

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
2. Quarter ending on **31st March, 2021**

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 years)	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.	Sureshchandra Agarwal	ACYPA6810E00889931	Non-Executive - Independent	12/02/2021	82	1	1	1

Same as previous quarter *except above*

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) \$

Same as previous quarter

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)
27 th November, 2020	12 th February, 2021	76 days

IV. Meeting of Committees			
Date(s) of meeting of the audit committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the audit committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12 th February, 2021	Yes, as 4 Directors were present out of total 3 Directors	27 th November, 2020	76 days
Date(s) of meeting of the stakeholder's grievances and relationship committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the stakeholder's grievances and relationship committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12 th February, 2021	Yes, as 3 Directors were present out of total 2 Directors	27 th November, 2020	76 days

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

For Transformers and Rectifiers (India) Limited


Rakesh Kiri
 Company Secretary

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

1. 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.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -Yes
 - a. Audit Committee
 - b. Nomination & Remuneration committee
 - c. Stakeholder's Grievance and Relationship Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
4. 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 - Yes
5. 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 12th February, 2021. No comments were made by Board of Directors.

For Transformers and Rectifiers (India) Limited

R. D. Kiri
Rakesh Kiri
 Company Secretary and Compliance Officer



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
Financial Year: **2020-21**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/ compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes

For Transformers and Rectifiers (India) Limited

R. D. Kiri

Rakesh Kiri.
Company Secretary

Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

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2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - Yes

For Transformers and Rectifiers (India) Limited

R. D. Kiri

Rakesh Kiri
Company Secretary and Compliance Officer

