July 20, 2019

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 023
Scrip Code: 532717

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol: INDOTECH

Dear Sirs,

Sub: Submission of Annual Report to Stock Exchange pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the company for the financial year ended March 31, 2019 along with notice of Annual General Meeting.

This is for your kind information and records.

Yours faithfully,

For Indo Tech Transformers Limited

Saikrishnan C.P
Chief Financial Officer

PROLEC GE

Powering reliable solutions for you

ANNUAL REPORT 2018-19

INDO TECH TRANSFORMERS LIMITED

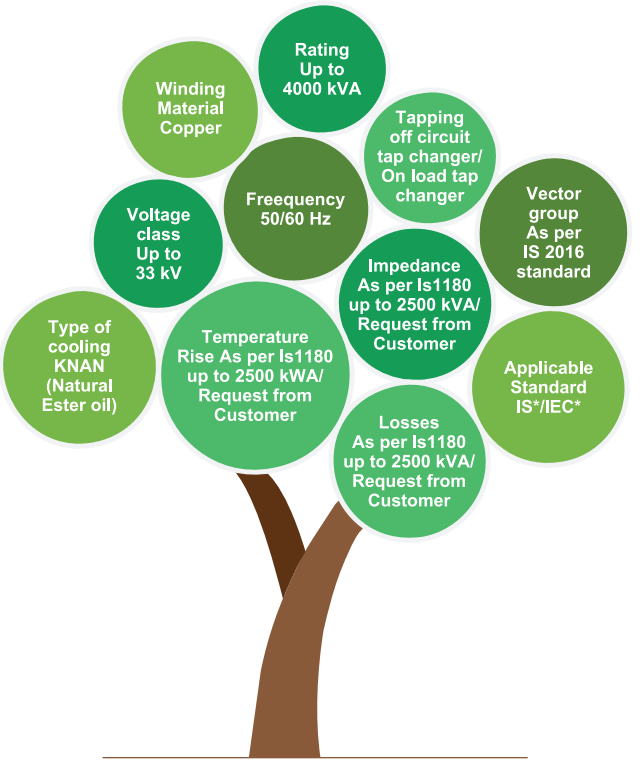
Ester liquid filled fire safe transformer

With increased attention on fire & environmental safety by customers and authorities like CEA, there is a need to offer transformers that meet higher fire & environmental safety standards. In order to meet these requirements, Prolec GE developed fire proof and environmentally safe ester liquid filled transformers.

Advantage of ester oil:

1. High fire point delivers improved fire safety
2. Environmental safety,non-toxic, non-hazardous in water and soil
3. Better ageing properties of insulation increases life span / reliability of the transformer
4. Cost benefits
5. Life Extension and Improved Reliability
6. Overload capability
7. Transformer Optimization
8. Lower noise
9. Longer life due to lower ageing of paper in ester oil environment
10. Smaller room size requirement for indoor applications
11. Lower capital expenditure

Prolec GE scope of ester transformers:



PROLEC

Powering reliable solutions for you

Survey No. 153 - 210, Illuppapattu Village, P.O. Rajakulam, KM. 64, Chennai Bangalore Highway,
Kancheepuram District - 631 561, TamilNadu, India
Ph: 044-3028 9877 / 3028 9841. Mob: 95000 31089

Annual General Meeting on Wednesday, August 14, 2019 at Hotel Fairfield by Marriott, Sriperumbudur At 1.30 P.M

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COMPANY INFORMATION

Board of Directors	Ricardo Suarez Garza Non-Executive Director - Chairperson
	Shridhar Gokhale Whole-Time Director
	Gunjan Bhartia Non-Executive Director
	M. S. Srinivasan Independent Director
	P. V. Krishna Independent Director
	Tabassum M Wajid Independent Director
Chief Financial Officer	Saikrishnan C.P.
Company Secretary & Compliance Officer	Sathyamoorthy A
Statutory Auditors	B S R & Co. LLP, Chartered Accountants KRM Tower, 1st & 2nd Floor, No 1, Harrington Road, Chetpet, Chennai-600 031, India Telephone : +91 44 39145000 Fax : +91 44 39145999
Secretarial Auditors	J B BHAVE & Co, Company Secretaries 7/ 9, Karan Aniket, Level 4 & 5 Plot No. 37, Shri Varanasi Society, Behind Atul Nagar, Off Mumbai-Bangalore By-pass, Warje, Pune 411 058
Internal Auditors	G Balu Associates LLP, Chartered Accountants Jammi Building, No. 123, Royapettah High Road, Mylapore, Chennai - 600 004
Cost Auditors	M J Gopalakrishnan, Cost Accountants Flat #1, 261 "Z" Block, 6th Street V Avenue, Anna Nagar Chennai 600040
Registrar and Transfer Agents	Link Intime India Private Limited C-101,247 Park, L B S Marg, Vikhroli West, Mumbai-400083 Telephone : 022-49186270 Fax : 022-49186060 Email : rnt.helpdesk@linkintime.co.in
Bankers	Bank of Baroda State Bank of India Citibank N. A. HDFC Bank
Registered Office & Factory	Survey No.153-210, Illuppapattu Village, Near Rajakulam, KM-64, Kancheepuram (Dist.), Tamilnadu-631561

NOTICE

NOTICE is hereby given that the **27th Annual General Meeting ('AGM')** of the Members of Indo Tech Transformers Limited will be held at Hotel Fairfield by Marriott, FSP, Mambakkam, Sriperumbudur, Kancheepuram District, Tamil Nadu 602105 on Wednesday, August 14, 2019 at 1.30 P.M to transact the following business:-

ORDINARY BUSINESS:

(1) To receive, consider and adopt the Audited Financial statements for the financial year ended 31st March 2019 and the Reports of the Directors and Auditors thereon.

(2) To appoint a Director in place of Mr. Ricardo Suarez Garza (DIN: 07194157), who retires by rotation and being eligible, offers himself for re-appointment.

(3) To appoint M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the company and to authorize the Board of Directors to fix their remuneration.

"**RESOLVED that** M/s B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. – 101248W/W-100022), KRM Tower, 1st & 2nd Floor, No 1, Harrington Road Chetpet, Chennai-600 031, India be and are hereby appointed as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company, at a remuneration and reimbursement of out of pocket expenses to be decided by the Board of Directors, as they may deem fit.

SPECIAL BUSINESS:

(4) Appointment of Mr. Gunjan Bhartia (DIN: 03366633) as Director

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Gunjan Bhartia having Director Identification Number 03366633 who was appointed by the Board of Directors, as an Additional Director of the Company with effect from September 24, 2018 pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment, be and is hereby appointed as a Director of the Company and liable to retire by rotation.

(5) Appointment of Mr. Shridhar Gokhale (DIN: 08349732) as Director of the Company

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution:**

RESOLVED that pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Shridhar Gokhale having Director Identification Number 08349732 who was appointed by the Board of Directors, as an Additional Director of the Company with effect from February 07, 2019 pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment, be and is hereby appointed as a Director of the Company and liable to retire by rotation.

(6) Appointment of Mr. Shridhar Gokhale (DIN: 08349732) as Whole-Time Director of the Company

To consider, and if thought fit, to pass the following resolution as **Special Resolution:**

RESOLVED that pursuant to the provisions of Sections 2(94), 2 (78) , 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and are hereby accorded to the appointment of Mr. Shridhar Gokhale, DIN: 08349732, as Whole Time Director of the Company for a period of five years with effect from February 07, 2019 upon the terms and conditions on the remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) and on such terms and conditions as set out below with liberty and authority to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors, Nomination and Remuneration Committee and Mr. Shridhar Gokhale.

i. Salary at the rate of Rs. 70,93,034 (Rupees Seventy Lakhs Ninety Three Thousand and Thirty Four Only) per annum which may be reviewed by the Board and Nomination & Remuneration Committee from time to time.

ii. *The Whole Time Director shall be entitled to participate in Provident Fund, Gratuity Fund or such other schemes for the employees, which the company may establish from time to time.*

iii. *Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.*

iv. *Leave Travel Allowance for the Whole Time Director and his family in accordance with the Company policy.*

v. *Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.*

vi. *The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.*

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

(7) Appointment of Mr. Milagiripattu Sundaravaradan Srinivasan (DIN : 00261201) as Independent Director

To consider, and if thought fit, to pass the following resolution as **Special Resolution:**

RESOLVED that pursuant to the provisions of Sections 149, 152 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), the appointment of Mr. Milagiripattu Sundaravaradan Srinivasan (DIN: 00261201) as independent director to hold office for a term of 5 consecutive years commencing from 05 August 2019 and ending on 04 August 2024, not liable to retire by rotation be and is hereby approved, after taking into consideration of declarations that he is eligible for appointment and that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and further proposing himself as a candidate for the office of Director, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors under Section 160 of the Act.

(8) Approval of Related Party Transaction

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution**:

RESOLVED that pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and Companies (Indian Accounting Standards) Rules,2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and are hereby accorded for entering into the Contracts/ Arrangement/Transactions with the Related Parties of the Company during the financial year 2019-20, up to the maximum amounts as appended in table below:

S. No	Name of the related party	Relationship	Maximum value of transaction to be entered during FY 2019-20
1	Prolec-GE Internacional S. de R L. de. C. V	Promoter	Rs 20 Crores
2	All General Electric group entities which are related party to the Company.	Associate(s)	Rs 50 Crores
3	Any other person/ entity which is a Related Party		

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

(9) Ratification of the Remuneration of the Cost Auditor

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution**:

RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to ratify the remuneration decided by the Board of Directors, based on the recommendation of the Audit Committee, of Rs. 2,00,000/- (Rupees Two Lakhs Only) plus Tax at the applicable rates and reimbursement of out of pocket expenses to Mr. M J Gopalakrishnan, Cost Accountant, who have been appointed by the Board of Directors of the Company, for conducting the audit of the cost records of the Company for the financial year ending on 31st March 2020.

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

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

By order of the Board of Directors
for Indo-Tech Transformers Limited

Place : Chennai
Date : July 01, 2019

Sathyamoorthy A
Company Secretary

Notes:

(1) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts with respect to the special business set out in the Notice is annexed.

(2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of AGM. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

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. 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 member.

(3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is to be given to the Company.

(4) Members / proxies / authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

(5) Proxies submitted on behalf of Limited Companies, Societies and Partnerships firms, etc. must be supported by appropriate resolution / authority as applicable issued by the member organisation to attend and vote on their behalf at the Annual General Meeting.

(6) Corporate members intending to send their authorised representatives to attend the meeting 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 Annual General Meeting.

(7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

(8) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

(9) Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.

(10) Members desiring any information with regard to Accounts / Reports are requested to write to the Company Secretary at least ten days before the meeting so as to enable the management to keep the information ready.

(11) The Register of Members and Share Transfer Books of the Company will remain closed from August 08, 2019 to August 14, 2019 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(12) Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details (if any) should

be lodged with the Registrar & Share Transfer Agents ('RTA') of the Company, Link Intime India Private Limited. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.

(13) The Company is concerned about the environment and utilises natural resources in a sustainable way. The Ministry of Corporate Affairs ('MCA'), Government of India, has by its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively; permitted companies to send official documents to their shareholders electronically as part of its Green Initiative in Corporate Governance. Recognising the spirit of the Circular issued by the MCA, we are sending documents like Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report, etc., to the email address provided by you with your depositories.

(14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

(15) Annual Report for the financial year ended March 31, 2019 with Attendance Slip and Proxy forms are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent by the permitted mode.

(16) Members may note that the Notice of the 27th Annual General Meeting and the Annual Report for the Financial Year ended March 31, 2019 will also be available on the Company's website www.prolecge.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or having any other queries, may write to us at investor@prolec-geindia.com.

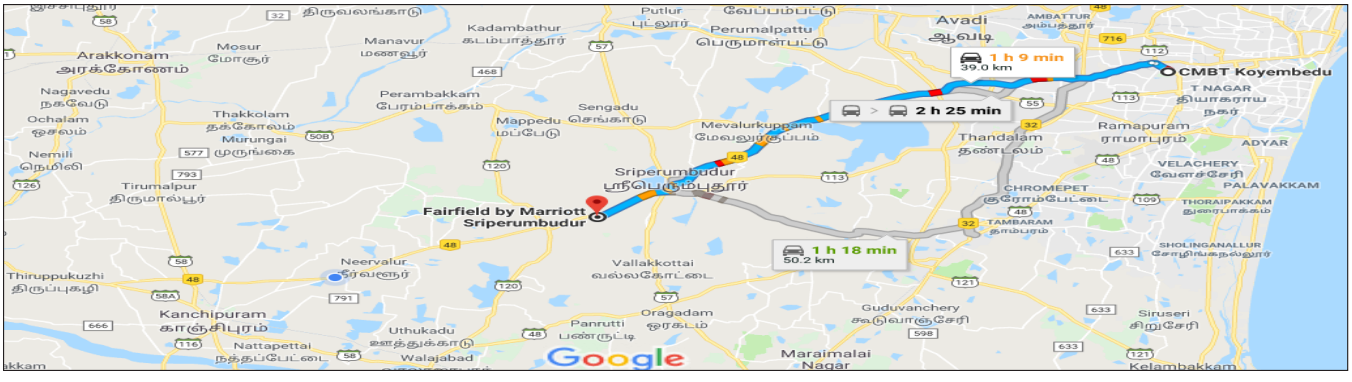
(17) Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking reappointment at the Annual General Meeting is furnished and forms part of the Notice. The directors have furnished the requisite consents / declarations for their appointment / re-appointment.

(18) Voting through electronic means - In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company is pleased to provide the facility to the members to exercise their right to vote by electronic means. Instructions for e-voting are annexed along with this notice. For this purpose, the Company has engaged Link Intime India Pvt Ltd for facilitating e-voting to enable the Members to cast their votes electronically. The Company has appointed Mr G P Srinath of M/s G P Srinath & Associates, Practicing Company Secretaries, Chennai as Scrutinizer for conducting the e-voting process in fair and transparent manner.

ROUTE MAP TO REACH THE VENUE OF 27TH ANNUAL GENERAL MEETING

In terms of the requirements of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, route map for the location of the venue of the 27th Annual General Meeting is given as under:

Venue : Hotel Fairfield by Marriott, FSP, Mambakkam, Sriperumbudur, Kancheepuram(Dist.), Tamilnadu



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

Item No. 2, 4, 5 and 7: Brief Profile of Directors

Information for re-appointment/ appointment of Directors as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Ricardo Suarez Garza	Gunjan Bhartia	Shridhar Gokhale	M S Srinivasan
DIN	07194157	03366633	08349732	00261201
Age	54	45	49	70
Date of appointment	May 27, 2015	September 24, 2018	February 07, 2019	August 01, 2009
Qualification	BS Degree as a Mechanical Engineer and Administrator. Masters' degree in Administration Diploma in Total Quality Control, Marketing and Synchronizations and Operation	Advanced Management Program From IIM-Bangalore. Chartered Financial Analyst (Gold medallist) MBA from ICFAI Business School. Graduate in Economics from SRCC, University of Delhi	Post Graduate in Electrical Engineering from Madhav Institute of Technology & Science (MITS). Senior Management Program from IIM Calcutta.	Graduated from the Indian Institute of Technology Madras with a B.Tech. in Civil Engineering. Master's in Public Administration from Harvard University. Member of the Indian Administrative Service (IAS).
Experience	Over 32 years of experience in the field of Management in different Industries. He has performed different responsibilities within the Xignux group since the beginning of his career.	Over 20 years of multi domain experience in Commercial and Finance, strategy, market creation, deal structuring, equity & debt financing and Head of Business Development.	Over 29 years of experience in Transformers Industry mainly in Production, PPC, Maintenance, Projects and Marketing.	Over 40 years of public administration and Industry management experience. Served various key role in public administrative career including Chairman and Managing Director of the Tamil Nadu Industrial Development Corporation Limited and as the Secretary of the Government of Tamil Nadu Industries Department.
No. of shares held as on 31st March 2019	Nil	Nil	2750	Nil
Directorship in other public Companies	Nil	Nil	Nil	Nil
Chairman/Member of Committees of Company	Chairman of Board & Stakeholder Relationship Committee and Member of Audit Committee	Member of Stakeholder Relationship Committee	Member of Stakeholder Relationship Committee	Chairman of Audit Committee and Member of Nomination and Remuneration Committee

Mr M S Srinivasan aged seventy upon completion of his first term of appointment as Independent Director as on August 04, 2019 is eligible for re-appointment for another term of five consecutive years subject to approval of the Members by special resolution.

Considering the expertise and the value Mr M S Srinivasan brings to the Board, the approval of the Members by special resolution for re-appointing him as Independent Director for a further term of five consecutive years is recommended by the Board of Directors of the Company. The Nomination and Remuneration Committee on the basis of performance evaluation, has also recommended his re-appointment. Mr M S Srinivasan has given his consent for re-appointment

None of the Directors and Key Managerial personnel of the company and their relatives are concerned or interested, financial or otherwise, in the resolution.

Item No. 6 Appointment of Mr. Shridhar Gokhale as Whole Time Director:

Pursuant to recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 07th February 2019 appointed Mr Shridhar Gokhale (DIN 08349732) as Whole-Time Director with effect from 07th February 2019. The principal terms and conditions of appointment of Mr Shridhar Gokhale as Whole-Time Director inter alia contain the following :

I. Subject to supervision and control of the Board of Directors of the Company, Whole Time Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

II. **Period of Appointment**: 5 years effective from 07th February 2019.

III. **Remuneration:**

i. Salary at the rate of Rs. 70,93,034 (Rupees Seventy Lakhs Ninety Three Thousand and Thirty Four Only) per annum which may be reviewed by the Board and Nomination & Remuneration Committee from time to time.

ii. The Whole Time Director shall be entitled to participate in Provident Fund, Gratuity Fund or such other schemes for the employees, which the company may establish from time to time.

iii. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.

iv. Leave Travel Allowance for the Whole Time Director and his family in accordance with the Company policy.

v. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.

vi. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where, in any financial year during the currency of the tenure of the Whole-Time Director, Company has no profits or its profits are inadequate, Company will pay remuneration by way of salary and other perquisites as specified above subject to Schedule V of the Companies Act, 2013.

IV. **Termination:**

The employment of the Whole-Time Director may be terminated by giving three months' notice from either the Company or the Whole-Time Director.

V. The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.

In compliance with the provisions of Sections 2(94), 2(78), 197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the appointment and terms of remuneration specified above are now being placed before the Members for their approval as an special resolution. Except Shridhar Gokhale, none of the Directors/ Key Managerial Personnel of the company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 8: Approval of Related Party Transaction

Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), provides that for entering into Contracts/Arrangement/Transactions as prescribed in rules framed in this regard with the related party, the Company must obtain prior approval of the Board of Directors and in case such transactions are exceeding the overall limit prescribed in the rules framed in this regard, prior approval of the shareholders by way of a resolution must be obtained. Further regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 provided that all material related party transactions (i.e. transactions exceeding ten percent of annual consolidated turnover) require the approval of the Members by way of resolution.

In spite of these regulations, the term Related Party stands widened with the commencement of the Companies (Indian Accounting Standards) Rules, 2015 (IND AS 24) and the same made applicable to the Company effect from 1st April 2017. Entities which were not Related Party under the Companies Act, 2013 may become Related Party under the Companies (Indian Accounting Standards) Rules, 2015. Subsequently transactions with the Companies within the group of General Electric Company, Xignux and Prolec-GE become the related party transaction for Indo Tech.

Your company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis. However the aggregate of all transactions with the related parties may exceed the threshold limits stipulated in the aforesaid Regulations, the Company is under an obligation to seek the approval of its shareholders by way of Ordinary resolution. It is therefore, proposed to seek approval of such transactions which are either existing or proposed to be entered into by the Company with related parties by way of ordinary resolution.

Board of Directors and Audit Committee of the Company have approved the proposal to enter into transactions with the related parties at their respective meeting held on May 22, 2019. Since the proposal is in the best interest of the company, your directors recommends for the approval.

(The term "Related Party" referred in this context shall derive its meaning as stipulated under the Companies Act, 2013 and Companies (Indian Accounting Standards) Rules, 2015

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 the details of transactions are given below:

S. No	Name of the related party	Relationship	Nature of transaction	Maximum value of transaction to be entered during FY 2019-20
1	Prolec-GE Internacional S. de R L. de. C. V	Promoter	• Re-imbursement of expenses based on the agreement entered into by and between the Company and Promoter • Sale, purchase or supply of any goods or materials. • Availing or rendering of any services	Rs 20 Crores
2	All General Electric group entities which are related party to the Company.	Associate(s)	• Sale, purchase or supply of any goods or materials. • Availing or rendering of any services	Rs 50 Crores
3	Any other person/ entity which is a Related Party			

None of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

Item No. 9: Ratification of the remuneration of Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and based on the recommendation of the Audit Committee, Board of Directors at their Meeting held on May 22, 2019 appointed Mr. M J. Gopalakrishnan as Cost Auditor for the Financial year 2019-20 at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs Only) plus Goods and Service Tax at the applicable rates and reimbursement of out of pocket expenses

Rule 14 of the Companies (Audit and Auditors) Rules 2014 further stipulates that the remuneration payable to the Cost Auditor is required to be ratified by the members at their general meeting. Hence this resolution is proposed.

None of the Directors and Key Managerial personnel of the company and their relatives are concerned or interested, financial or otherwise, in the resolution

INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY

- **Log-in to e-Voting website of Link Intime India Private Limited (LIIPL)**

1. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
   a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
   b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
   c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

   If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

   Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/ mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour / Against" for voting.

   Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

   Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour /Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favor/against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

- **General Guidelines for shareholders:**

  Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**.

  They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body' login** for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/ demat account.

  In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us **:-** Tel : 022 - 49186000.

DIRECTORS' REPORT

Your Directors are pleased to present the Company's **27th Annual Report** together with the Audited Financial Statements for the financial year ended **March 31, 2019**.

FINANCIAL RESULTS

Brief Financial Highlights with comparison of previous financial year are as follows:

(Rupees in Lakhs)

PARTICULARS	Financial Year ended March 31, 2019	Financial Year ended March 31, 2018
INCOME		
Gross Sales & Other Income	**21,463**	**23,016**
Earnings before depreciation, interest & tax	(268)	151
Depreciation	519	474
Profit/(Loss) before tax	(839)	(369)
Provision for Taxes	--	--
Prior period / Extraordinary items	--	--
Balance of profit / (Loss) of earlier years	(8199)	(7830)
Balance available for appropriation	(9038)	(8199)
APPROPRIATIONS		
General Reserve	--	--
Dividend	--	--
Tax on Dividend	--	--
Balance carried to Balance Sheet	(9038)	(8199)

Financial results for the financial year ended March 31, 2019 are in compliance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013.

OPERATIONAL PERFORMANCE

Indian power sector is undergoing a significant change that has redefined the industry outlook. India's sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. Industry is witnessing the increase in competitive intensity at both the market and supply side. The market remains extremely challenging.

Your Company's rich experience in order execution and determination to deliver on the promises made to our customers, has helped Company to reach 200 plus crore revenue mark for the second consequent year.

Operational performance of the Company has improved during the financial year 2018-19. In spite of several challenges, your Company successfully achieved a balanced portfolio of orders and improved overall performance. In addition, your Company ensured a healthy backlog of orders.

We continuously receive support from Parent Company for design optimization and to improve the production of large power transformers. Our focus currently is to improve productivity, control the non-operational cost and deliver the best quality transformers. The price pressure is immense and it is impacting the entire industry. In the challenging environment, with improved sourcing strategies and cost optimization our focus is to improve the margin in the coming years.

A detailed discussion on the performance of your company, industry structure, threats, opportunities, risks, future outlook and strategy is given separately in the Management's Discussion and Analysis section, which forms a part of this annual report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company comprises of six experienced directors from diverse areas, which enables the Board to provide effective leadership to the Company. Composition of the Board is in conformity with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the financial year Mr. Anthony Vincent Benoit (DIN: 07992699) and Mr. Ajay Kumar Sinha (DIN: 07972409) resigned from the Board and Mr. Gunjan Bhartia (DIN: 03366633) and Mr. Shridhar Gokhale (DIN: 08349732) has been inducted as an Additional Director and Whole-Time Director of the company with effect from September 24, 2018 and February 07, 2019 respectively.

Mr M S Srinivasan aged seventy upon completion of his first term of appointment as Independent Director as on August 04, 2019 is eligible for re-appointment for another term of five consecutive years subject to approval of the Members by special resolution. In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Considering the expertise and the value Mr M S Srinivasan brings to the Board, the approval of the Members by special resolution for re-appointing him as Independent Director for a further term of five consecutive years is recommended by the Board of Directors of the Company.

Necessary resolutions in respect of appointment/ re-appointment of the directors mentioned above have been included in the notice convening the ensuing Annual General Meeting. Your directors recommend their appointment/ re-appointment. The particulars in respect of these directors as required under

Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are also available in the notice convening the 27th Annual General Meeting.

During the year, Mr Abhishek Dalmia resigned as Chief Financial Officer with effect from October 08, 2018 and Mr Saikrishnan C. P. has been appointed as Chief Financial Officer of the Company with effect from October 31, 2018.

The Board of Directors of the Company as on date of this report is as follows:

Mr. Ricardo Suarez Garza	–	Chairman
Mr. Shridhar Gokhale	–	Whole-Time Director
Mr. Gunjan Bhartia	–	Non-Executive Director
Mr. M S Srinivasan	–	Independent Director
Mr. P V Krishna	–	Independent Director
Ms. Tabassum M Wajid	–	Independent Director

The Key Managerial Personnel of the Company as on date of this report is as follows:

Mr. Shridhar Gokhale	–	Whole-Time Director
Mr. SaiKrishnan C. P.	–	Chief Financial Officer
Mr. Sathyamoorthy A	–	Company Secretary

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met four (4) times during the financial year on May 16, 2018, August 13, 2018, October 31, 2018, and February 07, 2019.

The provisions of Companies Act, 2013 and listing regulations were adhered to while considering the time gap between two meetings.

BOARD COMMITTEES

Board Committees plays a vital role in improving the Board effectiveness in areas where more focus and discussions are required. Board has constituted three Committees in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and its compositions are as follows:

(i) **Audit Committee**

Mr. M.S Srinivasan, Chairman

Mr. Ricardo Suarez Garza, Member

Mr. P V Krishna, Member

(ii) **Nomination and Remuneration Committee**

Mr. P V Krishna, Chairman

Mr. M S Srinivasan, Member

Ms. Tabassum M Wajid, Member

(iii) **Stakeholders' Relationship Committee**

During the year, in accordance with the Companies Act, 2013, the Board re-constituted Stakeholder Relationship Committee. The Composition of the Committee are as follows:

Mr. Ricardo Suarez Garza, Chairman

Mr. Gunjan Bhartia, Member

Details in respect of the each Committee are provided in the Corporate Governance Report forming part of the Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3) (c) and 134 (5) of the Act, that;

a) in the preparation of the annual financial statements for the financial year ended March 31, 2019 the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2018-19 and of the statement of Profit & Loss of the Company for the year under review;

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

d) the Directors had prepared the accounts for the financial year ended March 31, 2019 on a 'going concern basis';

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

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

NOMINATION AND REMUNERATION POLICY

In terms of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company's policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

As a policy, the non-executive directors are paid sitting fees of Rs. 20,000/- per meeting per person for attending the Board and

Audit Committee Meetings.

COMMENTS ON AUDITORS REPORT / SECRETARIAL AUDITORS REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by BSR & Co. LLP, Statutory Auditors, in their report and by M/s. J B Bhave & Co. Company Secretary in Practice, in their secretarial audit report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not provided any loans, guarantee or made any investments covered under section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFFERED TO IN SECTION 188(1) OF COMPANIES ACT, 2013

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as Annexure "I".

DIVIDEND

Considering the accumulated losses, no dividend has been recommended by the Board of Directors of the Company for Financial Year 2018-19.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, 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.

BOARD EVALUTION

The Board of Directors has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the requirements of the Act and the Listing Regulations. Further, the Independent Directors, at their exclusive meeting held during the year, reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Listing Regulations.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report. Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report as Annexure IV.

CORPORATE GOVERNANCE

Your Company is committed to good corporate governance aligned with the best corporate practices. A separate Report on Corporate Governance along with Auditor's Certificate on Compliance with the conditions of Corporate Governance is provided as a part of this Annual Report, besides the Management Discussion and Analysis.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Even though the provisions relating to the Corporate Social Responsibility (CSR) are not applicable to the Company, the approach towards CSR is holistic and integrated with the core business strategy of the Company for addressing social and environmental impacts of business. The Company is committed to undertake the CSR activities to address the well-being of all stakeholders and not just the company's shareholders.

STATUTORY AUDITORS

Pursuant to Section 139 of the Companies Act, 2013, M/s B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 101248W/W-100022), have been appointed as Statutory Auditors for a period of five (5) years commencing from financial year 2014-15.

A resolution proposing the appointment of M/s B S R & Co. LLP, as Statutory Auditors of the Company for financial year 2019-20, for the second term of One year pursuant to Section 139 of the Companies Act, 2013 forms part of the Notice of Annual General Meeting.

FIXED DEPOSITS / PUBLIC DEPOSITS

Your Company has not accepted any fixed deposits or Public Deposits covered under chapter V of the Companies Act, 2013 and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

INTERNAL FINANCIAL CONTROLS

The Company has an adequate system of Internal Financial Controls in place with reference to the financial statements. Audit Committee periodically reviews the Internal Financial Control and Risk Assessment System of the Company. During the year, Internal Financial Controls were tested and no material weaknesses in the design or operating effectiveness were observed.

COST AUDITORS

Pursuant to section 148 and rules made there under and based on the recommendation of the Audit Committee, your Board has approved the appointment of Mr. M J Gopalakrishnan, Cost Accountant, as the Cost Auditor of the Company for the financial year 2019-20, on a remuneration as mentioned in the Notice convening the 27th Annual General Meeting for conducting the audit of the cost records maintained by the Company.

SECRETARIAL AUDITORS / SECRETARIAL AUDIT REPORT

Pursuant to provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto, your Company engaged the services of M/s J B Bhave & Co., Company Secretaries, Pune to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit Report in Form MR-3 is given in Annexure – II, forming part of this report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has a "Vigil Mechanism (Ombuds & Open Reporting Procedure)" to provide an avenue to stakeholders, including employees and directors, to report concerns related to any actual or potential violation of law or violation of the Company's Code of conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and Employee(s) who avail of the mechanism.

The Whistle Blower Policy is explained in corporate governance report and also placed on the notice board and the website of the Company at www.prolecge.in

RISK MANAGEMENT FRAMEWORK

The Company has formulated a Risk Management policy to identify, assess, monitor and mitigate various risks to the Company. Identified risks and the mitigation plans are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

EXTRACT OF ANNUAL RETURN

As per provisions of Section 92 (3) of the Companies Act, 2013 (the Act) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the extract of the Annual Return in the Form MGT-9 is given in Annexure – III, forming part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information as prescribed under Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is as follows:

A. CONSERVATION OF ENERGY

Your Company has constantly been emphasizing on optimization of energy consumption in every possible area. Further, your company acknowledges that power conservation is a necessity not only for future availability, but also for environmental safety. Various avenues are being explored at periodic interval and after careful analysis, planning measures are being initiated to minimize the consumption of energy by optimum utilization of energy consuming equipment. Your Company is not a power intensive industry and hence the scope for conservation of energy is limited. However the following energy saving measures has been carried out.

a) Your Company has 2 wind mills in Tirunelveli, Tamil Nadu. The Company is adjusting the units generated against consumption at factory. This has reduced per unit energy cost to the Company.

b) Your company has in place adequate safeguards against excessive consumption and wastage of energy, in form of energy-friendly apparatus, modern technologies as well as minimal usage mechanism.

During the year your Company took several measures for reducing the power and fuel cost including Diesel Generator utilization and was able to reduce the power and fuel cost significantly. Further during the year majority of the 400W Metal Allied lights were replaced with 190 W LED lights which helped to reduce 50% of the energy consumption on lighting.

B. TECHNOLOGY ABSORPTION

Research & Development:

Your Company is more focused towards the promotion of innovative ideas and has invested sufficient resources for research and development. Skid mounted substations were developed for wind mills in the previous years which were provided with transformer integrated with HV side protection gear complete with breaker and panel. The complete unit comprised of transformer, HV bushings to breaker panel bus-duct, HV breaker & panel, LV side cable box connections. This solution saves valuable assembly time and space at the site.

In order to meet fire and environmental safety standards, your company has developed product filled with natural ester coolants which is fire safe and environment friendly. Natural ester based dielectric coolants have the innate flexibility to achieve higher safety standards for fire and environment.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company's exposure to foreign currency risk at the end of the reporting period mentioned in Note 29 to the financial statements for the year ended March 31, 2019.

SUBSIDIARY COMPANIES

As at 31st March 2019 there is no subsidiary company.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

During the financial year 2018-19, there were no cases reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

Your Directors express their appreciation of the continued cooperation of Governments and Government agencies, bankers, customers, suppliers and also the valuable assistance and guidance received from Xignux, Prolec GE and all the shareholders. Your Directors also wish to thank all employees for their contribution, support and continued cooperation during the financial year and are deeply grateful to the shareholders of the Company for the confidence and faith.

For and on behalf of the Board of Directors
INDO-TECH TRANSFORMERS LIMITED

M S Srinivasan	Shridhar Gokhale
Director	Whole-Time Director
DIN : 00261201	DIN : 08349732

Place : Chennai
Date : May 22, 2019

Annexure - I

Form No. AOC-2

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

This form pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

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

The Contracts or arrangements or transactions entered with the related parties during the financial year 2018-19 were not material and the same were disclosed in the notes to accounts forming part of the financial statements for the year ended 31st March 2019.

For and on behalf of the Board of Directors
INDO-TECH TRANSFORMERS LIMITED

M S Srinivasan	Shridhar Gokhale
Director	Whole-Time Director
DIN : 00261201	DIN : 08349732

Place : Chennai
Date : May 22, 2019

Annexure - II

FORM NO. MR-3 - SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
M/S. INDO-TECH TRANSFORMERS LIMITED
Survey No. 153-210, Illuppapattu Village
Near Rajakulam, Kancheepuram (Dist)
Kancheepuram - 631561
Tamil Nadu

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indo-Tech Transformers Limited. (Hereinafter called "the Company").

Secretarial Audit was conducted for the period from 1st April 2018 to 31st March 2019, in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances of the Company and expressing my opinion thereon. I have been engaged as Secretarial Auditors of the Company to conduct the Audit of the Company to examine the compliance of Companies Act, SEBI Regulations and the other laws listed below.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2019 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and legal compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of the following list of laws and regulations:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

   (b) The Securities and Exchange Board of India

(Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities And Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014;**[Not applicable during the Audit Period]**

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable during the Audit Period]**

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the Audit Period]**

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **[Not applicable during the Audit Period]**

(vi) OTHER APPLICABLE LAWS:

(a) Factories Act, 1948

(b) Payment of Wages Act, 1936,

(c) The Minimum Wages Act, 1948,

(d) Employees' State Insurance Act, 1948,

(e) Provident Fund Act 1952 & Employees Pension Scheme 1995,

(f) The Payment of Bonus Act, 1965,

(g) Payment of Gratuity Act, 1972,

(h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,

(i) Tami Nadu (Professional Tax) Act,

(j) Prevention of Child Labour Act,

(k) Industries (Development & Regulations) Act 1971.

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) SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015

During the period under review the Company has complied with the provisions 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All the decisions of the board are passed with unanimous consent of all the directors and are recorded as part of the minutes.

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

There are no significant observations/ matters required to be reported during the Audit period.

FOR J B BHAVE & Co.
COMPANY SECRETARIES

JAYAVANT BHAVE
PROPRIETOR

Place : Pune
Date : May 22, 2019

FCS No. 4266
CP No. 3068

Annexure - III

EXTRACT OF ANNUAL RETURN
FORM NO. MGT 9
As on financial year ended on March 31, 2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L29113TN1992PLC022011
2	Registration Date	16/01/1992
3	Name of the Company	INDO-TECH TRANSFORMERS LIMITED
4	Category/Sub-category of the Company	Company limited by Shares
		Non-govt company
5	Address of the Registered office & contact details	Survey No. 153-210, Illuppapattu Village Near Rajakulam, Kancheepuram (Dist.) Tamilnadu -631561 INDIA
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PRIVATE LIMITED C 101, 247 Park,L.B.S.Marg, Vikhroli (West), Mumbai - 400083. PH:022 - 4918 6270

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	MANUFACTURE OF TRANSFORMERS	271	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	PROLEC GE INTERNACIONAL,S.DE R.L.DE.C.V		HOLDING	74.35%	2(46)

IV. SHARE HOLDING PATTERN

(i) Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - April 01, 2018				Shareholding at the end of the year - March 31, 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	**Shareholding of Promoter and Promoter Group**									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	-	-	-	-	-	-	-	-	-
(b)	Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(d)	Any Other (Specify)									
	Sub Total (A)(1)	-	-	-	-	-	-	-	-	-
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-

Sr No	Category of Shareholders	Shareholding at the beginning of the year - April 01, 2018				Shareholding at the end of the year - March 31, 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(e)	Any Other (Specify)									
	Bodies Corporate	7895625	-	7895625	74.3468	7895625	-	7895625	74.3468	-
	Sub Total (A)(2)	7895625	-	7895625	74.3468	7895625	-	7895625	74.3468	-
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	**7895625**	**-**	**7895625**	**74.3468**	**7895625**	**-**	**7895625**	**74.3468**	**-**
(B)	**Public Shareholding**									
[1]	Institutions									
(a)	Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	16100	-	16100	0.1516	0.1516
(e)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions / Banks	8135	-	8135	0.0766	50	-	50	0.0005	-0.0761
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
(i)	Any Other (Specify)									
	Sub Total (B)(1)	8135	-	8135	0.0766	16150	-	16150	0.1521	0.0755
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	-	-	-	-	-	-	-	-	-
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 2 lakh.	1793654	3252	1796906	16.9200	1877688	3252	1880940	17.7113	0.7913
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	130776	-	130776	1.2314	139893	-	139893	1.3173	0.0858
(b)	NBFCs registered with RBI	-	-	-	-	138	-	138	0.0013	0.0013
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
(e)	Any Other (Specify)									
	Hindu Undivided Family	239941	-	239941	2.2593	233126	-	233126	2.1952	-0.0641
	Non Resident Indians (Non Repat)	9056	-	9056	0.0853	5988	-	5988	0.0564	-0.0289
	Non Resident Indians (Repat)	31906	-	31906	0.3004	25663	-	25663	0.2416	-0.0588
	Clearing Member	30189	-	30189	0.2843	32752	-	32752	0.3084	0.0241
	Bodies Corporate	477466	-	477466	4.4959	389725	-	389725	3.6697	-0.8262
	Sub Total (B)(3)	2712988	3252	2716240	25.5766	2708225	3252	2708225	25.5012	-0.0754
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	2721123	3252	2724375	25.6532	2724375	3252	2724375	**25.6532**	-
	Total (A)+(B)	**10616748**	**3252**	**10620000**	**100.0000**	**10616748**	**3252**	**10620000**	**100.0000**	**-**
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	-	-	-	-	-	-	-	-	-
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	**10616748**	**3252**	**10620000**	**100**	**10616748**	**3252**	**10620000**	**100.00**	

(ii) Shareholding of Promotors

Sr No	Shareholder's Name	Shareholding at the beginning of the year - April 01, 2018			Shareholding at the end of the year - March 31, 2019			% change in shareholding during the year
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	PROLEC GE INTERNACIONAL, S.DE R.L. DE C.V.	7895625	74.3468	0.0000	7895625	74.3468	0.0000	0.0000
	Total	7895625	74.3468	0.0000	7895625	74.3468	0.0000	0.0000

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN.	Particulars	Date	Reason	Shareholding at the beginning of the year - April 01, 2018		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01-Apr-18		7895625	74.35	7895625	74.35
	Changes during the year			NIL	0.00	NIL	0.00
	At the end of the year	31-Mar-19		7895625	74.35	7895625	74.35

* No changes during the year

(iv) Shareholding Pattern of Top Ten Shareholders
(Other than Directors, Promotors and Holders of GDRs and ADRs)

Sr No. Name & Type of Transaction		Shareholding at the beginning of the year - April 01, 2018		Transactions during the year		Cumulative Shareholding at the end of the year - March 31, 2019	
		No. of shares held	% Of total shares of the Company	Date of transaction	No. of shares	No of shares held	% of total shares of the Company
1	Ohm stock broker private limited	95000	0.8945			95000	0.8945
	Transfer			06 Apr 2018	(95000)	0	0.0000
	Transfer			13 Apr 2018	95000	95000	0.8945
	At the end of the year					95000	0.8945
2	Kantilal M. Vardhan (H.U.F.)	63853	0.6013			63853	0.6013
	Transfer			06 Apr 2018	(63853)	0	0.0000
	Transfer			13 Apr 2018	63853	63853	0.6013
	At the end of the year					63853	0.6013
3	Universal cine trades	56500	0.5320			56500	0.5320
	Transfer			06 Apr 2018	(56500)	0	0.0000
	Transfer			13 Apr 2018	56500	56500	0.5320
	Transfer			04 May 2018	(10000)	46500	0.4379
	Transfer			25 May 2018	(1400)	45100	0.4247
	Transfer			29 Mar 2019	(5000)	40100	0.3776
	At the end of the year					40100	0.3776

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - April 01, 2018		Transactions during the year		Cumulative Shareholding at the end of the year - March 31, 2019	
		No. of shares held	% Of total shares of the Company	Date of transaction	No. of shares	No of shares held	% of total shares of the Company
4	Patel Ushaben Parshottambhai	30112	0.2835			30112	0.2835
	Transfer			06 Apr 2018	(30112)	0	0.0000
	Transfer			20 Apr 2018	30112	30112	0.2835
	Transfer			05 Oct 2018	7000	37112	0.3495
	Transfer			04 Jan 2019	(3000)	34112	0.3212
	At the end of the year					34112	0.3212
5	Manish Patel	31898	0.3004			31898	0.3004
	Transfer			06 Apr 2018	(21698)	10200	0.0960
	Transfer			20 Apr 2018	21698	31898	0.3004
	Transfer			22 Jun 2018	500	32398	0.3051
	At the end of the year					32398	0.3051
6	Sanjeev Mishra	22000	0.2072			22000	0.2072
	Transfer			13 Jul 2018	3000	25000	0.2354
	Transfer			24 Aug 2018	1282	26282	0.2475
	Transfer			14 Dec 2018	335	26617	0.2506
	At the end of the year					26617	0.2506
7	Kantilal Mishrimalji Vardhan	24264	0.2285			24264	0.2285
	At the end of the year					24264	0.2285
8	Nilaben M. Mody	0	0.0000			0	0.0000
	Transfer			04 Jan 2019	22502	22502	0.2119
	At the end of the year					22502	0.2119
9	Aparnaa Fiscal Services Private Limited	0	0.0000			0	0.0000
	Transfer			11 May 2018	21000	21000	0.1977
	At the end of the year					21000	0.1977
10	Vipulkumar Anopchand Shah	20018	0.1885			20018	0.1885
	Transfer			06 Apr 2018	(20018)	0	0.0000
	Transfer			20 Apr 2018	20018	20018	0.1885
	At the end of the year					20018	0.1885
11	IL and FS Securities Services Limited	31645	0.2980			31645	0.2980
	Transfer			06 Apr 2018	(31645)	0	0.0000
	Transfer			20 Apr 2018	40514	40514	0.3815
	Transfer			27 Apr 2018	1594	42108	0.3965
	Transfer			04 May 2018	(2550)	39558	0.3725
	Transfer			11 May 2018	(20520)	19038	0.1793

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - April 01, 2018		Transactions during the year		Cumulative Shareholding at the end of the year - March 31, 2019	
		No. of shares held	% Of total shares of the Company	Date of transaction	No. of shares	No of shares held	% of total shares of the Company
	Transfer			18 May 2018	(500)	18538	0.1746
	Transfer			25 May 2018	50	18588	0.1750
	Transfer			01 Jun 2018	1455	20043	0.1887
	Transfer			22 Jun 2018	12966	33009	0.3108
	Transfer			30 Jun 2018	37	33046	0.3112
	Transfer			06 Jul 2018	1024	34070	0.3208
	Transfer			13 Jul 2018	4281	38351	0.3611
	Transfer			27 Jul 2018	(50)	38301	0.3606
	Transfer			03 Aug 2018	(3331)	34970	0.3293
	Transfer			10 Aug 2018	(7000)	27970	0.2634
	Transfer			31 Aug 2018	(7424)	20546	0.1935
	Transfer			14 Sep 2018	(100)	20446	0.1925
	Transfer			21 Sep 2018	(100)	20346	0.1916
	Transfer			29 Sep 2018	500	20846	0.1963
	Transfer			26 Oct 2018	(400)	20446	0.1925
	Transfer			23 Nov 2018	299	20745	0.1953
	Transfer			28 Dec 2018	(1000)	19745	0.1859
	Transfer			04 Jan 2019	(370)	19375	0.1824
	Transfer			11 Jan 2019	(111)	19264	0.1814
	Transfer			18 Jan 2019	(40)	19224	0.1810
	Transfer			08 Feb 2019	(1200)	18024	0.1697
	Transfer			15 Feb 2019	(250)	17774	0.1674
	Transfer			01 Mar 2019	1200	18974	0.1787
	Transfer			08 Mar 2019	(1200)	17774	0.1674
	Transfer			15 Mar 2019	(750)	17024	0.1603
	Transfer			22 Mar 2019	(50)	16974	0.1598
	At the end of the year					16974	0.1598
12	Rakhecha Securities Ltd.	26339	0.2480			26339	0.2480
	Transfer			06 Apr 2018	(26339)	0	0.0000
	Transfer			20 Apr 2018	26339	26339	0.2480
	Transfer			29 Sep 2018	(5449)	20890	0.1967
	Transfer			05 Oct 2018	(10846)	10044	0.0946
	Transfer			12 Oct 2018	(5103)	4941	0.0465
	Transfer			19 Oct 2018	(941)	4000	0.0377
	Transfer			26 Oct 2018	(1833)	2167	0.0204
	Transfer			02 Nov 2018	(507)	1660	0.0156
	Transfer			16 Nov 2018	(1660)	0	0.0000
	At the end of the year					0	0.0000

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - April 01, 2018		Transactions during the year		Cumulative Shareholding at the end of the year - March 31, 2019	
		No. of shares held	% Of total shares of the Company	Date of transaction	No. of shares	No of shares held	% of total shares of the Company
13	Rupen Mayurbhai Mody	22502	0.2119			22502	0.2119
	Transfer			06 Apr 2018	(22502)	0	0.0000
	Transfer			20 Apr 2018	22502	22502	0.2119
	Transfer			07 Jan 2019	(22502)	0	0.0000
	At the end of the year					0	0.0000

Note: 1. Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 10620000 Shares.

2. The details of holding has been clubbed based on PAN.

3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

(v)	Shareholding of Directors and Key Managerial Personnel:				
SN.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year April 01, 2018		Cumulative Shareholding during the year March 31, 2019	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Mr. Shridhar Gokhale*, WTD				
	At the beginning of the year	2750	0.0003	2750	0.0003
	Changes during the year	-		-	
	At the end of the year	2750	0.0003	2750	0.0003

*Mr. Shridhar Gokhale has been appointed as Whole Time Director with effect from February 7th, 2019.

V. INDEBTEDNESS

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

(Amt. Rs.)

Particulars		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	-	-	-	-
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	-	-	-
Change in Indebtedness during the financial year					
	* Addition	-	-	-	-
	* Reduction	-	-	-	-
	Net Change	-	-	-	-
Indebtedness at the end of the financial year					
i)	Principal Amount	-	-	-	-
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. N.	Particulars of Remuneration	Ajay Kumar Sinha, Whole Time Director	Shridhar Gokhale*	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,084,614	987,970	6,072,584
	(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)	**5,084,614**	**987,970**	**6,072,584**

B. Remuneration to other Directors

S. N.	Particulars of Remuneration	Name of Directors			Total
1	**Independent Directors**	**M S Srinivasan**	**P V Krishna**	**Tabassum M Wajid**	
	Fee for attending board / committee meetings	160,000	160,000	80,000	400,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	160,000	160,000	80,000	400,000
2	**Other Non-Executive Directors**	**Ricardo Garza Suarez**	**Gunjan Bhartia**	**-**	**Total**
	Fee for attending board / committee meetings	-	-		-
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (2)	**-**	**-**		**-**
	Total (B)=(1+2)	**160,000**	**160,000**	**80,000**	**400,000**
	Total Managerial Remuneration	**160,000**	**160,000**	**80,000**	**400,000**
	Overall Ceiling as per the Act	It is in accordance with the provisions of the Companies Act 2013			

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel				
	Name	Shridhar Gokhale*	Abhishek Dalmia ^	Saikrishanan C. P. #	Sathyamoorthy A	Total
	Designation	WTD/ CEO	CFO	CFO	CS	
1	Gross salary	987,970	3,014,263	1,130,621	1,355,136	64,87,990
	(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	**987,970**	**3,014,263**	**1,130,621**	**1,355,136**	**64,87,990**

* Mr Shridhar Gokhale , Chief Executive Officer appointed as Whole Time Director with effect from February 07, 2019.

^ Mr Abhishek Dalmia, Resigned as CFO with effect from October 08, 2018

Mr Saikrishnan C P, Appointed as CFO with effect from October 31, 2018

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY	NIL				
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors
INDO-TECH TRANSFORMERS LIMITED

M S Srinivasan
Director
DIN : 00261201

Shridhar Gokhale
Whole-Time Director
DIN : 08349732

Place : Chennai
Date : May 22, 2019

Annexure IV – Particulars of Employees

a) **Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Remuneration paid to Whole Time Director(s):

Name of the Director	Title	Remuneration in FY 2018-19 (in Rs.)	% increase in FY 2018-19 as Compared to FY 2017-18	Ratio of remuneration to Median Remuneration of Employees*	Ratio of remuneration to Revenues*	Ratio of remuneration to Net Profit
Mr Ajay Kumar Sinha	WTD	50,84,614	NA	20.57	0.0032	NA
Mr. Shridhar Gokhale	WTD	9,87,970	NA	20.64	0.0032	NA

* Ratio's are annualised

Remuneration paid to Independent Directors:

Name of the Director	Remuneration in FY 2018-19* (in Rs.)	Remuneration in FY 2017-18* (in Rs.)	% increase of remuneration (FY 2018-19 over FY 2017-18)
M S Srinivasan	1,60,000	1,60,000	NIL
P V Krishna	1,60,000	1,60,000	NIL
Tabassum M Wajid	80,000	1,00,000	NIL

* The Independent Directors were paid sitting fees of Rs. 20,000 for attending per meeting of Board and Audit Committee and no other remuneration was paid over and above the sitting fees during FY 2018-19

Remuneration paid to Key Managerial Personnel (KMP):

Name of the KMP	Title	Remuneration in FY 2018-19	Remuneration in FY 2017-18	% increase of remuneration in FY 2018-19 as company to FY 2017-18	Ratio of remuneration to Revenues	Ratio of remuneration to Net Profit
Mr Abhishek Dalmia^	CFO	30,14,263	27,24,708	NA	-	-
Mr Saikrishnan C.P #	CFO	11,30,621	NA	NA	0.0013	NA
Mr Sathyamoorthy A	CS	13,55,136	12,26,477	10.49	0.0006	NA

^ Resigned as CFO with effect from October 08, 2018

appointed as "CFO" with effect from October 31, 2018.

1. The number of employees on the rolls of the Company as of March 31, 2019 was 295 and as on 31st March, 2018 were 299.
2. The median remuneration of employees for the month of March 2019 Rs. 27,466 and March 2018 was Rs. 22,904.
3. The operating revenue for FY 2018-19 is Rs. 21,339 lakhs whereas for FY 2017-18 stood at Rs. 22,561 lakhs. The net loss for the FY 2018-19 is Rs. 893 lakhs whereas the net loss for the FY 2017-18 was Rs. 4.08 lakhs.
4. The aggregate remuneration of employees for the FY 2018-19 is Rs. 19.84 Crores and for FY 2017-18 was Rs. 18.35 Crores. The aggregate remuneration of whole time director and key managerial personnel for the FY 2018-19 is Rs. 115.72 Lakhs and for the FY 2017-18 was Rs. 103.99 Lakhs.
5. The key parameters of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
6. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

b) **Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

No employee of the Company other than Mr. Ajay Kumar Sinha and Mr. Shridhar Gokhale, directors were in receipt of remuneration, in excess of Rs 60 Lakhs (annualised) during the financial year 2018-19.

(I) Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than Rupees One crore and Two lakhs:

Nil

(II) Top Ten Employees in terms of Remuneration (Annual CTC) as on March 31, 2019

S. No	Name	Current Designation	Remuneration in Rs. (Annual CTC)	Qualification	Experience	Date of Joining	Age	Last employment	% of Equity Share
1	Shridhar Gokhale	Whole-Time Director	70,93,034	M.E (Electrical) SMP (IIMC)	29	11-Jun-13	49	CG Power Systems Indonesia-Chief Operating Officer	0.0003
2	Neeraj Goyal	Chief Technology Officer	61,85,711	M.E (Electrical), PGDFA-ICFAI	28	26-Jul-10	49	Head Design & Technology - Crompton Greaves	Nil
3	Purushothaman M	Head-Commercial	45,00,000	B.E (EEE)	28	12-Oct-18	52	Vice Predident - Transformers & Rectifiers (India)	Nil
4	R Dayanand	Head-Operation	37,44,822	B.E (Mech) DPM	26	01-Jul-96	49	Production Executive - Crompton Greaves	Nil
5	Sai Krishnan C P	Chief Financial Officer (CFO)	29,08,350	ICWA	24	03-Oct-18	47	Manager - Olam Information Services Pvt Ltd	Nil
6	Tushar Kanti Giri	Senior Manager-Quality	28,03,000	B.E(Mech)	16	02-Jan-17	38	Manager Operation-ECOTRAFO MALAYSIA SDN BHD - Malaysia	Nil
7	Fredrick Castro	Head-HR	23,95,350	M.A, BL, PGDBA	33	21-Nov-12	58	Deputy general Manager - HR & IR - Shasun Pharmaceuticals Ltd	Nil
8	Nitin Shukla	Senior Manager-Design	23,37,557	B.E (Electrical)	25	12-Aug-15	51	Senior Manager Design - Schneider Electric	Nil
9	Jeya Baskaran Jude	Senior Manager-Operation	20,72,001	B.E (EEE)	18	25-Feb-10	40	Deputy manager - Asta India Pvt Ltd	Nil
10	P Narasimha Rao	Manager - Design	15,60,907	B.E (Mech)	15	18-Nov-10	36	Executive - Crompton Greaves Ltd	Nil

(III) Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rupees Eight lakhs Fifty thousand only per month

Nil

(IV) Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

Nil

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company is committed to good Corporate Governance. The Company provides information on various issues concerning the Company's business and financial performance to its shareholders.

The Company's philosophy on Corporate Governance revolves around principles of ethical governance and is aimed at conducting business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders. This objective is achieved by adopting corporate practices based on principles of transparency, disclosure, independent supervision, accountability, promotion of health & safety, compliance with all relevant laws, fairness and integrity to create long term sustainable value for all its stakeholders.

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is given below:

GOVERNANCE STRUCTURE

Governance structure comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This brings about an effective environment for value creation.

BOARD OF DIRECTORS

The Board of Directors of the Company has an optimal combination of Executive, Non-Executive and Independent Directors who have in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of Directors has the primary responsibility to oversee the operations of the Company. The Board comprises of Six Directors viz., three Independent and three Non-Independent, out of which, one Independent Director is a Woman Director. The Chairman of the Board is a Non-Executive and Non-Independent Director. The composition of Board is as follows:

Director	Category	DIN	DOA	Committee memberships (excluding in the Company)		Directorship(s) held in Indian Public Limited Companies	No of shares held in the Company
Mr. Ricardo Suarez Garza	C & NED	07194157	27/05/15	--	--	--	--
Mr. M S Srinivasan	NED (I)	00261201	01/08/09	--	--	--	--
Mr. P V Krishna	NED (I)	02459872	27/05/15	--	--	--	--
Ms. Tabassum M Wajid	NED (I)	06904452	25/03/15	--	--	--	--
Mr. Ajay Kumar Sinha $	WTD	07972409	29/11/17	--	--	--	--
Mr. Anthony Vincent Benoit Allard #	NED	07992699	29/11/17	--	--	--	--
Mr. Gunjan Bhartia	NED	03366633	24/09/18	--	--	--	--
Mr. Shridhar Gokhale	WTD	08349732	07/02/19	--	--	--	2750

Notes:

I. Category: C-Chairman, NED – Non-executive Director, WTD- Whole-Time Director, NED (I) – Non-executive Director and Independent.

$ Mr Ajay Kumar Sinha, Director resigned with effect from December 31, 2018

Mr Anthony Vincent Benoit Allard, Director resigned with effect from September 05, 2018

II. The Directorships held by Directors as mentioned above, do not include Alternate Directorships, Directorships of Foreign Companies, Section 8 Companies and Private Limited Companies.

III. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all companies in which they are Directors.

MATRIX OF SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD

i) Knowledge - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates;

ii) Behavioral Skills - attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders;

iii) Strategic thinking and decision making;

iv) Financial Skills

v) Technical/Professional skills and specialized knowledge to assist the ongoing aspects of the business.

MEETINGS OF BOARD OF DIRECTORS

Frequency: The Board meets once in every quarter to review the quarterly results and other items of the Agenda. Whenever necessary, additional meetings are held. In case of business exigencies or urgency of matters, decisions will be taken on the basis of resolutions passed by circulation and the same will be confirmed in the next Board / Committee Meeting.

Meetings Calendar: The probable dates of the Board / Committee Meetings for the forthcoming year are decided well in advance in order to facilitate and assist the Directors to plan their schedules for the Meetings. The indicative annual calendar of the Meetings forms part of this Report.

Board Meeting Location: The location of the Board / Committee Meetings is informed well in advance to all the Directors. Each Director is expected to attend the Board /Committee Meetings.

Notice and Agendas distributed in advance: The Company's Board / Committees are presented with detailed notes, along with the agenda papers, well in advance before the Meeting. The Agendas for the Board / Committee Meetings are set by the Company Secretary in consultation with the Chairman of the Board / Committees. All material information are incorporated in the Agenda for facilitating meaningful and focused discussions at the Meeting. Where it is not practical to attach any document to the Agenda, the same is tabled before the Meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary items on the Agenda are permitted. The Board periodically reviews compliance reports of laws applicable to the Company, prepared and placed before the Board by the Management.

Presentations by Management: The Board / Committee is given presentations, wherever practicable covering finance, sales, order book, major business segments and operations of the Company, including business opportunities, business strategy, risk management practices and operating performance of the Company before taking on record the financial results of the Company.

Minutes of the Meetings: The draft Minutes of the proceedings of the Meetings are circulated amongst the Directors/Members of the Board / Committees within fifteen days from the conclusion of the Meeting. Comments and suggestions, if any, received from the Directors/Members are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Directors/Members and signed by the Chairman at the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

The Board of Directors met four (4) times during the financial year on May 16, 2018, August 13, 2018, October 31, 2018, and February 07, 2019.

Name	Attendance on Meetings held on				AGM
	16 May 2018	13 Aug 2018	31 Oct 2018	07 Feb 2019	14 Aug 2018
Mr. Ricardo Suarez Garza	✓	✓	✓	✓	✓
Mr. M S Srinivasan	✓	✓	✓	✓	LoA
Mr. P V Krishna	✓	✓	✓	✓	✓
Mr. Tabassum M Wajid	✓	✓	✓	✓	✓
Mr. Ajay Kumar Sinha	✓	✓	✓	NA	✓
Mr. Anthony Allard	LoA	LoA	NA	NA	LoA
Mr. Gunjan Bhartia	NA	NA	✓	✓	NA
Mr. Shridhar Gokhale	NA	NA	NA	✓	NA

(✓- Attended, LoA – Leave of Absence, NA-Not Applicable)

INDEPENDENT DIRECTORS

To ensure highest standards of integrity, corporate credibility, transparent governance and also to uphold the interests of Stakeholders, Company has conferred significant powers and responsibilities to three directors who are independent from the Management.

CONFIRMATION FROM THE INDEPENDENT DIRECTORS

The Independent Directors of the Company satisfies the requirements laid down under section 149(6) of the Companies Act 2013 and Regulation 16(1) (b) of the Listing Regulations. In compliance with section 149 (7) of the Companies Act 2013, Company has received a declaration from each of the Independent Directors. In opinion of the Board, the independent Directors comply with the criteria of independence as laid down under Listing Regulations and Section 149(6) of the Companies Act 2013.

The following Non - Executive Directors are considered as Independent Directors:-

Mr. M S Srinivasan – Independent Director

Mr. P V Krishna – Independent Director

Ms. Tabassum M Wajid – Independent Director

Meetings of the Independent Directors: A separate meeting of Independent Directors was held during the year without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting.

Familiarization Programme: The Familiarization Program is aimed to provide insights of the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company and to update the independent directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decision. Company has adopted Familiarization policy and the same is available on the Company's website. Web link: http://www.prolecge.in/

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT:

A brief resume of Directors seeking appointment / re-appointment at the Twenty Seventh Annual General Meeting is given as part of the Notice of the Annual General Meeting.

DISCLOSURE OF DIRECTORS' AND OTHERS INTEREST IN TRANSACTIONS WITH THE COMPANY

None of the Directors, Key Managerial Personnel and Senior Management, whether directly, indirectly or on behalf of third parties, had any material interest in any transaction or matter directly affecting the Company pursuant to the provisions of Regulation 4(2)(f)of the Listing Regulations.

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

COMMITTEE OF DIRECTORS

The Board has constituted Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee to primarily focus and deal on the issues in the respective areas effectively and to use director's time more efficiently.

The functioning of all the Committees of the Board of Directors is guided by well-laid down terms of references that have been framed keeping in view the requirements prescribed for such Board Committees under the provisions of the Companies Act, 2013 and Listing Regulations.

During the Financial year, each Committee has played a significant role in upholding and nurturing the principles of good governance and assisting the Board of Directors in discharging its duties and responsibilities.

AUDIT COMMITTEE:

The Audit Committee acts on the terms of reference given by the Board pursuant to Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Audit Committee reviews with Management, the Statutory Auditors and the Internal Auditors all aspects of the financial results, effectiveness of internal audit processes, taxation matters and the Company's risk management strategy. It assists the Board in fulfilling its responsibilities in monitoring and reviewing financial processes, governance and reviewing statutory and internal audit activities.

Composition: The Audit Committee consists of two Independent Directors and one Non-Executive Director. Company Secretary of the Company is acting as Secretary of the Audit Committee.

Meetings and Attendance: The Committee members met four times during the financial year ended March 31, 2019. The Attendance of members at the Committee Meetings is given below:

Members	Attendance on Meetings held on			
	16 May 2018	13 Aug 2018	31 Oct 2018	07 Feb 2019
Mr. M.S Srinivasan Chairman	✓	✓	✓	✓
Mr. Ricardo Suarez Garza	✓	✓	✓	✓
Mr. P V Krishna	✓	✓	✓	✓

(✓- Attended, LoA – Leave of Absence)

The terms of reference are briefly described below:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible

- Recommending the Board, appointment, re-appointment, replacement or removal (in the event of necessity) of Statutory Auditors, Cost Auditors and / or any other auditors including fixation of remuneration.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Review, with the management, the annual financial statements before submission to the Board for approval.
- Review and monitor the Internal Audit Report and the effectiveness on the Risk Management Plan and Internal Financial Controls
- Review adequacy of internal control systems, internal audit department, reporting structure and frequency, whistle blower mechanism, statutory compliances.
- Approval or any subsequent modification of Related Party Transactions of the Company.

The Audit Committee is vested with the necessary powers to achieve its objectives.

The Committee has discharged such other role/function as envisaged under Regulation 18 (3) read with Part C of Schedule II of the Listing Regulations and the provisions of Section 177 of the Act.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Committee focuses primarily on monitoring and ensuring that the shareholder and investor services operate in an efficient manner and that all Stakeholders grievances / complaints are addressed promptly with the result that all issues are resolved rapidly and efficiently.

The said Committee has been authorized to approve the transfer/transmission/ transposition of shares and issue of duplicate share certificates.

During the year Board reconstituted the Committee to induct Mr. Gunjan Bhartia as a member of the Committee.

The Committee consists of two non-executives Directors and the Company Secretary as the Secretary of the Committee.

Composition and the attendance of Members at the Meetings held during the financial year ended 31st March, 2019 is given below:

Members	Attendance on Meetings held on			
	16 May 2018	13 Aug 2018	31 Oct 2018	07 Feb 2019
Mr. Ricardo Suarez Garza Chairman	✓	✓	✓	✓
Mr. Ajay Kumar Sinha	✓	✓	✓	NA
Mr. Anthony Allard	LoA	LoA	NA	NA
Mr Gunjan Bhartia	NA	NA	NA	✓

Mr. Sathyamoorthy A, Company Secretary of the Company is the Compliance officer and Secretary of the Committee.

INVESTOR GRIEVANCES REDRESSAL STATUS

Complaints received from the Shareholder are well addressed and resolved to their satisfaction and as on the date of the report no complaints were held as unresolved.

Particulars	Numbers
Number of Complaints outstanding as at April 01, 2018	0
Number of Complaints received during the year ended March 31, 2019	2
Number of Complaints resolved during the year ended March 31, 2019	2
Number of Complaints outstanding as at March 31, 2019	0

NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER

Mr. Sathyamoorthy A, Company Secretary of the Company is the Compliance officer and Secretary of the Committee.

Address : Survey No. 153-210, Illuppapattu Village Near Rajakulam, Kancheepuram (Dist.), Tamilnadu – 631561.

Phone : 044-30289854

Fax : 044-37290547

NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference and role of the Nomination and Remuneration Committee are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations which includes formulating the criteria to:

- Determine qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Committee consists of three Non-Executives Directors with an independent Director as Chairman and the Company Secretary as the Secretary of the Committee.

Committee met for two times during the financial year ended March 31, 2019. The Attendance of Members at the Meetings held during the financial year is given below:

Members	Attendance on Meetings held on	
	31 Oct 2018	07 Feb 2019
Mr. P V Krishna (Chairman)	✓	✓
Mr. M.S Srinivasan	✓	✓
Ms Tabassum M Wajid	✓	✓

Performance evaluation criteria for Independent Directors (ID): The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors. The framework of performance evaluation of the Independent Directors captures the participation of the Directors in the Board proceedings and his / her effectiveness, contribution at the meetings, guidance / support to the Management.

REMUNERATION TO DIRECTORS

(I) **Remuneration policy**

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company has formulated a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

The remuneration policy framed by the Nomination and Remuneration Committee warrants the Committee to decide the remuneration and other areas which falls under the terms of reference of the Committee.

(II) **Remuneration of Non-Executive Directors**

The Remuneration paid to Non-Executive Directors as sitting fees for the financial year ended March 31, 2019 is summarized below during the financial year:

Name	Sitting fees (in Rs.)
Mr. M. S. Srinivasan	1,60,000
Mr. P V Krishna	1,60,000
Ms. Tabassum M Wajid	80,000

During the Financial Year 2018-19, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors apart from paying sitting fees.

(III) **Remuneration of Executive Directors**

Remuneration to Executive Directors being paid as per the Service Agreements entered with them subject to the limits specified as per the provisions of the Companies Act, 2013. The details are mentioned below;

Amount in Rs.

S. No	Particulars of Remuneration	Mr Ajay Kumar Sinha, Whole Time Director*	Mr Shridhar Gokhale, Whole Time Director#
1	Gross Salary	50,84,618	9,87,970
2	Stock Options	--	--
3	Others (Incentives)	--	--
Total		**50,84,618**	**9,87,970**

* Mr Ajay Kumar Sinha, Whole-Time Directors resigned with effect from December 31, 2018.

Mr Shridhar Gokhale appointed as Whole-Time Director with effect from February 07, 2019. The remuneration mentioned above is in the capacity of Whole-Time Director for the period of February 07, 2019 to March 31, 2019.

GENERAL MEETINGS AND EXTRA ORDINARY GENERAL MEETINGS:

The particulars of Location, date and time of the Annual General Meeting held during the last 3 years and Special Resolutions passed thereat:

For Financial Year ended	Date and Time	Venue	Special Resolutions Passed
31st March 2018	14th August 2018 At 02.30 P.M	Hotel Fairfield By Marriott, FSP, Mambakkam, Sriperumbudur, Kancheepuram District, Tamil Nadu 602105	Appointment and Fixing of Remuneration to Mr Ajay Kumar Sinha, Whole Time Director
31st March 2017	06th September 2017 At 02:30 P.M	GRT Regency Gandhi Road, Kanchipuram Tamilnadu-631502	NIL
31st March 2016	03rd August 2016 At 02:00 P.M	GRT Regency Gandhi Road, Kanchipuram Tamilnadu-631502	Alteration of Memorandum of Association & Articles of Association

The particulars of Extra-Ordinary General Meetings held during the last three years are as under:

NIL

The particulars of Special Resolutions passed through Postal Ballot held during the last year are as under:

NIL

MEANS OF COMMUNICATION:

The Annual Report, Quarterly, Half-Yearly and Annual Financial Results, Shareholding Pattern, Intimation of the Board Meetings and other statutory filings with the Stock Exchanges is posted through the filing system of the BSE Limited and NSE Electronic Application Processing System (NEAPS) portals. These results are generally published in the all India editions of The Financial Express and Makkal Kural. The financial results of the Company are also made available on the Company`s website www.prolecge.in

All price sensitive information and matters which are material and relevant to the Shareholders are intimated to the BSE Limited and the National Stock Exchange of India Limited, where the securities of the Company are listed.

SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and during the financial year, no complaint was reported.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis (MDA) giving an overview of the Company's business and its financials are provided as part of this Annual Report.

CODE OF CONDUCT:

The code of Conduct for all the members of the Board and senior management of the Company has been posted on the website of the Company: www.prolecge.in. All Board members and senior management personnel (as per Regulation 26(3) of the Listing Regulations) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect forms part of this Report.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company's shares are listed on the BSE Limited and the National Stock Exchange of India Limited. With the view to preventing insider trading and abusive self-dealing in the securities of the Company, the Company has formulated a Code of Conduct to Regulate, Monitor and Report Trading of the Company's securities by Insiders in accordance with the SEBI Prohibition of Insider Trading) Regulations, 2015. As a part of this Code, the Company's Directors, Key Managerial Personnel and designated employees are advised of the closure of the trading window for dealing / transacting in the Company's Equity Shares prior to the announcement of the quarterly, half-yearly and annual financial results of the Company and other price sensitive information.

The Company has also adopted a Code of Corporate Disclosure Practices, for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information by the Company, to enable the investor community to take informed investment decisions with regard to the Company's shares.

SHAREHOLDERS' INFORMATION:

27th Annual General Meeting:

The **27th Annual General Meeting** will be held **on Wednesday, 14th August 2019 at Hotel Fairfield by Marriott – Mambakkam, Sriperumbudur at 1.30 P.M (IST).**

Financial Year of the Company

The Company follows 1st April to 31st March as financial year.

Financial Calendar (tentative)

Results for the quarter ending June 30, 2019	Second week of August 2019
Results for the quarter ending September 30, 2019	Second week of November 2019
Results for the quarter ending December 31, 2019	Second week of February 2020
Results for the quarter ending March 31, 2020	Third week of May 2020
AGM for the Financial year ending March 31, 2020	Second week of August 2020

Date of book closure:

August 08, 2019 to August 14, 2019 (both days inclusive)

LISTING OF SHARES ON STOCK EXCHANGES

The equity shares of the Company are currently listed with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Company has paid till date, appropriate listing fee to both the stock exchanges.

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 023	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Stock Code

Stock Exchange	Code
BSE Limited	532717
National Stock Exchange of India Limited	INDOTECH
ISIN number for equity shares	INE332H01014

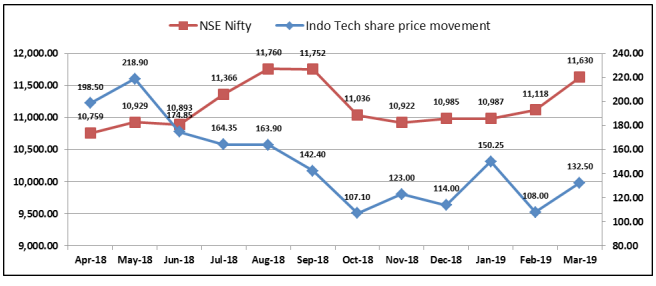
STOCK PRICE DATA

	NSE		BSE	
Month	**High**	**Low**	**High**	**Low**
April 2018	198.50	170.85	198.80	171.65
May 2018	218.90	167.20	221.70	165.00
June 2018	174.85	144.75	179.00	142.20
July 2018	164.35	141.00	165.25	135.15
August 2018	163.90	133.40	165.00	133.00

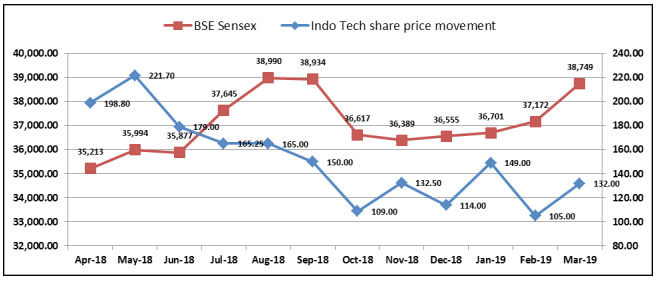
	NSE		BSE	
Month	**High**	**Low**	**High**	**Low**
September 2018	142.40	93.20	150.00	95.00
October 2018	107.10	83.85	109.00	82.25
November 2018	123.00	98.10	132.50	99.95
December 2018	114.00	100.60	114.00	98.05
January 2019	150.25	100.15	149.00	100.00
February 2019	108.00	84.85	105.00	83.60
March 2019	132.50	92.00	132.00	91.70

Note: The Equity Shares of the Company were listed on NSE and BSE on 16th March, 2006.

PERFORMANCE IN COMPARISON TO NSE NIFTY:



PERFORMANCE IN COMPARISON TO BSE SENSEX



REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400083
Phones : 022 - 4918 6270, Fax : 022-4918 6060
E-mail : mt.helpdesk@linkintime.co.in.

SHAREHOLDING PATTERN AS ON MARCH 31, 2019

Category	No. of Shares	Percentage
Foreign Promoter Company	78,95,625	74.3468
Hindu Undivided Family	2,33,126	2.1952
Non Resident (Non Repatriable)	5,988	0.0564
Non Resident Indians	25,663	0.2416
Other Bodies Corporate	3,89,725	3.6697
Public	20,20,833	19.0286
NBFC	138	0.0013
Banks	50	0.0005
Foreign Portfolio Investors (Corporate)	16,100	0.1516
Clearing Members	32,752	0.3084
Total	**1,06,20,000**	**100.00**

SHARE TRANSFER, TRANSMISSIONS, SPLITS, SUB-DIVISION, CONSOLIDATION, RE-MAT

No applications for transfer/ transmission/split/subdivision/ consolidation/Re-mat were received during the financial year ended March 31, 2019.

SHAREHOLDING SUMMARY AS ON MARCH 31, 2019

Category	Total Shares	% to Equity
Physical	3,252	0.03
NSDL	95,79,005	90.20
CDSL	10,37,743	9.77
Total	**1,06,20,000**	**100.00**

DISTRIBUTION SCHEDULE AS ON MARCH 31, 2019

No. of Equity Shares held	No. of Shareholders	% to Shareholders	No. of Shares	% of Shareholding
1 to 500	8878	92.4792	7,61,656	7.17
501 to 1000	314	3.2708	2,49,164	2.35
1001 to 2000	193	2.0104	2,89,257	2.72
2001 to 3000	77	0.8021	1,95,379	1.84
3001 to 4000	33	0.3438	1,16,027	1.09
4001 to 5000	27	0.2813	1,28,131	1.21
5001 to 10000	42	0.4375	2,96,232	2.79
Greater than 10000	36	0.3750	85,84,154	80.83
TOTAL	**9739**	**100.00**	**1,06,20,000**	**100.00**

DEMATERIALIZATION OF SHARES

As per SEBI's direction, dematerialization facility for the shares of the Company is available and it is in the interest of all the shareholders to convert their physical holdings into electronic holdings by dematerialization.

As on March 31, 2019, 1,06,16,748 shares were held in dematerialized form which constitute approx. 99.97 % of total number of subscribed shares.

LIQUIDITY

Since Company's shares are listed on BSE Limited and National Stock Exchange of India Limited and are compulsorily traded in dematerialised form, these shares enjoy enough liquidity in the market.

SHARE TRANSFER SYSTEM:

The Company has entered into agreement with M/s. Link Intime India Pvt Ltd, Mumbai to carry out the transfer related activities. Authorised personnel are approving the transfer on periodical basis. All valid transfers are affected within stipulated days. Share certificates received at Registered Office are also sent to Registrars and Share Transfer Agents for doing the needful.

In case of electronic transfers, the bye laws of Depositories are complied with. During the Financial Year 2018-19, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form. Therefore, Members holding shares in physical form were requested to consider converting their shareholding to dematerialised form.

During the year, the Company has sent necessary intimations to its shareholders regarding the restriction on transfer of securities in the physical form. Share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale/purchase transaction from the broker, shareholders should approach the Depository Participant ("DP") with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers.

Shareholders should communicate with M/s. Link Intime India Pvt Ltd, the Company's Registrars and Transfer Agents ('RTA') quoting their folio number or Depository Participant ID ('DP ID') and Client ID number, for any queries to their securities

CREDIT RATING

S. No	Date of Report of Credit rating	Credit Rating Agency	Instrument	Rating
1	November 05, 2018	ICRA Limited	Non-Fund Based Credit Limit (guarantees and Letter of Credits)	[ICRA] A3
2	November 05, 2018	ICRA Limited	Cash Credit Limit	[ICRA} BBB-

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the green initiative process, the company has taken the initiative of sending documents like Notice calling Annual General meeting, Corporate Governance Report, Directors' Report, audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

PLANT LOCATION & ADDRESS FOR CORRESPONDENCE

INDOTECH TRANSFORMERS LIMITED

Survey No. 153-210, Illuppapattu Village Near Rajakulam, Kancheepuram (Dist.), Tamilnadu – 631561

DISCLOSURES

Related Party Transactions:

There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. The Company does not have any subsidiary or associate. Transactions with related parties are entered into by the Company in the normal course of business and at arm's length. The details of transactions are periodically placed before the Audit Committee for review and approval. Members may refer to the notes to the accounts for details of related party transactions.

Company has adopted a policy on related party transaction and it is placed on website of the Company (web link: http://www.prolecge.in).

Disclosure of Accounting Treatment:

The Company has followed the treatment laid down in the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in the preparation of financial statements. There are no audit qualifications in the Company's financial statements for the year under review.

Compliance with Regulations:

The Company has complied with the requirements of the Regulatory Authorities on Capital Markets. Neither has there been any instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty or stricture been imposed on the Company by the Regulatory Authorities or any statutory authority, on any matter related to capital markets, during the last three years.

Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

The Company has not raised funds through preferential allotment or qualified institutions placement during the year ended March 31, 2019.

CERTIFICATE FROM THE PRACTICING COMPANY SECRETARY

M/s A Krishnamoorthy & Co, Practicing Company Secretaries has issued a certificate as required under the Listing Regulation, confirming that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

RECOMMENDATIONS OF COMMITTEE OF BOARD OF DIRECTORS

During the year ended March 31, 2019, all recommendations made by the Committees of the Board of Directors (viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee were accepted by the Board of the Company.

TOTAL FEES FOR ALL SERVICES PAID BY THE COMPANY ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITORS

The details of payment made to Statutory Auditors during financial year 2018-19 are mentioned below:

S. No	Particulars of fees	(Rupees in Lakhs)
1	Statutory audit	20.00
2	Tax audit	3.50
3	Limited review of quarterly results	9.75
4	Corporate Governance	1.75
5	Reimbursement of expenses	7.17
	Total	**42.17**

WHISTLE-BLOWER POLICY:

The Company has a Whistle Blower mechanism wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management. The confidentiality of those reporting violations shall be maintained and they shall not be subjected to any discriminatory practices. The Company affirms that no employee has been denied access to the Audit Committee. The Whistle-blower Policy is placed on website of the Company.

STATEMENT OF COMPLAINTS IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

There was no compliant during the financial year ended March 31, 2019.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Even though the provisions relating to the Corporate Social Responsibility (CSR) are not applicable to the Company, the approach towards CSR is holistic and integrated with the core business strategy of the Company for addressing social and environmental impacts of business. The Company is committed to undertake the CSR activities to address the well-being of all stakeholders and not just the company's shareholders.

DIVIDEND POLICY

Company did not declare any dividend during the period due to operational loss. The Company's policy on dividend is to return to the shareholders that cash, which in the opinion of the Board, is in excess to the medium term cash requirements. In determining the future cash requirements of the business, the Board reviews the Working capital to support growth, Capital investment to expand capacity, the projected business performance and internal cash generation.

TRANSFER OF SHARES TO INVESTOR EDUCATION AND PROTECTION FUND:

Company does not have any unpaid/unclaimed dividend amount or shares which are pending to be transfer to the Investor Educations and Protection Fund.

DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON-MANDATORY REQUIREMENTS:

The Company has complied with the applicable mandatory requirements of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Company has adopted following non-mandatory requirements as specified in Part E of Schedule II of the SEBI (LODR) Regulations, 2015.

- A Non-Executive Chairperson is entitled to maintain a Chairperson's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.
- During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements.
- The Chairperson of the Company and the CEO are different persons.
- The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members

POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES:

Company does not have any subsidiary / subsidiaries. However company has adopted a policy on determining material subsidiary and it is placed on website of the Company (web link: http://www.prolecge.in).

DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

The principal raw materials of the Company are Copper, CRGO, Steel and Oil etc. These are procured from the domestic suppliers. The price differences are adequately covered in the selling price of the finished products and Company does not indulge in any commodity hedging activities.

COMPLIANCE OR OTHERWISE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT

The Company has complied with the requirements of the Corporate Governance and has made disclosures to the extent required and applicable to it, as stipulated in Listing Regulations.

CORRESPONDENCE REGARDING CHANGE OF ADDRESS ETC

Shareholders are requested to ensure that any correspondence for change of address, change in Bank Mandates, etc. should be signed by the first named shareholder. The company is now also requesting for supporting documents such as proof of residence and proof of identification whenever a letter requesting for change of address is received. This is being done in the interest of shareholders as there are cases in the corporate world where attempts are made to fraudulently change the registered address of shareholders by unscrupulous parties. Shareholders are requested to kindly co-operate and submit the necessary documents / evidence while sending the letters for change of address. Shareholders who hold shares in dematerialised form should correspond with the Depository Participant with whom they have opened Demat Account/s.

PENDING INVESTORS' GRIEVANCES

Any shareholder whose grievance has not been resolved to his / her satisfaction may kindly write to the Company Secretary at the Registered Office with a copy of the earlier correspondence.

For and on behalf of the Board of Directors

M S Srinivasan	**Shridhar Gokhale**
Director	Whole-Time Director
DIN : 00261201	DIN : 08349732

Place: Chennai

Date: May 22, 2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements which may contain certain statements describing the Company's objectives, expectations or forecasts that appear to be forward-looking within the meaning of applicable securities laws and regulations while actual outcomes may differ materially from what is expressed herein. The Company is not obliged to update any such forward-looking statements. Some important factors that could influence the Company's operations comprise economic developments, pricing and demand and supply conditions in global and domestic markets, changes in government regulations, tax laws, litigation and industrial relations.

ECONOMIC AND INDUSTRIAL HIGHLIGHTS

The Global Economy

The Global economic growth forecast by World Bank shows a weaker-than-expected 2.6% in 2019 before inching up to 2.7% in 2020. Growth in emerging market and developing economies is expected to stabilize next year as some countries move past periods of financial strain, but economic momentum remains weak. Emerging, developing economies' growth to pick up to 4.6% in 2020 from 4% in 2019; global economic growth to edge up to 2.6% percent in 2019.

The global economy has seen an improvement in sentiment with growth in some major economies. Investment growth among emerging and developing economies is expected to remain subdued and below historical averages, held back by sluggish global growth, limited fiscal space, and structural constraints. A sustained pickup in investment growth is necessary to meet key development goals. Business climate reforms can help encourage private investment.

Growth in the East Asia and Pacific region is projected to slow from 6.3 percent in 2018 to 5.9 percent in 2019 and 2020. This is the first time since the 1997-1998 Asian financial crisis that growth in the region has dropped below 6%. In China, growth is expected to decelerate from 6.6 percent in 2018 to 6.2 percent in 2019, predicated on a deceleration in global trade, stable commodity prices, supportive global financial conditions, and the ability of authorities to calibrate supportive monetary and fiscal policies to address external challenges and other headwinds. In the rest of the region growth is also expected to moderate to 5.1 percent in 2019, before rebounding modestly to 5.2 percent in 2020 and 2021, as global trade stabilizes.

The outlook for the South Asia is satisfactory, with growth picking up to 7% in 2020 and 7.1% in 2021. Domestic demand growth is expected to remain robust with support from monetary and fiscal policy, in particular in India. As per the global economic growth forecast by World Bank, Growth in India is projected to accelerate to 7.5% in FY 2019/20, which begins April 1.

Indian Economy – Opportunities and Threats

India has emerged as the fastest growing major economy in the world and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. The recent Economic Survey, 2019 states that India's GDP growth for the year ended March 31, 2019 stands at 6.8% lower than previous year's 7.2% and is expected to grow 7 per cent in fiscal year 2019-20.

After registering lowest growth in Jan-Mar 2019 quarter, the biggest challenges for FY 2019-20 is how the economy can recover in the face of reducing rural consumption coupled with a higher fiscal deficit as well as an increasing debt burden. India being largely a domestically-driven economy, most investors, domestic and international, remain positive about its economic future. This belief emanates from stable Govt. formed with absolute majority and now that all the ailing issues related to implementation of Goods and Services Tax (GST) is over and new Government is expected to take bold measures of on further economic reforms to fuel industrial growth. The movement of the Indian rupee against the US dollar had been quite stable now and so is price of crude oil with which Indian economy is expected to move on a recovery path.

INDUSTRY

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and solid waste. With Electricity availability in every village, consumption in the country has increased and will rise further in future. To meet this increasing demand for electricity, continuous addition to the installed generating capacity is needed.

With a Growing demand for electricity, the Government of India along with state governments are focusing on investing in renewable energy systems, such as solar, wind, and hybrid (wind solar) on large scales and linking the transmission systems associated with them

Indian power sector has undergone a significant change that has redefined the industry outlook. Sustained economic growth continues to increase electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides.

The total installed capacity stands at 3,56,817 MW out of which the renewables sector constitutes about 33%. India has reached 4th and 6th position in global Wind and Solar Power installed capacity.The Government has planned to achieve 175 GW capacity in renewable energy by 2022, which includes 100 GW of Solar Power and 60 GW of Wind Power. Two under-construction hydro projects of NHPC in Himachal Pradesh and Jammu & Kashmir (J&K), expected to be commissioned in 2019, will produce 4,458.69 million units of additional power, according to the Ministry of Power, Government of India.

The Government is taking various initiatives like 10 year tax exemption for Solar Power Projects to achieve the intended objective of adding 175 GW of renewable energy. The Government is actively looking to restart the stalled hydro power projects and increase the Wind energy production to 60 GW by 2022 from the current 22 GW.

The electricity generation grew by over 3.57% to 1249.337 billion units (BU) in 2018-19 as compared to 1206.306 BU generated in the previous year (2017-18). The generation during 2017-18 was 1206.306 BU as compared to 1160.141 BU generated during 2016-17, representing a growth of about 3.98%.

The Government has achieved its stated objective of electrifying all villages in the country in the month of April 2018. Peak demand met during the year was 1,75,528 MW

The Government is playing an active role in promoting the adoption of renewable energy resources by offering various incentives in the form of generation based incentives, capital and interest subsidies, viability gap funding, concessional finance, fiscal incentives etc. The National Solar Mission aims to promote the development and use of Solar energy for power generation and other uses, with the ultimate objective of making solar energy compete with fossil based energy solutions. The Renewables sector installed capacity has grown at a CAGR of 24% between FY'10-FY'19.

Transmission sector is poised to attract an investment of 3.2 lakh crore between FY 18 to FY 22 as per CRISIL study. There will be additional power demand of 20 GW by connecting all households.

Various policy measures have been undertaken by the government to achieve the target of renewable energy capacity to 175 GW by the year 2022. These include setting up of Solar Power Parks, development of power transmission network through Green Energy Corridor Project, guidelines for procurement of solar and wind power through tariff based competitive bidding process, National Offshore Wind Energy Policy, Repowering of Wind Power Projects, identification of large government complexes/buildings for rooftop projects etc. Under the National Solar Mission, 35000 MW has been tendered out, of which LOI issued for 22000 MW. Capacity of the scheme for 'Development of Solar Parks and Ultra Mega Solar Power Projects' has been enhanced from 20000 MW to 45000 MW. .

A robust and efficient power T&D infrastructure is imperative for effective transfer of power from generation source to the consumption points / demand centres. Thus, expanding the T&D infrastructure to transmit the power generated to consumer points across the length and breadth of the country becomes imperative.

OPPORTUNITIES, CONCERNS AND RISKS

Opportunities

India is on the verge of becoming major power nation among developing economies. Electricity is a key constituent for the economic growth of the country and is directly linked to GDP of the country. There has been a rise in demand for power in India due to increase in capacity utilization, industrialization, urbanization and population.

India has the fifth largest power generating capacity in the world. The country ranks third globally in terms of electricity production. In May 2018, India ranked 4th in the Asia Pacific region out of 25 nations on an index that measures their overall power. Electricity production in India reached 108.90 Billion Units (BU) in April 2019.

India is likely to attract a massive investment in power generation sector in the five-year period between 2017 and 2022 in setting up projects across thermal, hydro, nuclear and renewable segment. The Power and Distribution transformers market in India is projected to grow at a CAGR of over 10% till 2020. Power transformers contribute a major portion in overall market revenues due to their higher price points.

India is looking at a new, brave world of renewable energy. For the first time since the climate talks started in 1992, there has been a market shift that indicates the potential to decarbonise the energy sector in the country. The current market trends show that the renewable energy costs have come down significantly in the last 10 years; solar photovoltaic (PV) costs have reduced by 20% annually since 2007. Projections on future costs indicate that solar PV will be the cheapest source of electricity in India by 2020 and solar rooftop system with battery back-up will achieve grid-parity by 2025.

A transformer is regarded as the most expensive asset in a power transmission network as it nearly cost 60% of the total substation capital cost. Transformers are critical components of the Power T&D network that are used to change voltage in the power transmission and distribution process, and hence play a key role. Transformers can be broadly classified, based on the output rating as:

- Distribution Transformers (31.5 to 5,000 KVA)
- Power Transformers (5.1 to 500 MVA)

Renewable energy and other Environment conservation oriented actions to create demand:

The government plans to install 175 GW of renewable energy by 2022. While the government is confident of surpassing the target 'comfortably,' it is exploring ways to add incremental capacity through floating solar, solar manufacturing and offshore wind projects, among other measures.

In the Solar and Wind park, transformers are required as part of the power evacuation system. Step-up generation transformers (33KV) would be needed at each power injection point in the solar park from where power would be transmitted to the nearest substation, which will have a step-up transformer (220KV), which will raise voltage to higher levels for feeding into the power grid. The company hopes that renewable energy parks can create enough demand.

As Government is pushing Electric vehicle mobility technology very actively, we see there will be demand of Electric vehicle charging stations. These stations will need high power of electricity which is provided at high voltage and thus need Transformers to reduce it low voltage level.

In order to meet fire and environmental safety standards, your company has developed product filled with natural ester coolants which is fire safe and environment friendly. Natural

ester based dielectric coolants have the innate flexibility to achieve higher safety standards for fire and environment.

Concerns and Risks:

1. **Raw material price volatility:**

   Copper and CRGO laminated Silicon Steel are the major raw material which contributes more than 50% cost of total raw material. The supply of CRGO is one of the major challenges in the industry as it needs to be imported and there is less supply. CRGO which is one of the major raw materials for transformers is not being manufactured in India causing more FOREX outflow and the importers levy high service charge from the manufacturers. Adverse price movement of both commodities can impact the margins of the Company. The Copper price is determined by the London Metal Exchange (LME). Northward trend in labour cost of steel fabrication industry has taken its toll on Fabricated steel items which is 3rd highest cost component in Transformer's Raw Material cost structure.

2. **Unorganized players:**

   India's transformer market is predominantly unorganised with many small participants catering to the smaller distribution transformer markets.In addition to severe competition with MNC players, domestic manufacturers, Chinese and Korean manufacturer's entry makes the market very competitive. Company has to compete with unorganized players for orders from SEBs, utilities and industrial clients. This makes the market more price sensitive rather than quality.

3. **Overcapacity in industry**

   Due to the entry of large number of players during favorable time, overcapacity is continue to be a major negative factor in the industry. The demand from the manufacturing segment is still a major concern for the industry, the manufacturing sector is yet to see an investment uptick and this has led to slowdown in new as well as expansion projects. As a result aggressive pricing is undertaken by some of the Transformers manufacturers which could impact margins.

4. **Energy park tenders won with very low energy unit rate**

   In year 2017-18 and 2018-19, during SEKI auction under intense competition, IPPs won Solar and Wind park tenders with very low per unit rates. This has put immense pressure margins of IPPs and transferred to OEMs. Transformers OEMs which are already bearing burden of overcapacity and high raw material cost are now entered in to a cut throat competition where winner of most orders could be a looser in long run if money collection cycle does not happen as projected.

5. **Delay in payment to IPPs by EBs**

   There is considerable delay in payment of energy to IPPs by EBs. This delay affects financial health of IPPs and in turn affects cash cycle of OEMs. OEMs have to be choosy in accepting orders from such IPPs and this affects year to year growth.

6. **Renegotiation of wind and solar power purchase contracts by state utilities**

   Industry witnessing a trend of State utilities reviewing and renegotiating the signed power purchase agreements (PPAs) with wind and solar power developers. This impair the cash flows of projects and may impact investor sentiments in the sector. PPA renegotiation or cancellation to be an event risk and a deviation from normal business proceedings, as these are not embedded in the contracts

7. **Utility Orders**

   The transformer industry largely depends on the spending from transmission and distribution utilities and recent tenders/ordering activity by utilities clearly demonstrate the downward trend. Lack of funds is one of the key reason behind it.All Contracts awarding by the utilities are based on low price (L1) bidder which resulting in price war with unorganized players without compromise on the quality is the challenge for the organized quality driven Companies. The payment terms of utilities are generally high credit period compared to private parties which impact the Company's cash flow.

BUSINESS OVERVIEW AND OUTLOOK

With emphasis of central Government on renewable energy generation addition, country is moving towards decentralized electricity generation. Earlier, bulk electricity was generated near coal mines in central and east part of India and then transmitted through EHV lines of 400 KV & 765 KV to Western and Southern part of India. As majority of renewable parks are located in Western and Southern India, growth of 400KV or 765 KV Transmission lines will be limited. This mean 220 KV class Transmission equipment will be in demand where your company is appropriately positioned.In addition to the domestic market, your Company has taken steps to foray into the global market through General Electric network to improve its performance and reach.

RISK AND INTERNAL CONTROLS

The Audit Committee and the Board of Directors reviewed internal controls and the progress of implementation of the recommendations of internal audits. The Whole-Time Director/ CFO certification provided in the report discusses the adequacy of our internal control systems and procedures.

The Company has an Internal Financial Control (IFC) process which aims at providing reasonable assurance on - reliability of financial information, compliances with laws and regulations in force and realization and optimization of operations. It ensures documentation and evaluation of unit and entity level controls through existing policies and procedures, primarily to identify any significant gaps and define key actions for improvement. Management conducted an assessment of the effectiveness of internal financial controls and based on this assessment, management has determined that the Company`s internal financial controls as of 31 March 2019 were effective.

The Company has an independent Internal Auditor for periodically carrying out audit of the transactions of the Company in order to ensure that recording and reporting are adequate and proper. The Internal Auditors independently evaluate the adequacy of internal controls to ensure that internal controls, checks and balances in the system are adequate, proper and up-to-date.

HUMAN RESOURCES

Your company recognizes employees are the foundation of corporate success. We consider them our most valuable assets, and have been working towards keeping them engaged and Inspired. In continuation of it, this year we have established a process to identify and recognize performing employees through "Employee of the Month" scheme. We believe that Engaged and Inspired employees are more satisfied with their work, tend to stay longer, and are more productive, customer focused and committed. We have employees who have been with us for more than 25 years. Our periodical trainings have enhanced productivity and product performance on quality front. Our work place culture not only attracts and retains the best employees but also attracts employees who have left us for better prospects to re-join us. The Human resource department builds friendly relationship with each employee and helps them resolve grievances at short notice thereby inculcating an employee friendly environment which is highly rewarding.

FINANCIAL AND OPERATIONS PERFORMANCE

The financial statements complied with the requirements of the Companies Act, 2013, and the Generally Accepted Accounting Principles (GAAP) in India. The financial performance of your Company was affected by the combined impact of pricing pressures in the market place, increases in input costs, delays in projects as well as complying with stringent design specifications of the customers. The Company is fully focused on reducing the input costs and is using the expertise of its parent company

FINANCIAL HIGHLIGHTS

	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
Gross Sales & Other Income	21,463	23,016	16,591	22,318	18,671	11,455	12,495	12,596	12,417
Net Sales & Other Income	21,463	22,472	15,059	20,263	17,363	10,485	11,554	11,572	11,428
Earnings before Depreciation, Interest and Tax (EBDIT)	-268	151	-308	937	632	-529	-3,857	-3,218	-1,861
Depreciation	519	474	482	535	518	299	504	412	380
Profit After Tax	-839	-369	-1,127	402	-374	-1,880	-5,018	-3,998	-2,274
Equity Dividend %	--	--	--	--	--	--	--	--	--
Dividend Payout	--	--	--	--	--	--	--	--	--
Equity Share Capital	1,062	1,062	1,062	1,062	1,062	1,062	1,062	1,062	1,062
Reserves and Surplus	11,455	12,348	12,757	14,425	14,023	-450	1,430	6,447	10,446
Net Worth	12,517	13,410	13,819	15,487	15,085	612	2,492	7,509	11,508
Gross Fixed Assets	6,563	5,987	5,909	10,106	10,003	9,888	9,902	9,822	9,945
Net Fixed Assets	5,159	5,034	5,429	6,215	6,635	7,047	7,309	7,667	8,130
Total Assets	19,346	20,868	20,868	21,269	20,659	18,270	17,684	17,599	15,923

KEY INDICATORS	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
Earnings per Share - Rs.	-7.90	-3.48	-10.62	3.79	-3.52	-17.7	-47.25	-37.65	-21.42
Turnover per share - Rs.	202.10	216.72	156.22	210.16	175.82	107.35	117.65	118.71	116.91
Book value per share - Rs.	117.86	126.27	130.12	145.83	142.04	5.76	23.46	70.72	108.36
Debt : Equity Ratio	--	--	--	--	--	20.62:1	3.27:1	0.71:1	0.09:1
EBDIT / Gross Turnover %	-1.25%	0.7%	-2%	4%	3%	-5%	-32%	-26%	-15%
Net Profit Margin %	-4%	-2%	-7%	2%	-2%	-19%	-42%	-32%	-18%
RONW %	-7%	-3%	-8%	3%	-2%	-307%	-201%	-53%	-20%
ROCE %	-2%	1%	-2%	6%	4%	-77%	-150%	-42%	-16%

Auditors' Certificate on Corporate Governance

To

The Members of Indo Tech Transformers Limited

The Certificate is issued in accordance with the terms of our engagement letter dated April 8, 2019.

We have examined the compliance of conditions of Corporate Governance by Indo Tech Transformers Limited ('the Company') for the year ended March 31, 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time ('the Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility

The Company's Management is responsible for compliance of conditions of Corporate Governance including the preparation and maintenance of all relevant supporting records and documents as stipulated under the Listing Regulations. This responsibility includes the design, implementation and maintenance of corporate governance process relevant to the compliance of the conditions. Responsibility also includes collecting, collating and validating data and designing, implementing and monitoring of Corporate Governance process suitable for ensuring compliance with the above mentioned Listing Regulations.

Auditors' Responsibility

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. Pursuant to the requirements of the above mentioned Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2019.

We conducted our examination of the Corporate Governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the above mentioned Listing Regulations.

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

Restriction on use

This certificate has been solely issued for the purpose of complying with the aforesaid Listing Regulations and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. - 101248W/W-100022

Amar Sunder
Partner
Membership No. 078305
ICAI UDIN: 19078305AAAAAT6127

Place : Chennai
Date : June 10, 2019

CERTIFICATION BY CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER

We hereby certify that for the financial year ending March 31, 2019, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. 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.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ending March 31, 2019, which are fraudulent, illegal or in violation of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls. We have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and have taken the required steps to rectify these deficiencies.
5. We further certify that:-
   a) There have been no significant changes in internal control during this year.
   b) There have been no significant changes in accounting policies during this year.
   c) There have been no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system.

Place : Chennai
Date : May 22, 2019

Shridhar Gokhale
Whole-Time Director

Saikrishnan C P
Chief Financial Officer

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for all Board members and senior management of the Company. The Code has been hosted on the Company's website www.prolecge.in.

We confirm that the Company has in respect of the financial year ended 31st March 2019, received from the Members of the Board and the senior management team of the Company a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means employees in the rank of Heads of functions.

For Indo Tech Transformers Limited

Place : Chennai
Date : May 22, 2019

Shridhar Gokhale
Whole-Time Director

INDEPENDENT AUDITOR'S REPORT

To the Members of Indo Tech Transformers Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Indo Tech Transformers Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Going concern – Effect of continuous losses

The key audit matter	How the matter was addressed in our audit
The Company has incurred losses over the past few years and has significant accumulated losses as at balance sheet date. As more fully explained in Note 2 to the financial statements, the Company's financial statements have been prepared using the going concern basis of accounting. The use of this basis of accounting is appropriate unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Management has not identified a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern, and accordingly this financial statements have been prepared on a going concern basis. In view of continued and accumulated losses, we identified the assessment of going concern as a key audit matter.	Our audit procedures to assess the going concern assumption in the preparation of the financial statements included the following: • evaluating the business plan and various underlying facts and assumptions with respect to such plan; • obtaining the support letter received by the Company from its holding company; • verifying the available banking limits with underlying documentation.

2. Revenue recognition

The key audit matter	How the matter was addressed in our audit
The Company has adopted Ind AS 115 - Revenue from Contracts with Customers (Ind AS 115) which is the new revenue accounting standard. Ind AS 115 is effective for the year beginning April 1, 2018 and establishes a comprehensive framework for determining whether, how much and when revenue is recognised. This involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price, appropriateness of the basis used to measure revenue recognised over a period or at a point in time. Revenue is recognised when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. In view of the above, the application and transition to this accounting standard is an area of focus in the audit. **See note 3(k) to the financial statements**	In view of the significance of the matter our audit procedures included the following: • evaluation of the design and operating effectiveness of controls relating to implementation of the new revenue accounting standard; • evaluation of management's assessment of different types of customer contracts, by selecting samples of contracts and testing such assessment made by the management; • evaluation of the adequacy of disclosures made in the financial statements.

3. Recoverability of trade receivables

The key audit matter	How the matter was addressed in our audit
Considering the industry in which the company operates and the customer profile and mix, the Company has significant dues outstanding from customers which are already past due. The recoverability assessment and the provisioning requirement carried on by the management is based on the ageing profile, historical payment pattern and the past record of default by the customer, expected date of collection and time value of money. We identified the recoverability of trade receivables as a key audit matter because of the inherent uncertainty in assessing if trade receivables will be recovered in full and because the assessment of the allowance for doubtful debts requires the exercise of judgement by management. **See note 11 and 29B(ii) to the financial statements**	We have performed the following procedures in relation to the recoverability of trade receivables: • evaluating the design, implementation and operating effectiveness of key internal controls relating to debt collection and the calculation of the allowance for doubtful debts; • assessing the accuracy of individual balances in the trade receivables ageing report by comparing the details in the trade receivables ageing report with underlying sales invoices, on a sample basis; • obtaining an understanding of the basis of management's judgement about the recoverability of individual overdue balances and evaluating the allowance for doubtful debts made by management for these balances with reference to the industry in which the Company is operating, the ageing of overdue balances, correspondences with the customers and historical payment records; • obtaining direct confirmations and comparing receipts from customers subsequent to the financial year end relating to balances at March 31, 2019 with bank statements and relevant underlying documentation, on a sample basis.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and

prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

   (A) As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our

examination of those books.

c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

i. The Company has disclosed the impact of pending litigations as at March 31, 2019 on its financial position in its financial statements - Refer Note 30 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is not in accordance with the provisions of Section 197 read with Schedule V to the Act. The remuneration paid to a director is in excess of the limit laid down under Section 197 read with Schedule V to the Act, by Rs. 0.95 lakhs. The same is subject to shareholders' approval in the ensuing general meeting. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Amar Sunder
Partner
Membership No. 078305

Place: Chennai
Date: May 22, 2019

Annexure - A to the Independent Auditors' Report on the financial statements of Indo Tech Transformers Limited for the year ended March 31, 2019

(Referred to in our report of even date)

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

(b) The Company has a regular program of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of two years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. The inventory, except certain stocks lying with third parties, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable in relation to the size of the Company. The discrepancies noticed on verification between physical stock and book records were not material and have been properly dealt with in the books of account. For major portion of stocks lying with third parties at the year end, written confirmations have been obtained by the Company.

iii. In our opinion and according to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii) of the Order is not applicable to the Company.

iv. The Company has not granted any loans or made any investments or provided any guarantee or security to the parties covered under Section 185 and 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder.

vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

vii. (a) According to the information and explanations given to us and on the basis of an examination of the records of the Company, in our opinion, amount deducted/accrued in the books of account in respect of undisputed statutory dues, including provident fund, employees' state insurance, income tax, duty of customs, goods and services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales-tax, service tax, duty of customs, value added tax and cess.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, duty of customs, goods and services tax and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable except in respect of income tax deductible at source estimated at Rs. 43.27 lakhs pertaining to FY 2017-18 and 2018-19, which has not been deducted/paid.

(b) According to the information and explanations given to us, the dues relating to income tax, sales tax, duty of excise and duty of customs that have not been deposited by the Company with the appropriate authorities on account of disputes are given below:

Name of the statute	Nature of the dues	Amount (Rs. lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Central Sales Tax Act, 1956	Central sales tax	4.42	FY 1996-97	Madras High Court
The Central Sales Tax Act, 1956	Central sales tax	3.63^	FY 2005-06 FY 2006-07	Assistant Commissioner of Commercial Taxes
Tamil Nadu General Sales Tax Act, 1959	Penalty	0.16	FY 1996-97	Commissioner of Commercial Tax Appeals

Name of the statute	Nature of the dues	Amount (Rs. lakhs)	Period to which the amount relates	Forum where the dispute is pending
Tamil Nadu Value Added Tax Act, 2006	Sales tax	14.12@	FY 2006-07, 2007-08, 2008-09 and 2009-10	Appellant Deputy Commissioner of Commercial Taxes
Central Excise Act, 1944	Excise duty	146.02	FY 2008-09 to December 2012	Custom Excise and Service Tax Appellate Tribunal, Chennai
Central Excise Act, 1944	Excise duty	41.16	January 2012 to December 2013 and March 2014 to March 2015	Joint Commissioner of Central Excise
Finance Act, 1994	Service Tax	79.22#	FY 2014-15	Custom Excise and Service Tax Appellate Tribunal, Chennai
Income-tax Act, 1961	Income Tax	36.70	AY 2005-06	Madras High Court
Income-tax Act, 1961	Income Tax	63.52	AY 2006-07	Income Tax Appellate Tribunal
Income-tax Act, 1961	Income Tax	13.08	AY 2016-17	Deputy Commissioner of Income Tax
^ net of Rs. 25.00 lakhs paid under protest @ net of Rs. 5.55 lakhs paid under protest # net of Rs. 4.17 lakhs paid under protest				

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company does not have any outstanding loan or borrowings from any financial institutions, government or debenture holders during the year.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations give to us and based on our examination of the records, the Company has paid/provided for managerial remuneration in excess of the limits mandated by the provisions of section 197 read with Schedule V to the Act, by Rs. 0.95 lakhs. The same is subject to shareholders' approval in the ensuing general meeting.

xii. In our opinion and according to the information and explanation given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required by the applicable accounting standard.

xiv. According to the information and explanations give to us and based on our examination 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.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. In our opinion and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India, 1934. Accordingly, paragraph 3(xvi) of the order is not applicable.

for **B S R & Co. LLP**

Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Amar Sunder
Partner
Membership No. 078305

Place: Chennai
Date: May 22, 2019

Annexure - B to the Independent Auditors' Report on the financial statements of Indo Tech Transformers Limited for the year ended March 31, 2019

(Referred to in our report of even date)

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

Opinion

We have audited the internal financial controls with reference to financial statements of Indo Tech Transformers Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls system with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2019, based on the internal financial control with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with respect to financial statements. 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 with reference to financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. : 101248W/ W-100022

Amar Sunder
Partner
Membership No. 078305

Place : Chennai
Date : May 22, 2019

Balance Sheet as at March 31, 2019

(All amounts are in Indian Rupees lakhs, except share data or as stated)

	Note	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	4	5,159.48	5,034.38
Capital work in progress	4	-	21.37
Intangible assets	5	5.84	8.01
Financial assets			
Deposits	6(i)	180.02	173.47
Other financial assets	6(ii)	8.88	75.48
Deferred tax assets, net	7	-	-
Other tax assets	8	374.89	338.62
Other non-current assets	9	63.53	63.31
Total non-current assets		**5,792.64**	**5,714.64**
Current assets			
Inventories	10	3,442.54	4,298.17
Financial assets			
Trade receivables	11	6,177.87	7,949.21
Cash and cash equivalents	12(i)	2,069.95	445.84
Other bank balances	12(ii)	950.27	824.62
Other financial assets	13	52.98	49.89
Other current assets	14	860.03	1,046.76
Total current assets		**13,553.64**	**14,614.49**
Assets held for sale	15	-	539.29
Total Assets		**19,346.28**	**20,868.42**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	1,062.00	1,062.00
Other equity		11,454.77	12,348.08
Total equity		**12,516.77**	**13,410.08**
Liabilities			
Non-current liabilities			
Provisions	18	93.80	134.43
Total non-current liabilities		**93.80**	**134.43**
Current liabilities			
Financial Liabilities			
Trade payables	19		
- total outstanding dues of micro enterprises and small enterprises		715.26	1,182.27
- total outstanding dues of creditors other than micro enterprises and small enterprises		3,826.77	4,353.22
Other current liabilities	20	1,956.61	1,571.96
Provisions	18	237.07	216.46
Total current liabilities		**6,735.71**	**7,323.91**
Total liabilities		**6,829.51**	**7,458.34**
Total equity and liabilities		**19,346.28**	**20,868.42**
Significant accounting policies	3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. - 101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305

Place : Chennai
Date : May 22, 2019

for and on behalf of the Board of Directors of Indo Tech Transformers Limited

M S Srinivasan
Director
DIN : 00261201

Shridhar Gokhale
Director
DIN : 08349732

Saikrishnan C P
Chief Financial Officer

Sathyamoorthy A
Company Secretary

Place : Chennai
Date : May 22, 2019

Statement of Profit and Loss for the year ended March 31, 2019

(All amounts are in Indian Rupees lakhs, except share data or as stated)

	Note	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue from operations	21	21,338.90	22,561.21
Other income	22	124.43	455.08
Total income		**21,463.33**	**23,016.29**
Expenses			
Cost of materials consumed	23	15,737.01	16,161.99
Changes in inventories of finished goods and work-in-progress	24	735.86	1,309.04
Excise duty		-	543.58
Employee benefits expense	25	1,984.18	1,834.85
Finance costs	26	52.35	46.72
Depreciation and amortization expense	27	518.90	473.95
Other expenses	28	3,273.93	3,015.58
Total expenses		**22,302.23**	**23,385.71**
Loss before tax		**(838.90)**	**(369.42)**
Tax expenses:			
Current tax		-	-
Loss for the year		**(838.90)**	**(369.42)**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurements of defined benefit liability	18	(54.41)	(39.32)
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total comprehensive income for the year		**(893.31)**	**(408.74)**
Earnings per equity share:	34		
- Basic		(7.90)	(3.48)
- Diluted		(7.90)	(3.48)
Significant accounting policies	3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. - 101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305

Place : Chennai
Date : May 22, 2019

for and on behalf of the Board of Directors of Indo Tech Transformers Limited

M S Srinivasan
Director
DIN : 00261201

Shridhar Gokhale
Director
DIN : 08349732

Saikrishnan C P
Chief Financial Officer

Sathyamoorthy A
Company Secretary

Place : Chennai
Date : May 22, 2019

Statement of Changes in Equity for the year ended March 31, 2019

(All amounts are in Indian Rupees lakhs, except share data or as stated)

a. Equity share capital

	Amount
Balance as at April 1, 2017	**1,062.00**
Changes in equity share capital during the year	-
Balance as at March 31, 2018	**1,062.00**
Changes in equity share capital during the year	-
Balance as at March 31, 2019	**1,062.00**

b. Other equity

	Reserves and surplus (Refer note 17)				Other Comprehensive Income (Refer note 17)	Total
	Securities premium	Capital reserve	General reserve	Retained earnings	Remeasurements of defined benefit liability	
Balance as at April 1, 2017	**3,758.48**	**14,912.50**	**1,933.53**	**(7,829.96)**	**(17.73)**	**12,756.82**
Loss for the year	-	-	-	(369.42)	-	(369.42)
Other comprehensive income	-	-	-	-	(39.32)	(39.32)
Total comprehensive income for the year	-	-	-	(369.42)	(39.32)	(408.74)
Balance as at March 31, 2018	**3,758.48**	**14,912.50**	**1,933.53**	**(8,199.38)**	**(57.05)**	**12,348.08**
Loss for the year	-	-	-	(838.90)	-	(838.90)
Other comprehensive income	-	-	-	-	(54.41)	(54.41)
Total comprehensive income for the year	-	-	-	(838.90)	(54.41)	(893.31)
Balance as at March 31, 2019	**3,758.48**	**14,912.50**	**1,933.53**	**(9,038.28)**	**(111.46)**	**11,454.77**

Significant accounting policies 3

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. - 101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305

Place : Chennai
Date : May 22, 2019

for and on behalf of the Board of Directors of Indo Tech Transformers Limited

M S Srinivasan
Director
DIN : 00261201

Shridhar Gokhale
Director
DIN : 08349732

Saikrishnan C P
Chief Financial Officer

Sathyamoorthy A
Company Secretary

Place : Chennai
Date : May 22, 2019

Cash Flow Statement for the year ended March 31, 2019

(All amounts are in Indian Rupees lakhs, except share data or as stated)

	Note	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash flows from operating activities			
Loss before tax		**(838.90)**	**(369.42)**
Adjustments:			
Depreciation / amortization		518.90	473.95
Profit on sale of fixed assets		(2.51)	(6.24)
Provision for doubtful debts		464.45	144.89
Provision for doubtful loans and advances		-	22.43
Interest income		(76.92)	(87.14)
Unrealised gain on foreign exchange fluctuation		(0.98)	(4.24)
Liabilities / provisions no longer required written back		(10.11)	(332.02)
Provision for inventories		47.16	-
Provision for warranty		41.95	68.17
Finance costs		52.35	46.72
Operating cash flow before working capital changes		**195.39**	**(42.90)**
Decrease in inventories		808.47	520.86
Decrease / (Increase) in trade receivables		1,306.89	(2,150.31)
(Increase) / Decrease in deposits and other financial asset		(2.43)	43.67
Decrease in other assets		196.62	883.74
(Decrease) / Increase in trade payables, other liabilities and provisions		(724.21)	1,117.38
Cash generated from operating activities		**1,780.73**	**372.44**
Income taxes paid		(36.27)	(10.77)
Net cash from operating activities	**(A)**	**1,744.46**	**361.67**
Cash flows from investing activities			
Purchase of property, plant and equipment, intangible assets and capital work-in-progress		(102.70)	(109.79)
Proceeds from sale of property, plant and equipment		24.04	9.25
Interest received		55.25	82.13
Bank deposits (having original maturity of more than three months)		(59.05)	(61.20)
Net cash used in investing activities	**(B)**	**(82.46)**	**(79.61)**

Cash Flow Statement for the year ended March 31, 2019 (continued)

(All amounts are in Indian Rupees lakhs, except share data or as stated)

	Note	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash flows from financing activities			
Finance costs paid		(37.89)	(46.72)
Net cash used in financing activities	**(C)**	**(37.89)**	**(46.72)**
Net increase in cash and cash equivalents	**(A+B+C)**	**1,624.11**	**235.34**
Cash and cash equivalents at the beginning of the year (see note below)		**445.84**	**210.50**
Cash and cash equivalents at the end of the year (see note below)		**2,069.95**	**445.84**
Notes to cash flow statement			
		As at March 31, 2019	**As at March 31, 2018**
Components of cash and cash equivalents:	12(i)		
- Cash on hand		-	-
- Balances with banks			
- on current accounts		552.41	229.83
- on cash credit accounts		517.54	216.01
- on deposit accounts (with original maturity of 3 months or less)		1,000.00	-
		2,069.95	**445.84**
Significant accounting policies	3		

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. - 101248W/W-100022

Amar Sunder
Partner
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Place : Chennai
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Company Secretary

Place : Chennai
Date : May 22, 2019

Notes to financial statements for the year ended March 31, 2019

(All amounts are in Indian Rupees lakhs, except share data or as stated)

1 Company overview

Indo Tech Transformers Limited ('Indo Tech' / 'the Company') is engaged in the business of manufacturing power and distribution transformers and various special application transformers, mobile sub-station transformers and sub-stations. The Company has manufacturing plants located at Chennai and Kancheepuram in Tamil Nadu.

2 Basis of preparation

a. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 specified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements were authorised for issue by the Company's Board of Directors on May 22, 2019.

Details of the Company's accounting policies are included in Note 3.

b. The Company has consistently been incurring losses over the last few years and has significant accumulated losses as at the year ended March 31, 2019. In order to overcome this, the Company has developed a business plan to strengthen its financial position / liquidity and has initiated corrective measures to improve it's operational performance. Prolec GE (the holding company) has also continued to support the Company over the years. Based on the approved business plans, commitment by the holding company to provide financial and other assistance as is necessary to enable the Company to continue in operational existence for the foreseeable future (at least for the next 12 months) and availability of banking limits, the Company believes that it would be able to meet its financial requirements and no adjustments would be required in respect of the carrying values of assets/liabilities. Accordingly, these Financial Statements have been prepared on a going concern basis.

c. Functional and presentation currency

These financial statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

d. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit liability / (asset)	Present value of defined benefit obligations less Fair value of plan assets

e. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2019 is included in the following notes:

Note 3(c) - estimated useful life of property, plant and equipment and intangible assets;

Note 3(i) and Note 30 – recognition and measurement of provisions and contingencies; key assumptions about the likelihood and magnitude of an outflow of resources;

Note 7 – recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;

Note 18 – measurement of defined benefit obligations: key actuarial assumptions;

Note 3(f) – impairment of financial assets.

f. Measurement of fair values

A few of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 29 – financial instruments.

3 Significant accounting polices

a. Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Company, at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

b. Financial instruments

(i) Recognition and initial measurement

Trade receivables and unbilled revenue are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through OCI (FVOCI) – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investments fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

c. Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) Depreciation

Depreciation is provided on the straight-line method over the useful life as prescribed under Part C of Schedule II of the Companies Act 2013. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment for the current and comparative period are as follows:

Asset	Useful life (in years)
Buildings	30-60
Plant and machinery	15
Office equipments	5
Computer and accessories	3-6
Furniture and fixtures	10
Vehicles	8

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

d. Intangible assets

(i) Recognition and measurement

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in statement of profit and loss. Intangible assets comprise of softwares purchased which are amortised over a period of 5 years.

e. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

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

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

f. Impairment

(i) Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the customer;
- a breach of contract such as a default / being significantly past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the customer will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

The Company's non-financial assets other than inventories, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

g. Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

If the Company no longer satisfies the criteria for classification of such assets as held for sale, the assets are reclassified back to their original classification at the lower of its carrying value before the asset was classified as held for sale adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset not been reclassified as held for sale and its recoverable amount on the date of reclassification.

h. Employee benefits

(i) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

(v) Termination benefits

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

i. Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

(i) Warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on technical evaluation, historical warranty data and a weighting of all possible outcomes by their associated probabilities.

(ii) Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

j. Earnings per share

Basic earnings per share is computed by dividing net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share amounts are computed after adjusting the effects of all dilutive potential equity shares. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares.

k. Revenue

The Company derives revenues primarily from sale of transformers and related services (i.e. freight, insurance and labour).

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. There are no adjustments required to the retained earnings as at April 1, 2018.

Revenue recognition under Ind AS 115 (applicable from April 1, 2018)

(a) Sale of goods

Revenue is recognised when a promise in a customer contract (performance obligation) has been satisfied by transferring control over the promised goods to the customer. Control over a promised good refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from those goods. Control is usually transferred upon shipment, delivery to, upon receipt of goods by the customer, in accordance with the individual delivery and acceptance terms agreed with the customers. The amount of revenue to be recognised (transaction price) is based on the consideration expected to be received in exchange for goods, excluding amounts collected on behalf of third parties such as sales tax or other taxes directly linked to sales. Revenue from sale of goods is recorded net of allowances for estimated rebates, cash discounts and estimates of return of goods, all of which are established at the time of sale.

If a contract contains more than one performance obligation, the transaction price is allocated to each performance obligation based on their relative standalone selling prices. In case of any modification to the contract, the entity recognises such modification as a separate contract if it increases both the performance obligation and the consideration due for such modification.

Arrangements with customers for sale of the goods are either on a fixed firm price basis or variable on a key material price change basis.

Amounts due in respect of price escalation claims and / or variation in sale are recognised as revenue only if the contract allows for such claims or variations and / or there is evidence that the customer has accepted it and it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

Liquidated damages/penalties, warranties and contingencies are provided for, based on management's assessment of the estimated liability, as per the contractual terms and / or acceptance.

Revenues in excess of invoicing are classified as contract assets (i.e. unbilled revenue).

Consideration received before the transfer of goods to the customers are presented as a contract liability (i.e. advance from customers).

(b) Sale of services

Revenue from services is recognised as the performance obligation is satisfied in accordance with the terms of the relevant contract.

Revenue recognition under Ind AS 18 (applicable before April 1, 2018)

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates, if any. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably. The timing of transfers of risks and rewards varies depending on the individual terms of sale.

Service income is recognised as the services are rendered on an accrual basis in accordance with the terms of the relevant contract.

Disaggregation of revenue

The Company disaggregates revenue from contracts with customers by the nature of sale i.e. sale of transformers and sale of services and type of contracts viz fixed price contract and variable price contract. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors. Refer Note 21.

l. Leases

(i) Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

(ii) Assets held under leases

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's Balance Sheet.

(iii) Lease payments

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

m. Recognition of interest income or expense

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have

become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

n. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. The Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

o. Cash and cash equivalents

For the purpose of presentation in the statement of cash flow, cash and cash equivalents includes cash on hand, deposits held at call with the financial institution, other short-term highly liquid investments with original maturities 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, and bank overdrafts.

p. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company is engaged into the business of manufacture and sale of transformers and there are not more than one reportable segment as envisaged by Indian Accounting Standard 108 - Segment Reporting (Ind AS-108).

q. Recent pronouncements

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases.

The Company has completed an initial assessment of the potential impact on its financial statements and the adoption of Ind AS 116 in the period of initial application is not expected to be material.

Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

The Company plans to apply Ind AS 116 initially on April 1, 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at April 1, 2019, with no restatement of comparative information. The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before April 1, 2019 and identified as leases in accordance with Ind AS 17.

Ind AS 12 - Income Taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Notes to financial statements for the year ended March 31, 2019

(All amounts are in Indian Rupees lakhs, except share data or as stated)

4 Property, plant and equipment

Particulars	Freehold land	Buildings	Plant and machinery	Office equipments	Computer and accessories	Furniture and fixtures	Vehicles	Total
Gross carrying value								
Balance as at April 1, 2017	**1,093.12**	**2,166.66**	**2,523.41**	**25.01**	**37.54**	**61.71**	**1.30**	**5,908.75**
Additions	36.42	6.18	70.52	2.65	1.83	-	-	117.60
Deletions / write off	3.01	-	-	-	-	-	-	3.01
Reclassification to assets held for sale (Refer note 15)	36.42	-	-	-	-	-	-	36.42
Balance as at March 31, 2018	**1,090.11**	**2,172.84**	**2,593.93**	**27.66**	**39.37**	**61.71**	**1.30**	**5,986.92**
Additions	-	17.64	106.26	-	-	0.17	-	124.07
Deletions / write off	-	-	87.34	-	-	-	-	87.34
Reclassification to assets held for sale (Refer note 15)	87.18	452.11	-	-	-	-	-	539.29
Balance as at March 31, 2019	**1,177.29**	**2,642.59**	**2,612.85**	**27.66**	**39.37**	**61.88**	**1.30**	**6,562.94**
Accumulated depreciation								
Balance as at April 1, 2017	**-**	**105.82**	**338.16**	**1.87**	**5.56**	**26.72**	**1.30**	**479.43**
Depreciation during the year	-	96.99	350.23	2.05	5.20	18.64	-	473.11
Deletions / write off	-	-	-	-	-	-	-	-
Balance as at March 31, 2018	**-**	**202.81**	**688.39**	**3.92**	**10.76**	**45.36**	**1.30**	**952.54**
Depreciation during the year	-	161.63	342.20	6.22	4.12	2.56	-	516.73
Deletions / write off	-	-	65.81	-	-	-	-	65.81
Balance as at March 31, 2019	**-**	**364.44**	**964.78**	**10.14**	**14.88**	**47.92**	**1.30**	**1,403.46**
Net block								
As at March 31, 2018	**1,090.11**	**1,970.03**	**1,905.54**	**23.74**	**28.61**	**16.35**	**-**	**5,034.38**
As at March 31, 2019	**1,177.29**	**2,278.15**	**1,648.07**	**17.52**	**24.49**	**13.96**	**-**	**5,159.48**

Capital work in progress

Particulars	Amount
Balance as at April 1, 2017 *	**36.42**
Additions	21.37
Assets capitalised during the year	36.42
Balance as at March 31, 2018	**21.37**
Additions	18.49
Assets capitalised during the year	39.86
Balance as at March 31, 2019	**-**

* represents amount paid towards registration of land measuring 0.132 acres and DP-36 land at SIDCO Industrial Estate, Thirumazhisai Chennai.

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

5 Intangible assets

Particulars	Computer software	Total
Gross carrying value		
Balance as at April 1, 2017	**3.82**	**3.82**
Additions	7.24	7.24
Disposals	-	-
Balance as at March 31, 2018	**11.06**	**11.06**
Additions	-	-
Disposals	-	-
Balance as at March 31, 2019	**11.06**	**11.06**
Accumulated amortisation		
Balance as at April 1, 2017	**2.21**	**2.21**
Amortization during the year	0.84	0.84
Disposals	-	-
Balance as at March 31, 2018	**3.05**	**3.05**
Amortization during the year	2.17	2.17
Disposals	-	-
Balance as at March 31, 2019	**5.22**	**5.22**
Net block		
As at March 31, 2018	**8.01**	**8.01**
As at March 31, 2019	**5.84**	**5.84**

6 Non-current Financial assets

(i) Deposits

(unsecured, considered good)

Particulars	As at March 31, 2019	As at March 31, 2018
Deposits	180.02	173.47
Total	**180.02**	**173.47**

(ii) Other financial assets

Particulars	As at March 31, 2019	As at March 31, 2018
Bank deposit (due to mature after 12 months from the reporting date)*	8.88	75.48
Total	**8.88**	**75.48**

*Under lien with banks

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

7 Deferred tax assets (net)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred tax assets		
On Carried forward tax losses and other provisions*	487.71	648.74
	487.71	**648.74**
Deferred tax liabilities		
On excess of depreciation / amortisation on fixed assets under income-tax law over depreciation / amortisation provided in accounts	487.71	648.74
	487.71	**648.74**
Deferred tax assets (net)	**-**	**-**

* Deferred tax asset on unabsorbed depreciation or carry forward of losses are recognized only if there is a probable certainty of realization of such assets. Hence, deferred tax asset on carried forward tax losses and other provisions has been restricted to the extent of deferred tax liabilities.

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the unused tax losses amounting to ₹ 13,797.96 lakhs as at March 31, 2019 and ₹ 15,390.78 lakhs as at March 31, 2018 because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom.

Tax losses carried forward

Tax losses for which no deferred tax asset was recognised expire as follows.

Particulars	As at March 31, 2019	Expiry date	As at March 31, 2018	Expiry date
Expire (Note below)	9,407.61	Refer below	11,055.01	Refer below
Never expire	4,390.35		4,335.77	

Year of Expiry Financial year ending March 31	As at March 31, 2019	As at March 31, 2018
2019	-	1,647.40
2020	3,221.62	3,221.62
2021	2,357.49	2,357.49
2022	3,408.39	3,408.39
2023	420.11	420.11
Total	**9,407.61**	**11,055.01**

8 Other tax assets

Particulars	As at March 31, 2019	As at March 31, 2018
Advance tax (net of provision for tax)	374.89	338.62
Total	**374.89**	**338.62**

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

9 Other non-current assets

Particulars	As at March 31, 2019	As at March 31, 2018
Balance with government authorities	72.01	70.83
Less: Provision for doubtful receivables	(22.43)	(22.43)
Prepayments	13.95	14.91
Total	**63.53**	**63.31**

10 Inventories

(valued at the lower of cost and net realisable value)

Particulars	As at March 31, 2019	As at March 31, 2018
Raw material and components *	1,746.38	1,812.92
Work in progress	1,396.05	2,312.03
Finished goods	330.98	150.86
Stores, spares and consumables	80.48	86.55
Total	**3,553.89**	**4,362.36**
Less: Provision for inventories	(111.35)	(64.19)
Total	**3,442.54**	**4,298.17**

* Includes goods-in-transit of Rs. 19.60 lakhs (March 31, 2018: Rs. 50 lakhs).

11 Trade receivables

Particulars	As at March 31, 2019	As at March 31, 2018
Trade receivables		
Secured, considered good (Refer note 35)	401.86	401.86
Unsecured, considered good	5,854.88	7,134.16
Significant increase in credit risk	278.28	440.01
Credit impaired / doubtful	1,026.88	921.42
	7,561.90	**8,897.45**
Less: Loss allowance (Refer note below)	(1,384.03)	(948.24)
Net trade receivables	**6,177.87**	**7,949.21**

Note: The above amount is net of bad debts aggregating to Rs. 28.66 lakhs (March 31, 2018 : Rs. 111.94 lakhs).

For trade reeivables from related parties, refer note 32.

The Company's exposure to credit risks and loss allowances related to trade receivables are disclosed in note 29.

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

12 (i) Cash and cash equivalents

Particulars	As at March 31, 2019	As at March 31, 2018
Cash and cash equivalents:		
Cash in hand	-	-
Bank balances		
- on current accounts	552.41	229.83
- on cash credit accounts	517.54	216.01
- on deposit accounts (with original maturity of 3 months or less)	1,000.00	-
Total	**2,069.95**	**445.84**

(ii) Other bank balances

Particulars	As at March 31, 2019	As at March 31, 2018
Deposit accounts with maturity up to twelve months*	950.27	824.62
Total	**950.27**	**824.62**

* Under lien with banks

13 Other current financial assets

Particulars	As at March 31, 2019	As at March 31, 2018
To parties other than related parties		
Interest accrued on deposits	39.05	33.74
Unbilled revenue	13.93	16.15
Total	**52.98**	**49.89**

14 Other current assets

(unsecured, considered good)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance to suppliers	448.42	155.96
GST receivable / Cenvat credit receivable	311.97	772.91
Staff advances	53.24	56.37
Prepayments	31.00	50.13
Others	15.40	11.39
Total	**860.03**	**1,046.76**

15 Assets held for sale

Particulars	As at March 31, 2019	As at March 31, 2018
Freehold land	-	87.18
Building	-	452.11
Total	**-**	**539.29**

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

During the year 2016-17, the Board of Directors had approved the shifting of the business operations from one manufacturing location to another. The assets comprising of freehold land and building of such location were not considered for active use and hence were classified as held for sale. Such assets include freehold land amounting to ₹ 36.42 lakhs for which the Company has obtained the perfection of title in the previous year. These assets have been been reclassified back to property, plant and equipment on account of certain criteria for recognition as held for sale no longer being met. The depreciation charge for the current year includes depreciation amounting to ₹ 64.22 lakhs consequent to such reclassification.

16 A. Equity Share capital

a The details of authorised, issued, subscribed and paid up share capital is as under:

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised		
15,300,000 (March 31, 2018: 15,300,000) Equity Shares of Rs.10 each	1,530.00	1,530.00
Issued, subscribed and paid up		
10,620,000 (March 31, 2018: 10,620,000) Equity Shares of Rs.10 each fully paid up	1,062.00	1,062.00

b Reconciliation of the shares outstanding at the beginning and at the end of the year is as under:

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number of shares	Amount	Number of shares	Amount
At the commencement and at the end of the year	10,620,000	1,062.00	10,620,000	1,062.00

c Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder in a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

d Shares held by holding company and / or their subsidiaries / associates

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number of shares	Amount	Number of shares	Amount
Equity shares of Rs. 10 each fully paid up held by: Prolec GE Internacional, S de R.L de C.V., Mexico, the holding Company	7,895,625	789.56	7,895,625	789.56

e Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number of shares	% of total shares in the class	Number of shares	% of total shares in the class
Equity shares of Rs. 10 each fully paid up held by: Prolec GE Internacional, S de R.L de C.V., Mexico, the holding Company	7,895,625	74.35%	7,895,625	74.35%

B. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. It sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

17 Other Equity

a. Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

b. Capital reserve

Capital reserve represents the subvention (voluntary, non-repayable financial grant) of US$ 25 million (Rs. 14,912.50 lakhs) received from the holding company.

c. General reserve

General reserve is the accumulation of retained earnings of the Company, apart from the statement of profit and loss balance, which is utilised for meeting future obligations.

d. Other Comprehensive Income

Remeasurements of defined benefit liability comprises of actuarial gains / losses and return on plan assets (excluding interest income).

18 Provisions

Particulars	Non-Current		Current	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits				
Gratuity	46.20	91.53	-	-
Compensated absences	47.60	42.90	12.24	11.42
	93.80	**134.43**	**12.24**	**11.42**
Other provisions (Refer note 18(b))				
Provision for warranty	-	-	224.83	190.87
Provision for others	-	-	-	14.17
	-	**-**	**224.83**	**205.04**
Total	**93.80**	**134.43**	**237.07**	**216.46**

(a) Provisions for employee benefits

For details about the related employee benefit expense, Refer note 25.

The Company operates the following post-employment defined benefit plans.

Gratuity: The Company has a defined benefit gratuity plan, governed by the Payment of Gratuity Act, 1972. It entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned. The gratuity plan is a funded plan and the Company makes contributions to a fund managed by the LIC. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

These defined benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

A. Funding

The gratuity plan is fully funded by the Company. The funding requirements are based on the gratuity fund's actuarial measurement framework set out in the funding policies of the plan. The funding of Plan is based on a separate actuarial valuation for funding purposes for which the assumptions may differ from the assumptions set out in (D). Employees do not contribute to the plan.

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

B. Reconciliation of the net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and its components.

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Reconciliation of present value of defined benefit obligation		
Balance at the beginning of the year	320.03	251.17
Benefits paid	(29.81)	(13.17)
Current service cost	28.53	23.82
Past service cost	-	2.33
Interest cost	23.93	17.52
Actuarial (gains) losses recognised in other comprehensive income		
changes in financial assumptions	15.86	(18.08)
experience adjustments	40.39	56.44
Balance at the end of the year	**398.93**	**320.03**
Reconciliation of the present value of plan assets		
Balance at the beginning of the year	228.50	226.56
Contributions made to the plan	135.11	-
Benefits paid	(29.81)	(13.17)
Interest income	17.09	16.07
Return on plan assets recognised in other comprehensive income	1.84	(0.96)
Balance at the end of the year	**352.73**	**228.50**

C. (i) Expense recognised in profit or loss

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Current service cost	28.53	23.82
Past service cost	-	2.33
Interest cost	23.93	17.52
Interest income	(17.09)	(16.07)
Net gratuity costs recognised in profit or loss	**35.37**	**27.60**

(ii) Remeasurements recognised in other comprehensive income

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Actuarial (gain) loss on defined benefit obligation	56.25	38.36
Return on plan assets excluding interest income	(1.84)	0.96
Total	**54.41**	**39.32**

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

D. Defined benefit obligation

(i) Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	As at March 31, 2019	As at March 31, 2018
Discount rate	7.50%	7.90%
Long term rate of compensation increase	7.00%	7.00%
Estimated rate of return on plan assets	7.50%	7.50%

(ii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at March 31, 2019		As at March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50% movement)	(19.68)	21.26	(15.14)	16.38
Future salary growth (0.50% movement)	20.90	(19.51)	16.44	(15.33)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

(b) Movements in other provisions

Particulars	Warranty		Others	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
At the commencement of the year	190.87	156.50	14.17	14.17
Provision made during the year	100.98	104.81	-	-
Provision utilised / written back during the year	67.02	70.44	14.17	-
At the end of the year	**224.83**	**190.87**	**-**	**14.17**

Provision for warranty : A provision is estimated for expected warranty claims in respect of products sold during the year on the basis of a technical evaluation and past experience regarding failure trends of products and costs of rectification or replacement. The provision for warranty is maintained over the period of the warranty, as per the terms of the contract.

Provision for others: This represents provisions made for probable liabilities / claims arising out of pending disputes / litigations with customs authorities.

19 Trade payables

Particulars	As at Mar 31, 2019	As at March 31, 2018
Dues of micro enterprises and small enterprises (Refer note 31)	715.26	1,182.27
Dues of creditors other than micro enterprises and small enterprises	3,826.77	4,353.22
Total	**4,542.03**	**5,535.49**

All trade payables are 'current'. For trade payables from related parties, refer note 32.

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 29.

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

20 Other current liabilities

Particulars	As at Mar 31, 2019	As at March 31, 2018
Advance from customers	1,735.61	1,433.51
Employee benefits payable	182.05	104.68
Statutory dues payable	38.95	33.77
Total	**1,956.61**	**1,571.96**

21 Revenue from operations

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Sale of products	20,735.04	21,907.24
Total sale of products (A)	**20,735.04**	**21,907.24**
Sale of services		
Freight and insurance	197.49	405.22
Labour services	371.84	222.39
Others	0.13	1.21
Total sale of services (B)	**569.46**	**628.82**
Other operating revenues		
Scrap sales	34.40	25.15
Total other operating revenues (C)	**34.40**	**25.15**
Total revenue from operations (A+B+C)	**21,338.90**	**22,561.21**

Disaggregation of revenue from contracts with customers

In the following disclosure, revenue from contract with customers is disaggregated by nature of contract.

Particulars	As at Mar 31, 2019	As at March 31, 2018
Type of contracts		
Fixed price	20,462.20	20,898.57
Variable price	876.70	1,662.64
Total	**21,338.90**	**22,561.21**

22 Other income

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest income from:		
Fixed deposit	62.26	69.57
Deposits remeasured at amortised cost	14.66	17.57
Income from power generation	16.63	21.30
Profit on sale of property, plant and equipment	2.51	6.24
Exchange gain on foreign exchange fluctuation	0.98	-
Liabilities / provisions no longer required written back	10.11	332.02
Miscellaneous income	17.28	8.38
Total	**124.43**	**455.08**

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

23 Cost of materials consumed
(including stores and spares)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Inventory of materials at the beginning of the year	1,899.47	1,111.29
Add: Purchases	15,664.40	16,950.17
Less: Inventory of materials at the end of the year	1,826.86	1,899.47
Cost of materials consumed	**15,737.01**	**16,161.99**

24 Changes in inventories of finished goods and work-in-progress

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Opening inventory		
Finished goods		
Transformers	150.86	1,160.83
Work-in-progress		
Transformers under production	2,312.03	2,611.10
	2,462.89	**3,771.93**
Closing inventory		
Finished goods		
Transformers	330.98	150.86
Work-in-progress		
Transformers under production	1,396.05	2,312.03
	1,727.03	**2,462.89**
Changes in inventories of finished goods and work-in-progress	**735.86**	**1,309.04**

25 Employee benefits expense

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries, wages and bonus	1,752.12	1,576.98
Contribution to provident and other funds	95.90	129.53
Expenses related to post-employement defined benefit plans (Refer note 18)	35.37	27.60
Staff welfare expenses	100.79	100.74
Total	**1,984.18**	**1,834.85**

26 Finance costs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest expense	52.35	46.72
Total	**52.35**	**46.72**

27 Depreciation and amortisation

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation of property, plant and equipment (Refer note 4)	516.73	473.11
Amortisation of intangible assets (Refer note 5)	2.17	0.84
Total	**518.90**	**473.95**

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

28 Other expenses

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Rent	8.86	10.53
Excise duty related to increase in inventory of finished goods	-	(150.08)
Rates and taxes	43.35	123.58
Power and fuel	217.29	229.00
Repairs and maintenance:		
- Buildings	94.96	93.78
- Plant and machinery	81.14	66.90
- Others	24.92	20.01
Contract labour	369.16	268.74
Factory expenses	235.43	273.80
Insurance	10.29	19.01
Printing and stationery	9.60	13.23
Travelling and conveyance	193.28	196.08
Communication expenses	13.19	14.10
Professional and legal charges	132.65	170.52
Payment to auditors (refer note below)	42.17	37.64
Directors' sitting fees	4.00	4.20
Advertisement and sales promotion	52.20	17.59
Agency commission	598.14	623.61
Freight outward	339.30	482.76
Bank charges	183.39	183.75
Provision for doubtful debts	464.45	144.89
Provision for doubtful loans and advances	-	22.43
Provision for inventories	47.16	-
Foreign exchange loss, net	-	1.28
Warranty cost, net	41.95	68.17
General expenses	67.05	80.06
Total	**3,273.93**	**3,015.58**

Note: Payment to auditors (excluding tax)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
As Auditor		
Statutory audit	20.00	17.50
Tax audit	3.50	3.50
Limited review of quarterly results	9.75	9.00
Corporate Governance	1.75	1.50
Reimbursement of expenses	7.17	6.14
Total	**42.17**	**37.64**

Notes to financial statements for the year ended March 31, 2019

(All amounts are in Indian Rupees lakhs, except share data or as stated)

29 Financial instruments - Fair values and risk management

A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Carrying amount as at March 31, 2019			Fair value
	FVTPL	FVOCI	Amortised cost	Level 3
Financial assets measured at fair value				
Deposits	-	-	180.02	180.02
Financial assets not measured at fair value				
Trade receivables	-	-	6,177.87	
Cash and cash equivalents	-	-	2,069.95	
Other bank balances	-	-	950.27	
Unbilled revenue	-	-	13.93	
Bank deposits	-	-	8.88	
Interest accrued	-	-	39.05	
Total financial assets	**-**	**-**	**9,439.97**	
Financial liabilities not measured at fair value				
Trade Payables	-	-	4,542.03	
Total financial liabilities	**-**	**-**	**4,542.03**	

	Carrying amount as at March 31, 2018			Fair value
	FVTPL	FVOCI	Amortised cost	Level 3
Financial assets measured at fair value				
Deposits	-	-	173.47	173.47
Financial assets not measured at fair value				
Trade receivables	-	-	7,949.21	
Cash and cash equivalents	-	-	445.84	
Other bank balances	-	-	824.62	
Unbilled revenue	-	-	16.15	
Bank deposits	-	-	75.48	
Interest accrued	-	-	33.74	
Total financial assets	**-**	**-**	**9,518.51**	
Financial liabilities not measured at fair value				
Trade Payables	-	-	5,535.49	
Total financial liabilities	**-**	**-**	**5,535.49**	

Note: The Company has not disclosed fair values of financial instruments such as trade receivables and related unbilled revenue, cash and bank balances, bank deposit, interest accrued and trade payables (that are short term in nature), because their carrying amounts are reasonable approximations of their fair values. Such items have been classified under amortised costs in the above table.

The fair values for deposits are calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk (See B(ii))
- Liquidity risk (See B(iii)) and
- Market risk (See B(iv))

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

(i) Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors along with the top management are responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(ii) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade receivables, deposits and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure.

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of the Company's trade receivables and other financial assets.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including end-user customers, industry, trading history with the Company and existence of previous financial difficulties.

Expected credit loss assessment for customers as at March 31, 2019 and March 31, 2018

The Company based on internal assessment which is driven by the historical experience / current facts available in relation to default and delays in collection thereof uses an allowance matrix to measure the expected credit loss of trade receivables. Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses.

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables;

	March 31, 2019			March 31, 2018		
Particulars	**Gross carrying amount**	**Weighted-average loss rate**	**Loss allowance**	**Gross carrying amount**	**Weighted-average loss rate**	**Loss allowance**
Current (not past due)	3,329.27	0.71%	23.62	3,785.44	0.48%	17.99
1-90 days past due	648.91	1.26%	8.20	588.03	5.11%	30.02
More than 90 days past due	3,583.72	37.73%	1,352.21	4,523.98	19.90%	900.23
Total	**7,561.90**		**1,384.03**	**8,897.45**		**948.24**

Notes to financial statements for the year ended March 31, 2019

(All amounts are in Indian Rupees lakhs, except share data or as stated)

Movements in the allowance for impairment in respect of trade receivables

The movement in the allowance for impairment in respect of trade receivables is as follows:

Particulars	2019	2018
Balance at 1 April	948.24	915.29
Amounts written off	(28.66)	(111.94)
Net remeasurement of loss allowance	464.45	144.89
Balance at 31 March	**1,384.03**	**948.24**

(iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, including contractual interest but excluding impact of netting agreements.

As at March 31, 2019

	Contractual cash flows		
Particulars	**Carrying amount**	**1 year or less**	**More than 1 year**
Trade payables	4,542.03	4,542.03	-
Total	**4,542.03**	**4,542.03**	**-**

As at March 31, 2018

	Contractual cash flows		
Particulars	**Carrying amount**	**1 year or less**	**More than 1 year**
Trade payables	5,535.49	5,535.49	-
Total	**5,535.49**	**5,535.49**	**-**

(iv) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The Company is domiciled in India and has its majority of revenues and other transactions in its functional currency i.e. Rs. Accordingly, the Company is not exposed to any high currency risk.

Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated and the functional currency. The currencies in which these transactions are primarily denominated is USD.

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
	USD	USD
Trade and other receivables	-	125.97
Trade and other payables	(14.51)	(19.12)
Net exposure in respect of recognised assets and liabilities	**(14.51)**	**106.85**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Rs. against US dollar as at March 31 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
March 31, 2019				
USD (1% movement)	0.15	(0.15)	0.15	(0.15)
March 31, 2018				
USD (1% movement)	(1.07)	1.07	(1.07)	1.07

30 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at March 31, 2019	As at March 31, 2018
Contingent liabilities:		
(a) Claims against the company not acknowledged as debt		
- Income tax matters	36.86	100.21
- Excise duty matters	187.18	187.18
- Sales tax matters	22.32	22.32

Notes:

(i) Sales tax - During the year 2011-2012, the Company had received sales tax assessment orders raising demand of Rs. 14.21 lakhs and Rs. 14.41 lakhs for FY 2005-06 and FY 2006-07 respectively. The Company had paid Rs. 25 lakhs (under protest) against these orders. Any liability in respect of these orders will be met by the ex-promoters to the benefit of the Company.

(ii) Pursuant to the Supreme Court judgement dated February 28, 2019 on the inclusion of special allowances for contribution to provident fund, the Company has been legally advised that there are interpretative challenges on the application of the judgement retrospectively. Based on the legal advice and in the absence of the reliable measurement of the provision for earlier periods, the Company has not recorded a provision for the prior years.

31 The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprise Development Act, 2006 ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2019 has been made in the financial statements based on information received and available with the Company.

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	As at March 31, 2019	As at March 31, 2018
The amounts remaining unpaid to micro, small and medium suppliers at the end of the year		
- Principal	715.26	1,182.27
- Interest	-	-
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-
The amounts of payment made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	-

32 Related party transactions

Names of related parties with whom controls exists and nature of relationship are as follows:

Nature of relationship	Name of the related party
Ultimate holding company	Xignux S.A. de C.V., Mexico
Holding Company	Prolec GE Internacional, S de R.L de C.V., Mexico
Fellow subsidiary	Prolec S.A. de C.V., Mexico
Key management personnel	Mr. Ajay Kumar Sinha (CEO till November 28, 2017 and Whole Time Director w.e.f November 29, 2017 upto December 31, 2018) Mr. Sridhar Gokhale (CEO till February 06, 2019 and Whole Time Director w.e.f February 07, 2019) Mr. Milagiripattu Sundaravaradan Srinivasan, Independent Director Mr. Indraneel Dutt, Independent Director (Until November 29, 2017) Mr. Pallavur Venkateswaran Krishna, Independent Director Ms. Tabassum Mustafa Wajid, Independent Director Mr. Ricardo Garza Suarez, Director Mr. Gunjan Bhartia, Director Mr. Ranganathan Vishwanathan, Director (From April 12, 2016 until September 06, 2017)

Notes to financial statements for the year ended March 31, 2019
(All amounts are in Indian Rupees lakhs, except share data or as stated)

Other related parties with whom transactions have taken place

Nature of relationship	Name of the related party
Subsidiary of material equity investor in the holding company	GE India Industrial Private Limited GE T&D India Limited GE Power Controls Italia Srl PT GE Operations Indonesia Alstom Grid Australia Pty Limited

Details of related party transactions

Nature of transaction	Year ended March 31, 2019	Year ended March 31, 2018
Agency commission paid / accrued		
GE India Industrial Private Limited	598.14	623.61
Service cost paid / accrued		
GE India Industrial Private Limited	43.05	43.50
Sale of goods		
GE India Industrial Private Limited	-	35.68
GE T&D India Limited	781.88	-
GE Power Controls Italia Srl	102.41	2.19
Alstom Grid Australia Pty Limited	17.76	1.91
Sale of services		
GE India Industrial Private Limited	-	0.38
GE T&D India Limited	2.58	0.35
GE Power Controls Italia Srl	8.29	17.76
PT GE Operations Indonesia	-	4.62
Purchases of goods		
GE T&D India Limited	30.08	80.79
GE India Industrial Private Limited	35.91	-
Managerial remuneration		
Mr. Ajay Kumar Sinha	50.85	64.48
Mr. Sridhar Gokhale	9.88	-
Sitting Fees (Key management personnel)	4.00	4.20

Balances at year end	As at March 31, 2019	As at March 31, 2018
Balance due from		
GE India Industrial Private Limited	0.10	0.54
GE Power Controls Italia Srl	-	2.19
GE T&D India Limited	13.97	0.41
Balance due to		
GE India Industrial Private Limited	1,144.83	863.78
GE T&D India Limited	-	31.66

33 The Company is engaged in the business of manufacture and sale of transformers and there are not more than one reportable segment as envisaged by Indian Accounting Standard 108 - Segment Reporting (Ind AS-108).

Geographical information

Revenue attributed to the Company's country of domicile and foreign countries from which the Company derives revenues is as under;

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
India	20,848.94	22,261.63
Rest of the world	489.96	299.58
Total	**21,338.90**	**22,561.21**

34 Earnings per share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Loss for the year, attributable to the equity holders	(838.90)	(369.42)
Weighted average number of equity shares	10,620,000	10,620,000
Earnings per equity share:		
- Basic	(7.90)	(3.48)
- Diluted	(7.90)	(3.48)

35 The Company had entered into an agreement with Prolec GE, whereby Prolec GE has assured the Company that they would make good the loss to the benefit of the Company in case certain identified customers do not pay or default in the payment of outstanding dues. Based on the agreement, the balance outstanding from these customers has been presented as secured.

36 Transfer pricing

The Company has transactions with related parties. For the financial year 2017-18, the Company has obtained the Accountant's Report from a Chartered Accountant as required by the relevant provisions of the Income-tax Act, 1961 and has filed the same with the tax authorities. For the financial year 2018 -19, the management confirms that it maintains documents as prescribed by the Income-tax Act, 1961 to prove that these transactions are at arm's length considering the economic scenario, prevailing market conditions etc. and the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

37 Disclosure of specified bank notes

The disclosures regarding details of specified bank notes held and transacted during November 8, 2016 to December 30, 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended March 31, 2019.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. - 101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305

Place : Chennai
Date : May 22, 2019

for and on behalf of the Board of Directors of Indo Tech Transformers Limited

M S Srinivasan
Director
DIN : 00261201

Shridhar Gokhale
Director
DIN : 08349732

Saikrishnan C P
Chief Financial Officer

Sathyamoorthy A
Company Secretary

Place : Chennai
Date : May 22, 2019

INDO TECH TRANSFORMERS LIMITED

CIN : L29113TN1992PLC022011

Registered Office : Survey No.153-210, Illuppapattu Village Near Rajakulam

Kancheepuram - 631561 Tamilnadu.

web: www.prolecge.in

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 Shareholder :

Registered Address :

No. of Shares held : **Regd. Folio No. :**

DP ID No. : **Client ID No. :**

I/We being the Member(s) holding _____ shares of Indo Tech Transformers Limited hereby appoint:

_____ of _____ having E-mail ID _____ or failing him/her

_____ of _____ having E-mail ID _____ or failing him/her

_____ of _____having E-mail ID _____ is/are appointed as

my / our Proxy to attend and to vote (on poll) for me / us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Wednesday the August 14, 2019 at 1.30 P.M at Fairfield by Marriott, FSP, Mambakkam, Sriperumbudur, Kancheepuram District, Tamil Nadu 602105 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolutions:

1) To consider and adopt the Audited Financial Statements and the Report of Directors and Auditors thereon
2) To appoint Director in place of Mr. Ricardo Suarez Garza (DIN: 07194157), who retires by rotation, being eligible offers himself for re-appointment
3) To appoint M/s B S R & Co. LLP, Chartered Accountants as statutory auditor of the Company
4) To Appoint Mr Mr Gunjan Bhartia (DIN: 03366633) as Director
5) Appointment of Mr Shridhar Gokhale (DIN : 08349732) as Director of the Company
6) Appointment of Mr Shridhar Gokhale (DIN : 08349732) as the Whole-Time Director of the Company
7) Appointment of Mr M S Srinivasan (DIN : 00261201) as independent director of the Company
8) Approval of Related Party Transaction
9) Ratification of Remuneration of the Cost Auditor

Affix Re. 1 Revenue Stamp

Signed this……day of…… 2019

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note: An instrument appointing a Proxy shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting. A proxy need not be a member of the Company

INDO TECH TRANSFORMERS LIMITED

CIN:L29113TN1992PLC022011

Registered Office : Survey No.153-210, Illuppapattu Village Near Rajakulam

Kancheepuram - 631561 Tamilnadu.

web: www.prolecge.in

ATTENDANCE SLIP-CUM-ENTRY PASS

(PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

Name of Member/Proxy :

Regd. Folio No. :

Client ID No. & DP ID No. :

No. of Shares held :

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the 27th Annual General Meeting of the Company held Wednesday, the August 14, 2019 at 1.30 P.M at Fairfield by Marriott, FSP, Mambakkam, Sriperumbudur, Kancheepuram District, Tamil Nadu 602105

_____

Signature of Member / Proxy

Note:

Please fill up the Attendance slip and hand it over at the entrance of the meeting hall.

If undelivered please return to:

INDO TECH TRANSFORMERS LIMITED

Secretarial Department

Survey no.153-210, Illuppapattu Village,
Near Rajakulam, Kancheepuram (Dist.),
Tamilnadu-631561

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