

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
2. Quarter ending on **31st December, 2018**

I. Composition of Board of Directors								
Title (Mr. / Ms. / Mrs.)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) &	Date of Appointment in the current term / cessation	Tenure* (in Months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Subir Kumar Das	AALPD4981C02237356	Non-Executive - Independent	14/11/2018	60	2	2	1

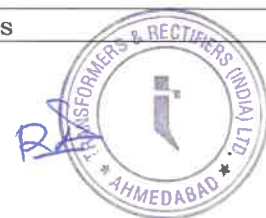
\$PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive / non-executive / independent / Nominee. if a director fits into more than one category write all categories separating them with hyphen.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)\$
1. Audit Committee	Mr. Sureshchandra Agarwal	Chairperson - Non-Executive - Independent
	Mr. Jitendra Mamtora	Executive
	Mr. Bhaskar Sen	Non- Executive - Independent
	Mr. Subir Kumar Das	Non- Executive - Independent
2. Nomination & Remuneration Committee	Mr. Sureshchandra Agarwal	Chairperson - Non-Executive - Independent
	Mr. Bhaskar Sen	Non- Executive - Independent
	Mr. Subir Kumar Das	Non- Executive - Independent
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholder's Grievances and Relationship Committee	Mr. Subir Kumar Das	Chairperson - Non-Executive - Independent
	Mr. Bhaskar Sen	Non- Executive - Independent
	Mr. Satyen Mamtora	Executive

&Category of directors means executive / non-executive / independent / Nominee. if a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
3 rd August, 2018	14 th November, 2018	102 days



IV. Meeting of Committees			
<i>Date(s) of meeting of the audit committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the audit committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
14 th November, 2018	Yes, as 3 Directors were present out of total 3 Directors	3 rd August, 2018	102 days
<i>Date(s) of meeting of the stakeholder's grievances and relationship committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the stakeholder's grievances and relationship committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
14 th November, 2018	Yes, as 2 Directors were present out of total 2 Directors	3 rd August, 2018	102 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration committee
 - Stakeholder's Grievance and Relationship Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: In Board Meeting held on 14th November, 2018. No comments were made by Board of Directors.

For Transformers and Rectifiers (India) Limited

R. K. Kiri
Rakesh Kiri
 Company Secretary

