TARAPUR
TRANSFORMERS LTD.

Dated: 16th October, 2017

To,

Department of Corporate Services **BSE Ltd.** **P.J. Towers, Dalal Street,** **Mumbai - 400 001** **Stock Code 533203**	**The Manager-Listing Department** **National Stock Exchange of India Limited** **Exchange Plaza, Bandra Kurla Complex,** **Bandra (East), Mumbai – 400 051** **Stock Code TARAPUR**

Dear Sir / Madam,

Sub: Submission of soft copy of Annual Report for the F.Y. 2016-17

With reference to the captioned subject, enclosed please find herewith Annual report for the F.Y. 2016-17.

You are requested to take record of the same.

Thanking You,

Yours faithfully,
For TARAPUR TRANSFORMERS LIMITED

TARAPUR TRANSFORMERS LIMITED MUMBAI.

SURESH MORE
Managing Director
DIN: 06873425

Encl: As above

TARAPUR
TRANSFORMERS LIMITED

Annual Report 2016-17

Board of Directors
Mr. Chandrashekhar Trivedi
Mr. Suresh Sakharam More
Ms. Kiren Shrivastav
Mr. Lalit Laxiram Agarwal

Company Secretary & Compliance Officer
Ms. Prakash Sogam

Chief Financial Officer
Mr. Kanji Dayabhai Chavda

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
Unit No.211, Neo Corporate Plaza, Kachpada, Near Kapolwadi
Ramchandra Lane, Malad (West), Mumbai- 400064, Maharashtra
Tel : 022 49173802/3

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

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.

Registrar & Share Transfer Agents
Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (E), Mumbai – 400059.
Tel – 022 62638200 Email: investor@bigshareonline.com

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

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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.

TARAPUR TRANSFORMERS LIMITED

NOTICE is hereby given that the 29th **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 Monday, 25th September, 2017 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 2017 including Audited Balance Sheet as at 31st March, 2017 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 appoint the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139 & 142 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. Dalal & Kala Associates, Chartered Accountant, Mumbai having firm registration number 102017W be and is hereby appointed as the Statutory Auditor of the Company in place of M/s. Raman S. Shah & Associates, Chartered Accountants, Mumbai having firm registration number 119891W to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of Thirty Fourth Annual General Meeting (AGM) of the Company and subject to ratification of appointment at every Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

   RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mr. Rajendrakumar Anandilal Choudhary (DIN: 00494663)**

   "**RESOLVED THAT** pursuant to Sections 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Rajendra Kumar Choudhary, who was appointed as an Additional Director on June 30,2017 be and is hereby appointed as a Non- Executive Director of the Company.

   RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.

5. **To consider and if thought fit, to pass with or without modification the following Resolution as Special Resolution to shift the Registered Office of the Company from J-20, MIDC, Tarapur Industrial Area, Boisar, Palghar, Thane – 401506 to Unit No. 211, 2nd Floor, Neo Corporate Plaza, Kachpada Near Kapol Wadi, Ramchandra lane, Malad – West, Mumbai – 400064**

   "**RESOLVED THAT** pursuant to Provisions of Section 12 and any other provisions of the Companies Act, 2013 and Companies (Incorporation) Rule, 2014 and other applicable provisions if any the Registered Office of the Company be and is hereby shifted from its present location at J-20, MIDC, Tarapur Industrial Area, Boisar, Palghar, Thane – 401506 to Unit No. 211, 2nd Floor, Neo Corporate Plaza, Kachpada Near Kapol Wadi, Ramchandra lane, Malad – West, Mumbai – 400064 under the jurisdiction of Malad – West Police Station which is situated outside the local limits of the town, city where it is presently situated, but which is situated within the same state or within the same jurisdiction of Registrar of Companies, Mumbai.

   "**RESOLVED FURTHER THAT**, any one Director of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary for the aforesaid shifting and to send the necessary intimation in prescribed form to Registrar of Companies."

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 Tuesday, September 19, 2017 to Monday, September 25, 2017 (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 29th Annual General Meeting.

i. The Notice of the AGM along with the Annual Report 2016-17 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. Members wishing to claim dividends, which had remained unpaid, are requested to contact the Registrar and Share Transfer Agents/Company. Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of such transfer will be transferred to the Investor Education and Protection Fund as per Companies Act 2013. Kindly note that once the amount is transferred to the IEPF, no claims shall lie against the Company

l. 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 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 29th 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).

m. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

n. 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.

o. The remote e-voting period commences on 22nd September, 2017 (9:00 am IST) and ends on 24th September, 2017 (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 18th September, 2017, 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

p. 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. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

(v) After successful login, you can change the password with new password of your choice.

(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.

q. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

r. 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).

s. 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 18th September, 2017.

t. 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. 18th September, 2017, 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

u. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

v. 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.

w. M/s. Bhuwnesh 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.

x. 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.

y. 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.

z. 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.

Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the details of Directors seeking appointment / re-appointment in the Annual General Meeting to be held on Monday, 25th September, 2017 are provided hereunder. The Directors have furnished consent/ declaration for appointment/ reappointment as required under the Companies Act, 2013 and the Rules made thereunder.

Name of Director	Shri Suresh More	Shri Rajendra Kumar Choudhary
Date of Birth	01-06-1970	12-11-1960
Date of appointment	30/05/2015	30/06/2017
Qualification	S.S.C.	B.Com
List of Directorship held in other Companies	Bilpower Limited Bil Energy Systems Limited	Choudhary Global Limited Viniyog Mercantile Pvt. Ltd. Eletrofer Steel (India) Pvt. Ltd. K2K Consultancy Services Pvt. Ltd.
*Chairman/ Member of the Committees of the Board of Directors of the Company	3	0
*Chairman/ Member of the committees of Directors of other Company	Nil	Nil
No of Shares held	Nil	272545
Relationship with existing Directors of the Company	Not related	Not related

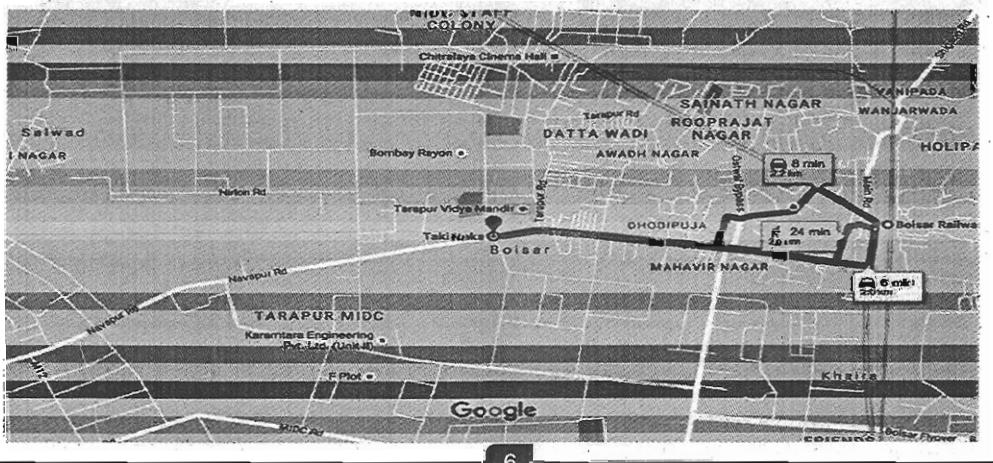
*Chairmanship/membership of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Grievance Relationship Committee has been considered.

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, 14th August, 2017

THE ROUTE MAP FOR THE VENUE OF AGM IS GIVEN BELOW. THE PROMINENT LAND MARK FOR THE VENUE IS "TAKI NAKA"



TARAPUR TRANSFORMERS LIMITED

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.3, 4 & 5 of the accompanying Notice:

Item No. 3:
As per the provisions of Companies Act, 2013 read with rules made there under no listed Company shall appoint an audit firm as auditor for more than two consecutive terms of five years and an audit firm which has completed its term shall not be eligible for reappointment as auditor in the same company.
Every listed Company existing on or before the commencement of Companies Act, 2013 (i.e 01st April, 2014) shall comply with the provisions of Companies Act, 2013 within three years. Accordingly, the term of the existing Statutory Auditors, Raman S shah & Associates, is coming to end. The Board of Directors have recommended appointment of M/s. Dalal & Kala Associates, Chartered Accountants as the Statutory Auditors of the Company in place of Raman S shah & Associates, Chartered Accountants, Mumbai, existing Statutory Auditors of the Company, to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty Fourth Annual General Meeting. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item no. 3.

Item No. 4:
The Board at its meeting held on 30th June 2017, appointed Mr. Rajendrakumar Anandilal Choudhary (DIN: 00494663) as additional director with effect from 30th June 2017 pursuant to Section 161 of the Companies Act 2013. Hence he will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR 2 and intimation in Form DIR8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his service as Director. Accordingly, the Board recommends the resolution No. 4 in relation to appointment of Mr. Rajendrakumar Anandilal Choudhary (DIN: 00494663) as director for the approval by shareholders of the company.

The Board recommends the proposed resolution to the members of the Company for their consideration and approval

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item no. 4.

Item No. 5:
The registered office of the Company is situated at J-20, MIDC, Tarapur Industrial Area, Boisar, Palghar, Thane – 401506. Now the Board of Directors of the company at its meeting held on 14th August 2017 decided that the registered office of the Company is to be shifted to Unit No. 211, 2nd Floor, Neo Corporate Plaza, Kachpada Near Kapol Wadi, Ramchandra lane, Malad – West, Mumbai – 400064, a place outside the local limits of the town where the company's registered office is presently situated but which is situated within the same State and under the Jurisdiction same Registrar of Companies i.e. in ROC Mumbai for Administrative purpose.

The Board recommends the proposed resolution to the members of the Company for their consideration and approval

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item no. 5.

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, 14th August, 2017

DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting 29th Annual Report together with the Audited Accounts and Auditors' Report for the year ended 31st March, 2017.

1. **Financial summary or highlights/ Performance of the Company (Standalone):** The financial performance of the Company for the Year ended 31st March, 2017 is as summarized below: **(Rs. In Lacs)**

Particulars	2016-2017	2015-2016
Gross Turnover & Other Income	3072.69	2537.02
Profit /(Loss) before Interest, Depreciation & Taxation	203.37	91.97
Less – Interest	3.62	1.12
Profit /(Loss) before Depreciation & Taxation	199.75	90.85
Less – Depreciation	183.82	195.90
Profit / (Loss) before Exceptional Items & tax	15.93	(105.05)
Less: Exceptional Item	242.38	-
Net Profit / (Loss) before Tax	(226.45)	(105.05)
Less– Provision for Taxation (Including Deferred Tax)	-	-
Net Profit / (Loss) for the year	(226.45)	(105.05)
Add/(less) Surplus/ (deficit) brought forward from previous Year	(3102.05)	(2997.00)
Add/(less) Retain Value Assets	-	-
Profit available for Appropriations/(Loss)	(3328.50)	(3102.05)
Appropriations:	-	-
Balance Carried to Balance Sheet	(3328.50)	(3102.05)

2. **Performance Review:**

The Net Turnover of the Company is Rs. 2814.35 Lacs, and the Company has incurred net loss of Rs. 226.45 Lacs for the F.Y 2016-17. 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 2016-17, 4 meeting of the Board of Directors held.

5. **Directors' Responsibility Statement:** The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:
   a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
   b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
   c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
   d) the directors had prepared the annual accounts on a going concern basis; and
   e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. **Auditors' Report:**

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

a) Auditors' Remark:

The company has sent letters to customers in respect of trade receivables for confirming balances outstanding as at March 31, 2017, but in most of the cases the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2017. 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, 2017 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.738.50 Lacs for the year ended 31st March 2017. 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 2017 is understated by Rs 738.50 Lacs & current liabilities as at 31st March, 2017 are also understated by Rs.738.50 Lacs and reserves are overstated by Rs. 738.50 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.

d) **Auditors' Remark:**
The Company has not provided for interest payable to Dhanlaxmi Bank amounting to Rs.31.55 Lacs. for the year ended 31st March 2017. As a result the loss for the year ended 31st March 2017 is understated by Rs. 31.55 Lacs & current liabilities as at 31st March, 2017 are also understated by Rs. 31.55 Lacs and reserves are overstated by Rs. 31.55Lacs.
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 Central Sales Tax, Sales Tax, and Income Tax the same is self explanatory.
Board Comments on the same:
The Company had paid the statutory dues though the some of the dues has been delayed because of financial position.

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 2016-17 reserve maintained with the Company is Rs. 3016.65 lacs while in year 2015-16, reserve was 3242.80 Lacs. This reduction is due to Loss for the year 2016-17 of Rs 226.45 Lacs.

10. Dividend: Your Directors did 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 closure of the financial year of the Company to which the balance sheet relates and the date of the report.

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

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

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

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

During the Financial year 2016-17 the following changes have occurred in the constitution of Directors / KMP of the Company:

- Mr. Chandrashekhar Trivedi (DIN: 00135114) resigned from Directorship of the Company w.e.f. 30.05.2016.
- Mr. Prakash Sogam was appointed as Company Secretary of the Company in the Board Meeting held on 30.05.2016.
- Changed the designation of Mr. Suresh More (DIN: 06873425) and appointed as Managing Director of the Company w.e.f. 12.08.2016
- Pursuant to provision of section 152 of the Companies Act 2013, Mr. Suresh More (DIN: 06873425) will retire by rotation at the Annual General Meeting and being eligible, has offered himself for re-appointment.

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 Regulation 16(1)(b) of the SEBI Listing Regulations and sub-section (6) of Section 149 of the Companies Act, 2013 has been disclosed by the Independent Director to the Company.

A separate meeting of Independent Directors was conducted as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 31st March 2017. All the independent directors were present for the meeting.

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. 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.

17. 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.

18. Nomination and Remuneration Committee:

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

19. **Disclosure under the sexual harassment of women:** Your Company is committed to provide and promote safe and healthy environment to all its employees without any discrimination. During the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

20. **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.

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

22. **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;

23. **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

24. **Auditors:**

M/s. Dalal & Kala Associates, Chartered Accountant, Mumbai having firm registration number 102017W be and is hereby appointed as the Statutory Auditor of the Company in place of M/s. Raman S. Shah & Associates, Chartered Accountants, Mumbai having firm registration number 119891W to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of Thirty Fourth Annual General Meeting (AGM) of the Company and subject to ratification of appointment at every Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.
The Company has received a Certificate from them that their Appointment, if made, would be within the limits and that they are not disqualified for such an appointment under the Companies Act, 2013. Their appointment is recommended by the board.

25. **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 & Vadodara units during the year.

26. **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.

27. **Share Capital**
   A) Issue of equity shares with differential rights:
   No Equity Shares with differential rights were issued during the financial year 2016-17 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 2016-17, 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 2016-17, 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.

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

29. 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)

30. 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).

31. 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.

32. 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

Suresh More
DIN: 06873425
Chairman

Mumbai, 30th May, 2017

Annexure 1 to the Directors' Report

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2017
[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 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai – 400059. Tel – 022 62638200 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	10.31
2	Iron & Steel, CRGO Electrical Steel Sheet/Stripe	2711	84.45

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									0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other -Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):	0	0	0	0	0	0	00	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									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Ven. Cap Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1004973	0	1004973	5.15	727747	0	727747	3.73	(1.42)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lacs	5181171	305	5181476	26.57	5198412	305	5198717	26.66	0.08
ii) Individual shareholders holding nominal share capital >Rs 1 lacs	4422516	0	4422516	22.68	4589480	0	4589480	23.54	0.86
c) Others (specify)	187991	0	187991	0.96	281012	0	281012	1.44	0.48
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 shares	No. of Shares	% of total shares of the Company	% of shares pledged/ Encumbered to 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):*

Names of the Top Ten Shareholders	Shareholding at the beginning of the year		Shareholding at the end of 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
Mayank Goyal	200,000	01.03	200,000	01.03
Kalpana Mukesh Mehta	0	00.00	136047	00.70
Rita Rajkumar Singh	127274	00.65	127605	00.65
Sonarhat Pvt Ltd	80999	00.42	96999	00.50
Moti Lal Daga	91000	00.47	0	00.00
K Shiva Kumar	77276	00.40	77276	00.40
Umakant Agrawal	74557	00.38	74557	00.38
Bonanza Portfolio Ltd.	71758	00.37	12034	00.06
Sangeeta Shailesh Shah	65000	00.33	55000	00.28
Velocity Broking Pvt. Ltd	65000	00.33	65000	0.33
JM Financial Services ltd	0	00.00	63002	0.32
Bimaladevi Govindprakash Gupta	59000	00.30	59000	00.30

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	117	0.00	117	0.00
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	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	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
Change in Indebtedness during the financial year				
* Addition	0	30.36	0	30.36
* Reduction	0	0	0	0
Net Change	0	30.36	0	30.36
Indebtedness at the end of the financial year				
i) Principal Amount	3392.87	242.92	0	3635.79
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	242.92	0	3804.98

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(Amt. in Rs.)

Sr no	Particulars of Remuneration	Name of MD	Total Amount
1	Gross salary	Chandrashekhar Trivedi	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		40000 (2 Months)
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Nil
2	Stock Option		Nil
3	Sweat Equity		Nil
4	Commission -as % of profit - others, specify...		Nil
5	Others, please specify		Nil
	Total (A)		40000
	Ceiling as per the Act		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 Commission Others, please specify	Not Provided as waived by director due to heavy loss	
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings Commission Others, please specify	Not Provided as waived by director due to heavy loss	
	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	-	298925	361026	659951
	(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	-	298925	361026	659951

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

Suresh More
DIN: 06873425
Chairman

Mumbai, 30th May, 2017

Annexure 2 to the Directors' Report

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

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
11.05.16	Loan given	Bil Energy Systems Limited	150000		Repaid
18.06.16	Loan given	Bil Energy Systems Limited	100000		Repaid
16.11.16	Loan given	Lumen Magnetic Wires Ltd.	1000000		
25.11.16	Loan given	Bil Energy Systems Limited	100000		Repaid

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

Suresh More
DIN: 06873425
Chairman

Mumbai, 30th May, 2017

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: **Bil Energy Systems Limited, Associate Company.**
(b) Nature of contracts/arrangements/transactions: **Sales of goods, Loans & Advances received**
(c) Duration of the contracts/ arrangements/ transactions: **During the year 2016-17**
(d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs. 134.23 Lacs, Rs. 68.40 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: **Chandrashekhar Trivedi, Key Managerial Personnel.**
(b) Nature of contracts/arrangements/transactions: **Remuneration**
(c) Duration of the contracts / arrangements/transactions: **During the year 2016-17**
(d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs.0.40 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: **Rajendrakumar Choudhary, Key Managerial Personnel.**
(b) Nature of contracts/arrangements/transactions: **Remuneration, Loans & Advance received**
(c) Duration of the contracts / arrangements/transactions: **During the year 2016-17**
(d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Rs.2.16Lacs & Rs. 24 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

Suresh More
DIN: 06873425
Chairman

Mumbai, 30th May, 2017

Annexure 4 to the Directors' Report

SECRETARIAL AUDIT REPORT
FORM NO. MR - 3
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017
[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, 2017, 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, 2017 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 SEBI (LODR) Regulations, 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 137 of the Companies Act, 2013 read with Rule 12(2) of the Companies (Accounts) Rules, 2014 the Company has failed to file financial Statement for financial year 2015-16 with the Registrar of Companies.*

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, 2017

For Bhuwnesh Bansal & Associates

Bhuwnesh 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, 2017

For Bhuwnesh Bansal & Associates

Bhuwnesh Bansal
Proprietor
FCS No. – 6526
CP No. - 9089

Annexure 5 to the Directors' Report

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY OVERVIEW

The India Power & Distribution Transformer market is forecast to reach $2.9 billion by 2022.

Government is taking major steps to strengthen the power transmission & distribution network and has undertaken initiatives such as UDAY for financial turnaround of power distribution companies. Further, the Government of India has projected an investment of INR 146,000 crore in power transmission sector by FY 2019 to strengthen the transmission network thus increasing the demand for power transformers.

The two biggest budget announcements pertained to rural Electrification and Solar Energy. There were few others announcements pertaining to higher allocations to the flagship Programs - Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) and the Integrated Power Developments Scheme (IPDS), more incentives for LED domestic manufacturing and lowering indirect taxes to promote the use of renewable. While these proposals augur well for the Power Sector, the budget, on the whole, perhaps failed to cheer the sector and fell short of meeting certain industry expectations. The Industry continues to live with surplus capacity resulting in continued pricing pressure. The outlook for the sector is improving with slow pace.

INDIAN TRANSFORMER INDUSTRY-Opportunities and Threats:

Market Drivers

Government Initiatives - DDUGJY, IPDS, UDAY, Growing FDI in Power Sector, Replacement of Transformers Growing Renewable Energy Sector

Market Restraints

High CRGO Imports, Inadequate Testing Facility

"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.

Economic growth has stabilized and downside risks have fallen. The company will have good opportunity to secure Projects orders. Although there is stiff competition in the market, yet because of vide product range, innovation and Adoption of new technologies. Company has taken various initiatives with an aim to address these concerns.

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 2016-17, your Company has achieved Total Turnover of Rs.2814.35 Lacs and has incurred Net Loss of Rs.226.45 Lacs.

The Company has net worth of about Rs.4966.35 Lacs as on March 31, 2017.

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:

Large outlay by the Government on infrastructure projects and ambitious target of solar and wind energy projects is likely to improve tender / enquiry in pipeline for potential business. Initiatives such as UDAY, DDUGJY, aggressive renewable energy target, the new hydro policy and the massive transmission connectivity plans is expected to gradually ease competitive pressure. These reforms are ambitious. If executed properly, they could have a significant impact on the sector in the next few years. With this background, the Company looks forward to improve business in volume term in current year, but margin continued to be under pressure in view of surplus capacity with organized sector players in industry. 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

The major risk factors affecting the Company are over capacity in industry, non-lifting of ready materials due to cash constraints at customers' end building inventory and liquidity issues, increase in receivable positions due to delay in payment by certain customers, uncertainty in execution of low fixed price orders. The wide fluctuation of rupee against US Dollars also affects margin since the key raw materials, viz. copper, transformer oil, special steels for lamination, etc., are of import origin. 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:

The company has maintained very harmonious & cordial Industrial relations. There is continuous emphasis on development of human resources through training. The issues pertaining to workers are resolved in harmonious and in cordial manner through regular interactions. We believe whatever we achieved from where we started our journey long back is the result of efforts of our team. So, we consistently aim to provide a sustainable environment for learning right from the stage of recruitment to retention.

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

Suresh More
DIN: 06873425
Chairman

Mumbai, 30th May, 2017

Annexure 6 to the Directors' Report

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34 (3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015)

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 Regulation 34 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 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 Two 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. Chandrashekhar Trivedi	Executive Director	Managing Director
*(2) Mr. LalitLaxiram Agarwal	Independent - Non Executive	Director
*(3) Ms. Kiren Shrivastav	Independent – Non Executive	Director
*(4)Mr. Suresh Sakharam More	Executive Director	Managing Director

*(1) Resigned as Managing Director w.e.f. 30thMay, 2016 *(2) Appointed as Director w.e.f. 14th November, 2014. *(3) Appointed as Director w.e.f. 13th February, 2015, *(4) Changed the designation as Managing Director w.e.f. 12th August,2016.

b) **Board Meetings and attendance of Directors:**

During the financial year ended on 31st March, 2017, Four (4) Board Meetings were held on the following dates:

30th May, 2016, 12th August, 2016, 11th November, 2016 and 14th February, 2017.

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 at last AGM held on 29.09.2016	# Directorship held in other Companies	Committee Memberships / Chairmanships	
				Membership	Chairmanship
*(1)Mr. Chandrashekhar Trivedi	1	-	-Bilpower Ltd. -Bil Energy Systems Ltd.	-	-
*(2) Mr. Lalit Laxiram Agarwal	4	-	-Bilpower Ltd. - Bil Energy Systems Limited	1	5
*(3) Ms. Kiren Shrivastav	4	-	-Bilpower Ltd. -Bil Energy Systems Ltd.	5	4
*(4)Mr. Suresh Sakharam More	4	Yes	-Bilpower Ltd. -Bil Energy Systems Ltd.	9	-

*(1) Resigned as Managing Director w.e.f. 30th May, 2016, *(2) Appointed as Director w.e.f. 14th November, 2014.*(3) Appointed as Director w.e.f. 13th February, 2015, *(4) Changed the designation as Managing Director w.e.f. 12th August,2016

 # 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 SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015), across all companies in which they are Directors. As per 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 at Annual General Meeting held on 29th September, 2015.

Mr. Suresh Sakharam More (DIN: 06873425) appointed as Managing Director w.e.f. 12.08.2016 and same approved in last Annual General Meeting i.e. 29th September 2016.

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) Changed the designation as Managing Director w.e.f. 12.08.2016

The terms of reference, role and scope of the Audit Committee are in line with those prescribed by 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 2016-17, four (4) Audit Committee meetings were held on 30th May, 2016, 12th August, 2016, 11th November, 2016 and 14th February, 2017.

b) **Power & Terms of Reference:**

The Power and terms of reference of the Audit Committee are as mentioned in 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 Sakharam More	Member	Independent – Non Executive

*(1) Appointed as a Chairman of Nomination and Remuneration Committee w.e.f. 13thFebruary, 2015 respectively. *(2) Appointed as a Member of Nomination and Remuneration Committee w.e.f. 13thFebruary, 2015. *(3) Changed the designation as Managing Director w.e.f. 12.08.2016

During the year 2016-17, One (1) Nominations and Remuneration Committee meeting was held on 12th August, 2016.

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 Sakharam More	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. 13thFebruary, 2015 respectively.*(3) Changed the designation as Managing Director w.e.f. 12.08.2016

During the year 2016-17, no Stakeholders Relationship Committee meeting was held.

There were no pending Transfers/ Demats as on 31st March, 2017.

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, 2016 to 31st March 2017 :

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, 2017 where at the following items as enumerated under Schedule IV to the Companies Act, 2013 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 2016-17."

Suresh More
DIN: 06873425
Managing Director

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
2013-14	26th	29.09.2014	J-20, MIDC,Tarapur Industrial AreaBoisar, Thane 401506	10.00 a.m.	Nil
2014-15	27th	29.09.2015	J-20, MIDC,Tarapur Industrial AreaBoisar, Thane 401506	11.00 a.m.	4
2015-16	28th	29.09.2016	J-20, MIDC,Tarapur Industrial AreaBoisar, Thane 401506	10.00 a.m.	1

Details of Special Resolutions passed in the previous three AGMs

Date of AGM	Particulars of Special Resolutions passed thereat
29.09.2014	No Special Resolution was passed at this AGM
29.09.2015	1) Appointment of Ms. Kiren Shrivastav as an Inpendent 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 Inpendent 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 Inpendent 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 Dirctor of the Company for a period of five (5) years from 29th September, 2015 to 28th September, 2020
29.09.2016	1) Appointment of Mr. Suresh More as an Managing Dirctor of the Company for a period of five (5) years from 12th August, 2016 to 11th August, 2021

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 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 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, 2017 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: Active Times Business standard. Marathi: Mahanayak, Mumbai Lakshadweep
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. **29th Annual General Meeting:**

Date	25th September,2017
Venue	J-20, MIDC, Tarapur Industrial Area, Boisar, Thane- 401506, Maharashtra
Day and Time	Monday 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 2017-18, Financial Results will be announced as per the following tentative schedule.

1st Quarter ending June, 2017	By 14th August, 2017
2nd Quarter & Half Year ending September, 2017	By 14th November, 2017
3rd Quarter ending December, 2017	By 15th February, 2018
4th Quarter / year ending March, 2018	Within 60 days from 31st March, 2018
Annual General Meeting for the Year 2017-18	By September, 2018

iii. **Book Closure:**

Dates of Book Closure	Tuesday, September 19, 2017 to Monday, September 25, 2017 (both days inclusive)

iv. **Listing:**
The Shares of the Company are listed on the BSE 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 2017-18 to both the above exchanges.

vi. **Custodial Fees to Depositories:**

The Company has not paid the custodial fees for the year 2017-18 to National Securities Depository Limited (NSDL) 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 2016-17:**

Month	BSE Share Price (Rs.)				NSE Share Price (Rs.)			
	Open	High	Low	Close	Open	High	Low	Close
Apr 16	4.81	6.00	4.71	5.20	5.15	6.00	4.85	5.45
May 16	5.70	5.70	4.52	4.88	5.20	6.00	4.60	5.05
3June 16	4.70	5.44	4.01	5.33	4.85	5.95	4.75	5.35
July 16	5.01	7.38	5.01	6.96	5.00	7.50	5.00	6.95
Aug 16	6.62	7.15	4.93	5.08	7.50	7.50	4.60	4.95
Sep 16	5.20	6.48	4.30	4.80	5.60	5.70	4.75	4.90
Oct 16	4.82	7.44	4.20	5.50	4.80	7.55	4.75	5.30
Nov 16	5.60	5.88	4.60	5.34	5.30	6.00	4.55	5.10
Dec 16	5.79	7.25	4.85	5.55	5.10	6.70	4.65	5.70
Jan 17	5.90	6.60	5.61	6.83	5.30	7.20	5.30	6.85
Feb 17	7.00	11.25	6.71	7.53	6.85	11.30	6.75	7.50
Mar 17	7.50	10.25	7.13	7.44	7.50	10.35	7.00	7.70

ñ **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

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,

Makwana Road, Marol, Andheri (E), Mumbai – 400059.

Tel – 022 62638200

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, 2017:**

Range of Shareholding	Number of Shareholders	% of Total	Amount	% of Total
1 - 5000	8368	77.39	14636590	7.51
5001 - 10000	1250	11.56	10665720	5.47
10001 - 20000	610	5.64	9662460	4.96
20001 - 30000	191	1.77	4914650	2.52
30001 - 40000	88	0.81	3225900	1.65
40001 - 50000	85	0.79	4001050	2.05
50001 - 100000	130	1.20	9509870	4.88
100001 and above	91	0.84	138383870	70.96
Total	**10813**	**100**	**195000110**	**100**

xii. **Shareholding pattern (category wise) as on 31st March, 2017:**

Category	Number of Shares held	% of Total Shareholding
Clearing Member	145256	0.74
Corporate Bodies	727747	3.73
Corporate Bodies (Promoter Co.)	8416460	43.16
Directors	214356	1.10
Group Companies	14000	0.07
Non Resident Indians	135756	0.70
Promoters	29	0.0
Promoter / Directors	58190	0.30
Public	9788197	50.20
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, 2017.
- 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.

xv. **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 –

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

xviii. **Address for correspondence:**

The Compliance Officer,
Tarapur Transformers Limited,
Unit No.211, Neo Corporate Plaza, Kachpada, Near Kapolwadi
Ramchandra Lane, Malad (West), Mumbai- 400064, Maharashtra
Tel : 022 49173802/3
Email – complianceofficer@tarapurtransformers.com
Website: www.tarapurtansformers.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, 2017

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To,
The Members of
Tarapur Transformers Limited

We have examined all the relevant records of Tarapur Transformers Limited ("the Company") for the purpose of certifying compliance of the conditions of the Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period from April 01, 2016 to March 31, 2017. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

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

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the said Listing Regulations.

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

For RAMAN S.SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

(CA Raman S. Shah)
M.No.33272
PARTNER
Firm Registration No.: 119891W
Place: Mumbai,
Date: 30th May, 2017

CEO / CFO Certification

The Board of Directors
Tarapur Transformers Limited

We, Suresh Sakharam More, 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, 2017 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 the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c) We are responsible for establishing and maintaining internal controls 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) There have been no significant changes in internal control over financial reporting during the year;

ii) There have been no 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).

Suresh More
Managing Director

Kanji D. Chavda
Chief Financial Officer

Place: Mumbai
Dated: May 30, 2017

INDEPENDENT AUDITORS REPORT

TO THE MEMBERS OF **TARAPUR TRANSFORMERS LIMITED,**

Report on the Financial Statements

We have audited the accompanying financial statements of **TARAPUR TRANSFORMERS LIMITED** ("t Company"), which comprise the Balance sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Fl Statement for the year then ended and a summary of significant accounting policies and other explanato 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 ("th Act") with respect to the preparation of these financial statements that give a true and fair view of the financi position, financial performance and cash flows of the Company in accordance with the accounting principle generally accepted in India, including the Indian Accounting Standards specified in the Companies (Accounts) Rules 2015 (as amended) under Section 133 of the Act

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.

Auditor's 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 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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) <u>With regard to pending confirmation of balances of trade receivable.</u>

sThe Company has sent letters to customers in respect of trade receivables for confirming balances as at March 31, 2017, but in most of the cases the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2017. 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, 2017. 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 2016-2017**

The Company has not provided for Interest payable to Canara Bank amounting to Rs.738.50 Lacs for the year ended 31st March 2017. 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 2017 is understated by Rs 738.50 Lacs & current liabilities as at 31st March, 2017 are also understated by Rs.738.50 Lacs and reserves are overstated by Rs. 738.50 Lacs.

(d) **Regarding non provision of interest on loans availed from Dhanlaxmi Bank for the Financial year 2016-2017**

The Company has not provided for interest payable to Dhanlaxmi Bank amounting to Rs.31.55 Lacs. for the year ended 31st March 2017. As a result the loss for the year ended 31st March 2017 is understated by Rs. 31.55 Lacs & current liabilities as at 31st March, 2017 are also understated by Rs. 31.55 Lacs and reserves are overstated by Rs. 31.55Lacs.

(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, 2017, 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.

(e) On the basis of the written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 25 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.

(k) The Company has provided requisite disclosures in the financial statements as dealings in Specified Bank Notes during the period from 8th November, 2016 to 31st December, 2016, on the basis of information available with the Company. Based on audit procedures, and relying on management's representation, we report that disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management – Refer Note 14 to the financial statements.

For RAMAN S.SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

(CA Raman S. Shah)
M.No.33272
PARTNER
Firm Registration No.: 119891W
Place: Mumbai,
Date: 30th May, 2017

ANNEXURE A TO THE INDEPENDENT AUDITOR'S 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 Service Tax, Income Tax, Sales tax, Professional Tax etc.

(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

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	Financial Year	Nature of Dues Pending	Amount (Rs. 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	CIT APPEAL -II , FILED
Income Tax Act	F.Y.2011-12	Income Tax Demands including interest which is under dispute and pending in appeals	61.73	CIT APPEAL -II , FILED

viii Based on our Audit Procedures and as per the information and explanation given by management, the compan has defaulted in repayment of dues to banks. The detail of period and amount of default as ascertained b 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
Place: Mumbai,
Date: 30th May, 2017

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, 2017 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, 2017.

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, 2017, 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
Place: Mumbai,
Date: 30th May, 2017

BALANCE SHEET AS AT - 31ST MARCH 2017

(₹ in Lacs)

	NOTE NO	AS AT 31ST MARCH 2017 ₹	AS AT 31ST MARCH 2016 ₹
I EQUITY AND LIABILITES			
1 Shareholders' Funds			
Share Capital	2	1950.00	1950.00
Reserves & Surplus	3	3016.35	3242.80
		4966.35	5192.80
2 Non-Current Liabilities			
Long-Term Borrowings	4	56.84	56.84
		56.84	56.84
3 Current Liabilities			
Short-Term Borrowings	5	3467.87	3437.52
Trade Payables	6	1975.35	1991.22
Other Current Liabilities	7	355.90	346.00
		5799.12	5774.74
		10822.31	11024.38
II ASSETS			
1 Non-Current Assets			
Fixed Assets	8		
Tangible Assets		2608.19	2784.40
Intangible Assets		132.21	132.21
Long Term Loans and Advances	9	774.59	779.63
Other Non Current Assets	10	-	-
		3514.99	3696.24
2 Current Assets			
Current Investments	11	369.92	482.30
Inventories	12	350.61	618.72
Trade Receivables	13	4284.07	3598.52
Cash and Cash Equivalents	14	298.84	211.35
Short Term Loans and Advances	15	2003.88	2417.25
		7307.32	7328.14
		10822.31	11024.38
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 bahalf of the Board

Prakash Sogam
Company Secretary

Suresh More
Managing Director
Din : 06873425

Kiren Shrivastav
Director
Din 01078946

Raman Shah
Partner
Membership No. 33272
Mumbai: 30th May 2017

Kanji Chavda
Chief Finance Officer

Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 30th May 2017

TARAPUR TRANSFORMERS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED - 31ST MARCH 2017

(₹ in Lacs)

	NOTE NO	AS AT 31ST MARCH 2017 ₹	AS AT 31ST MARCH 2016 ₹
INCOME			
Revenue From Operations (Net)	16	2814.35	2200.21
Other Income	17	258.34	336.81
		3072.69	2537.02
EXPENSES			
Cost of Materials Consumed	18	351.30	521.52
Stock-In-Trade Purchases	19	2090.01	2046.22
Change In Inventories	20	270.51	(380.85)
Employee Benefits Expenses	21	29.51	69.35
Finance Costs	22	6.01	4.21
Depreciation and Amortisation Expense	8	183.82	195.90
Other Expenses	23	125.60	185.72
		3056.76	2642.07
Profit/(Loss) Before Exceptional Items And Tax		15.93	(105.05)
Exceptional Items	24	242.38	-
Profit/(Loss) Before Tax		(226.45)	(105.05)
Tax Expense		-	-
Profit/(Loss) For The Period		(226.45)	(105.05)
Nos Of Equity Shares For Computing Eps			
Basic		19500011	19500011
Diluted		19500011	19500011
Earnings Per Equity Share (Face Value ₹ 10/- Per Share)			
Basic (₹)		(1.16)	(0.54)
Diluted (₹)		(1.16)	(0.54)
Significant Accounting Policies	1		

As per our attached report of even date.

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

Raman Shah
Partner
Membership No. 33272
Mumbai: 30th May 2017

For and on bahalf of the Board

Prakash Sogam
Company Secretary

Kanji Chavda
Chief Finance Officer

Suresh More
Managing Director
Din : 06873425

Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 30th May 2017

Kiren Shrivastav
Director
Din 01078946

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017 (₹ in Lacs)

		AS AT 31ST MARCH 2017 ₹	AS AT 31ST MARCH 2016 ₹
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit Before Tax & Extra Ordinary Items	15.93	(105.05)
	Adjustment For -		
	- Deferred Revenue Expenditure	-	-
	- Depreciation	183.82	195.90
	- Balance Written off	4.59	0.01
	- Loss On Foreign Currency Fluctuation	(0.17)	0.25
	- Sundry Balance Written Back	-	(0.19)
	- Liquidated Damages (Penalty)	-	57.65
	- Loss on Sales of Assets	0.73	7.59
	- Gain on Sales of Assets	-	(49.44)
	- Dividend on Long Term Investment	-	-
	- Interest Income	(257.89)	(285.99)
	- Interest Paid	3.62	1.12
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(49.37)	(178.15)
	Adjustment For -		
	- Trade Receivable	(685.55)	(808.25)
	- Inventories	268.11	(160.96)
	- Trade and Other Payables	(10.39)	777.55
	Cash Generated from Operations	(477.20)	(369.81)
	Decrease in Provision for Taxation	-	-
	CASH FLOW FROM OPERATING ACTIVITIES	(477.20)	(369.81)
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets	(10.36)	(1.22)
	Sale of Fixed Assets	2.02	142.18
	Investment in Shares	(130.00)	(48.00)
	Interest Income	257.89	285.99
	Movement in Loans and Advances	418.41	(21.48)
	Dividend on Long Term Investment	-	-
	Net Cash Used in Investing Activities	537.96	357.47
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Long Term Borrowing	-	-
	Short Term Borrowing	30.35	73.00
	Interest Paid	(3.62)	(1.12)
	NET CASH FROM FINANCING ACTIVITIES	26.73	71.88
	Net Increase / (Decrease) In Cash And Cash Equivalents	87.49	59.54
	CASH AND CASH EQUIVALENT AT BEGINNING OF THE YEAR	211.35	151.81
	CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	298.84	211.35

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

For and on bahalf of the Board

Prakash Sogam
Company Secretary

Suresh More
Managing Director
Din : 06873425

Kiren Shrivastav
Director
Din 01078946

Raman Shah
Partner
Membership No. 33272
Mumbai: 30th May 2017

Kanji Chavda
Chief Finance Officer

Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 30th May 2017

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

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 accept accounting principle in India, the provisions of the Companies Act, 2013 and the applicable accounting standar issued by the ICAI.

B. Use Of Estimates

The preparation of financial statements requires use of estimates and assumptions that affect the reported amount c assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses durin the reporting period. Differences between the actual results and the estimate are recognised in the period in which th 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 Ac 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 th Companies Act, 2013 on Straight Line Method and under the provisions of Sub-Section (2) of Section 123 of th Companies Act, 2013.

4) Depreciation on Assets in Boisar Unit has not been provided as the production was suspended for the entire 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, 2017, the work in progress is not more that 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.

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.

TARAPUR TRANSFORMERS LIMITED F.Y.2016-17 (₹ in Lacs)

NOTES		AS AT 31ST MARCH 2017 ₹	AS AT 31ST MARCH 2016 ₹
2	**SHARE CAPITAL**		
	Authorised Share Capital		
	25000000 (25000000) Equity Shares Of ₹ 10/- Each	2500.00	2500.00
	Issued, Subscribed & Paid Up		
	19500011 (19500011) Equity Shares Of ₹ 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 ₹ 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 ₹ 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 2017 amount per share of dividend recognised as distributions to equity shareholders was ₹ Nil (P.Y. ₹ 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 shresholders holding more than 5% of the total shares

Equity shares of ₹ 10/- each fully paid	31st March 2017		31st March 2016	
Shares Held By	No.of Shares	% holding	No.of Shares	% holding
Bilpower Limited	8416160	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 Beginnung Of The Year	(3102.05)	(2997.00)
	Retain Value of Assets	-	-
	Loss For The Year	(226.45)	(105.05)
	As at the End of the Year	(3328.50)	(3102.05)
	Total (I+II+III+IV)	3016.35	3242.80

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:

a) The Loan is to be repayable in 18 equal quarterly installments of ₹ 27.78 Lacs starting from 01/11/2011.

b) Nature of security for Term Loan from Bank :
Term loan is secured by exclusive charge on "HAEFELY" make Impulse Generator at Pali Unit.

c) 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.

d) The Company has Common Loan Agreement with Dhanlaxmi Bank Ltd. Rupee Term Loan amount ₹ 500.00 Lacs sanctioned during F.Y.2011-12 by Dhanlaxmi Bank Ltd.

e) The Company has defaulted in repayment of quarterly installment of ₹ 27.78 Lacs each since the quarter ended March 2013 and interest accrued thereon remains unpaid since April 2013 onwards.

f) The lender bank has issued a Legal Notice u/s 13(2) dated 31/12/2015, to the Compnay asking them to pay outstanding dues of ₹ 181.00 Lacs upto 27th October, 2014 within 60 days from the date of this notice. failing which Lender Bank will intiate legal action against the Company. In view of Legal Notice and based on the Legal advice received by the Company it has been decide 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 ₹ 31.55 Lacs for the year ended 31st March 2017 and also for F.Y 2013-14 ,2014-15 & 2015-16 the company has not provided interest amounting to ₹ 70.70 Lacs thus total interest not provided up to F.Y 2016-17 amounting to ₹ 102.25 Lacs and As a result the accumulated losses in the balance sheet are understated by ₹ 102.25 Lacs & current liabilities are also understated by ₹ 102.25 Lacs

TARAPUR TRANSFORMERS LIMITED F.Y.2016-17 (₹ in Lacs)

NOTES		AS AT 31ST MARCH 2017 ₹	AS AT 31ST MARCH 2016 ₹
5	SHORT TERM BORROWINGS		
	I Secured Loans		
	Loans Repayable on Demand		
	-Working Capital Loan Repayable on Demand from Bank	3224.95	3224.96
		3224.95	3224.96
	II Unsecured Loans		
	From Related Party	235.29	204.93
	Interest Free Sales Tax Loan	7.63	7.63
		242.92	212.56
	Total (I+II)	3467.87	3437.52

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 ₹ 4026.00 Lacs.

5.4 The lender bank has issued a Legal Notice dated 22/12/2014, to the Compnay asking them to pay outstanding dues of ₹ 3704.84 Lacs within 7 days, failing which Lender Bank will intiate legal action against the Company. In view of Legal Notice and based on the Legal advice received by the Company it has been decide 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 ₹ 738.50 Lacs for the year ended 31st March 2017. Also for the financial year 2014-15 & 2015-2016 the company has not provided for ₹ 1287.71 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 2017 is understated by ₹ 738.50 Lacs & current liabilities as at 31st March, 2017 are also understated by ₹ 738.50 Lacs and reserves are overstated by ₹ 738.50 Lacs. As a result the accumulated Reserves are overstated by ₹ 2026.21 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 ₹204.81 Lacs (P.Y. ₹204.93 Lacs), Bil Energy Systems Ltd. ₹ 30.47 Lacs (P.Y. ₹ Nil)

6	TRADE PAYABLES		
	Trade Payables	1975.35	1991.22
		1975.35	1991.22

6.1 Trade Payables includes following related parties :-
₹ 8.45 Lacs (P.Y.₹ 8.45 Lacs) payable to Related Party Choudhary Stamping , ₹ 76.38 Lacs (P.Y.₹ 76.38 Lacs) payable to Related Party Bilpower Limited
₹ 26.77 Lacs (P.Y. ₹ 26.77 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	35.19	32.70
IV	Unclaimed Dividend	1.58	1.58
V	Proposed Final Dividend	-	-
VI	Statutory Dues	28.44	6.15
VII	Other Payables	10.42	25.30
		355.90	346.00

7.1 Other payables includes provision of leave encashment ₹ Nil (P.Y.₹ 1.50 Lacs)

9	LONG-TERM LOANS AND ADVANCES		
I	Capital Advances (Unsecured,Considered Good)	644.41	644.41
II	Security Deposit (Unsecured,Considered Good)	99.13	104.17
III	Other Loans and Advance (Unsecured,Considered Good)		
	Balances with Statutory/Revene Authorities-Sales Vat	31.05	31.05
	Total (I+II+III)	774.59	779.63

10	OTHER NON CURRENT ASSETS		
	Miscellaneous Expenditure (To The Extent Not Written Off)	-	-
		-	-

TARAPUR TRANSFORMERS LIMITED F.Y.2016-17 (₹ in Lacs)

NOTES		AS AT 31ST MARCH 2017 ₹	AS AT 31ST MARCH 2016 ₹
15 SHORT-TERM LOANS AND ADVANCES			
(Unsecured and Considered Good)			
I Loan and Advance Recoverable In Cash or Kind			
To Others		1685.18	2094.59
II Balance With Statutory/Revenue Authorities Excise and Service Tax		178.96	202.07
III Prepaid Expenses		1.78	3.31
IV Advance Income Tax (Net Of Provision)		137.96	117.28
		2003.88	2417.25
16 REVENUE FROM OPERATIONS			
I Sales of Manufactured Goods			
- Transformers		-	263.72
- Transformers Parts (Repair)		46.85	23.19
- Others		246.88	170.15
		293.73	457.06
II Sales of Trading Goods			
- Iron & Steel, CRGO Electrical Steel Sheet/Stripe		2238.12	1697.32
- Others		167.78	-
		2405.90	1697.32
III Sales of Services			
- Labour Job		14.66	8.36
		14.66	8.36
IV Other Operating Revenues			
- Scrap Sales		134.57	86.80
		134.57	86.80
Sub Total (I+II+III+IV)		2848.86	2249.54
Less Excise Duty		34.51	49.33
Total Revenue From Operations (Net)		2814.35	2200.21
17 OTHER INCOME			
I Interest Income			
- Interest from Bank on Deposit		18.13	13.44
- Interest on Loans and Advances		239.76	272.55
II Dividend Income			
- From Others		-	-
III Other Non-Operating Income			
- Sundry Balance Written Back		-	0.19
- Profit on Sales of Assets		-	49.44
- Rent Income		-	0.45
- Miscellaneous Income		0.45	0.74
		258.34	336.81
18 COST OF MATERIALS CONSUMED			
Cost for Sales			
Cost of Material Consumed			
- Opening Stock		73.40	293.29
Add Purchase During the year		353.70	301.63
Less Closing Stock		75.80	73.40
		351.30	521.52
19 STOCK IN TRADE PURCHASE			
- Iron & Steel, CRGO Electrical Steel Sheet/Stripe		1972.15	2046.22
- OTHERS		117.86	-
		2090.01	2046.22
20 CHANGES IN INVENTORIES			
At The End Of The Year			
Finished Goods		-	-
Work-In-Progress		100.21	110.05
Stock In Trade		174.60	435.27
	A)	274.81	545.32
At The Beginning Of The Year			
Finished Goods		-	1.51
Work-In-Progress		110.05	78.66
Stock In Trade		435.27	84.30
	B)	545.32	164.47
Total (B-A)		270.51	(380.85)

TARAPUR TRANSFORMERS LIMITED F.Y.2016-17 (₹ in Lacs)

NOTES		QTY		AS AT 31ST MARCH 2017 ₹	AS AT 31ST MARCH 2016 ₹
11	CURRENT INVESTMENTS				
	I Trade Investments	QTY			
	Equity Shares, Quoted,Valued At Cost-Fully Paid Up	31.03.2017	31.03.2016		
	In Other				
	Marsons Ltd (F.V.₹ 10/-)	118660	118660	16.60	16.60
	KDJ Holidayscapes & Resorts Ltd. (F.V. ₹ 2/-)	260398	260398	257.70	257.70
	Bilpower Limited (F.V. ₹10/-)	100	100	-	-
	Bil Energy Systems Limited (F.V. ₹1/-)	100	100	-	-
	II Other Investments				
	Equity Shares, Unquoted,Valued At Cost-Fully Paid Up				
	In Other				
	Shri Tradco Dessan Pvt Ltd (F.V ₹ 10/-)	1580000	1580000	158.00	158.00
	Honest Derivatives Pvt Ltd (F.V ₹ 10/-)	500000	500000	50.00	50.00
	Spectrum Trimpex Pvt. Ltd. (F.V. ₹100/-)	26000	-	130.00	-
				612.30	482.30
	Provision for Dimunition in Value of Quoted Investment			242.38	-
	Net Current Investments			369.92	482.30
	Aggregate Amount of Quoted Investment			274.30	274.30
	Market Valued of Quoted Investments			31.92	32.48
	Aggregate Amount of Unquoted Investment			338.00	208.00
12	INVENTORIES				
	(As Taken Valued & Certified by the Management)				
	Raw Materials			75.80	73.40
	Work In Progress			100.21	110.05
	Finished Goods			-	-
	Stock In Trade			174.60	435.27
				350.61	618.72
13	TRADE RECEIVABLE				
	I Due for a Period Exceeding Six Months				
	-(Unsecured and Considered Good)			2714.24	1965.13
	-(Unsecured and Considered Doubtful)			-	-
				2714.24	1965.13
	Less :Provision For Doubtful Debts			-	-
				2714.24	1965.13
	II Other Receivables				
	-(Unsecured and Considered Good)			1569.83	1633.39
				4284.07	3598.52
14	CASH AND CASH EQUIVALENTS				
	I Balances With Banks				
	A) Current Accounts			56.64	12.20
	B) Earmarked Balances with Banks-Unpaid Dividend			1.58	1.58
	C) Cash In Hand			7.59	5.65
				65.81	19.43
	II Other Bank Balances				
	A) Amount Held as Margin Money			7.60	7.60
	B) Fixed Deposit with Banks *			225.43	184.32
				233.03	191.92
	TOTAL (I + II)			298.84	211.35

* (Held as margin money or security against guarantees, letter of credits and other commitments)

* The details of Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December,2016 as provided in the table below : -

Particulars	Specified Bank Note (SBNs)	Other Denomination note	Total
Closing cash in hand as on 08.11.2016		5.35	5.35
(+) Permitted receipts			0.00
(-) Permitted payments		0.62	0.62
(+) Amount withdrawn from Bank		1.80	1.80
(-) Amount deposited in Bank			0.00
Closing cash in hand as on 30.12.2016	0	6.53	6.53

TARAPUR TRANSFORMERS LIMITED F.Y.2016-17 (₹ in Lacs)

NOTES	AS AT 31ST MARCH 2017 ₹	AS AT 31ST MARCH 2016 ₹
21 EMPLOYEE BENEFITS EXPENSES		
I Salaries, Wages, Bonus & Allowances	27.06	66.89
II Contribution to Provident & Other Funds	1.93	1.44
III Staff Welfare Expenses	0.52	1.02
	29.51	69.35
21.1 Salaries,Wages,Bonus & Allowances includes Leave Encashment Expenses ₹ 0.068 Lacs (P.Y. ₹ 1.90 Lacs)		
21.2 Staff welfare expenses ₹ Nil (P.Y. ₹ 0.025 Lacs) pertaining to prior period.		
22 FINANCE COSTS		
Interest Expenses		
From Bank	-	-
From Other	3.62	1.12
	3.62	1.12
Other Borrowing Costs	2.39	3.09
	6.01	4.21
23 OTHER EXPENSES		
Manufacturing Expenses		
Store & Spares	2.27	9.53
Power and Fuel	13.88	17.57
Factory Expenses	19.37	16.39
Labour Charges	13.74	24.64
Repair and Maintenance		
-Repair and Maintenance-Plant & Machinery	0.04	0.70
-Repair and Maintenance-Others	0.38	0.78
Excise Duty On Closing Stock FG	-	(0.16)
Packing Expenses	-	-
Selling and Distribution Expenses		
Freight and Transport Charges	5.98	7.51
Commission and Brokerage	0.35	-
Advertisement and Publicity Expenses	0.36	0.39
Liquidated Damages (Penalty)	-	57.65
Price Variation	-	0.78
Business Promotion Expenses	8.61	1.09
Administrative & Office Expenses		
Insurance Charges	0.60	1.02
Conveyance and Travelling	5.78	8.47
Postage & Telegram and Telephone	2.09	3.61
Testing Charges	-	-
Payment to Auditors		
-Audit Fees (Including Tax Audit)	1.00	2.00
Legal & Professional Fees		
-Consultancy Fees	-	-
-Legal & Professional Fees	11.20	11.01
Stamp Duty, Stamp Paper and Franking Charges	0.12	0.17
Electricity Charges	-	0.07
Office & General Expenses	5.41	6.99
Registrar & Share Transfer Charges	0.69	0.76
Rates & Taxes	1.69	5.54
Rent	1.11	0.34
Printing & Stationery	0.54	1.02
Loss On Exchange Rate Fluctuation	(0.17)	0.25
Loss On Sales Of Assets	0.73	7.59
Bad Debts Written Off	25.24	-
Sundry Balance W/Off	4.59	0.01
	125.60	185.72
23 Toll Expenses ₹ Nil (P.Y ₹ 0.008 Lacs),Travelling Expenses ₹ Nil (P.Y ₹ 0.078 Lacs) pertaining to prior period.		
24 EXCEPTIONAL ITEMS		
PROVISION FOR DOUBTFUL DEBTS	242.38	-
	242.38	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

25. Contingent Liabilities

(Rs in Lacs)

Sr. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
(A)	Guarantees outstanding	396.37	275.62
(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	62.08	283.90
(D)	Custom duty on pending export obligation against import of machinery	144.85	144.85

26. 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.

27. Related Party Disclosures

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

i) Associates Company

Bilpower Limited	Bil Energy Systems Limited

ii) Key Management Personnel

Rajendra Kumar Choudhary	Chandrashekhar Trivedi

iii) Company of Relative of KMP & Company of KMP

Niksan Engineering Co Limited	Viniyog Mercantile Pvt Ltd
Choudhary Global Limited	

iv) Proprietory concern of relative of KMP

Choudhary Stamping	TRC Power

(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 Proprietory Concern & Company	
1	Purchase of Goods	- -	- -	- (130.13)	- (130.13)
2	Sales of Goods	134.23 -	- -	- (72.49)	134.23 (72.49)
3	Rent Income	- -	- -	- (0.45)	- (0.45)
4	Receiving of Services Labour Charges	- -	- -	- (4.92)	- (4.92)
	Rent Expenses	- -	- -	- -	- -
	Remuneration Payment		2.56 (4.36)	- -	2.56 (4.36)
5	Finance (Including Loan & Equity Contributions in Cash or Kind) Loans & Advances Received	68.40 (10.00)	24.00 -	- (30.00)	92.40 (40.00)

	Loans & Advances Given	- -	- -	- (22.99)	- (22.99)
6	Purchase of Investment (Share)	- -	- -	- -	- -
7	Outstanding				
	Loans & Advances Receivable	235.29 (204.93)	- -	- -	235.29 (204.93)
	Trade Receivable	- -	- -	0.75 (0.75)	0.75 (0.75)
	Trade Payable	76.38 (76.38)	-	35.23 (35.23)	111.61 (111.61)

Note : Figures in Brackets Relate to previous year

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

1. Purchase of Goods/Expenses includes:
Niksan Engineering Company Limited Rs. NIL Lacs (P.Y. Rs.130.13 Lacs).

2. Sales of Goods includes: Niksan Engineering Company Limited Rs. NIL Lacs (P.Y. Rs. 72.49 Lacs) Bil Energy Systems Limited Rs. 134.23 Lacs (P.Y. Rs. NIL Lacs)

3. Rent Income: Viniyog Mercantile Pvt. Ltd Rs. NIL Lacs (P.Y.Rs. 0.45 Lacs).

4. Receiving of Services
   A) Labour Charges (Expenses) includes:-
   Choudhary Stamping Rs. NIL Lacs (P.Y. Rs. 4.92 Lacs)

   B) Remuneration Payment:-
   Chandrashekhar Trivedi Rs. 0.40 Lacs (P.Y. Rs.2.20 Lacs)
   Rajendra Kumar Choudhary Rs. 2.16 Lacs (P.Y. Rs. 2.16 Lacs)

5. Finance (Including Loans & Equity Contributions on Cash or Kind)
   A) Loans & Advances Received includes:- Bilpower Limited Rs. NIL Lacs (P.Y. Rs. 10.00 Lacs), TRC Power Rs. NIL Lacs (P.Y. Rs. 30.00 Lacs). Bil Energy Systems Limited Rs.68.40 Lacs (P.Y. Rs. NIL Lacs). Rajendra Kumar Choudhary Rs. 24.00 Lacs (P.Y. Rs. NIL Lacs).

   B) Loans & Advances Given includes:- Choudhary Global Limited Rs NIL Lacs (P.Y. Rs 22.99 Lacs).

6. Outstanding as at 31st March, 2017.

   a) Loans & Advance Received includes:- Bilpower Limited Rs 204.81 Lacs (P.Y. Rs 204.93 Lacs). Bil Energy Systems Limited Rs 30.48 Lacs (P.Y. Rs NIL Lacs)

   b) Trade Receivable includes :- Viniyog Mercantile Pvt. Ltd. Rs 0.75 Lacs (P.Y Rs 0.75 Lacs)

   c) Trade Payables includes:- Nik-San Engineering Co Limited Rs 26.77 Lacs (P.Y. Rs 26.77 Lacs), Bilpower Limited Rs 76.38 Lacs (P.Y. Rs 76.38 Lacs), Choudhary Stamping Rs 8.45 Lacs (P.Y. Rs 8.45 Lacs).

28. 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.

29. Purchase of Trading Goods:-

(Rs in Lacs)

Sr. No.	Category	As at 31st March, 2017	As at 31st March, 2016
1	C R Sheet / Coil	452.71	376.34
2	M.S. Plate	-	5.06
3	Others	117.86	-
4	H.R.Plate	8.96	20.41
5	G. P. Coils/Sheets	1510.48	1644.41
Total		2090.01	2046.22

30. Sale of Products Comprises

i) Manufactured goods

(Rs in Lacs)

Sr. No.	Category	As at 31st March, 2017	As at 31st March, 2016
1	Transformers & Parts	46.85	23.19
2	CTPT	-	4.04
3	Distribution Transformers	-	259.68
4	Power Transformers	-	-
5	Scrap	134.57	86.80
6	Other	246.88	170.15
	Total	428.30	543.86

ii) Traded Goods

(Rs in Lacs)

Sr. No.	Category	As at 31st March, 2017	As at 31st March, 2016
1	C R Sheet / Coil	499.55	370.13
2	M.S. Plate	6.68	6.68
3	Others	167.78	-
4	H.R.Plate	8.99	26.73
5	G. P. Coils/Sheets	1729.58	1293.78
	Total	2405.90	1697.32

31. Details of Closing Stock

i) Closing Stock of Finished Goods

(Rs in Lacs)

Sr. No.	Category	As at 31st March, 2017	As at 31st March, 2016
1	Distribution Transformers	-	-
2	CTPT	-	-
3	Scrap	-	-
	Total	-	-

ii) Closing Stock of Traded Goods

(Rs in Lacs)

Sr. No.	Category	As at 31st March, 2017	As at 31st March, 2016
1	C R Sheet / Coil	-	45.00
2	H.R.Plate	-	-
3	G. P. Coils/Sheets	174.60	390.27
4	M.S.Plate	-	-
	Total	174.60	435.27

32. Earnings Per Share (Eps)

(Rs in Lacs)

Particular	As at 31st March, 2017	As at 31st March, 2016
Profit after tax	(226.45)	(105.05)
Weighted average number of Equity Shares -Basic & Diluted	19500011	19500011
Earning Per Share (in Rs.) -Basic & Diluted	(1.16)	(0.54)

33. Payment to Auditors: (Rs in Lacs)

Particular	As at 31st March, 2017	As at 31st March, 2016
As Auditors	1.00	2.00
Other Jobs	0.00	0.10
Total	1.00	2.10

34. Term Deposit Receipts wherever obtained are endorsed in favor of Banks and Government Departments against Bank Guarantee, L/C Facility etc.

35. 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.

36. Some of the Creditors / Debtors / Loans / Advances are subject to Confirmations and resultant reconciliation, if any.

37. 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.

38. 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.

39. 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.

40. As at 31st March, 2017, 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

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.

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

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

FIXED ASSETS

NOTE 8

(₹ in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 1ST APRIL,2016	ADDITION	DEDUCTION/ ADJUSTMENT	AS AT 31ST MARCH 2017	UPTO 1ST APRIL,2016	DEDUCTION/ ADJUSTMENT	FOR THE YEAR	AS AT 31ST MARCH 2017	AS AT 31ST MARCH,2016	AS AT 31ST MARCH 2017
A) TANGIBLE ASSETS										
LAND (LEASE HOLD)	13.03	-	-	13.03	-	-	-	-	13.03	13.03
FACTORY BUILDING	1165.92	-	-	1165.92	145.18	-	36.63	181.81	1020.74	984.11
FURNITURE & FIXTURE	17.25	-	-	17.25	13.23	-	0.55	13.78	4.02	3.47
COMPUTERS	8.70	-	-	8.70	7.82	-	-	7.82	0.88	0.88
TOOLS & EQUIPMENTS	14.60	-	-	14.60	12.34	-	0.02	12.36	2.26	2.24
ELECTRIC ITEMS	35.06	-	-	35.06	20.35	-	4.61	24.96	14.71	10.10
VEHICLES	27.11	-	4.57	22.54	17.37	1.81	0.41	15.97	9.74	6.57
PLANT & MACHINERY	2329.45	10.36	-	2339.81	614.49	-	141.43	755.92	1714.96	1583.89
OFFICE EQUIPMENT	6.89	-	-	6.89	4.09	-	0.16	4.25	2.80	2.64
AIR CONDITIONER	8.33	-	-	8.33	7.07	-	-	7.07	1.26	1.26
Sub Total	3626.34	10.36	4.57	3632.13	841.94	1.81	183.82	1023.94	2784.40	2608.19
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)	3781.89	10.36	4.57	3787.68	865.28	1.81	183.82	1047.28	2916.61	2740.40
Previous Year	3915.83	1.22	135.17	3781.89	704.21	34.83	195.90	865.28	3211.62	2916.61
Capital work - in progress	0.00	0.00	0.00	-	-	-	-	-	0.00	-

Note: Capital work in Progress excluded advances on capital accounts

Previous year figures have been regrouped whereever 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

Raman Shah
Partner
Membership No.033272
Mumbai: 30th May 2017

For and on bahalf of the Board

Prakash Sogam
Company Secretary

Suresh More
Managing Director
Din : 06873425

Kiren Shrivastav
Director
Din 01078946

Kanji Chavda
Chief Finance Officer

Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 30th May 2017

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

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone and Consolidated separately)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2017
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

(Rs. In Lacs)

I	Sl No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	3072.69	3072.69
	2.	Total Expenditure	3299.14	4069.19
	3.	Net Profit/(Loss)	(226.45)	(996.50)
	4.	Earnings Per Share	(1.16)	(5.11)
	5.	Total Assets	10822.31	10822.31
	6.	Total Liabilities	10822.31	10822.31
	7.	Net Worth	4966.35	3549.09
	8.	Any other financial item(s) (as felt appropriate by the management)	NIL	NIL

II Audit Qualification (each audit qualification separately):

a) Details of Audit Qualification:

1) With regards to pending confirmation of balances:

The company has sent letters to customers in respect of trade receivables for confirming balances outstanding as at March 31, 2017, but in most of the cases the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2017.

2) With Regard to pending confirmation of unsecured loans given:

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, 2017. Further in respect of loans granted, repayment of the principal amount was not as stipulated and payment of interest has also not been regular.

3) With regarding to provision of Interest payable to Canara Bank :

The Company has not provided for Interest payable to Canara Bank amounting to Rs. 738.50 Lacs for the year ended 31st March 2017. Also for the financial year 2015-2016 the company has not provided for Rs. 619.62 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 2017 is understated by Rs. 738.50 Lacs & current liabilities as at 31st March, 2017 are also understated by Rs. 738.50 Lacs and reserves are overstated by Rs. 738.50 Lacs. As a result the accumulated Reserves are overstated by Rs. 1358.12 lacs. The amount of penal interest cannot be quantified as the details have not been received from the bank.

RAMAN S. SHAH & ASSOCIATES CHARTERED ACCOUNTANTS F.R. No. 119691W

4) With regarding to provision of Interest payable to Dhanlaxmi Bank:

The Company has not provided for interest payable to Dhanlaxmi Bank amounting to Rs. 31.55 Lacs. for the year ended 31st March 2017. Also for the financial year 2015-2016 the company has not provided for Rs. 27.59 lacs. As a result the loss for the year ended 31st March 2017 is understated by Rs. 31.55 Lacs & current liabilities as at 31st March, 2017 are also understated by Rs. 31.55 Lacs and reserves are overstated by Rs.59.14 Lacs

5) With regarding Physical verification of Inventory:

The company has not conducted periodic physical verification of inventory at reasonable intervals.

6) With regarding Non Payment of Statutory Dues:

The company is not regular in paying the Statutory dues regarding Service Tax, Income Tax, Sales tax, Professional Tax etc.

	b)	**Type of Audit Qualification :** Qualified Opinion
	c)	**Frequency of qualification:** Repetitive
	d)	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: **With reference to point no 3 & 4 :** Based on the advice received by the company, it has been decided not to provide any interest on liability of Canara Bank & Dhanlaxmi Bank .
	e)	For Audit Qualification(s) where the impact is not quantified by the auditor:
		(i) Management's estimation on the impact of audit qualification:
		(ii) If management is unable to estimate the impact, reasons for the same: **With reference to point no 1:** The Board considers all outstanding balance of customers as on 31st March, 2017 are subject to provision. **With reference to point no 2:** 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. **With reference to point no 5:** Management had properly observed the inventory at regular intervals.



		With reference to point no 6: Company had paid the Statutory dues though some of the dues has been delayed because of the financial position	
		(iii) Auditors' Comments on (i) or (ii) above: Satisfactory	
III	**Signatories**		
		CEO / Managing Directors	
		CFO	
		Audit Committee Chairman	
		Statutory Auditor	
	Place: Mumbai		
	Date:30.05.2017		

RAMAN S. SHAH
Chartered Accountant
M. No. 33272