Report on MCA through XBRL

xii. General Shareholder Information:

i. 28th Annual General Meeting:

Date	29th September, 2016
Venue	J-20, MIDC, Tarapur Industrial Area, Boisar, Thane- 401506, Maharashtra
Day and Time	Thursday 10.00 a.m.

ii. Financial Calendar:

The Company follows the period of 01st April to 31st March, as the Financial Year.

For the Financial Year 2016-17, Financial Results will be announced as per the following tentative schedule.

1st Quarter ending June, 2016	By 14th August, 2016
2nd Quarter & Half Year ending September, 2016	By 14th November, 2016
3rd Quarter ending December, 2016	By 15th February, 2017
4th Quarter / year ending March, 2017	Within 60 days from 31st March, 2017
Annual General Meeting for the Year 2016-17	By September, 2017

iii. Book Closure :

Dates of Book Closure	Saturday, September 24, 2016 to Thursday, September 29, 2016 (both days inclusive)
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iv. Listing:

The Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).

v. Listing Fees to Stock Exchanges:

The Company has not paid the Listing Fees for the year 2016-17 to both the above exchanges.

vi. Custodial Fees to Depositories:

The Company has not paid the custodial fees for the year 2016-17 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as the bill for the financial year was not generated and provided by from the depository.

vii. Stock Code / Symbol:

Bombay Stock Exchange Ltd. (BSE)	533203
National Stock Exchange of India Ltd. (NSE)	TARAPUR EQ
International Securities Identification Number (ISIN)	INE747K01017
Corporate Identity Number (CIN) Allotted by the Ministry of Corporate Affairs (MCA)	L99999MH1988PLC047303

viii. Stock Market Price Data for the year 2015-16:

Month	BSE Share Price (Rs.)				NSE Share Price (Rs.)			
	Open	High	Low	Close	Open	High	Low	Close
Apr 15	5.95	7.19	5.24	6.31	5.60	7.35	5.25	6.10
May 15	5.51	6.39	5.11	5.28	5.80	6.85	5.00	5.30
June 15	6.00	6.16	4.67	5.15	5.30	5.90	4.75	5.55
July 15	5.16	6.85	5.13	5.91	5.10	6.85	5.10	5.90
Aug 15	5.92	6.68	4.50	4.82	6.00	6.65	4.45	5.45
Sep 15	4.90	6.00	4.51	5.39	5.00	5.45	4.60	5.40
Oct 15	4.80	6.99	4.80	5.60	5.40	6.45	4.70	5.60
Nov 15	6.60	6.95	5.08	5.78	5.70	6.15	5.00	5.70
Dec 15	5.32	9.14	5.32	6.95	5.30	9.10	5.30	6.95
Jan 16	6.92	9.27	5.88	6.60	7.20	8.80	5.60	6.55
Feb 16	7.14	7.78	5.00	5.27	7.05	7.60	5.05	5.25
Mar 16	5.64	6.45	4.56	4.92	6.20	6.75	4.50	5.15

Source :www.bseindia.com&www.nseindia.com

ix. Registrar and Share Transfer Agent:

Share transfers, dividend payment and all other investor related matters are attended to and processed by our Registrar and Share Transfer Agent viz. Bigshare Services Private Limited.

Bigshare Services Private Limited

E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai 400072

Tel. No. 022 28470652, Fax No. 022 28475207 E mail: investor@bigshareonline.com

x. Share Transfer System:

Presently, the share transfers received by the Registrar and Share Transfer Agent of the Company are processed and returned within a period of 15 days from the date of its receipt, subject to documents being valid and complete in all respect. The Board has delegated the authority for approving the transfers to the Registrar and Share Transfer Agent subject to approval by Stakeholders Relationship Committee. Shareholders' Grievances and other miscellaneous correspondence on change of address, mandates, etc. received from Members are generally processed by Registrar and Share Transfer Agent of the Company within 15 days. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with BSE and NSE.

xi. Distribution of Shareholding as on 31st March, 2016:

Range of Shareholding	Number of Shareholders	% of Total	Number of Shares	% of Total
1 - 500	8571	77.66	1501805	7.70
501 - 1000	1272	11.53	1078104	5.53
1001 - 2000	592	5.36	931263	4.78
2001 - 3000	200	1.81	514278	2.64
3001 - 4000	101	0.92	368382	1.89
4001 - 5000	80	0.72	377191	1.93
5001 - 10000	123	1.11	902859	4.63
10001 and above	97	0.88	13826129	70.90
Total	11036	100	19500011	100



xii. Shareholding pattern (category wise) as on 31st March, 2016:

Category	Number of Shares held	% of Total Shareholding
Clearing Member	29904	0.15
Corporate Bodies	1004973	5.15
Corporate Bodies (Promoter Co.)	8416460	43.16
Directors	214356	1.10
Group Companies	14000	0.07
Non Resident Indians	157787	0.81
Promoters	29	0.0
Promoter / Directors	58190	0.30
Public	9604292	49.25
Relative Of Director	20	0.00
Total	19500011	100

xiii. Dematerialization of shares and liquidity:

- About 99.99% of the equity shares have been dematerialized as on 31st March, 2016.
- Trading in the equity shares of the Company is permitted in dematerialized form only as per notification issued by SEBI.

xiv. E-voting

E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of companies. The Company will have the E-voting facility for the items to be transacted at this AGM. The MCA has authorized NSDL and CDSL for setting up electronic platform to facilitate casting of votes in electronic form. The Company has entered into agreements with NSDL for providing e-voting facilities to the shareholders.

xvi. Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and its impact on equity:

Nil

xvi. Unclaimed Dividend/ Amounts:

Section 124 of the Companies Act, 2013, mandates that a Company has to transfer dividend, which has been unclaimed for a period of seven years, from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Your company had declared dividend in the year 2010 and the balance lying as unpaid and unclaimed dividend, if remaining unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund as per following schedule:

Date of declaration of dividend	Dividend for the financial year	Due date of transfer
30.09.2010	2009-2010	29.10.2017

The Ministry of Corporate Affairs has vide notification dated 10th May, 2012 issued Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 and has mandated Companies to furnish information regarding unpaid and unclaimed amounts lying with companies along with particulars of names, address etc. of investors. In line with the same your Company has furnished the information on its own website i.e. www.tarapurtransformers.com You are requested to check the particulars and put up your claim for your amount lying unclaimed with the Company to our Registrar and Share Transfer Agents or at the Company's address mentioned hereunder at point no. (xviii).

xvii. Plant / Unit locations:

The Company has the following manufacturing units –

- 1) Pali Unit : 141, Manor Road, Village Pali, Post- Posheri, Taluka Wada, Dist. Thane, Maharashtra.
- 2) Vadodara Unit : L/25/5, GIDC Industrial Estate, Por-Ramnagami, Vadodara, Gujarat.

xviii. Address for correspondence:

The Compliance Officer,
Tarapur Transformers Limited,
2nd Floor, Vikas Chambers, Link and Marve Road, Malad (West), Mumbai – 400 064.
Tel: 0 22 42728080, Fax: 022 28811225
Email – complianceofficer@tarapurtransformers.com
Website: www.tarapurtransformers.com

NON-MANDATORY REQUIREMENTS:

a) Nomination and Remuneration Committee:

The Board has set up a Nomination and Remuneration Committee. Please see details in Para on Nomination and Remuneration Committee.

b) Shareholder Rights:

Company's quarterly financials are published in English newspaper having a wide circulation all over India and in a Marathi newspaper widely circulated in Mumbai. The quarterly results and limited review report thereon are also put on the Company's website www.tarapurtransformers.com periodically. The same are not sent to the shareholders of the Company individually.

c) Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy. It is also uploaded on Company's website i.e. www.tarapurtransformers.com.

On behalf of the Board of Directors,
For Tarapur Transformers Limited
Prakash Sogam
Company Secretary

Mumbai, 30th May, 2016

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of Tarapur Transformers Limited

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) for the year ended on 31st March, 2016.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the condition of corporate Governance Code. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

For Raman S. Shah & Associates
Chartered Accountants
Firm Regn. No. 119891W
(CA. Raman S. Shah)
Partner
Membership No. 033272

Mumbai, 30th May, 2016

CEO / CFO Certification

The Board of Directors
 Tarapur Transformers Limited

We, Chandrashekhar Trivedi, Managing Director and Kanji D. Chavda, Chief Financial Officer of Tarapur Transformers Limited, hereby certify to the Board that:

- a) We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2016 and that to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by Tarapur Transformers Limited during the year which are fraudulent,
- c) We are responsible for establishing and maintaining internal controls for financial reporting in Tarapur Transformers Limited and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in Accounting Policies during the year and the same have been disclosed in the notes to the financial statements; and
- e) We certify that there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or any employee having significant role in the Company's internal control systems
- f) We affirm that we have not denied any personnel, access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).

Chandrashekhar Trivedi
Managing Director

Kanji D. Chavda
Chief Financial Officer

Place: Mumbai
Dated: May 30, 2016

INDEPENDENT AUDITORS' REPORT

Auditor's Report to the Members of TARAPUR TRANSFORMERS LIMITED, Mumbai

Report on the Financial Statements

We have audited the accompanying financial statements of TARAPUR TRANSFORMERS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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.

These responsibilities also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 there under.

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 financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give 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 accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualified Opinion

(a) **With regard to pending confirmation of balances of trade receivable.**

The Company has sent letters to customers in respect of trade receivables for confirming balances as at March 31, 2016, but in most of the cases the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2016. In the absence of confirmation, any provision to be made for adverse variation in the carrying amounts of trade receivable is not quantified.

(b) **With regard to unsecured loans given to any party not covered in the register maintained under section 189 of the Companies Act, 2013**

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, 2016. Further in respect of loans granted, repayment of the principal amount was not as stipulated and payment of interest has also not been regular.

(c) **Regarding non provision of interest on various loans availed from Canara Bank for the Financial year 2015-2016**

The Company has not provided for Interest payable to Canara Bank amounting to Rs. 619.62 Lacs for the year ended 31st March 2016. 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 2016 is understated by Rs. 619.62 Lacs & current liabilities as at 31st March, 2016 are also understated by Rs. 619.62 Lacs and reserves are overstated by Rs. 619.62 Lacs.

(d) **Regarding non provision of interest on loans availed from Dhanlaxmi Bank for the Financial year 2015-2016**

The Company has not provided for interest payable to Dhanlaxmi Bank amounting to Rs. 27.59 Lacs. for the year ended 31st March 2016. As a result the loss for the year ended 31st March 2016 is understated by Rs. 27.59 Lacs & current liabilities as at 31st March, 2016 are also understated by Rs. 27.59 Lacs and reserves are overstated by Rs. 27.59 Lacs.

(e) **With regarding Physical verification of Inventory:**

The company has not conducted periodic physical verification of inventory at reasonable intervals. In respect of traded stock at Mumbai Head Office, the details of finished goods stock storage location not available for our verification.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the basis for qualified opinion paragraph, the aforesaid 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 March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" 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 appears from our examination of those books.
 - (c) The Balance Sheet, Statement of profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) Except for the effects of the matters described in the basis for qualified opinion paragraph, in our opinion, the Balance Sheet, the Statement of Profit and Loss comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us:
 - (h) The company has disclosed the impact of pending litigations on its financial position in its financial statements—Refer Note XXIV to the financial statements;
 - (i) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (j) There has been no delay in transferring amount, required to be transferred, to the Investors Education and Protection Fund by the Company.

**For RAMAN S. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS**

(CA Raman S. Shah)

M.No.33272

PARTNER

Firm Registration No.: 119891W

Mumbai, 30th May, 2016

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

In the Annexure, as required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government in terms of Section 143 (11) of the Companies Act 2013, on the basis of checks, as we considered appropriate, we report on the matters specified in paragraph 3 and 4 of the said order to the extent applicable to the Company.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed



- assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 8 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The company has not conducted periodic physical verification of inventory at reasonable intervals. In respect of traded stock at Mumbai Head Office, the details of traded stock storage location not available for our verification.
 - iii. The Company has not granted unsecured loans to any companies covered in the register maintained under Section 189 of the Act.
 - iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
 - v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the provisions contained in Sections 73 to 76 of the Act, and Rules framed there under and any directive issued by the Reserve Bank of India are not applicable to the Company.
 - vi. As per information and explanation given by the management, the company has maintained cost records as specified under Section 148(1) of the Act. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
 - vii. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally irregular in depositing the undisputed statutory dues including provident fund , Income Tax, Professional tax , Service Tax, Sales Tax.
- (a) Following are the dues which are due since more than six months but still not paid or paid at later dates.

Nature of Statute	Natures of Dues	Amount (Rs. in Lacs)	Period to which the amount relates	Date of Payment
Central Sales Tax Act	CST	0.27	F.Y.2013-14	Still not paid
Central Sales Tax Act	CST-Interest	2.10	F.Y.2013-14	Still not paid
Central Excise and Service Tax Act	Service Tax	1.01	Jan To Feb 2015 (F.Y. 2014-2015)	Paid on 16/9/2015
Income Tax Act	TDS	0.88	Oct 2014-Dec 2014 (F.Y.2014-2015)	Paid on 08/11/2015 & 18/9/2015

- (b) According to the records of the Company Income-Tax which have not been deposited on account of disputes and the Forum where the dispute is pending are as under:

Nature of Statute	Year	Nature of Dues Pending	Amount in Lacs	Forum Where Dispute is pending
Sales Tax Act	F.Y. 2008-2009	Sales Tax Demands pending in appeals	128.11	D.C. APPEAL - PALGHAR
Sales Tax Act	F.Y. 2011-2012	Sales Tax Demands pending in appeals	8.38	D.C. APPEAL - PALGHAR
Income Tax Act	F.Y.2008-09	Income Tax Demands including interest which is under dispute and pending in appeals	0.35	CITAPPEAL-II , FILED
Income Tax Act	F.Y.2009-10	Income Tax Demands including interest which is under dispute and pending in appeals	149.23	CITAPPEAL-II , FILED
Income Tax Act	F.Y.2010-11	Income Tax Demands including interest which is under dispute and pending in appeals	72.60	CITAPPEAL-II , FILED
Income Tax Act	F.Y.2011-12	Income Tax Demands including interest which is under dispute and pending in appeals	61.73	CITAPPEAL-II , FILED

- viii. Based on our Audit Procedures and as per the information and explanation given by management, the company has defaulted in repayment of dues to banks. The detail of period and amount of default as ascertained by management is as follows:

Name of the Bank	Nature of dues	Amount (Rs. Lacs)	Due Date	Date of Payment
Dhanlaxmi Bank Ltd.	Principal and Interest	192.01	Various dates	Not Paid
Canara Bank	Cash Credit Facility, Over Draft Facility and interest	3370.05	Various dates	Not Paid

- ix. In our opinion and according to the information and explanations given to us, no term loans raised during the year. The company did not raise any money by way of public offer or further public offer (including debt instruments) during the year.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. According to the information and explanations given to us and based on our examinations of the records of the company, the company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In opinion and according to information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examinations of the records of the company, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. According to the information and explanations given to us and based on our examinations of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.



xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For RAMAN S.SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS**

(CA Raman S. Shah)

M.No.33272

PARTNER

Firm Registration No.: 119891W

Mumbai, 30th May, 2016

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Tarapur Transformers Ltd. ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:-

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following weaknesses have been identified as at March 31, 2016.

- a) The Company did not have an appropriate internal audit system.
- b) The Company did not have an appropriate internal control system for inventory with regard to periodic verification of stock.

In our opinion, except for the possible effects of the weakness described above the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For RAMAN S.SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS**

(CA Raman S. Shah)

M.No.33272

PARTNER

Firm Registration No.: 119891W

Mumbai, 30th May, 2016



BALANCE SHEET AS AT - 31ST MARCH 2016

(Rs in Lacs)

	Note No	As At 31st March 2016	As At 31st March 2015
I EQUITY AND LIABILITIES			
1 Shareholders' Funds			
Share Capital	2	1950.00	1950.00
Reserves & Surplus	3	3242.80	3347.85
		<u>5192.80</u>	<u>5297.85</u>
2 Non-Current Liabilities			
Long-Term Borrowings	4	56.84	56.84
		<u>56.84</u>	<u>56.84</u>
3 Current Liabilities			
Short-Term Borrowings	5	3437.52	3364.52
Trade Payables	6	1991.22	1208.08
Other Current Liabilities	7	346.00	351.52
		<u>5774.74</u>	<u>4924.12</u>
		<u>11024.38</u>	<u>10278.81</u>
II ASSETS			
1 Non-Current Assets			
Fixed Assets	8		
Tangible Assets		2784.40	3079.41
Intangible Assets		132.21	132.21
Long Term Loans and Advances	9	779.63	777.61
Other Non Current Assets	10	-	-
		<u>3696.24</u>	<u>3989.23</u>
2 Current Assets			
Current Investments	11	482.30	434.30
Inventories	12	618.72	457.76
Trade Receivables	13	3598.52	2847.92
Cash and Cash Equivalents	14	211.35	151.81
Short Term Loans and Advances	15	2417.25	2397.79
		<u>7328.14</u>	<u>6289.58</u>
		<u>11024.38</u>	<u>10278.81</u>
Significant Accounting Policies	1		

As per our attached report of even date.

For Raman S Shah and Associates

Chartered Accountants
Firm Regn.No. 119891W

For and on behalf of the Board

Prakash Sogam
Company Secretary

Chandrashekhar Trivedi
Managing Director
Din : 00135114

Kiren Shrivastav
Director
Din 01078946

Raman Shah
Partner
Membership No. 33272
Mumbai: 30th May 2016

Kanji Chavda
Chief Finance Officer

Suresh More
Director
Din : 06873425
Mumbai: 30th May 2016



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED - 31ST MARCH 2016

(Rs. in Lacs)

	Note No	As At 31st March 2016	As At 31st March 2015
INCOME			
Revenue From Operations (Net)	16	2200.21	3730.59
Other Income	17	336.81	188.72
		<u>2537.02</u>	<u>3919.31</u>
EXPENSES			
Cost of Materials Consumed	18	521.52	1928.48
Stock-In-Trade Purchases	19	2046.22	1621.11
Change In Inventories	20	(380.85)	(69.94)
Employee Benefits Expenses	21	69.35	124.32
Finance Costs	22	4.21	39.69
Depreciation and Amortisation Expense	8	195.90	202.08
Other Expenses	23	185.72	403.57
		<u>2642.07</u>	<u>4249.31</u>
Profit/(Loss) Before Tax		(105.05)	(330.00)
Tax Expense		-	-
Profit/(Loss) For The Period		(105.05)	(330.00)
Nos Of Equity Shares For Computing Eps			
Basic		19500011	19500011
Diluted		19500011	19500011
Earnings Per Equity Share (Face Value Rs. 10/- Per Share)			
Basic (Rs.)		(0.54)	(1.69)
Diluted (Rs.)		(0.54)	(1.69)

Significant Accounting Policies

1

As per our attached report of even date.

For Raman S Shah and Associates

Chartered Accountants
Firm Regn.No. 119891W

For and on behalf of the Board

Prakash Sogam
Company SecretaryChandrashekhar Trivedi
Managing Director
Din : 00135114Kiren Shrivastav
Director
Din 01078946Raman Shah
Partner
Membership No. 33272
Mumbai: 30th May 2016Kanji Chavda
Chief Finance OfficerSuresh More
Director
Din : 06873425
Mumbai: 30th May 2016



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(Rs in Lacs)

	As At 31st March 2016	As At 31st March 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax & Extra Ordinary Items	(105.05)	(330.00)
Adjustment For -		
- Deferred Revenue Expenditure	-	58.71
- Depreciation	195.90	202.08
- Balance Written off	0.01	0.48
- Loss On Foreign Currency Fluctuation	0.25	0.50
- Sundry Balance Written Back	(0.19)	-
- Liquidated Damages (Penalty)	57.65	107.59
- Discount, Rate Difference	-	-
- Bad Debts Written Off	-	-
- Loss on Sales of Assets	7.59	7.36
- Gain on Sales of Assets	(49.44)	-
- Dividend on Long Term Investment	-	(0.01)
- Interest Income	(285.99)	(184.53)
- Interest Paid	1.12	28.06
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	<u>(178.15)</u>	<u>(109.76)</u>
Adjustment For -		
- Trade Receivable	(808.25)	249.30
- Inventories	(160.96)	(58.07)
- Trade and Other Payables	<u>777.55</u>	<u>461.50</u>
Cash Generated from Operations	(369.81)	542.97
Decrease in Provision for Taxation	-	-
CASH FLOW FROM OPERATING ACTIVITIES	<u>(369.81)</u>	<u>542.97</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1.22)	(0.10)
Sale of Fixed Assets	142.18	0.44
Investment in Shares	(48.00)	10.00
Interest Income	285.99	184.53
Movement in Loans and Advances	(21.48)	(372.84)
Dividend on Long Term Investment	-	0.01
Net Cash Used in Investing Activities	<u>357.47</u>	<u>(177.96)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long Term Borrowing	-	(78.18)
Short Term Borrowing	73.00	(154.26)
Interest Paid	(1.12)	(4.12)
NET CASH FROM FINANCING ACTIVITIES	<u>71.88</u>	<u>(236.56)</u>
Net Increase / (Decrease) In Cash And Cash Equivalents	59.54	128.45
CASH AND CASH EQUIVALENT AT BEGINNING OF THE YEAR	<u>151.81</u>	<u>23.36</u>
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	<u>211.35</u>	<u>151.81</u>

NOTES: 1. All figures in brackets are outflow.
 2. Previous year's figures have been regrouped wherever necessary.
 3. Cash and Cash Equivalent is Cash & Bank Balances as per Balance Sheet.

As per our attached report of even date.

For Raman S Shah and Associates
 Chartered Accountants
 Firm Regn.No. 119891W

Prakash Sogam
 Company Secretary

For and on behalf of the Board

Chandrashekhar Trivedi
 Managing Director
 Din : 00135114

Kiren Shrivastav
 Director
 Din 01078946

Raman Shah
 Partner
 Membership No. 33272
 Mumbai: 30th May 2016

Kanji Chavda
 Chief Finance Officer

Suresh More
 Director
 Din : 06873425
 Mumbai: 30th May 2016



NOTES TO FINANCIAL STATEMENTS

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES -**A. Basis Of Preparation Of Financial Statements**

The financial statements are prepared as per historical cost convention and in accordance with the generally accepted accounting principle in India, the provisions of the Companies Act, 2013 and the applicable accounting standards issued by the ICAI.

B. Use Of Estimates : The preparation of financial statements requires use of estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and the estimate are recognised in the period in which the same are known/materialized.

C. Fixed Assets : Fixed Assets including Leasehold Land are recorded at cost. The Company capitalizes all costs relating to Fixed Assets acquisition and installation and other financial cost till commencement of commercial Production. The Company has stated its Fixed Assets net of CENVAT/Value Added Tax.

D. Borrowing Costs : Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such asset is ready for its intended use. All other borrowing costs are charged as Revenue Expenditure.

E. Depreciation / Amortisation :

1) Depreciation on additions to Assets is calculated as per Schedule II of the Companies Act 2013. Depreciation in the case of uninstalled Fixed Assets has not been provided.

2) Useful life of tangible assets is the same as it is specified in part C of the schedule II to the Companies 2013 Act. The residual value taken is not more than five percent of the original cost of the tangible assets.

3) Depreciation on assets has been provided at the rates and in the manner prescribed in schedule II to the Companies Act, 2013 on Straight Line Method and under the provisions of Sub-Section (2) of Section 123 of the Companies Act, 2013.

4) Depreciation on Assets in Boisar Unit has not been provided as the production was suspended for the entire year therein other than motor vehicle sold during the year.

5) Amortization of Intangible Assets has been provided as per Schedule II of the Companies Act 2013.

F. Inventories

(a) Inventories are valued at lower of Cost or Net Realizable Value.

(b) Work in Progress is valued at Cost Plus estimated value of overheads. As on 31st March, 2016, the work in progress is not more than the corresponding order value.

(c) Finished Goods are valued at Cost or Net Realizable Value whichever is lower.

(d) Packing material and Stores and Spares purchased are written off as expenses in the year of purchases.

(e) NRV is the estimated selling price in the ordinary course of business.

G. Impairment Of Assets : An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impaired loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired.

H. Foreign Exchange Transactions

(a) Foreign Currency Transactions are expressed in Indian Currency at the rates prevailing on the date of transaction. All the Foreign Currency Liabilities / Assets as at the Balance Sheet date are restated at the applicable exchange rates prevailing at that date.

(b) Exchange differences arising on repayment of liabilities incurred for the purpose of acquiring fixed assets are adjusted with the carrying amount of the respective fixed assets.

I. Accounting Of Cenvat Transactions : CENVAT benefit is accounted for on accrual basis on purchase of material & assets and incurring of expenses and appropriated against payment of Excise Duty on clearance of Finished Goods.

J. Taxation : Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by ICAI.

Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that are measured at relevant enacted tax rates. At each Balance Sheet date the company reassesses unrecognized deferred tax assets, to the extent they become reasonably certain or virtually certain of realization, as the case may be.

As ascertained by the Management of the company, there is no virtual certainty that future taxable income as per the Income Tax Act, 1961 may be available to offset current year's unabsorbed depreciation & business losses under the Income Tax Act, 1961. As per Para 17 of the Accounting Standard 22 :- Accounting for Taxes on Income, where an enterprise has unabsorbed depreciation or carry forward of losses under tax laws, deferred tax assets should be recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

K. Recognition Of Income And Expenditure

(a) Incomes & Expenditures are generally accounted on accrual as they are earned or incurred except Interest on taxes and duties which are accounted on payment basis or at the time of assessment, whichever is earlier.

(b) Sales are accounted net of Sales Discounts, rebates, etc., if any returns and also Excise Duty and Service tax, VAT and Sales Tax.

(c) Packing Material and Stores & Spares purchased are written off as expenses in the year of purchase.

(d) Imports are recognised on presentation of Bill of Entry at the Customs or on retiring the Import document whichever is earlier.

(e) Dividend Income is recognised when the right to receive the dividend is unconditional.

L. Employee Retirement Benefits

(a) Provident Fund is a defined contribution scheme and the Company's contribution to Provident Fund is charged to Profit & Loss Account.

(b) Retirement Benefits in the form of Gratuity and Leave Encashment which are defined benefit plans are determined and accrued on the basis of an independent actuarial valuation and are recognized in Profit & Loss account.

(c) Short Term Employee Benefits are recognised as an expense in the Profit & Loss account for the year in which the related service is rendered.



NOTES TO FINANCIAL STATEMENTS

- M. Deferred Revenue Expenses:** Deferred revenue expenses which are included expenses for public issue of share and increase of authorized share capital, had been written off over period of 5 years.
- N. Investments :** Investments are stated at cost of Acquisition. No provision is made for the diminution in value, if the decline is only temporary.
- O. Earnings Per Share :** The Company reports basic and diluted Earning Per Share (EPS) in accordance with Accounting Standard 20 on "Earning Per Share". Basic and Diluted EPS are Computed by dividing the net profit for the year attributable to equity shareholders by the number of equity shares outstanding during the year.

(Rs in Lacs)

	As At 31st March 2016	As At 31st March 2015
2 SHARE CAPITAL		
Authorised Share Capital		
25000000 (25000000) Equity Shares Of Rs. 10/- Each	2500.00	2500.00
Issued, Subscribed & Paid Up		
19500011 (19500011) Equity Shares Of Rs. 10/- Each	1950.00	1950.00
	1950.00	1950.00

- 2.1 Number of Equity Shares outstanding at the beginning and at the end of the year are same i.e. 19500011 of Rs. 10/- each and hence no reconciliation is required
- 2.2 Terms/Rights attached to equity shares

The company has issued only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2016 amount per share of dividend recognised as distributions to equity shareholders was Rs. Nil (P.Y. Rs. Nil)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by shareholders.

- 2.3 Details of shareholders holding more than 5% of the total shares

Equity shares of Rs 10/- each fully paid	31st March 2016		31st March 2015	
	No. of Shares	% holding	No. of Shares	% holding
Shares Held By				
Bilpower Limited	8416460	43.16	8416460	43.16
Jagdishchander Bansal	2612296	13.40	2612296	13.40

3 RESERVES & SURPLUS

I Securities Premium Account	6042.22	6042.22
II Capital Reserve	22.71	22.71
III General Reserve	279.92	279.92
IV Surplus i.e. Balance in Statement of Profit & Loss		
As At Beginning Of The Year	(2997.00)	(2663.77)
Retain Value of Assets	-	(3.23)
Loss For The Year	(105.05)	(330.00)
As at the End of the Year	(3102.05)	(2997.00)
Total (I+II+III+IV)	3242.80	3347.85

4 LONG-TERM BORROWINGS

Secured Loans		
Terms Loans		
From Bank	56.84	56.84
	56.84	56.84

- 4.1 Terms of repayment of Term Loan:

- The Loan is to be repayable in 18 equal quarterly installments of Rs. 27.78 Lacs starting from 01/11/2011.
- Nature of security for Term Loan from Bank :
Term loan is secured by exclusive charge on "HAEFELY" make Impulse Generator at Pali Unit.
- Rate of Interest of Term Loan:
The initial interest rate is 13.50% (Base Rate + 4.25% fixed per annum with reset after 2 years) p.a with monthly rest.
- The Company has Common Loan Agreement with Dhanlaxmi Bank Ltd. Rupee Term Loan amount Rs. 500.00 Lacs sanctioned during F.Y.2011-12 by Dhanlaxmi Bank Ltd.
- The Company has defaulted in repayment of quarterly installment of Rs. 27.78 Lacs each since the quarter ended March 2013 and interest accrued thereon remains unpaid since April 2013 onwards.



NOTES TO FINANCIAL STATEMENTS

- f) The lender bank has issued a Legal Notice u/s 13(2) dated 31/12/2015, to the Company asking them to pay outstanding dues of Rs. 181.00 Lacs upto 27th October, 2014 within 60 days from the date of this notice. failing which Lender Bank will initiate legal action against the Company.
In view of Legal Notice and based on the Legal advice received by the Company it has been decided not to provide any interest on outstanding liability of Dhanlaxmi Bank.
- g) The Company has not provided for interest payable to Dhanlaxmi Bank amounting to Rs. 27.59 Lacs for the year ended 31st March 2016 and also for F.Y. 2013-14 & 2014-15 the company has not provided interest amounting to Rs. 43.11 Lacs thus total interest not provided up to F.Y. 2015-16 amounting to Rs. 70.70 Lacs and As a result the accumulated losses in the balance sheet are understated by Rs. 70.70 Lacs & current liabilities are also understated by Rs. 70.70 Lacs

(Rs in Lacs)

	As At 31st March 2016	As At 31st March 2015
5 SHORT TERM BORROWINGS		
I Secured Loans		
Loans Repayable on Demand		
-Working Capital Loan Repayable on Demand from Bank	3224.96	3139.96
	<u>3224.96</u>	<u>3139.96</u>
II Unsecured Loans		
From Related Party	204.93	216.93
Interest Free Sales Tax Loan	7.63	7.63
	<u>212.56</u>	<u>224.56</u>
Total (I+II)	<u>3437.52</u>	<u>3364.52</u>
5.1 Working Capital facilities is secured by Hypothecation of all Current Assets of the Company. The facilities are further collaterally Secured by equitable Mortgage of Land and Building at Boisar Unit and Hypothecation of all Fixed Assets of Boisar Unit.		
5.2 Interest Rate-base rate + 4.50% currently 14.75% per annum with monthly rest.		
5.3 The Company has defaulted in repayment of dues including interest and principal to Canara Bank, on its various fund facilities availed, outstanding amounting to Rs. 4026 Lacs.		
5.4 The lender bank has issued a Legal Notice dated 22/12/2014, to the Company asking them to pay outstanding dues of Rs. 3704.84 Lacs within 7 days, failing which Lender Bank will initiate legal action against the Company. In view of Legal Notice and based on the Legal advice received by the Company it has been decided not to provide any interest on outstanding liability of Canara Bank w.e.f. 01/04/2014. The Company has not provided for Interest payable to Canara Bank amounting to Rs. 619.62 Lacs for the year ended 31st March 2016. Also for the financial year 2014-2015 the company has not provided for Rs. 668.09 lacs. 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 2016 is understated by Rs. 619.62 Lacs & current liabilities as at 31st March, 2016 are also understated by Rs. 619.62 Lacs and reserves are overstated by Rs. 619.62 Lacs. As a result the accumulated Reserves are overstated by Rs. 1287.71 Lacs. The amount of penal interest cannot be quantified as the details have not been received from the bank.		
5.5 Other unsecured loan received from related party Bilpower Limited Rs. 204.93 Lacs (P.Y. Rs. 216.93 Lacs)		
6 TRADE PAYABLES		
Trade Payables	1991.22	1208.08
	<u>1991.22</u>	<u>1208.08</u>
6.1 Trade Payables includes following related parties :- Rs 8.45 Lacs (P.Y. Rs 7.25 Lacs) payable to Related Party Choudhary Stamping, Rs 76.38 Lacs (P.Y. Rs 76.38 Lacs) payable to Related Party Bilpower Limited Rs 26.77 Lacs (P.Y. Rs 186.66 Lacs) payable to Related Party Niksan Engineering Co Limited.		
6.2 The Company has not received any intimation from the suppliers under the Micro, Small & Medium Enterprises Development Act 2006 & therefore disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said act have not been given.		
7 OTHER CURRENT LIABILITIES		
I Current Maturities of Long Term Debts	111.08	111.08
II Interest Accrued and Due on Borrowings	169.19	169.19
III Trade Advances	32.70	34.44
IV Unclaimed Dividend	1.58	1.58
V Proposed Final Dividend	-	-
VI Statutory Dues	6.15	5.96
VII Other Payables	25.30	29.27
	<u>346.00</u>	<u>351.52</u>
7.1 Other payables includes provision of leave encashment Rs 1.50 Lacs (P.Y. Rs 1.04 Lacs)		

TARAPUR TRANSFORMERS LIMITED

NOTES TO FINANCIAL STATEMENTS



(Rs in Lacs)

As At 31st March 2016

As At 31st March 2015

8 FIXED ASSETS

(Rs. in Lacs)

PARTICULARS	Gross Block				Depreciation				Net Block	
	As at 1st April 2015	Addition	Deduction/ Adjustments	As at 31st March 2016	As at 1st April 2015	Deduction/ Adjustments	For the year	As at 31st March 2016	As at 31st March 2015	As at 31st March 2016
A) Tangible Assets										
LAND (LEASE HOLD)	13.03	-	-	13.03	-	-	-	-	13.03	13.03
FACTORY BUILDING	1260.92	-	95.00	1165.92	115.74	9.02	38.46	145.18	1145.18	1020.74
FURNITURE & FIXTURE	27.59	-	10.34	17.25	15.92	4.45	1.76	13.23	11.67	4.02
COMPUTERS	8.70	-	-	8.70	7.79	-	0.03	7.82	0.91	0.88
TOOLS & EQUIPMENTS	14.60	-	-	14.60	9.54	-	2.80	12.34	5.06	2.26
ELECTRIC ITEMS	35.06	-	-	35.06	15.64	-	4.71	20.35	19.42	14.71
VEHICLES	56.94	-	29.83	27.11	34.49	21.37	4.25	17.37	22.45	9.74
PLANT & MACHINERY	2328.45	1.00	-	2329.45	471.61	-	142.88	614.49	1856.84	1714.96
OFFICE EQUIPMENT	6.67	0.22	-	6.89	3.53	-	0.56	4.09	3.14	2.80
AIR CONDITIONER	8.33	-	-	8.33	6.62	-	0.45	7.07	1.71	1.26
Sub Total	3760.29	1.22	135.17	3626.34	680.88	34.84	195.90	841.94	3079.41	2784.40
B) INTAGIBLE ASSETS										
GOODWILL	155.55	-	-	155.55	23.34	-	-	23.34	132.21	132.21
Sub Total	155.55	-	-	155.55	23.34	-	-	23.34	132.21	132.21
Grand Total (A+B)	3915.84	1.22	135.17	3781.89	704.22	34.84	195.90	865.28	3211.62	2916.61
Previous Year	3930.03	0.10	14.29	3915.84	505.40	3.26	202.08	704.22	3424.63	3211.62
Capital work - in progress	-	-	-	-	-	-	-	-	-	-

Previous year figures have been regrouped wherever necessary.

9 LONG-TERM LOANS AND ADVANCES

I Capital Advances (Unsecured, Considered Good)	644.41	643.32
II Security Deposit (Unsecured, Considered Good)	104.17	107.73
III Other Loans and Advance (Unsecured, Considered Good)		
Balances with Statutory/Revene Authorities-Sales Vat	31.05	26.56
Total (I+II+III)	<u>779.63</u>	<u>777.61</u>

10 OTHER NON CURRENT ASSETS

Miscellaneous Expenditure (To The Extent Not Written Off)	-	-
	-	-
	-	-

11 CURRENT INVESTMENTS

	QTY			
	31.03.2016	31.03.2015		
I Trade Investments				
Equity Shares, Quoted, Valued At Cost-Fully Paid Up				
In Other				
Marsons Ltd (F.V.Rs. 10/-)	118660	118660	16.60	16.60
KDJ Holidayscapes & Resorts Ltd. (F.V. Rs. 2/-)	260398	260398	257.70	257.70
Bilpower Limited (F.V. Rs. 10/-)	100	100	-	-
Bil Energy Systems Limited (F.V. Rs. 1/-)	100	100	-	-
Mutual Fund Units, Unquoted (At Cost)				
Canara Robeco Mutual Fund Collection	-	-	-	-



NOTES TO FINANCIAL STATEMENTS

(Rs in Lacs)

			As At 31st March 2016	As At 31st March 2015	
II	Other Investments				
	Equity Shares, Unquoted, Valued At Cost-Fully Paid Up				
	In Other				
	Shri Tradco Dessan Pvt Ltd (F.V Rs. 10/-)	1580000	1100000	158.00	110.00
	Honest Derivatives Pvt Ltd (F.V Rs. 10/-)	500000	500000	50.00	50.00
			<u>482.30</u>	<u>434.30</u>	
	Aggregate Amount of Quoted Investment		274.30	274.30	
	Market Valued of Quoted Investments		32.48	55.45	
	Aggregate Amount of Unquoted Investment		208.00	160.00	
12	INVENTORIES				
	(As Taken Valued & Certified by the Management)				
	Raw Materials		73.40	293.29	
	Work In Progress		110.05	78.66	
	Finished Goods		-	1.51	
	Stock In Trade		435.27	84.30	
			<u>618.72</u>	<u>457.76</u>	
13	TRADE RECEIVABLE				
I	Due for a Period Exceeding Six Months				
	-(Unsecured and Considered Good)		1965.13	1612.77	
	-(Unsecured and Considered Doubtful)		-	-	
			<u>1965.13</u>	<u>1612.77</u>	
	Less :Provision For Doubtful Debts		-	-	
			<u>1965.13</u>	<u>1612.77</u>	
II	Other Receivables				
	-(Unsecured and Considered Good)		1633.39	1235.15	
			<u>3598.52</u>	<u>2847.92</u>	
14	CASH AND CASH EQUIVALENTS				
I	Balances With Banks				
A)	Current Accounts		12.20	(4.40)	
B)	Earmarked Balances with Banks-Unpaid Dividend		1.58	1.58	
C)	Cash In Hand		5.65	3.21	
			<u>19.43</u>	<u>0.39</u>	
II	Other Bank Balances				
A)	Amount Held as Margin Money		7.60	14.36	
B)	Fixed Deposit with Banks *		184.32	137.06	
			<u>191.92</u>	<u>151.42</u>	
	Total (I + II)		<u>211.35</u>	<u>151.81</u>	
*	(Held as margin money or security against guarantees, letter of credits and other commitments)				
15	SHORT-TERM LOANS AND ADVANCES				
	(Unsecured and Considered Good)				
I	Loan and Advance Recoverable In Cash or Kind				
	To Others		2094.59	2099.87	
II	Balance With Statutory/Revenue Authorities Excise and Service Tax		202.07	196.85	
III	Prepaid Expenses		3.31	5.08	
IV	Advance Income Tax (Net Of Provision)		117.28	95.99	
			<u>2417.25</u>	<u>2397.79</u>	

TARAPUR TRANSFORMERS LIMITED

NOTES TO FINANCIAL STATEMENTS



(Rs in Lacs)

As At 31st March 2016

As At 31st March 2015

16 REVENUE FROM OPERATIONS

I Sales of Manufactured Goods		
- Transformers	263.72	2051.07
- Transformers Parts (Repair)	23.19	59.13
- Others	170.15	67.31
	<u>457.06</u>	<u>2177.51</u>
II Sales of Trading Goods		
- Iron & Steel, CRGO Electrical Steel Sheet/Stripe	1697.32	1540.01
	<u>1697.32</u>	<u>1540.01</u>
III Sales of Services		
- Labour Job	8.36	59.21
	<u>8.36</u>	<u>59.21</u>
IV Other Operating Revenues		
- Scrap Sales	86.80	163.16
	<u>86.80</u>	<u>163.16</u>
Sub Total (I+II+III+IV)	2249.54	3939.89
Less Excise Duty	49.33	209.30
Total Revenue From Operations (Net)	<u>2200.21</u>	<u>3730.59</u>

17 OTHER INCOME

I Interest Income		
- Interest from Bank on Deposit	13.44	8.87
- Interest on Loans and Advances	272.55	175.66
II Dividend Income		
- From Others	-	0.01
III Other Non-Operating Income		
- Sundry Balance Written Back	0.19	-
- Profit on Sales of Assets	49.44	-
- Other Income - Insurance Claim	-	2.16
- Rent Income	0.45	0.90
- Miscellaneous Income	0.74	1.12
	<u>336.81</u>	<u>188.72</u>

18 COST OF MATERIALS CONSUMED

Cost for Sales		
Cost of Material Consumed		
- Opening Stock	293.29	305.16
Add Purchase During the year	301.63	1916.61
Less Closing Stock	73.40	293.29
	<u>521.52</u>	<u>1928.48</u>

19 STOCK IN TRADE PURCHASE

- Iron & Steel, CRGO Electrical Steel Sheet/Stripe	2046.22	1621.11
	<u>2046.22</u>	<u>1621.11</u>

20 CHANGES IN INVENTORIES

At The End Of The Year		
Finished Goods	-	1.51
Work-In-Progress	110.05	78.66
Stock In Trade	435.27	84.30
	<u>545.32</u>	<u>164.47</u>
At The Beginning Of The Year		
Finished Goods	1.51	17.51
Work-In-Progress	78.66	77.02
Stock In Trade	84.30	-
	<u>164.47</u>	<u>94.53</u>
Total (B-A)	<u>(380.85)</u>	<u>(69.94)</u>



NOTES TO FINANCIAL STATEMENTS

(Rs in Lacs)

	As At 31st March 2016	As At 31st March 2015
21 EMPLOYEE BENEFITS EXPENSES		
I Salaries, Wages, Bonus & Allowances	66.89	118.97
II Contribution to Provident & Other Funds	1.44	2.83
III Staff Welfare Expenses	1.02	2.52
	<u>69.35</u>	<u>124.32</u>
21.1 Salaries, Wages, Bonus & Allowances includes Leave Encashment Expenses Rs 1.90 Lacs (P.Y. Rs 1.14 Lacs)		
21.2 Staff welfare expenses Rs. 0.025 Lacs (P.Y. 0.003) pertaining to prior period.		
22 FINANCE COSTS		
Interest Expenses		
From Bank	-	24.99
From Other	1.12	3.07
	<u>1.12</u>	<u>28.06</u>
Other Borrowing Costs	3.09	11.63
	<u>4.21</u>	<u>39.69</u>
23 OTHER EXPENSES		
Manufacturing Expenses		
Store & Spares	9.53	20.43
Power and Fuel	17.57	23.94
Factory Expenses	16.39	32.51
Labour Charges	24.64	49.66
Repair and Maintenance		
-Repair and Maintenance-Plant & Machinery	0.70	1.12
-Repair and Maintenance-Others	0.78	1.80
Excise Duty On Closing Stock FG	(0.16)	(1.48)
Packing Expenses	-	0.04
Selling and Distribution Expenses		
Freight and Transport Charges	7.51	32.90
Commission and Brokerage	-	1.32
Advertisement and Publicity Expenses	0.39	0.47
Liquidated Damages (Penalty)	57.65	107.59
Price Variation	0.78	2.23
Business Promotion Expenses	1.09	3.17
Discount, Rate Difference	-	-
Bad Debts Written Off	-	-
Expenses After Sales Against Warranty Job	-	7.29
Administrative & Office Expenses		
Insurance Charges	1.02	1.91
Conveyance and Travelling	8.47	18.89
Postage & Telegram and Telephone	3.61	3.86
Testing Charges	-	-
Payment to Auditors		
-Audit Fees (Including Tax Audit)	2.00	2.00
Legal & Professional Fees		
-Consultancy Fees	-	3.17
-Legal & Professional Fees	11.01	11.62
Stamp Duty, Stamp Paper and Franking Charges	0.17	0.12
Electricity Charges	0.07	1.36
Office & General Expenses	6.99	2.95
Registrar & Share Transfer Charges	0.76	0.79
Rates & Taxes	5.54	1.90
Rent	0.34	1.81
Printing & Stationery	1.02	1.65
Loss On Exchange Rate Fluctuation	0.25	0.50
Miscellaneous Expenditure W/Off	-	58.71
Loss On Sales Of Assets	7.59	7.36
Loss On Sales Of Shares Investment	-	1.50
Sundry Balance W/Off	0.01	0.48
	<u>185.72</u>	<u>403.57</u>

TARAPUR TRANSFORMERS LIMITED



NOTES TO FINANCIAL STATEMENTS

23.1 Stores and Spares Expenses includes Rs. Nil (P.Y. Rs. 0.23 Lacs) pertaining to prior period, Office and General Expenses includes Rs. Nil (P.Y.Rs. 0.005 Lacs) pertaining to prior period. Toll Expenses Rs. 0.008 Lacs (P.Y Rs. Nil), Travelling Expenses Rs. 0.078 Lacs (P.Y Rs. Nil) pertaining to prior period.

24. Contingent Liabilities

(Rs in Lacs)

Sr. No.	Particulars	As at 31st March, 2016	As at 31st March, 2015
(A)	Guarantees outstanding	275.62	231.71
(B)	Sales Tax Demands pending in appeals	136.49	136.49
(C)	Income Tax Demands including interest which is under dispute and pending in appeals	283.90	283.90
(D)	Custom duty on pending export obligation against import of machinery	144.85	144.85

25. Segment Reporting

The company primarily deals in the business of Manufacturing, Repair, Refurbishment and Upliftment of transformers and there are no material exports hence there is no Primary reportable segment, either product wise or geographical, in the context of Accounting Standard 17 issued by The Institute of Chartered Accountants of India.

26. Related Party Disclosures

(A) Name and relation of The Relative Parties:-

i) Associates Company

Bilpower Limited	Bil Energy Systems Limited
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ii) Key Management Personnel

Rajendra Kumar Choudhary	Chandrashekhar Trivedi
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iii) Company of Relative of KMP & Company of KMP

Niksan Engineering Co Limited	Viniyog Mercantile Pvt Ltd	Choudhary Global Limited
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iv) Proprietary concern of relative of KMP

Choudhary Stamping	TRC Power
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(B) Related Party transactions:

(Rs in Lacs)

Sr. No.	Nature of Transactions	Nature of Relationship			Total Transaction
		Associates	Key Management Personnel	Relatives of KMP & their proprietary Concern & Company	
1	Purchase of Goods	-	-	130.13	130.13
		-	-	(1302.22)	(1302.22)
2	Sales of Goods	-	-	72.49	72.69
		-	-	(32.63)	(32.63)
3	Rent Income	-	-	0.45	0.45
		(0.60)	-	(0.30)	(0.90)
4	Receiving of Services	-	-	-	-
	Labour Charges	-	-	4.92	4.92
	Rent Expenses	-	-	(5.33)	(5.33)
	Remuneration Payment	-	4.36	(0.60)	(0.60)
5	Finance (Including Loan & Equity Contributions in Cash or Kind)	-	-	-	-
	Loans & Advances Received	10.00	-	30.00	40.00
		(0.06)	(26.68)	-	(0.06)
	Loans & Advances Given	-	-	22.99	22.99
6	Purchase of Investment (Share)	-	-	-	-
		(0.002)	-	-	(0.002)



NOTES TO FINANCIAL STATEMENTS

7	Outstanding Loans & Advances Receivable	204.93 (216.93)	- -	- -	204.93 (216.93)
	Trade Receivable	- -	- -	0.75 (0.30)	0.75 (0.30)
	Trade Payable	76.38 (76.38)	- -	35.23 (193.91)	111.61 (270.29)

Note : Figures in Brackets Relate to previous year

Disclosure in respect of Material Related Party Transactions During the year:-

- Purchase of Goods/Expenses includes: Niksan Engineering Company Limited Rs. 130.13 Lacs (P.Y. Rs. 1302.22 Lacs).
- Sales of Goods includes: Niksan Engineering Company Limited Rs. 72.49 Lacs (P.Y. Rs. 32.63 Lacs)
- Rent Income : Viniyog Mercantile Pvt. Ltd Rs. 0.45 Lacs (P.Y.Rs. 0.30 Lacs). Bil Energy Systems Limited Rs. NIL Lacs (P.Y. Rs. 0.60)
- Receiving of Services
 - Labour Charges (Expenses) includes:- Choudhary Stamping Rs. 4.92 Lacs (P.Y. Rs. 5.33 Lacs)
 - Rent Expenses includes:- Niksan Engineering Company Limited Rs. NIL Lacs (P.Y. Rs. 0.60 Lacs)
 - Remuneration Payment:- Chandrashekhar Trivedi Rs. 2.20 Lacs (P.Y. Rs. NIL Lacs), Rajendra Kumar Choudhary Rs. 2.16 Lacs (P.Y. Rs. NIL Lacs)
- Finance (Including Loans & Equity Contributions on Cash or Kind)
 - Loans & Advances Received includes:- Bilpower Limited Rs. 10.00 Lacs (P.Y. Rs. 0.06 Lacs), TRC Power Rs. 30.00 Lacs (P.Y. Rs. NIL Lacs).
 - Loans & Advances Given includes:- Choudhary Global Limited Rs. 22.99 Lacs (P.Y. Rs. NIL Lacs).
- Purchase of Investment (Shares) includes:- Bilpower Limited Rs. NIL Lacs (P.Y. Rs. 0.001 Lacs), Bil Energy Systemes Limited Rs. NIL Lacs (P.Y. Rs. 0.001 Lacs)
- Outstanding as at 31st March, 2016.
 - Loans & Advance Received includes:- Bilpower Limited Rs. 204.93 Lacs (P.Y. Rs. 216.93 Lacs).
 - Trade Receivable includes:- Viniyog Mercantile Pvt. Ltd. Rs. 0.75 Lacs (P.Y. Rs. 0.30 Lacs)
 - Trade Payables includes:- Nik-San Engineering Co Limited Rs.26.77 Lacs (P.Y. Rs. 186.66 Lacs), Bilpower Limited Rs. 76.38 Lacs (P.Y. Rs. 76.38 Lacs), Choudhary Stamping Rs. 8.45 Lacs (P.Y. Rs. 7.25 Lacs).

27. Raw Material Consumed:-

The material purchases have been applied towards manufacturing as well as repairs of transformers. Since the material has been used in common facilities towards both and since the requirement of law is to show consumption of Raw Material for Manufacturing, the same has not been given.

28. Purchase of Trading Goods:-

(Rs. in Lacs)

Sr. No.	Category	As at 31st March, 2016	As at 31st March, 2015
1	C R Sheet / Coil	376.34	313.16
2	M.S. Plate	5.06	208.29
3	CRGO/CRNGO Electrical Steel Sheet/Strip	-	11.98
4	H.R.Plate	20.41	627.14
5	G. P. Coils/Sheets	1644.41	460.54
	Total	2046.22	1621.11

29. Sale of Products Comprises:-

- i) Manufactured goods

(Rs. in Lacs)

Sr. No.	Category	As at 31st March, 2016	As at 31st March, 2015
1	Transformers & Parts	23.19	59.13
2	CTPT	4.04	115.22
3	Distribution Transformers	259.68	1935.85
4	Power Transformers	-	-
5	Scrap	86.80	163.16
6	Other	170.15	67.31
	Total	543.86	2340.67

- ii) Traded Goods

(Rs in Lacs)

Sr. No.	Category	As at 31st March, 2016	As at 31st March, 2015
1	C R Sheet / Coil	370.13	275.47
2	M.S. Plate	6.68	207.16
3	CRGO/CRNGO Electrical Steel Sheet/Strip	-	12.00
4	H.R.Plate	26.73	622.25
5	G. P. Coils/Sheets	1293.78	423.13
	Total	1697.32	1540.01



30 Details of Closing Stock

i) Closing Stock of Finished Goods

(Rs. in Lacs)

Sr. No.	Category	As at 31st March, 2016	As at 31st March, 2015
1	Distribution Transformers	-	0.65
2	CTPT	-	-
3	Scrap	-	0.86
	Total	-	1.51

ii) Closing Stock of Traded Goods

(Rs. in Lacs)

Sr. No.	Category	As at 31st March, 2016	As at 31st March, 2015
1	C R Sheet / Coil	45.00	38.22
2	H.R.Plate	-	6.24
3	G. P. Coils/Sheets	390.27	38.24
4	M.S.Plate	-	1.60
	Total	435.27	84.30

31. Earnings Per Share (Eps)

(Rs. in Lacs)

Particular	As at 31st March, 2016	As at 31st March, 2015
Profit after tax	(105.05)	(330.00)
Weighted average number of Equity Shares		
-Basic & Diluted	19500011	19500011
Earning Per Share (in Rs.)		
-Basic & Diluted	(0.54)	(1.69)

32. Payment to Auditors :

(Rs. in Lacs)

Particular	As at 31st March, 2016	As at 31st March, 2015
As Auditors	2.00	2.00
Other Jobs	0.10	0.62
Total	2.10	2.62

33. Term Deposit Receipts wherever obtained are endorsed in favor of Banks and Government Departments against Bank Guarantee, L/C Facility etc.
34. Disclosure pursuant to adoption of accounting standard 15 Gratuity liability for the year is determined on actuarial valuation by the Life Insurance Co of India with whom the company has taken a policy for the settlement of future liability.
35. Some of the Creditors / Debtors / Loans / Advances are subject to Confirmations and resultant reconciliation, if any.
36. The Company has not received any intimation from the suppliers under the Micro, Small & Medium Enterprises Development Act 2006 & therefore disclosures, if any relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.
37. In terms of the requirements of the Accounting Standards-28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, the amount recoverable against Fixed Assets has been estimated for the period by the management based on present value of estimated future cash flows expected to arise from the continuing use of such assets. The recoverable amount so assessed was found to be adequate to cover the carrying amount of the assets, therefore no provision for impairment in value thereof has been considered necessary, by the management.
38. As per the best estimate of the management, no provision is required to be made as per Accounting Standard (AS) 29 "Provision, Contingent Liabilities & Contingent Assets" as notified by the companies (Accounting Standards) Rules 2006, in respect of any present obligation as a result of a past event that could lead to a probable outflow of resources which would be required to settle the obligation.
39. As at 31st March, 2016, IPO proceeds have been utilised as stated below. The utilisation of fund was as amended and ratified by the shareholder in the AGM held on 30th August, 2011.

(Rs. In Lacs)

Particulars	Objects as per Prospectus	Actual Utilisation
Amount Received From IPO Rs. 6375.00 Lacs		
Expansion and modernization of Pali Unit	3414.46	2707.18
Financing Working Capital Requirement	800.00	2031.36
Marketing and Brand development expenses	200.00	-
Acquisition of Business	2500.00	638.67
General Corporate Purpose	1351.91	689.01
Issue Expenses	299.53	308.79
Total	8565.90	6375.00



NOTES TO FINANCIAL STATEMENTS

Note:

As on 31st March, 2011 unutilized funds have been invested in liquid mutual fund schemes, Bank Fixed deposits and repayment of term loan to bank.

40. Sundry Debtors as on the date of Balance Sheet are net of amounts received after discounting of Letter of Credits.

41. Previous Year Figures have been regrouped / Re cast wherever necessary.

Signature to the Balance Sheet, Statement of Profit and Loss and Notes which form an integral part of accounts.

As per our attached report of even date.

For Raman S Shah and Associates

Chartered Accountants
Firm Regn.No. 119891W

For and on behalf of the Board

Prakash Sogam
Company Secretary

Chandrashekhar Trivedi
Managing Director
Din : 00135114

Kiren Shrivastav
Director
Din 01078946

Raman Shah

Partner
Membership No. 33272
Mumbai: 30th May 2016

Kanji Chavda
Chief Finance Officer

Suresh More
Director
Din : 06873425
Mumbai: 30th May 2016



TARAPUR TRANSFORMERS LIMITED

CIN - L99999MH1988PLC047303

Regd. Off.: J-20, MIDC, Tarapur Industrial Area, Boisar, Distt. Thane - 401506

Tel: 022-42428080, **Fax:** 022-28811225, **Email:** complianceofficer@tarapurtransformers.com, **Website:** www.tarapurtransformers.com

ATTENDANCE SLIP

(To be presented at the entrance)

28th ANNUAL GENERAL MEETING ON THURSDAY, SEPTEMBER 29, 2016 AT 10.00 A.M.
At J-20, MIDC, Tarapur Industrial Area, Boisar, Distt. Thane – 401506

Folio No. _____ DP ID No. _____ Client ID No. _____
Name of the Member _____ Signature _____
Name of the Proxyholder _____ Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.



TARAPUR TRANSFORMERS LIMITED

CIN - L99999MH1988PLC047303

Regd. Off.: J-20, MIDC, Tarapur Industrial Area, Boisar, Distt. Thane - 401506

Tel: 022-42428080, **Fax:** 022-28811225, **Email:** complianceofficer@tarapurtransformers.com, **Website:** www.tarapurtransformers.com

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 No. : DP ID No.

I / We, being the member(s) of Shares of Tarapur Transformers Limited, hereby appoint:

1. Name: E-mail Id:
Address:
Signature:
or failing him
2. Name: E-mail Id:
Address:
Signature:
or failing him
3. Name: E-mail Id:
Address:
Signature:
or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual general meeting of the company to be held on Thursday 29th Day of September, 2016 at 10.00 a.m. at J-20, MIDC, Tarapur Industrial Area, Boisar, Distt. Thane – 401506 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2016.
2. Appoint a Director in place of Mr. Suresh More (Din: 06873425) who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of Statutory Auditors
4. Appointment of Mr. Suresh More as Managing Director of the Company.



Signed this day of 2016

Signature of shareholder

Signature of Proxy holder(s)

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Corporate Office of the Company at 2nd Floor, Vikas Chambers, Link & Marve Road, Malad (W), Mumbai – 400 064, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

Book - Post

To,

TARAPUR TRANSFORMERS LIMITED
CIN - L99999MH1988PLC047303

Regd. Off.: J-20, MIDC, Tarapur Industrial Area, Boisar, Distt. Thane - 401506
Tel: 022-42428080, **Fax:** 022-28811225, **Email:** complianceofficer@tarapurtransformers.com, **Website:** www.tarapurtransformers.com