TARAPUR
TRANSFORMERS LTD.

Dated: 8th October, 2018

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: Annual Report (F.Y. 2017-18)

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we are enclosing Annual Report for the financial ended on 31st March, 2018.

Further, we hereby confirm that the Annual Report (F.Y. 2017-18) was approved and adopted by the members of the company at their 30th Annual General Meeting held on 29.09.2018 at 10.00 a.m.

Kindly take the same on your records.

Thanking You,

Yours faithfully,
For Tarapur Transformers Limited

Suresh More
Managing Director
(DIN: 06873425)



TARAPUR
TRANSFORMERS LTD.

Annual Report 2017-18

Board of Directors	Mr. Suresh Sakharam More Ms. Kiren Shrivastav Mr. Rajendrakumar Choudhary Mr. Lalit Laxiram Agarwal
Company Secretary & Compliance Officer	Ms. Rachana Baria
Chief Financial Officer	Mr. Kanji Dayabhai Chavda
Registered Office	S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai- 400067 Tel. No. 022- 2867 0604
Admin Office	J-20, MIDC, Tarapur Industrial Area Boisar,Distt. Thane- 401506, Maharashtra Tel. No. – 02525-605120 Email – complianceofficer@tarapurtransformers.com
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- 0265-2830290Fax – 0265-2339629
Statutory Auditors	M/s. Dalal & Kala Associates Chartered Accountants 14/1, Khetan Shopping Centre, Opp. Malad Telephone Exchange, S.V. Road, Malad (West), Mumbai- 400064
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

CORPORATE IDENTITY NUMBER : L99999MH1988PLC047303
Website : www.tarapurtransformers.com
Investor Relations Email ID : complianceofficer@tarapurtransformers.com

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NOTICE

NOTICE is hereby given that the **30th Annual General Meeting** of the Members of **Tarapur Transformers Limited** will be held at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064, Maharashtra on Saturday, 29th September, 2018 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, 2018 including Audited Balance Sheet as at 31st March, 2018 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. Rajendra Kumar Choudhary (DIN: 00494663) who retires by rotation and being eligible offers himself for re-appointment.

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, 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. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.

d. The Company has notified closure of register of members and transfer books from Monday, September 24, 2018 to Saturday 29, 2018 (both days inclusive).

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. All the physical shareholders of the Company are requested to dematerialize their shares. It is hereby informed that pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. In order to comply with the above regulation the shareholders of the Company who are holding their shares in physical mode are requested to dematerialize their shares.

g. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/ name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Any changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members. In case of Members holding shares in physical form, such information is required to be provided to the Company's Registrars and Transfer Agents.

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 30th Annual General Meeting.

i. 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.

j. To support the 'Green Initiative', the Members who have not registered their email addresses are requested to register the same with Company's Registrars and Transfer Agents/Depositories. In other cases, an Abridged Annual Report is being sent to the Members. The Members who are desirous of receiving the full Annual Report may write to the Company's Registrar for a copy of the same.

k. 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.

l. The Notice of the AGM along with the Annual Report 2017-18 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.

m. 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 has provided their Members facility to exercise their votes by electronic through the electronic (e-voting) service facilitated by the National Securities Depository Limited (NSDL). 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. 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. The board has appointed M/s. Bhuwnesh

Bansal & Associates, Practising Company Secretary, as the scrutinizer to scrutinize e-voting/ballot processs in a fair and transparent manner.

n. The remote e-voting period commences on 26th September, 2018 (9:00 am IST) and ends on 28th September, 2018 (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 i.e. 22nd September, 2018, 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.

o. 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.

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) Enter your 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 i.e. 22nd September, 2018.

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. 22nd September, 2018, 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 forgotyour password, you can reset your password by using "Forgot User Details/Password" or "Physica l User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

u. 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.

v. 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.

w. 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.

Details of Director seeking appointment and re-appointment at the Annual General Meeting Pursuant to SEBI Listing Regulations and Secretarial Standards – 2 on General Meetings

Name of Director	**Mr. Rajendrakumar Choudhary**
Date of Birth	12-11-1960
Date of appointment	30/06/2017
Qualification	B.com
List of Directorship held in other Companies	Eletrofer Steel (India) Private Limited Viniyog Mercantile Private Limited K2K Consultancy Services Private Limited Choudhary Global Limited
Chairman/ Member of the Committees of the Board of Directors of the Company	Member- 3
Chairman/ Member of the committees of Directors of other Companies	-
No of Shares held	272545
Relationship with existing Directors of the Company	Not related

By Order of the Board of Director
For Tarapur Transformers Limited

Ms. Rachana Baria
Company Secretary
Mumbai, 14th August, 2018

Registered Office: -
S-105, 1st Floor,
Rajiv Gandhi Commercial Complex,
Ekta Nagar, Kandivali (West),
Mumbai- 400067
Website: www.tarapurtransformers.com,
E-mail: complianceofficer@tarapurtransformers.com
CIN-L99999MH1988PLC047303

THE ROUTE MAP FOR THE VENUE OF AGM IS GIVEN BELOW.



DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting 30th Annual Report together with the Audited Accounts and Auditors' Report for the year ended 31st March, 2018.

1. **Financial summary or highlights/ Performance of the Company (Standalone):** The financial performance of the Company for the Year ended 31st March, 2018 is as summarized below:

(Rs. In Lacs)

Particulars	2017-18	2016-17
Gross Turnover & Other Income	**1478.76**	**3072.69**
Profit /(Loss) before Interest, Depreciation & Taxation	**(761.08)**	**(39.01)**
Less – Interest	**23.58**	**3.62**
Profit /(Loss) before Depreciation & Taxation	**(784.66)**	**(42.63)**
Less – Depreciation	**315.52**	**183.82**
Profit / (Loss) before Exceptional Items & tax	**(1100.18)**	**(226.45)**
Less: Exceptional Item	**-**	**-**
Net Profit / (Loss) before Tax	**(1100.18)**	**(226.45)**
Less– Income tax of earlier years	**15.15**	**-**
Net Profit / (Loss) for the year	**(1115.33)**	**(226.45)**
Add/(less) Surplus/ (deficit) brought forward from previous Year	**(3328.50)**	**(3102.05)**
Add/(less) Retain Value Assets	**-**	**-**
Profit available for Appropriations/(Loss)	**(4443.83)**	**(3328.50)**
Appropriations:	**-**	**-**
Balance Carried to Balance Sheet	**(4443.83)**	**(3328.50)**

2. **Performance Review:**

The Net Turnover of the Company is Rs. 1478.76 Lacs and the Company has incurred net loss of Rs. 1115.33 Lacs for the F.Y 2017-18. 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 2017-18, 5 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 ye ar 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, 2018, but in most of the cases the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2018. 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, 2018 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, 2018. 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:

The 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.880.35 Lacs for the year ended 31st March, 2018. 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, 2018 is understated by Rs 880.35 Lacs & current liabilities as at 31st March, 2018 are also understated by Rs.880.35 Lacs and reserves are overstated by Rs. 880.35 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.36.08 Lacs. for the year ended 31st March, 2018. As a result the loss for the year ended 31st March, 2018 is understated by Rs. 36.08 Lacs & current liabilities as at 31st March, 2018 are also understated by Rs. 36.08 Lacs and reserves are overstated by Rs. 36.08 Lacs.

Boards Comments on the same:

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

e) Auditors' Remark:

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

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:** Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, are given in the notes to the Financial Statements.

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 2.**

9. **Reserves:** In the financial year 2017-18 reserve maintained with the Company is Rs. (4443.83) Lac while in year 2016-17, reserve was Rs. (3328.50) Lac. This reduction is due to Loss for the year 2017-18 of Rs. (1115.33) Lacs.

10. **Dividend:** Your Directors has not recommended any dividend for this financial year.

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;

a) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NIL; and
b) 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:** The company has been addressing various risks impacting the company, reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis report.

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

15. **Directors and Key Managerial Personnel:**

A) Changes in Directors and Key Managerial Personnel:

During the Financial year 2017-18 the following changes have occurred in the constitution of Directors / KMP of the Company:

- Mr. Rajendra Kumar Choudhary has been appointed as an additional director w.e.f. 30.06.2017 and has been regularized as a director of the company on 25.09.2017.

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, 2015) 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, 2018. 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. Committees of the Board:

The Company has constituted an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed note on the Board and its Committees are provided under the Corporate Governance Section in this Annual Report. The composition of the Committees, as per the applicable provisions of the Act and Rules, are as follows:

Name of the Committee	Composition of the Committee
Audit Committee	Mr. Lalit Laxiram Agarwal (Chairman) Mrs. Kiren Shrivastava (Member) Mr. Rajendrakumar Choudhary (Member)
Nomination and Remuneration Committee	Mr. Lalit Laxiram Agarwal (Chairman) Mrs. Kiren Shrivastava (Member) Mr. Rajendrakumar Choudhary (Member)
Stakeholders Relationship Committee	Mr. Lalit Laxiram Agarwal (Chairman) Mrs. Kiren Shrivastava (Member) Mr. Rajendrakumar Choudhary (Member)

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. 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.

19. 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.

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

21. Deposits:

The Company has not accepted or invited any deposits during the financial year 2017-2018.

22. 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

23. Auditors:

M/s. Dalal & Kala Associates, Chartered Accountant (firm registration number 102017W), who has been appointed by the company for periods 5 years from the financial year 2017-18 to 2021-22 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors."

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the 30th AGM.

24. 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.

25. Details in respect of internal financial controls with reference to the Financial Statements: The Company has laid down internal financial control with reference to the financial statement. The details in the respect of internal financial control and their adequancy are included in Management Discussion and Analysis, which forms part of this report.

26. Share Capital

There was no change in the Authorized and Paid-up Share Capital of the Company during the year.

The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs. 10/- (Rupee Ten) each.

The Paid-up Share Capital of the Company is Rs. 19,50,00,110/- (Rupees Nineteen Crore Fifty Lakh One Hundered and Ten only) divided into 1,95,00,011 (One Crore Ninety Five Lakh and Eleven) Equity Shares of Rs. 10/- (Rupee Ten) each.

27. Secretarial Audit Report: According to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Secretarial Auditor – M/s. Bhuwnesh Bansal & Associates (M. No. 6526, CP No. 9089), Company Secretary in Practice is enclosed as a part of this report in **Annexure-3**.

28. 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 i.e **Annexure- 4**, which forms part of this Report.

29. 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 enclosed in **Annexure- 5**, which forms part of this report.

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, 30h May, 2018

Annexure 1

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2018

[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**	Unit No. 211, 2nd Floor, Neo Corporate Plaza, Kachpada, Near Kapolwadi, Ramchandra Lane, Malad (West), Mumbai- 400064 Email Id: complianceeofficer@tarapurtransformers.com Tel. No. 022- 2867 0603/04
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	11.10
2	Iron & Steel, CRGO Electrical Steel	2711	88.89

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	Nil	Nil	Nil	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 (group companies)	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	727747	0	727747	3.73	825457	0	825457	4.23	0.50
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lacs	5198412	305	5198717	26.66	5161982	305	5162287	26.47	(0.19)
ii) Individual shareholders holding nominal share capital >Rs 1 lacs	4589480	0	4589480	23.54	4650406	0	4650406	23.85	0.31
c) Others (specify)	281012	0	281012	1.44	158806	0	158806	0.81	(0.63)
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	R.K. Choudhary	272545	1.4	0	272545	1.4	1.28	0
3	Choudhary Global Ltd.	14000	0.07	0	14000	0.07	0	0
4	Manjulata Choudhary	10	0	0	10	0	0	0
5	Varshadevi Choudhary	10	0	0	10	0	0	0
6	Prabhadevi Choudhary	10	0	0	10	0	0	0
7	N.K.Choudhary	10	0	0	10	0	0	0
8	Shradha S. Choudhary	9	0	0	9	0	0	0
9	Mohan Waman Randive	1	0	0	1	0	0	0
	Total	**8703055**	**44.63**	**43.16**	**8703055**	**44.63**	**44.44**	**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	200000	01.03	72828	0.37
Kalpana Mukesh Mehta	136047	0.70	0	0.00
Rita Rajkumar Singh	127605	0.65	127605	0.65
Sonarhat Pvt. Ltd.	96999	0.50	106999	0.55
Brijballabh D. Chandak	0	0.00	71000	0.36

K. Shiva Kumar	77276	0.40	77276	0.40
Umakant Agrawal	74557	0.38	74557	0.38
Ritesh Kumar Dutta	56899	0.29	56899	0.29
Velocity Broking Pvt. Ltd	65000	0.33	65000	0.33
JM Financial Services ltd	63002	0.32	0	0.00
Bimaladevi Govindprakash Gupta	59000	00.30	49910	0.26
Yash Management and Satelite Ltd.	0	0.00	200000	1.03

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:

Particulars	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 Rajendrakumar Choudhary	272545	1.4	272545	1.4
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 Rajendrakumar Choudhary	272545	1.4	272545	1.4

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment: (Rs. In Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning 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
Change in Indebtedness during the financial year				
* Addition	0	45.12	0	45.12
* Reduction	27.65	0	0	27.65
Net Change	27.65	45.12	0	17.47
Indebtedness at the end of the financial year				
i) Principal Amount	3365.22	288.04		3653.26
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)	3534.41	288.04	0	3822.45

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	-	-
	(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	-	-
	Total (A)	-	-
	Ceiling as per the Act		

A. 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 Prakash Sogam	CFO Kanji Chavda	
1	Gross salary	-	390000	162126	552126
	(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	-	390000	162126	552126

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of Companies Act	Brief the 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, 2018

Annexure 2

Form No. AOC 2 – RELATED PARTY DISCLOSURE

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act 2013 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 s ub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

There is no such Transaction which is not on arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No	Particulars	
a)	Name (s) of the related party and Nature of relationship	1) Bil Energy Systems Limited- Associates 2) Bilpower Limited- Associates
c)	Nature of contracts/arrangements/transaction	1) Sale of goods of Rs. 96.55 Lacs to Bil Energy Systems Limited 2) Loans & Advances received from Bilpower Limited of Rs. 10.00 Lacs 3) Loans & Advances received from Bil Energy Systems Limited amounting of Rs. 471.88 Lacs
d)	Duration of the contracts/arrangements/transaction	Yearly
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
f)	Justification for entering into such contracts or arrangements or transactions'	In the normal course of business
g)	Date of approval by the Board	30th May, 2017
h)	Amount paid as advances, if any	-
i)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-

Place: Mumbai
Date: 30th May, 2018

On behalf of the Board of Directors
For Tarapur Transformers Limited

Suresh More
Managing Director
(DIN: 06873425)

Annexure 3

SECRETARIAL AUDIT REPORT
FORM NO. MR – 3
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018
[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
Unit No. 211, 2nd Floor,
Neo Corporate Plaza,
Kachpada Near Kapol Wadi,
Ramchandra lane, Malad - West,
Mumbai – 400064

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, 2018, 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, 2018 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)**
(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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to listing agreement entered into by the Company with BSE Ltd (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 *the Company has not been transferred unclaimed dividend amount to the Investor Education and Protection Fund.*

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, the Company has passed following Special Resolution which are having major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines.

(i) Shift the Registered Office of the Company from J-20, MIDC, Tarapur Industrial Area, Boiser, Palghar, Thane – 401506 to Unit No. 211, 2nd Floor, Neo Corporate Plaza, Kachpada Near Kapol Wadi, Ramchandra lane, Malad - West, Mumbai – 400064.

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, 2018

For Bhuwnesh Bansal & Associates

Bansal Bhuwnesh
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
Unit No. 211, 2nd Floor,
Neo Corporate Plaza,
Kachpada Near Kapol Wadi,
Ramchandra lane,
Malad - West,
Mumbai – 400064

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 effective ness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 30th May, 2018

For Bhuwnesh Bansal & Associates

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

Annexure 4

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY OVERVIEW

Distribution Transformers play a very important and vital role in delivering electricity to the last mile. It can be rightly said that the Distribution industry is bringing light in the life of the people. The thrust by the Indian Government to provide quality pow er to each village and every household through various schemes of electrification like DDUGJY/ IPDS/ RAPDRP/ Saubhagya has given a huge fillip to the demand of distribution transformers all over India. The government plans to add 93 GW by 2022, this would fuel the demand for power transmission and distribution equipment in the country.

Further, For the rapid development of the domestic electrical equipment industry, such as generation equipment (boilers, turbines, generators) and transmission & distribution (T&D) and allied equipment like transformers, cables, transmission lines, switchgears, capacitors, energy meters, instrument transformers, surge arrestors, stamping and lamination, insulators, insulating material, industrial electronics, indicating instruments, winding wires, etc. which encompassing the complete value chain in power generation, transmission and distribution, a holistic Mission Plan launched by the Department of Heavy Industry (DHI), Government of India, with support from IEEMA.

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 F.Y. 2019 to strengthen the transmission network thus increasing the demand for power transformers.

With implementation of UDAY and other discom schemes there is a huge acceleration of infrastructural amendment in India. This has influenced invitation for bides for refurbishment and up-gradation of existing T&D network. Thanks to Indian government in bailing out most of the discoms in order to make them financially self-sufficient so that they distribute electricity at reasonable cost to domestic and industrial users. It has really taken careof all the issues spread across India right from remotest village to the nearest tow n. So naturally transformers are on demand all across India because energy distribution always needs this single most important device in the network that is transformer."

Opportunities:

In order to make growth in the industry, the government has launched schemes like DDUGJY, IPDS and NEF for improving distribution sector since distribution sector is a link between consumers and utilities. All these projects will lead to lot of demand of transformers in coming 3 years. But only there must be properly and timely implementation of these projects.

Other growth of the industry is based on the design. The design should be in such a way that material required for manufacturing transformers should be available freely (many suppliers) and less customized materials need to be ordered. The windings should be made easy so that workmen find them easy to assemble. The other growth driver is coordination between different departments (activepath and tanks).

Threats

India's transformer market is predominantly unorganised with many small participants catering to the smaller distribution transformer markets. This makes the market more competitive and price sensitive rather than quality.

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.

Product-wise performance:

During the Financial year 2017-18, your Company has achieved Total Turnover of Rs. 1478.76 Lac and has incurred Net Loss of Rs. 1115.33 Lacs.

The Company has net worth of about Rs. 3851.02 Lac as on March 31, 2018.

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:

The demand of distribution transformers will keep on increasing due to increase in generation capacity of both conventional and non-renewable sources due to increase in per capita consumption of electricity and new avenues like electric vehicle charging stations etc. The demand will also increase due to replacement of old transformers with energy efficient transformers.

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 processes include review and evaluation of effectiveness of the existing processes, co ntrols and compliances. It also ensures adherence to policies and systems, and mitigation of the operational risks perceived for each areas under audit. Significant observations including recommendations for improvement of the business processes were reviewed by the Management before reporting to the Audit Committee. The committee has 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, 2018

Annexure 5

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:

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
Mr. Suresh Sakharam More	Executive Director	Managing Director
Mr. Lalit Laxiram Agarwal	Independent – Non Executive	Director
Ms. Kiren Shrivastav	Independent – Non Executive	Director
*Mr. Rajendrakumar Choudhary	Non Executive Director	Director

***Mr. Rajendrakumar Choudhary (DIN: 00494663) has been appointed as an Additional Director w.e.f. 30.06.2017 and has been regularized as a Director w.e.f. 25/09/2017.**

b) Board Meetings and attendance of Directors:

During the financial year ended on 31st March, 2018. Four (5) Board Meetings were held on the following dates:

30th May, 2017; 30th June, 2017; 14th August, 2017; 14th November, 2017; and 14th February, 2018.

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 25.09.2017	Directorship held in other Companies (Excluding Private Companies and Companies under Section 8 of the Companies Act, 2013.)	Committee Memberships / Chairmanships (including this company)	
				Membership	Chairmanship
Mr. Suresh Sakharam More	5	Yes	-Bilpower Ltd. -Bil Energy Systems Ltd.	6	-
Mr. Lalit Laxiram Agarwal	5	No	-Bilpower Ltd. - Bil Energy Systems Limited	1	5
Ms. Kiren Shrivastav	5	No	-Bilpower Ltd. -Bil Energy Systems Ltd.	5	4
*Rajendrakumar Choudhary	4	No	-Choudhary Global Limited	3	-

* Mr. Rajendrakumar Choudhary (DIN: 00494663) has been appointed as Additional Director w.e.f. 30.06.2017 and has been regularized as Director w.e.f. 25.09.2017. Subsequently appointed as the member in the Audit Committee, Nominations and Remuneration Committee and Stakeholders Relationship Committee on 30.06.2017.

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.

Director retire by rotation:

Mr. Rajendrakumar Choudhary (DIN: 00494663) who retires by rotation and being eligible offers himself for re-appointment.

iii. Committees of the Board of Directors of the Company:

a) Audit Committee:

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:

During the year 2017-18, five (5) Audit Committee meetings were held on 30th May, 2017; 30th June, 2017; 14th August, 2017; 14th November, 2017 and 14th March, 2018.

Name of the Members	Position	Category
Mr. Lalit Laxiram Agarwal	Chairman	Independent – Non Executive
Ms. Kiren Shrivastav	Member	Independent – Non Executive
*Mr. Suresh Sakharam More	Member	Executive Director
*Mr. Rajendrakumar Choudhary	Member	Non-Independent, Non Executive

*** Mr. Rajendrakumar Choudhary (DIN: 00494663) has been appointed as an Additional Director w.e.f. 30.06.2017 and has been regularized as a Director w.e.f. 25.09.2017, subsequently appointed as a member of the Audit Committe w..e.f. 30.06.2017. Mr. Suresh More ceased to be the member of the Company w.e.f. 30.06.2017.**

The brief terms of reference of the Audit Committee include: –

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible; To seek information from any employee.
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

b) Nomination and Remuneration Committee:

Composition:

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

During the year 2017-18, Two (2) Nominations and Remuneration Committee meeting was held on 30th June, 2017 and 31st March, 2018.

Name of the Members	Position	Category
Mr. Lalit Laxiram Agarwal	Chairman	Independent – Non Executive
Ms. Kiren Shrivastav	Member	Independent – Non Executive
*Mr. Suresh Sakharam More	Member	Independent – Non Executive
*Mr. Rajendrakumar Choudhary	Member	Non-Independent, Non Executive

***Mr. Rajendrakumar Choudhary (DIN: 00494663) has been appointed as Additional Director w.e.f. 30.06.2017 and has been regularized as Director w.e.f. 25.09.2017, subsequently appointed as a member of the Nomination & Remuneration committte w..e.f. 30.06.2017. Mr. Suresh More ceased to be the member of the company w.e.f. 30.06.2017.**

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.

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.

c) Stakeholders Relationship Committee:

Composition:

The Board has delegated the powers to approve transfer of shares etc. to this Committee of Three (3) Directors. The composition of Stakeholders Relationship Committee is as follows:
During the year 2017-18, Stakeholders Relationship Committee meeting was held 2 times i.e. 30th June, 2017 and 31st March, 2018.

Name of the Members	Position	Category
Mr. Lalit Laxiram Agarwal	Chairman	Independent – Non Executive
Ms. Kiren Shrivastav	Member	Independent – Non Executive
*Mr. Suresh Sakharam More	Member	Independent – Non Executive
*Mr. Rajendrakumar Choudhary	Member	Non-Independent, Non Executive

***Mr. Rajendrakumar Choudhary (DIN: 00494663) has been appointed as Additional Director w.e.f. 30.06.2017 and has been regularized as Director w.e.f. 25.09.2017, subsequently appointed as a member of the Stakeholders Relationship Committte w..e.f. 30.06.2017. Mr. Suresh More ceased to be the member of the company w.e.f. 30.06.2017.**

Information on Investor Grievances for the period from 1st April, 2017 to 31st March, 2018:

There are no outstanding complaints at the close of financial year which were received from shareholders during the year. The Company has no transfers pending at the close of the financial year.
The total no. of complaints received and complied during the year were:
Opening: Nil/Complaints Received: Nil/Complied: Nil/Pending: Nil
The Outstanding complaints as on 31st March, 2018 – Nil

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.

Compliance Officer:

Miss. Rachana Baria, 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.

iv) Independent Directors Meeting:

During the reporting financial year, a separate Meeting of the Independent Directors of the Company was held on 31st March, 2018 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:

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

Familiarisation Programme imparted to Independent Director is available on the website of the Company (URL: www.tarapurtransformers.com)

v) 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 Managing 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 2017-18."

Mr. Suresh More
DIN: 06427436
Managing Director

vi) Detail of the Annual General Meeting of Last three year:

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
2014-15	27th	29.09.2015	J-20, MIDC,Tarapur Industrial AreaBoisar, Thane- 401506	11.00 a.m.	1
2015-16	28th	29.09.2016	J-20, MIDC,Tarapur Industrial AreaBoisar, Thane- 401506	10.00 a.m.	1
2016-17	29th	25.09.2017	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
29.09.2015	Appointment of Mr. Chandrashekhar Trivedi as an Managing Director of the Company for a period of five (5) years from 29th September, 2015 to 28th September, 2020.
29.09.2016	Appointment of Mr. Suresh More as an Managing Director of the Company for a period of five (5) years from 12th August, 2016 to 11th August, 2021.
25.09.2017	To shift the Registered office of the company from 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.

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

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

vii) Disclosures

a) 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.

b) 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.

The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link: www.tarapurtrnasformers.com

c) 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.

d) 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.

viii) 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.

Whistle Blower Policy:

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

ix) 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.

x) 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/Absolute India Marathi: Mumbai Mitra
Any website, where results or official news are displayed.	www.bseindia.com www.nseindia.com www.tarapurtransformers.com

The Board of Directors of the Company approved and took on record the Un-Audited / Audited financial results within 45 days and 60 days of quarter / half year respectively and communicated the result to the Stock Exchange where the shares of the Company is listed.

a. Whether the Company also displays official News Releases- Not Applicable
b. Presentations made to the institutional investors or to the analysts- Not Applicable

xi) General Shareholder Information:

a) 30th Annual General Meeting:

Date	29th September, 2018
Venue	1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064,
Day and Time	Saturday, 10.00 a.m.

b) Financial Calendar:

The Company follows the period of 01st April to 31st March, as the Financial Year.
For the Financial Year 2018-19, Financial Results will be announced as per the following tentative schedule.

1st Quarter ending June, 2018	By 14th August, 2018
2nd Quarter & Half Year ending September, 2018	By 14th November, 2018
3rd Quarter ending December, 2018	By 14th February, 2019
4th Quarter / year ending March, 2019	Within 60 days from 31st March, 2019
Annual General Meeting for the Year 2018-19	By September, 2019

c) Book Closure:

Dates of Book Closure	Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive)

d) Listing:

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

e) Listing Fees to Stock Exchanges:

The Company has not paid the Listing Fees for the year 2018-19 to both the above exchanges.

f) Custodial Fees to Depositories:

The Company has not paid the custodial fees for the year 2018-19 to National Securities Depository Limited (NSDL) as the bill for the financial year was not generated and provided by the Depository.

g) 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

h) Stock Market Price Data for the year 2017-18:

	BSE Share Price (Rs.)				NSE Share Price (Rs.)			
Month	**Open**	**High**	**Low**	**Close**	**Open**	**High**	**Low**	**Close**
Apr 17	7.81	9.45	7.46	8.26	8.00	9.15	7.35	8.30
May 17	8.69	9.50	7.14	7.15	7.95	9.20	7.10	7.55
June 17	7.49	8.67	6.84	7.18	7.25	8.50	6.80	7.50
July 17	7.00	8.00	6.95	7.89	7.00	8.00	6.85	7.50
Aug 17	7.50	7.90	5.53	6.00	7.05	7.90	5.20	5.85
Sep 17	5.85	9.45	5.66	6.81	5.75	9.45	5.60	7.00
Oct 17	6.80	7.43	6.20	6.45	7.35	7.35	6.00	6.75
Nov 17	6.44	7.10	6.35	7.00	6.90	7.25	6.20	6.70
Dec 17	6.65	8.70	6.31	8.25	6.50	8.80	6.30	8.50
Jan 18	8.66	9.54	7.05	7.70	9.35	9.40	6.95	7.30
Feb 18	7.32	7.32	5.73	5.90	7.20	7.60	5.70	6.10
Mar 18	5.85	6.25	4.90	5.19	6.25	6.50	5.05	5.10

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

i) 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 ,

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

j) 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.

k) Distribution of Shareholding as on 31st March, 2018:

Range of Shareholding (Rs.)	Number of Shareholders	% of Total	Amount (Rs.)	% of Total
1 - 5000	7968	76.6375	13882780	7.1194
5001 - 10000	1233	11.8592	10537730	5.4040
10001 - 20000	587	5.6459	9286400	4.7623
20001 - 30000	208	2.0006	5336490	2.7367
30001 - 40000	91	0.8753	3316660	1.7009
40001 – 50000	86	0.8272	4054060	2.0790
50001 - 100000	125	1.2023	9215560	4.7259
100001 and above	99	0.9522	139370430	71.4720
Total	**10397**	**100.00**	**195000110**	**100**

l) Shareholding pattern (category wise) as on 31st March, 2018:

Category	Number of Shares held	% of Total Shareholding
Clearing Member	**18928**	**0.0971**
Corporate Bodies	**825457**	**4.23**

Corporate Bodies (Promoter Co.)	8416460	43.16
Directors	1	0.00
Group Companies	14000	0.0718
Non Resident Indians	**139878**	**0.7173**
Promoters	39	0.0002
Promoter / Directors	272545	1.3977
Public	9812693	50.3215
Relative Of Director	10	0.0001
Total	**19500011**	**100.00**

m) **Dematerialization of shares and liquidity:**

Your Company's shares are traded compulsorily in electronic form and the Company has established connectivity with both the depositories. i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2018, 99.99% of the equity shares have been dematerialized form and rest are in physical form.

n) **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.

o) **Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and its impact on equity: Nil**

p) **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). The dividend declared in the following date has not been transferred to the Investor Education and Protection Fund (IEPF) after it became due for transfer to IEPF on 29.10.2017:

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

q) **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.

r) **Address for correspondence:**

Registered Office
S-105, Rajiv Gandhi Complex,
Ekta Nagar, Kandivali (West),
Mumbai- 400067
Tel : 022- 2867 0603
Email id – complianceofficer@tarapurtransformers.com
Website: www.tarapurtansformers.com

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

Ms. Rachana Baria
Company Secretary
Mumbai, 14th August, 2018

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, 2017 to March 31, 2018. We have obtained all the information and explanation, which are 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 of processes 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 explanation and information furnished to us, we certify that the Company has complied with all the condition of Corporate Governance as stipulated in the said Listing Regulations.
We further state that such compliances are 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 Dalal & Kala Associates
Chartered Accountants)
Firm Registration No.: 102017W

Anand Drolia
M.No.036718
(Partner)

Place: Mumbai
Date: 30th May, 2018

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, 2018 and that to the best of our knowledge and belief:
   - These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
   - 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 violation 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:
   - There have been no significant changes in internal control over financial reporting during the year;
   - 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 frauds of which we have become aware and the involvement therein, of management or any employees 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, 2018

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** ("the Company"), which comprise the Balance sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
The Company's Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the 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 f ree from material misstatement.
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.
An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

Basis for Qualified Opinion

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

The Company has sent letters to customers in respect of trade receivables for confirming balances as at March 31, 2018, but in most of the cases the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2018. 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, 2018. 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 2017-2018**
The Company has not provided for Interest payable to Canara Bank amounting to Rs.880.35 Lacs for the year ended 31st March 2018. 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 2018 is understated by Rs 880.35 Lacs & current liabilities as at 31st March, 2018 are also understated by Rs.880.35 Lacs and reserves are overstated by Rs. 880.35 Lacs.

(d) Regarding non provision of interest on loans availed from Dhanlaxmi Bank for the Financial year 2017-2018

The Company has not provided for interest payable to Dhanlaxmi Bank amounting to Rs.36.08 Lacs. for the year ended 31st March 2018. As a result the loss for the year ended 31st March 2018 is understated by Rs. 36.08 Lacs & current liabilities as at 31st March, 2018 are also understated by Rs. 36.08 Lacs and reserves are overstated by Rs. 36.08 Lacs.

(e) With regarding Physical verification of Inventory:

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

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in the basis for qualified opinion paragraph*, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generallyaccepted in India, of the state of affairs of the Company as at March 31, 2018, 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, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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 24 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) The unclaimed dividend for the F.Y 2009-10 are pending to be transferred to the Investor Education and Protection Fund by the company as at 29th October 2017.

For DALAL & KALA ASSOCIATES
CHARTERED ACCOUNTANTS

(CA Anand Drolia)
M.No.036718
PARTNER
Firm Registration No.: 102017W
Place: Mumbai,
Date: 30th May, 2018

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 Managementaccording 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	24.66	F.Y.2013-14	Still not paid
Central Sales Tax Act	CST	22.22	F.Y.2016-17	Still not paid
Central Sales Tax Act	CST-Interest	4.00	F.Y.2016-17	Still not paid

b) According to the records of the Company Income-Tax and Sales Tax which have not beendeposited on account of disputes and th e 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
Sales Tax Act	F.Y. 2013-2014	Sales Tax Demands pending in appeals	60.46	D.C. APPEAL - PALGHAR
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 company has defaulted in repayment of dues to banks. The detail of period and amount of default as ascertained by management is as follows:

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

ix. In our opinion and according to the information and explanations given to us, no term loans raised during the year. The company did not raise any money by way of public offer or further public offer (including debt instruments) during the year.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. According to the information and explanations given to us and based on our examinations of the records of the company, the company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. In opinion and according to information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examinations of the records of the company, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, 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 DALAL & KALA ASSOCIATES
CHARTERED ACCOUNTANTS

(CA Anand Drolia)
M.No.036718
PARTNER
Firm Registration No.: 102017W
Place: Mumbai,
Date: 30th May, 2018

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, 2018 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, 2018.

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 DALAL & KALA ASSOCIATES
CHARTERED ACCOUNTANTS

(CA Anand Drolia)
M.No.036718
PARTNER
Firm Registration No.: 102017W
Place: Mumbai,
Date: 30th May, 2018

BALANCE SHEET AS AT - 31ST MARCH 2018

(₹ in Lacs)

PERTICULARS	NOTE NO	AS AT 31ST MARCH 2018 ₹	AS AT 31ST MARCH 2017 ₹
I ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	2	**2403.78**	2608.19
b) Other Intangible Assets	2	**-**	132.21
c) Other Non-Current Assets	3	**299.71**	743.54
Total Non-Current Assets		**2703.49**	3483.94
Current Assets			
a) Inventories	4	**349.57**	350.61
b) Financial Assets			
i) Current Investments	5	**433.65**	369.92
ii) Trade Receivables	6	**1936.66**	4284.07
iii) Cash and Cash Equivalents	7	**12.34**	64.23
iv) Other Bank Balances	8	**200.53**	234.61
c) Other Current Assets	9	**2598.41**	2034.93
Total Current Assets		**5531.16**	7338.37
TOTAL ASSETS		**8234.65**	10822.31
II EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	10	**1950.00**	1950.00
b) Other Equity	11	**1901.02**	3016.35
Total Equity		**3851.02**	4966.35
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
i) Other Non-Current Financial Liabilities	12	**56.84**	56.84
Total Non-Current Liabilities		**56.84**	56.84
Current Liabilities			
a) Financial Liabilities			
i) Trade Payables	13	**492.51**	1975.35
ii) Other Current Financial Liabilities	14	**3485.34**	3467.87
b) Other Current Liabilities	15	**348.94**	355.90
Total Current Liabilities		**4326.79**	5799.12
TOTAL EQUITY AND LIABILITIES		**8234.65**	10822.31
		-	**-**
Significant Accounting Policies	**1**		

As per our attached report of even date.

For Dalal & Kala Associates
Chartered Accountants
Firm Regn.No. 102017W

For and on bahalf of the Board

Prakash Sogam
Company Secretary

Suresh More
Managing Director
Din : 06873425

Anand Drolia
Partner
Membership No. 036718
Mumbai: 30th May 2018

Kanji Chavda
Chief Finance Officer

Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 30th May 2018

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED - 31ST MARCH 2018

(₹ in Lacs)

	NOTE NO	AS AT 31ST MARCH 2018 ₹	AS AT 31ST MARCH 2017 ₹
INCOME			
Revenue From Operations	16	**1218.34**	2814.35
Other Income	17	**260.42**	258.34
TOTAL INCOME		**1478.76**	3072.69
EXPENSES			
Cost of Materials Consumed	18	**236.71**	351.30
Purchase of Stock-in-Trade	19	**1088.92**	2090.01
Change in Inventories	20	**(58.94)**	270.51
Employee Benefits Expense	21	**12.78**	29.51
Finance Costs	22	**25.85**	6.01
Depreciation and Amortisation Expense	2	**315.52**	183.82
Other Expenses	23	**958.10**	367.98
TOTAL EXPENSES		**2578.94**	3299.14
Profit/(Loss) Before Exceptional Items and Tax		**(1100.18)**	(226.45)
Exceptional Items		**-**	**-**
Profit/(Loss) Before Tax		**(1100.18)**	(226.45)
Tax Expenses			
Current Tax		**-**	**-**
Deferred Tax		**-**	**-**
Income Tax Earlier Years		**15.15**	**-**
		15.15	-
Profit/(Loss) for the year		**(1115.33)**	**(226.45)**
Other Comprehensive Income/ (Loss)			
Item that will not be reclassified subsequently to profit or loss :			
Re-measurement of defined benefit plans		**-**	**-**
Income tax relating to items that will not be reclassified to profit or loss		**-**	**-**
Net other Comprehensive Income / (Loss) not to be reclassified subsequently to profit or loss		**-**	**-**
Total Comprehensive Income for the year		**(1115.33)**	(226.45)
EarningS per Equity Share (Face Value ₹ 10/- Per Share)	32		
Basic (₹)		**(5.72)**	(1.16)
Diluted (₹)		**(5.72)**	(1.16)
Significant Accounting Policies	1		

As per our attached report of even date.

For Dalal & Kala Associates
Chartered Accountants
Firm Regn.No. 102017W

Anand Drolia
Partner
Membership No. 036718
Mumbai: 30th May 2018

Prakash Sogam
Company Secretary

Kanji Chavda
Chief Finance Officer

For and on bahalf of the Board

Suresh More
Managing Director
Din : 06873425

Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 30th May 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018 **(₹ in Lacs)**

		AS AT 31ST MARCH 2018 ₹	AS AT 31ST MARCH 2017 ₹
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit Before Tax & Extra Ordinary Items	(1100.18)	(226.45)
	Adjustment For -		
	- Depreciation	315.52	183.82
	- Balance Written off	225.84	4.59
	- Loss On Foreign Currency Fluctuation	(1.36)	(0.17)
	- Liquidated Damages (Penalty)	67.84	-
	- Loss on Sales of Assets	2.56	0.73
	- Dimunition in Value of Quoted Investments	11.27	242.38
	- Provision of Doubtful Debts	306.96	-
	- Provision of Loan & Advance	181.43	-
	- Interest Income	(233.01)	(257.89)
	- Interest Paid	23.58	3.62
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(199.55)	(49.37)
	Adjustment For -		
	- Trade Receivable	1972.61	(685.55)
	- Inventories	1.04	268.11
	- Trade and Other Payables	(1714.28)	(10.39)
	Cash Generated from Operations	59.82	(477.20)
	Decrease in Provision for Taxation	(15.15)	-
	CASH FLOW FROM OPERATING ACTIVITIES	44.67	(477.20)
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets	(1.46)	(10.36)
	Sale of Fixed Assets	20.00	2.02
	Investment in Shares	(75.00)	(130.00)
	Interest Income	233.01	257.89
	Movement in Loans and Advances	(301.08)	418.41
	Net Cash Used in Investing Activities	(124.53)	537.96
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Short Term Borrowing	17.47	30.35
	Interest Paid	(23.58)	(3.62)
	NET CASH FROM FINANCING ACTIVITIES	(6.11)	26.73
	Net Increase / (Decrease) In Cash And Cash Equivalents	(85.97)	87.49
	CASH AND CASH EQUIVALENT AT BEGINNING OF THE YEAR	298.84	211.35
	CASH AND CASH EQUIVALENT AT THE END OF THE YEAR (Note 7 &8)	212.87	298.84

Notes :

1. The above Cash Flow Statement has been prepared under the ' Indirect Method' as set out in the Indian Accounting Standard 7 (Ind AS 7) " Statement of Cash Flow" under Section 133 of the Companies Act 2013.
2. Cash comprises cash on hand, current accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition).
3. All figures in brackets are outflow.
4. Previous year's figures have been regrouped wherever necessary.

As per our attached report of even date.

For and on bahalf of the Board

For Dalal & Kala Associates
Chartered Accountants
Firm Regn.No. 102017W

Prakash Sogam
Company Secretary

Suresh More
Managing Director
Din 01078946

Anand Drolia
Partner
Membership No. 036718
Mumbai: 30th May 2018

Kanji Chavda
Chief Finance Officer

Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 30th May 2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. EQUITY SHARE CAPITAL (REFER NOTE 10)

	Balance as at 1 April 2017	Changes in Equity Share Capital During the year	Balance as at 31 March 2018
	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)
Authorised	2500.00	-	2500.00
Issued	**1950.00**	-	**1950.00**
Subscribed & Paid up	1950.00	-	1950.00

B. OTHER EQUITY (REFER NOTE 11)

Particulars	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	Total Other Equity
	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)
As at 1 April 2016	6042.22	22.71	279.92	(3102.05)	3242.80
Profit for the year	-	-	-	(226.45)	(226.45)
Other Comprehensive Income/(Loss) (Net of Tax)	-	-	-	-	-
Total Comprehensive Income / (Loss)	-	-	-	**(226.45)**	**(226.45)**
Exercised Stock Options	-	-	-	-	-
Share Based Payment Expenses	-	-	-	-	-
Dividend Paid	-	-	-	-	-
Dividend Distribution Tax	-	-	-	-	-
As at 31 March 2017	**6042.22**	**22.71**	**279.92**	**(3328.50)**	**3016.35**
Profit for the year	-	-	-	(1115.33)	(1115.33)
Other Comprehensive Income/(Loss) (Net of Tax)	-	-	-	-	-
Total Comprehensive Income / (Loss)	-	-	-	**(1115.33)**	**(1115.33)**
Exercised Stock Options	-	-	-	-	-
Share Based Payment Expenses	-	-	-	-	-
As at 31 March 2018	6042.22	22.71	279.92	(4443.83)	1901.03

As per our attached report of even date.

For Dalal & Kala Associates
Chartered Accountants
Firm Regn.No. 102017W

For and on bahalf of the Board

Prakash Sogam
Company Secretary

Suresh More
Managing Director
Din : 06873425

Anand Drolia
Partner
Membership No. 036718
Mumbai: 30th May 2018

Kanji Chavda
Chief Finance Officer

Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 30th May 2018

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES –

A. Corporate Information

Tarapur Transformers Limited ("Company") is a public limited company incorporated and domiciled in India. Its shares are listed on Bombay Stock Exchanges and National Stock Exchange. The Registered office of Company is located at Unit No.211, 2nd Floor, Neo Corporate Plaza, Kachpada Near Kapol Wadi, Ramchandra Lane, Malad-West, Mumbai – 400 064.

The main activities of the Company are Manufacturing & Repairing, Power & Distribution of Transformers.

The financial statements for the Company were authorized for issue by Company's Board of Directors on May 30, 2018.

B. Basis of Preparation

These financial statements of the Company have been prepared in all material aspects in accordance with Indian Accounting Standards (Ind AS) as per rule 4 of The Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013 ('the Act') and other relevant Provisions of the Act.

These financial statements have been prepared on an accrual basis and under the historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount wherever applicable:

- Derivative financial instruments
- Certain financial assets measured at fair value
- Net defined benefit asset/liability at fair value of plan assets less present value of defined benefit obligations.

C. Current versus non-current classification:

The assets and liabilities in the balance sheet are presented based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are treated as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

D. Property, plant and equipment

Freehold land is carried at historical costs. All other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment loss, if any.

Cost includes cost of acquisition, installation or construction, other direct expenses incurred to bring the assets to its working condition and finance costs incurred up to the date the asset is ready for its intended use and excludes Cenvat / value added tax / Goods and Service Tax (GST) eligible for credit / setoff.

Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit or loss as incurred.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

All identifiable revenue expenses including interest incurred inrespect of various projects / expansion, net of income earned during the project development stage prior to its intended use, are considered as pre – operative expenses and disclosed under Capital Work –in–Progress.

Capital expenditure on Property, Plant and Equipment for research and development is classified under property, plant and equipment and is depreciated on the same basis as other property, plant and equipment.

Property, plant and equipment are eliminated from standalone financial statements, either on disposal or when retired from active use. Losses arising in the case of the retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

The company depreciates property, plant and equipment over their estimated useful lives using written down value method.

The estimated useful lives of assets are as follows:

Buildings (other than factory buildings) – RCC Frame Structures	60 years
Buildings (other than RCC Frame Structure) and Factory Buildings	30 years
Other Plant and Machinery	15 years
Office equipment	5 years
Furniture and Fittings	10 years
Computers and data processing units	3 years
Vehicles (motor cars)	8 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on the property, plant and equipment is provided on straight line method, over the useful life of the assets, as s pecified in Schedule II to the Companies Act, 2013. Property, plant and equipment which are added / disposed off during the year, depreciation is provided on pro-rata basis. Premium on Leasehold lands are amortized over the period of lease. Building constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the

lease period of the land is beyond the life of the building. In other cases, building constructed on leasehold lands are amortized over the primary lease period of the lands.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

E. Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the assets can be measured reliably.

Intangible assets are stated at cost or acquisition less accumulated amortization and impairment loss, if any.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in Statement of profit and loss in the period in which the expenditure is incurred.

Software is amortized over their estimated useful life on straight line basis from th e date they are available for intended use, subject to impairment test.

The amortization period and the amortization method for an intangible assets with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Gains or losses arising from derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets is derecognised.

F. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets: Classification:

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss, on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement:

For the purpose of subsequent measurement financia l assets are classified in two broad categories:

- Financial assets at fair value (FVTPL / FVTOCI)
- Financial assets at amortized cost

When assets are measured at fair value, gains and losses are either recognized in the statement of profit and loss (i.e. fair value through profit or loss (FVTPL)), or recognized in other comprehensive income (i.e. fair value through other comprehensive income (FVOCI)).

Financial Assets measured at amortized cost (Net of write down for impairment, if any):

Financial assets are measured at amortized cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortized cost using the effective Interest rate (EIR) method less impairment, if any. The losses arising from impairment are recognized in the Statement of profit and loss.

Financial Assets measured at Fair Value through Other Comprehensive Income ("FVTOCI"):

Financial assets under this category are measured initially as well as at each reporting date at fair value, when asset is held within a business model, whose objective is to hold assets for both collecting contractual cash flows and selling financial assets. Fair value movements are recognized in the other comprehensive income.

Financial Assets measured at Fair Value through Profit or Loss ("FVTPL"):

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognized in profit or loss.

Investment in Equity Instruments:

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income. There is no recycling o f the amounts from other comprehensive income to profit or loss.

Investment in Debt Instruments:

A debt instrument is measured at amortized cost or at FVTOCI. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Derecognition of Financial Assets:

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Impairment of Financial Assets:

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and trade receivables.

Financial Liabilities: Classification:

The Company classifies all financial liabilities as subsequently measured at amortized cost or FVTPL.

Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs.

Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Interest-bearing loans and borrowings are subsequently measured at

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amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition of Financial Liabilities:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Derivative Financial Instrument:

The Company uses derivative financial instruments, such as forward currency contracts to mitigate its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

G. Inventories

Raw materials and packing materials are valued at lower of cost and the net realisable value, cost of which includes duties and taxes (net off CENVAT, VAT and Goods and Service Tax (GST) wherever applicable). Cost of imported raw materials and packing materials lying in bonded warehouse includes customs duty. Finished products including traded goods and work-in-progress are valued at lower of cost and net realizable value. Cost is arrived on moving weighted average basis.

The cost of Inventories have been computed to include all cost of purchases, cost of conversion, appropriate share of fixed production overheads based on normal operating capacity and other related cost incurred in bringing the inventories to their present condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Slow and non-moving material, obsolesces, defective inventory are fully provided for and valued at net realisable value.

Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet. Materials and other items held for use in production of inventories are not written down, if the finished products in which they will be used are expected to be sold at or above cost.

H. Cash And Cash Equivalent

Cash and Cash Equivalents comprise of cash on hand and cash at bank including fixed deposit/ highly liquid investments with original maturity period of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

I. Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the Company are segregated.

J. Foreign Currency Transactions

Revenue Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.

Monetary items denominated in foreign currencies at the year-end are re-measured at the exchange rate prevailing on the balance sheet date. Non-monetary foreign currency items are carried at cost.

Any income or expense on account of exchange difference either on settlement or on restatement is recognised in the Statement of Profit and Loss.

K. Revenue Recognition

Revenue from sale of goods is recognised, when all significant risks and rewards are transferred to the buyer, as per the terms of contracts and no significant uncertainty exists regarding amount of the consideration that will be derived from the sale of goo ds.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable. Amount disclosed as revenue are inclusive of excise duty, excluding Goods and Service tax (GST), sales tax or value added taxes or service taxes or duties collected on behalf of the government, and net of returns, trade discount/allowances, rebates, and amounts collected on behalf of third parties.

Revenue from sale of technology / know how (rights, licences and other intangibles) are recognised when performance obligation is completed as per the terms of the agreement. Incomes from services are recognised when services are rendered.

Dividend income is recognised when right to receive dividend is established. Interest income is recognised on time proportion basis.

Insurance and other claims are recognised as a revenueon certainty of receipt on prudent basis. Export benefits available under prevalent schemes are accounted to the extent considered receivable.

L. Employee Benefits

All employee benefits payable wholly within twelve months rendering service are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

M. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

N. Lease

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Leases rentals are charged to the statement of profit and loss on straight line basis.

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O. Government Grants

Government grants are initially recognized as deferred income at fair value if there is reasonable assurance that they will be received reasonable assurance that they will be received associated with the grant;

- In case of capital grants, they are then recognised in Standalone Statement of Profit and Loss as other income on a systematic basis over the useful life of the asset.
- In case of grants that compensate the Company for expenses incurred are recognised in Standalone Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognised.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

P. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

Q. Income Taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items re cognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

R. Dividends to Shareholders

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

S. Provisions, Contingent Liabilities, Contingent Assets and Commitments General

Provisions (legal or constructive) are recognized when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If there is any expectation that some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any virtually certain reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimates is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent liabilities are not recognised in the standalone financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets and Non-cancellable operating lease.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date

Asset Retirement Obligation

Asset retirement obligations (ARO) are provided for those operating lease arrangements where the Company has a binding obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease. ARO are provided at the present value of expected costs to settle the obligation using discounted cash flows and are recognised as part of the cost of that particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is recognised in the income statement as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

NOTES

T. Fair Value Of Financial Instruments

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an assets or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amounts are more or less equal to the fair value due to the short maturity of these instruments.

U. Recent accounting pronouncements Standards issued but not yet effective

The Ministry of Corporate Affairs in March 2018 has re-notified Ind AS 115, Revenue from Contracts with Customers. Earlier, this Standard was omitted and two other standards, Ind AS 11, Construction Contracts and Ind AS 18, Revenue had been notified in its place.Now, after re-notification of Ind AS 115, Ind AS 11 and Ind AS 18 would be redundant. Ind AS 115 deals with recognition of revenue arising from sale of goods, rendering of services, interest, royalties and construction contracts. It is a converged form of IFRS 15, Revenue from Contracts with Customers. Ind AS 115 shall be applied from financial years beginning on or after 1st April, 2018.

These amendments are not expected to have any impact on the Company.

Note 2. Property, Plant and Equipment, Capital Work-in-Progress, Other Intangible

2.1 Current Year

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block
	As at 1st April 2017	Addition	Deduction/ Adjustment	As at 31st March 2018	Upto 1st April 2017	Deduction/ Adjustment	For the Year	As at 31st March 2018	As at 31st March 2018
A) Property, Plant and Equipment									
Land (Lease Hold)	13.03	-	-	13.03	-	-	-	-	13.03
Factory Building	1165.92	-	-	1165.92	181.81	-	36.63	218.44	947.48
Furniture & Fixture	17.25	0.21	-	17.46	13.78	-	0.57	14.35	3.11
Computers	8.70	1.14	-	9.84	7.82	-	0.33	8.15	1.69
Tools & Equipments	14.60	-	-	14.60	12.36	-	0.02	12.38	2.22
Electric Items	35.06	-	-	35.06	24.96	-	4.61	29.57	5.49
Vehicles	22.54	-	-	22.54	15.97	-	-	15.97	6.57
Plant & Machinery	2339.81	-	46.10	2293.71	755.92	23.54	141.05	873.43	1420.28
Office Equipment	6.89	0.11	-	7.00	4.25	-	0.10	4.35	2.65
Air Conditioner	8.33	-	-	8.33	7.07	-	-	7.07	1.26
Sub Total	3632.13	1.46	46.10	3587.49	1023.94	23.54	183.31	1183.71	2403.78
B) Intangible Assets									
Goodwill	155.55	-	-	155.55	23.33	-	132.21	155.54	0.00
Sub Total	155.55	-	-	155.55	23.33	-	132.21	155.54	0.00
Grand Total (A+B)	3787.68	1.46	46.10	3743.04	1047.27	23.54	315.52	1339.25	0.00

2.2 Previous Year

(₹ 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 2017
A) Property, Plant and Equipment									
Land (Lease Hold)	13.03	-	-	13.03	-	-	-	-	13.03
Factory Building	1165.92	-	-	1165.92	145.18	-	36.63	181.81	984.11
Furniture & Fixture	17.25	-	-	17.25	13.23	-	0.55	13.78	3.47
Computers	8.70	-	-	8.70	7.82	-	-	7.82	0.88
Tools & Equipments	14.60	-	-	14.60	12.34	-	0.02	12.36	2.24
Electric Items	35.06	-	-	35.06	20.35	-	4.61	24.96	10.10
Vehicles	27.11	-	4.57	22.54	17.37	1.81	0.41	15.97	6.57
Plant & Machinery	2329.45	10.36	-	2339.81	614.49	-	141.43	755.92	1583.89
Office Equipment	6.89	-	-	6.89	4.09	-	0.16	4.25	2.64
Air Conditioner	8.33	-	-	8.33	7.07	-	-	7.07	1.26
Sub Total	3626.34	10.36	4.57	3632.13	841.94	1.81	183.82	1023.94	2608.19
B) Intangible Aaaets									
Goodwill	155.55	-	-	155.55	23.34	-	-	23.34	132.21
Sub Total	155.55	-	-	155.55	23.34	-	-	23.34	132.21
Grand Total (A+B)	3781.89	10.36	4.57	3787.68	865.28	1.81	183.82	1047.28	2740.40

Note: Previous year figures have been regrouped whereever necessary.

NOTES			QTY 31.03.2018	QTY 31.03.2017	AS AT 31ST MARCH 2018 ₹	AS AT 31ST MARCH 2017 ₹
3	**OTHER NON CURRENT ASSETS**					
	I	Capital Advances (Unsecured,Considered Good)			**222.20**	644.41
	II	Security Deposit (Unsecured,Considered Good)			**77.51**	99.13
		Total (I+II)			**299.71**	743.54
4	**INVENTORIES**					
		(As Taken Valued & Certified by the Management)				
		Raw Materials			**15.82**	75.80
		Work In Progress			**80.17**	100.21
		Finished Goods			**20.16**	-
		Stock In Trade			**233.42**	174.60
					349.57	350.61
5	**CURRENT INVESTMENTS**					
	I	Trade Investments				
		Equity Shares, Quoted,Valued At Cost-Fully Paid Up				
		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/-)	200	**100**	**-**	-
	II	Other Investments				
		Preference Shares, Unquoted,Valued At Cost-Fully Paid Up				
		Shri Tradco Dessan Pvt Ltd (F.V ₹ 10/-)	**1580000**	1580000	**158.00**	158.00
		Equity Shares, Unquoted,Valued At Cost-Fully Paid Up				
		In Other				
		Honest Derivatives Pvt Ltd (F.V ₹ 10/-)	**500000**	500000	**50.00**	50.00
		Spectrum Trimpex Pvt. Ltd. (F.V. ₹ 100/-)	**41000**	26000	**205.00**	130.00
					687.30	612.30
		Less: Provision for Dimunition in Value of Quoted Investment			**253.65**	242.38
		Net Current Investments			**433.65**	**369.92**
		Aggregate Amount of Quoted Investment			**274.30**	274.30
		Market Valued of Quoted Investments			**20.65**	31.92
		Aggregate Amount of Unquoted Investment			**413.00**	338.00
6	**TRADE RECEIVABLE**					
	I	Due for a Period Exceeding Six Months				
		-(Unsecured and Considered Good)			**1192.04**	2714.24
		-(Unsecured and Considered Doubtful)			**306.96**	-
					1499.00	2714.24
		Less :Provision For Doubtful Debts			**306.96**	-
					1192.04	2714.24
	II	Other Receivables				
		-(Unsecured and Considered Good)			**744.62**	1569.83
					1936.66	4284.07
7	**CASH AND CASH EQUIVALENTS**					
		A) Current Accounts			**5.66**	56.64
		B) Cash In Hand			**6.68**	7.59
					12.34	64.23
8	**OTHER BANK BALANCES**					
		A) Amount Held as Margin Money			**-**	7.60
		B) Fixed Deposit with Banks *			**198.95**	225.43
		C) Earmarked Balances with Banks-Unpaid Dividend			**1.58**	1.58
					200.53	234.61
		(* Held as margin money or security against guarantees, letter of credits and other commitments)				
9	**OTHER CURRENT ASSETS**					
		A (Unsecured and Considered Good)				
	I	Loan and Advance Recoverable In Cash or Kind				
		To Others			**2343.09**	1685.18
	II	Balance With Statutory/Revenue Authorities Excise and Service Tax			**213.53**	210.01
	III	Prepaid Expenses			**0.77**	1.78
	IV	Advance Income Tax (Net Of Provision)			**41.02**	137.96
					2598.41	2034.93
		B (Unsecured and Considered Doubtful)				
		Loan and Advance Recoverable In Cash or Kind				
		To Others			**181.43**	-
					2779.84	2034.93
		Less : Prpvision of Doubtful Loans and Advances			**181.43**	-
					2598.41	2034.93

NOTES		AS AT 31ST MARCH 2018 ₹	AS AT 31ST MARCH 2017 ₹
10	**EQUITY 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

10.1 Reconciliation of number of equity shares and amount outstanding at the beginning and at the end of the reporting period :

	As at 31 March 2018		As at 31 March 2017	
	No. of Shares	**(₹ in Lacs)**	No. of Shares	**(₹ in Lacs)**
Equity shares outstanding at the beginning of the year	19500011	1950.00	19500011	1950.00
Add : Equity shares allotted during the year as Bonus	-	-	-	-
Equity Shares outstanding at the end of the year	**19500011**	**1950.00**	19500011	1950.00

10.2 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 2018 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.

10.3 Details of shresholders holding more than 5% of the total shares

Equity shares of ₹ 10/- each fully paid	31st March 2018		31st March 2017	
Shares Held By	No.of Shares	% holding	**No.of Shares**	% holding
Bilpower Limited	8416460	43.16	8416460	43.16
Jagdishchander Bansal	2612296	13.40	2612296	13.40

11	**OTHER EQUITY**		
I	Securities Premium Account	**6042.22**	6042.22
II	Capital Reserve	**22.71**	22.71
III	General Reserve	**279.92**	279.92
IV	Surplus i.e. Balance in Statement of Profit & Loss		
	As At Beginning Of The Year	**(3328.50)**	(3102.05)
	Retain Value of Assets	**-**	-
	Loss For The Year	**(1115.33)**	(226.45)
	As at the End of the Year	**(4443.83)**	(3328.50)
	Total (I+II+III+IV)	**1901.02**	3016.35
12	**OTHER NON CURRENT FINANCIAL LIABILITIES**		
	Secured Loans		
	Terms Loans		
	From Bank	**56.84**	56.84
		56.84	56.84

12.1 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 u pto 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 ₹ 36.08 Lacs for the year ended 31st March 2018 and also for F.Y 2013-14 ,2014-15 ,2015-16 & 2016-17 the company has not provided interest amounting to ₹ 102.25 Lacs thus total interest not provided up to F.Y 2017-18 amounting to ₹ 138.33 Lacs and As a result the accumulated losses in the balance sheet are understated by ₹ 138.33 Lacs & current liabilities are also understated by ₹ 138.33 Lacs

13	**TRADE PAYABLES**		
	Trade Payables	**492.51**	1975.35
		492.51	1975.35

13.1 Trade Payables includes following related parties :-
₹ 8.45 Lacs (P.Y.₹ 8.45 Lacs) payable to Related Party Choudhary Stamping , ₹ Nil 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.

13.2 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.

NOTES		AS AT 31ST MARCH 2018 ₹	AS AT 31ST MARCH 2017 ₹
14	**OTHER CURRENT FINANCIAL LIABILITIES**		
I	Secured Loans		
	Loans Repayable on Demand		
	-Working Capital Loan Repayable on Demand from Bank	**3197.30**	3224.95
		3197.30	3224.95
II	Unsecured Loans		
	From Related Party	**-**	235.29
	Interest Free Sales Tax Loan	**7.63**	7.63
	From Other Party	**280.41**	-
		288.04	242.92
	Total (I+II)	**3485.34**	3467.87

14.1 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.

14.2 Interest Rate-base rate + 4.50% currently 14.75% per annum with monthly rest.

14.3 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.

14.4 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 ₹ 880.35 Lacs for the year ended 31st March 2018. Also for the financial year 2014-15, 2015-16 & 2016-17 the company has not provided for ₹ 2026.21 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 2018 is understated by ₹ 880.35 Lacs & current liabilities as at 31st March, 2018 are also understated by ₹ 880.35 Lacs and reserves are overstated by ₹ 880.35 Lacs. As a result the accumulated Reserves are overstated by ₹ 2906.56 Lacs.
The amount of penal interest cannot be quantified as the details have not been received from the bank.

14.5 Other unsecured loan received from related party Bilpower Limited ₹ Nil Lacs (P.Y. ₹ 204.81 Lacs), Bil Energy Systems Ltd. ₹ Nil Lacs (P.Y. ₹ 30.47 Lacs)

15	**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	**4.44**	35.19
IV	Unclaimed Dividend	**1.58**	1.58
V	Proposed Final Dividend	**-**	-
VI	Statutory Dues	**51.15**	28.44
VII	Other Payables	**11.50**	10.42
		348.94	355.90
16	**REVENUE FROM OPERATIONS**		
I	Sales of Manufactured Goods		
	- Transformers	**-**	-
	- Transformers Parts (Repair)	**-**	46.85
	- Others	**135.28**	246.88
		135.28	293.73
II	Sales of Trading Goods		
	- Iron & Steel, CRGO Electrical Steel Sheet/Stripe	**1014.04**	2238.12
	- Others	**69.02**	167.78
		1083.06	2405.90
III	Sales of Services		
	- Labour Job	**-**	14.66
		-	14.66
IV	Other Operating Revenues		
	- Scrap Sales	**-**	134.57
		-	134.57
	Sub Total (I+II+III+IV)	**1218.34**	2848.86
	Less Excise Duty	**-**	34.51
	Total Revenue From Operations (Net)	**1218.34**	2814.35
17	**OTHER INCOME**		
I	Interest Income		
	- Interest from Bank on Deposit	**17.73**	18.13
	- Interest on Loans and Advances	**201.09**	239.76
	- Interest on IT Refund	**14.19**	-
II	Dividend Income		
	- From Others	**-**	-
III	Other Non-Operating Income		
	- Profit on Sales of Assets	**-**	-
	- Miscellaneous Income	**27.41**	0.45
		260.42	258.34
18	**COST OF MATERIALS CONSUMED**		
	Cost for Sales		
	Cost of Material Consumed		
	- Opening Stock	**75.80**	73.40
	Add Purchase During the year	**176.73**	353.70
	Less Closing Stock	**15.82**	75.80
		236.71	351.30
19	**STOCK IN TRADE PURCHASE**		
	- Iron & Steel, CRGO Electrical Steel Sheet/Stripe	**1071.07**	1972.15
	- Others	**17.85**	117.86
		1088.92	2090.01

NOTES			AS AT 31ST MARCH 2018 ₹	AS AT 31ST MARCH 2017 ₹
20	**CHANGES IN INVENTORIES**			
	At The End Of The Year			
	Finished Goods		**20.16**	**-**
	Work-In-Progress		**80.17**	100.21
	Stock In Trade		**233.42**	174.60
		A)	**333.75**	274.81
	At The Beginning Of The Year			
	Finished Goods		**-**	-
	Work-In-Progress		**100.21**	110.05
	Stock In Trade		**174.60**	435.27
		B)	**274.81**	545.32
	Total (B-A)		**(58.94)**	270.51
21	**EMPLOYEE BENEFITS EXPENSES**			
	I Salaries, Wages. Bonus & Allowances		**12.20**	27.06
	II Contribution to Provident & Other Funds		**0.21**	1.93
	III Staff Welfare Expenses		**0.37**	0.52
			12.78	29.51
21.1	Salaries,Wages,Bonus & Allowances includes Leave Encashment Expenses ₹ 0.005 Lacs (P.Y. ₹ 0.068 Lacs)			
21.2	Staff welfare expenses ₹ 0.086 Lacs (P.Y. ₹ Nil) pertaining to prior period.			
22	**FINANCE COSTS**			
	Interest Expenses			
	From Bank		**-**	-
	From Other		**23.58**	3.62
			23.58	3.62
	Other Borrowing Costs		**2.27**	2.39
			25.85	6.01
23	**OTHER EXPENSES**			
	Manufacturing Expenses			
	Store & Spares		**0.03**	2.27
	Power and Fuel		**14.93**	13.88
	Factory Expenses		**16.40**	19.37
	Labour Charges		**14.26**	13.74
	Repair and Maintenance			
	-Repair and Maintenance-Plant & Machinery		**0.11**	0.04
	-Repair and Maintenance-Others		**0.35**	0.38
	Excise Duty On Closing Stock FG		**-**	-
	Packing Expenses		**-**	-
	Selling and Distribution Expenses			
	Freight and Transport Charges		**0.02**	5.98
	Commission and Brokerage		**-**	0.35
	Advertisement and Publicity Expenses		**0.36**	0.36
	Liquidated Damages (Penalty)		**67.84**	-
	Price Variation		**0.03**	-
	Penalty /Deduction		**70.41**	-
	Business Promotion Expenses		**0.79**	8.61
	Administrative & Office Expenses			
	Insurance Charges		**0.23**	0.60
	Conveyance and Travelling		**1.35**	5.78
	Postage & Telegram and Telephone		**1.32**	2.09
	Testing Charges		**-**	-
	Payment to Auditors			
	-Audit Fees (Including Tax Audit)		**0.50**	1.00
	Legal & Professional Fees			
	-Consultancy Fees		**0.50**	-
	-Legal & Professional Fees		**10.18**	11.20
	Stamp Duty, Stamp Paper and Franking Charges		**0.19**	0.12
	Electricity Charges		**1.40**	-
	Office & General Expenses		**1.53**	5.41
	Registrar & Share Transfer Charges		**0.62**	0.69
	Rates & Taxes		**22.52**	1.69
	Rent		**4.80**	1.11
	Printing & Stationery		**0.73**	0.54
	Loss On Exchange Rate Fluctuation		**(1.36)**	(0.17)
	Loss On Sales Of Assets		**2.56**	0.73
	Bad Debts Written Off		**-**	25.24
	Sundry Balance W/Off		**225.84**	4.59
	Provision of Doubtful Debts		**306.96**	-
	Provision of Loan & Advance		**181.43**	-
	Dimunition in Value of Quoted Investments		**11.27**	242.38
			958.10	367.98

23.1 Guest House Expenses ₹ 0.03 Lacs (P.Y ₹ Nil),Business Promotion Expenses ₹ 0.552 Lacs (P.Y ₹ Nil) pertaining to prior period.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

24. Contingent Liabilities

(₹ in Lacs)

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
(A)	Guarantees outstanding	391.37	396.37
(B)	Sales Tax Demands pending in appeals	196.95	136.49
(C)	Income Tax Demands including interest which is under dispute and pending in appeals	61.73	62.08
(D)	Custom duty on pending export obligation against import of machinery	144.85	144.85

25. C.I.F value of Import, Expenditures and Earnings in Foreign Currency

(₹ in Lacs)

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
a)	C.I.F Value of Import		
	Raw Material & Trading Goods	40.60	-
	Capital Goods		
b)	Expenditure in Foreign Currency		
	Travelling Expenses	0.08	-
c)	Earnings in Foreign Currency		

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 Indian Accounting Standard 108 issued by The Institute of Chartered Accountants of India.

27. Related Party Disclosures

(A) **The Company had transactions with the following related parties**

Sr No.	Name of the Related Party	Relationship
1	Bilpower Limited	Associates
2	Bil Energy Systems Limited	Associates
3	Rajendra Kumar Choudhary	Key Management Personnel
4	Niksan Engineering Co. Limited	Company of relative of KMP
5	Choudhary Global Limited	Company of relative of KMP
6	Viniyog Mercantile Pvt. Ltd.	Company of relative of KMP
7	Choudhary Stampings	Proprietary of relative of KMP
8	TRC Power	Proprietary of relative of KMP

(B) **Related Party transactions:** (₹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	-	-	-	-
		-	-	-	-
2	Sales of Goods	96.55	-	-	96.55
		(134.23)	-	-	(134.23)
3	Rent Income	-	-	-	-
		-	-	-	-
4	Receiving of Services				
	Labour Charges	-	-	-	-
		-	-	-	-
	Rent Expenses	-	-	-	-
		-	-	-	-
	Remuneration Payment		-	-	-
			(2.56)	-	(2.56)
5	Finance (Including Loan & Equity Contributions in Cash or Kind)				
	Loans & Advances	481.88	-	-	481.88
	Received	(68.40)	(24.00)	-	(92.40)

	Loans & Advances Given	- -	- -	- -	- -
6	Purchase of Investment (Share)	- -	- -	- -	- -
7	Outstanding				
	Loans & Advances Receivable	- (235.29)	- -	- -	- (235.29)
	Trade Receivable	- -	- -	0.75 (0.75)	0.75 (0.75)
	Trade Payable	- (76.38)	- -	35.23 (35.23)	35.23 (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 :
2. Sales of Goods includes: Bil Energy Systems Limited ₹ 96.55 Lacs (P.Y. ₹ 134.23 Lacs)
3. Rent Income :
4. Receiving of Services
   - A) Remuneration Payment:-
     Chandrashekhar Trivedi ₹ Nil Lacs (P.Y. ₹ 0.40 Lacs)
     Rajendra Kumar Choudhary ₹ Nil Lacs (P.Y. ₹ 2.16 Lacs)
5. Finance (Including Loans & Equity Contributions on Cash or Kind)
   - A) Loans & Advances Received includes:- Bilpower Limited ₹ 10.00 Lacs (P.Y. ₹ Nil Lacs), Bil Energy Systems Limited ₹ 471.88 Lacs (P.Y. ₹ 68.40 Lacs). Rajendra Kumar Choudhary ₹ Nil Lacs (P.Y. ₹ 24.00 Lacs).
   - B) Loans & Advances Given includes:-
6. Outstanding as at 31st March, 2018.
   - A) Loans & Advance Received includes:- Bilpower Limited ₹ Nil Lacs (P.Y. ₹ 204.81 Lacs). Bil Energy Systems Limited ₹ Nil Lacs (P.Y. ₹ 30.48 Lacs)
   - B) Trade Receivable includes:- Viniyog Mercantile Pvt. Ltd. ₹ 0.75 Lacs (P.Y ₹ 0.75 Lacs)
   - C) Trade Payables includes:- Nik-San Engineering Co Limited ₹ 26.77 Lacs (P.Y.₹ 26.77 Lacs), Bilpower Limited ₹ Nil Lacs (P.Y. ₹ 76.38 Lacs), Choudhary Stamping ₹ 8.45 Lacs (P.Y. ₹ 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:-

(₹ in Lacs)

Sr. No.	Category	As at 31st March, 2018	As at 31st March, 2017
1	C R Sheet / Coil	1059.70	452.71
2	M.S. Plate	-	-
3	Others	29.22	117.86
4	H.R.Plate	-	8.96
5	G. P. Coils/Sheets	-	1510.48
	Total	1088.92	2090.01

30. Sale of Products Comprises:-

i) Manufactured goods (₹ in Lacs)

Sr. No.	Category	As at 31st March, 2018	As at 31st March, 2017
1	Transformers & Parts	-	46.85
2	Sheets/Coils	135.12	-
3	Scrap	-	134.57
4	Other	0.16	246.88
	Total	135.28	428.30

ii) Traded Goods (₹ in Lacs)

Sr. No.	Category	As at 31st March, 2018	As at 31st March, 2017
1	C R Sheet / Coil	839.12	499.55
2	M.S. Plate	-	6.68
3	Others	69.02	167.78
4	H.R.Plate	-	8.99
5	G. P. Coils/Sheets	174.92	1729.58
	Total	1083.06	2405.90

31. Details of Closing Stock

i) Closing Stock of Finished Goods (₹ in Lacs)

Sr. No.	Category	As at 31st March, 2018	As at 31st March, 2017
1	Distribution Transformers	-	-
2	CTPT	-	-
3	Scrap	20.16	-
	Total	20.16	-

ii) Closing Stock of Traded Goods (₹ in Lacs)

Sr. No.	Category	As at 31st March, 2018	As at 31st March, 2017
1	C R Sheet / Coil	222.06	-
2	G. P. Coils/Sheets	-	174.60
3	Other	11.36	
	Total	233.42	174.60

32. Earnings Per Share (Eps) (₹ in Lacs)

Particular	As at 31st March, 2018	As at 31st March, 2017
Profit after tax	(1115.33)	(226.45)
Weighted average number of Equity Shares -Basic & Diluted	19500011	19500011
Earning Per Share (in Rs.) -Basic & Diluted	(5.72)	(1.16)

33. Payment to Auditors : (₹ in Lacs)

Particular	As at 31st March, 2018	As at 31st March, 2017
As Auditors	0.50	1.00
Other Jobs	0.00	0.00
Total	0.50	1.00

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 Indian Accounting Standard 19
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 Indian Accounting Standards-36 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 Indian Accounting Standard (Ind AS) 37 "Provision, Contingent Liabilities & Contingent Assets", 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. Sundry Debtors as on the date of Balance Sheet are net of amounts received after discounting of Letter of Credits.

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

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

As per our attached report of even date.

For Dalal & Kala Associates
Chartered Accountants
Firm Regn.No. 102017W

Anand Drolia
Partner
Membership No. 036718
Mumbai: 30th May 2018

Prakash Sogam
Company Secretary

Kanji Chavda
Chief Finance Officer

For and on bahalf of the Board

Suresh More
Managing Director
Din : 06873425

Lalit Laxiram Agarwal
Director
Din : 06427436
Mumbai: 30th May 2018

NOTE

TARAPUR TRANSFORMERS LIMITED
CIN - L99999MH1988PLC047303
Regd. Off.: S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai- 400067
Tel: 022-28670603/04, , **Email:**complianceofficer@tarapurtransformers.com, **Website:** www.tarapurtransformers.com

ATTENDANCE SLIP

(To be presented at the entrance)

30th ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 29, 2018 AT 10.00 A.M.

At 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064

Folio No._____DP ID No._____ Client ID No._____

Name of the Member _____ Signature_____
Name of the Proxy holder_____ Signature_____

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

TARAPUR TRANSFORMERS LIMITED
CIN - L99999MH1988PLC047303
Regd. Off.: S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai- 400067
Tel: 022-2867603/04, **Email:**complianceofficer@tarapurtransformers.com, **Website:** www.tarapurtransformers.com

Form No. MGT-11
PROXY FORM

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

Name of the Member(s): .....
Registered address: .....
E-mail Id : .....
Folio No. / Client ID No. : .....DP ID No. .....

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Saturday 29th Day of September, 2018 at 10.00 a.m. at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2018.
2. Appoint a Director in place of Mr. Rajendrakumar Choudhary (DIN: 00494663) who retires by rotation and being eligible offers himself for re-appointment.

Signed this …… day of ……..…. 2018

Affix Revenue Stamp

Signature of shareholder **Signature of Proxy holder(s)**

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai- 400067, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

BOOK- POST

To,

TARAPUR TRANSFORMERS LIMITED

CIN - L99999MH1988PLC047303

Regd. Off.: S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali(West), Mumbai- 400067

Tel: 022-2867603/04, **Email:**complianceofficer@tarapurtransformers.com, **Website:** www.tarapurtransformers.com