

# COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Transformers and Rectifiers (India) Limited

2. Quarter ending on 31st March, 2021

information is optional.

	Name of			rectors	D :		T m	T		-
Title		PAN\$ & D	111/	Category	Date		Tenur	No of	Number of	No of post
Mr.	the			(Chairperson	Appoi	intment	e*	Director	membershi	of
/	Director			/Executive/	in the	e-	(in	ship in	ps in	Chairpers
Λs.				Non-	curre	ent term	years)	listed	Audit/	n in
/M				Executive/in	/cess	sation	,	entities	Stakeholde	Audit/
rs.)				dependent/N	<b>'</b>			includin	r	
,				ominee) &				g this	Committee(	Stakeholde r
				ommee) w						
							listed entity (Refer Regulati		Committee	
									held in	
									including	
									this listed	
								on 25(1) of	(Refer Regulation	entity
										(Refer
	I .							Listing	26(1) of	Regulation
								Regulati	Listing	26(1) of
								ons)	Regulation	Listing
									s)	Regulation
Car.										s)
۸r.	Sureshch	ACYPA681	.OE	Non-	12/02	2/2021	82	1	1	1
	andra	00889931		Executive -						
	Agarwal			Independent						
				Same as j	prev	rious	guar	ter exc	ept above	
						TO OLO	~ CLULI			
и. с	omposition	of Commit	tees				1			
		of Commit	ttees							· / B7
	omposition of Committe		tees	Name of Comm			Categ	ory (Chair	person/Execut	-4.
			ttees	Name of Comm	ittee m	nembers	Categ Execu	ory (Chair utive/ Inde		-d.
			ttees	Name of Comm	ittee m	nembers	Categ Execu	ory (Chair utive/ Inde	person/Execut	at.
∛am∈	e of Committe	ге	ttees	Name of Comm	ittee m	nembers	Categ Execu	ory (Chair utive/ Inde	person/Execut	-4.
III.		ee Board of Dir	ttees	Name of Comm	uittee m prev	nembers vious	Categ Execu <b>QUA</b>	ory (Chair utive/ Inde	person/Execut pendent / Nomi	inee)\$
III. N	e of Committe	ee Board of Dir ug (if any) in	ttees	Name of Comm Same as 1 rs Date(s) of Mee	nittee m  Orev  eting (if	nembers vious	Categ Execu <b>QUA</b>	ory (Chair utive/ Inde ter Maximum	person/Execut pendent / Nomi . gap between e	inee) \$ any two
III. N Date prev	e of Committe  Meeting of E  (s) of Meetin	Board of Dir	ttees	Name of Common Same as 1  rs  Date(s) of Mee relevant quart	nittee m  OTEV  ting (if er	nembers vious	Categ Execu <b>QUA</b>	ory (Chair tive/ Inde ter Maximum consecuti	person/Execut pendent / Nomi	inee) \$ any two
III. N Date prev 27 <sup>th</sup>	e of Committe  Meeting of I  (s) of Meetin  ious quarter	Board of Dir ng (if any) in	recto	Name of Comm Same as 1 rs Date(s) of Mee	nittee m  OTEV  ting (if er	nembers vious	Categ Execu <b>QUA</b>	ory (Chair utive/ Inde ter Maximum	person/Execut pendent / Nomi . gap between e	inee) \$ any two
Date prev 27th Date	Meeting of E (s) of Meeting ious quarter November, 2 Meeting of C (s) of meeting	Board of Dir g (if any) in 2020 Committees	recto	Name of Common Same as 1  rs  Date(s) of Mee relevant quart	preventing (if er	nembers Tious Tany) in th	Categ Execu QUAT	ory (Chair utive/ Inde ter Maximum consecuti 76 days	person/Execut pendent / Nom gap between ove (in number o	inee) \$ any two f days)
Date prev 27th Date	Meeting of E (s) of Meeting ious quarter November, 2 Meeting of C	Board of Dir g (if any) in 2020 Committees	recto:	Name of Commons Same as 1  rs  Date(s) of Meerelevant quarted 12th February	preventing (if er , 2021	nembers Tious Tany) in the	Categ Execu QUAT ne	nory (Chair utive/ Inde ter Maximum consecuti 76 days	person/Execut pendent / Nom gap between o ve (in number o Maximum gap	any two of days) between
III. N Date prev 27th IV. N Date aud	Meeting of E (s) of Meeting ious quarter November, 2 Meeting of C (s) of meeting	Board of Dir ag (if any) in 2020 Committees ag of the se in the	recto:	Name of Commons Same as 1  rs Date(s) of Meerelevant quart 12th February	preventing (if er, 2021	nembers Tious Tany) in the	Categ Execu QUAT ne of meeting	nory (Chair utive/ Inde ter Maximum consecuti 76 days	person/Execut pendent / Nomi a gap between o ve (in number o Maximum gap any two conse	any two of days) between
III. N Date prev 27th IV. N Date aud	Meeting of E (s) of Meeting ious quarter November, 2 Meeting of C (s) of meeting it committee	Board of Dir ag (if any) in 2020 Committees ag of the se in the	recto:	Name of Commons Same as 1  rs Date(s) of Meerelevant quart 12th February	preventing (if er, 2021	nembers Tious Tany) in the	Categ Execu QUAT ne of meeting	nory (Chair utive/ Inde ter Maximum consecuti 76 days	person/Execut pendent / Nome a gap between of ve (in number of Maximum gap any two conse meetings in ni	any two of days) between
III. N Date prev 27 <sup>th</sup> IV. N Date aud; releu	Meeting of E (s) of Meeting ious quarter November, 2 Meeting of C (s) of meeting it committee	Board of Dir ag (if any) in 2020 Committees ag of the ae in the	rector the Whe	Name of Common Same as series  Date(s) of Meer relevant quart 12th February sether requirement rum met (details	preventing (if er , 2021	nembers Tious Tany) in the Date(s) of audit con	Categ Execu QUAT ne of meeting mmitte quarter	nory (Chair utive/ Inde ter Maximum consecuti 76 days g of the e in the	person/Execut pendent / Nome a gap between of ve (in number of Maximum gap any two conse meetings in no days*	any two of days) between
III. N Date prev 27 <sup>th</sup> IV. N Date aud; releu	Meeting of E E(s) of Meeting ious quarter November, 2 Meeting of C E(s) of meeting it committee cant quarter	Board of Dir ag (if any) in 2020 Committees ag of the ee in the	ttees  cecto the  Whe Que	Name of Commons Same as 1  Table (s) of Meer relevant quart 12th February rether requirement forum met (details as 4 Directors	preventing (if er , 2021	nembers Tious Tany) in the	Categ Execu QUAT ne of meeting mmitte quarter	nory (Chair utive/ Inde ter Maximum consecuti 76 days g of the e in the	person/Execut pendent / Nome a gap between of ve (in number of Maximum gap any two conse meetings in ni	any two of days) between
III. N Date prev 27 <sup>th</sup> IV. N Date aud	Meeting of E E(s) of Meeting ious quarter November, 2 Meeting of C E(s) of meeting it committee cant quarter	Board of Dir ag (if any) in 2020 Committees ag of the ee in the	ttees  cecto the  Whe Que Yes, were	Name of Common Same as 1 Date(s) of Meerelevant quart 12th February ether requirement forum met (details as 4 Directors et present out of	preventing (if er , 2021	nembers Tious Tany) in the Date(s) of audit con	Categ Execu QUAT ne of meeting mmitte quarter	nory (Chair utive/ Inde ter Maximum consecuti 76 days g of the e in the	person/Execut pendent / Nome a gap between of ve (in number of Maximum gap any two conse meetings in no days*	any two of days) between
III. Nate prev 27th Date audirelei	Meeting of E (s) of Meeting ious quarter November, 2 Meeting of C (s) of meeting it committee vant quarter February, 20	Board of Dir g (if any) in 2020 Committees g of the ce in the	Yes, were 3 Di	Name of Common Same as I Date(s) of Mee relevant quart 12th February ether requirement orum met (details as 4 Directors e present out of irectors	preventing (if er, 2021	Date(s) of previous	Categ Execu QUAT ne of meeting ommitte quarter	Maximum consecution 76 days g of the in the	person/Execut pendent / Nomi a gap between ove ve (in number of Maximum gap any two conse meetings in nu days* 76 days	any two of days) between ecutive umber of
III. Nate prev 27th Date audireles	Meeting of Easy of Meeting of Easy of Meeting of Called the Meeting of Meeting of Meeting of Meeting (s)	Board of Dir g (if any) in 2020 Committees g of the e in the	Yes, were 3 Di Whe	Name of Commonstance As 1  Same as 1  Date(s) of Meerelevant quarted 12th February ether requirement or um met (details ether requirement ether sether requirement ether	preventing (if er , 2021 at of s) total	Date(s) of previous  Date(s) of previous  Date(s) of Da	Categ Execu QUAT ne of meeting mmitte quarter ember, 2	Maximum consecution 76 days g of the in the	person/Execut pendent / Nomina a gap between of ve (in number of Maximum gap any two conse meetings in nu days* 76 days	any two of days)  between ecutive umber of
Date  Date  11. N  Date  12. N  Date  12th  Date  Date  Stak	Meeting of Engls of Meeting of Engls of Meeting of Committee (s) of meeting it committee ant quarter February, 20 (s) of meeting the committee of the committee	Board of Dir ag (if any) in 2020 Committees ag of the ae in the 021 g of the grievances	Yes, were 3 Di Whe	Name of Common Same as I Date(s) of Mee relevant quart 12th February ether requirement orum met (details as 4 Directors e present out of irectors	preventing (if er, 2021 at of s) total	Date(s) of previous  Date(s) of previous  Date(s) of stakeho	Categ Execu QUAT ne of meeting ommitte quarter ember, 2	Maximum consecution 76 days g of the in the	person/Execut pendent / Nomina a gap between a ve (in number of Maximum gap any two conse meetings in nu days* 76 days	any two of days)  between ecutive umber of  between ecutive
Date stak and	Meeting of Easy of Meeting of Easy of Meeting of Committee in the committee of the committe	Board of Dir g (if any) in 2020 Committees g of the se in the 021 g of the prievances ip	Yes, were 3 Di Whe	Name of Commonstance As 1  Same as 1  Date(s) of Meerelevant quarted 12th February ether requirement or um met (details ether requirement ether sether requirement ether	preventing (if er, 2021 at of s) total	Date(s) of stakeholders	Categ Execution Execution of meeting and the ember, 2 of meeting der's ces and	Maximum consecution 76 days g of the in the	person/Executive pendent / Nominal pendent / Nom	any two of days)  between ecutive umber of  between ecutive
Date audireleu Date stak and com	Meeting of Engls) of Meeting of Committee in the Meeting of	Board of Dir g (if any) in 2020 Committees g of the se in the 021 g of the prievances ip	Yes, were 3 Di Whe	Name of Commonstance As 1  Same as 1  Date(s) of Meerelevant quarted 12th February ether requirement or um met (details ether requirement ether sether requirement ether	preventing (if er , 2021 at of s) total	Date(s) o stakeho grievand	Catego Execution of meeting quarter function of meeting and the control of the co	Maximum consecution 76 days  g of the in the constitue of the mmittee	person/Execut pendent / Nomina a gap between a ve (in number of Maximum gap any two conse meetings in nu days* 76 days	any two of days)  between ecutive umber of  between ecutive
Date audirelei	Meeting of Ests) of Meeting ious quarter November, 2 Meeting of Constitution of Meeting it committee ant quarter February, 2 Meeting of Meeting of Meeting it committee and quarter february, 2 Meeting in the mittee in the ter	Board of Dir g (if any) in 2020 Committees g of the ee in the 021 g of the grievances ip e relevant	Yes, were 3 Di Whee Quo	Name of Commonstance As I Date(s) of Mee relevant quart 12th February ether requirement forum met (details as 4 Directors ether requirement ether requirement of the present out of the	oreverting (if er, 2021  total  at of s)	Date(s) of stakeholin the pre-	Categ Execu QUAT ne of meeting ommitte quarter ember, 2 f meeting lder's ces and ship con	Maximum consecution 76 days g of the in the constitue of the mmittee carter	person/Execut pendent / Nome a gap between of ve (in number of Maximum gap any two conse meetings in no days* 76 days Maximum gap any two conse meetings in no days*	any two of days)  between ecutive  between ecutive
Date audirelei	Meeting of Engls) of Meeting of Committee in the Meeting of	Board of Dir g (if any) in 2020 Committees g of the ee in the 021 g of the grievances ip e relevant	Yes, were 3 Di Whee Quo	Name of Common Same as 1  Date(s) of Meerelevant quart 12th February ether requirement orum met (details ether requirement ether requirement ether eth	preventing (if er , 2021 at of s) total	Date(s) o stakeho grievand	Categ Execu QUAT ne of meeting ommitte quarter ember, 2 f meeting lder's ces and ship con	Maximum consecution 76 days g of the in the constitue of the mmittee carter	person/Executive pendent / Nominal pendent / Nom	any two of days)  between ecutive  between ecutive
III. Nate prev 27th Nate audirelet Date stak and communications.	Meeting of Ests) of Meeting ious quarter November, 2 Meeting of Constitution of Meeting it committee ant quarter February, 2 Meeting of Meeting of Meeting it committee and quarter february, 2 Meeting in the mittee in the ter	Board of Dir g (if any) in 2020 Committees g of the ee in the 021 g of the grievances ip e relevant	Yes, pres	Name of Commonstance As I Date(s) of Mee relevant quart 12th February ether requirement forum met (details as 4 Directors ether requirement ether requirement of the present out of the	preventing (if er , 2021 at of s) total	Date(s) of stakeholin the pre-	Categ Execu QUAT ne of meeting ommitte quarter ember, 2 f meeting lder's ces and ship con	Maximum consecution 76 days g of the in the constitue of the mmittee carter	person/Execut pendent / Nome a gap between of ve (in number of Maximum gap any two conse meetings in no days* 76 days Maximum gap any two conse meetings in no days*	any two of days)  between ecutive  between ecutive



For Transformers and Rectifiers (India) Limited



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	Yes
approval have been reviewed by Audit Committee	

#### 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

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

Item	Compliance status (Yes/No/NA) refer note below			
Details of business .	Yes			
Terms and conditions of appointment of independent directors	nt	Yes		
Composition of various committees of board of direct	rtore	Yes		
Code of conduct of board of directors and senior management personnel	,1013	Yes		
Details of establishment of vigil mechanism/ Whistle	le Blower	Yes		
Criteria of making payments to non-executive direct	org	Yes		
Policy on dealing with related party transactions	.015	Yes		
Policy for determining 'material' subsidiaries		Yes		
Details of familiarization programmes imparted to		Yes		
independent directors		100		
Contact information of the designated officials of the entity who are responsible for assisting and handlin investor grievances	e listed g	Yes		
email address for grievance redressal and other rele details	vant	Yes		
Financial results		Yes		
Shareholding pattern		Yes		
Details of agreements entered into with the media c	ompanies	N.A.		
and/or their associates	1			
New name and the old name of the listed entity		N.A.		
II Annual Affirmations				
Particulars	Regulati Number	ion	(Yes/No/NA)refer note below	
ependent director(s) have been appointed in 16(1)(b) ns of specified criteria of 'independence' and/or gibility'		£ 25(6)	Yes	
Board composition	17(1)		Yes	
Meeting of Board of directors	17(2)		Yes	
Review of Compliance Reports	17(3)		Yes	
Plans for orderly succession for appointments	17(4)		Yes	
Code of Conduct	17(5)		Yes	
Fees/compensation	17(6)		Yes	
Minimum Information	17(7)		Yes	
Compliance Certificate	17(8)		Yes	
Risk Assessment & Management	17(9)		Yes	
Performance Evaluation of Independent Directors	17(10)		Yes	
Composition of Audit Committee	18(1)		Yes	
Meeting of Audit Committee	18(2)		Yes	
Composition of nomination & remuneration committee	19(1) & (2	?)	Yes	

For Transformers and Rectifiers (India) Limited

Rakesh Kiri-Company Secretary



20(1) & (2)	Yes
	N.A.
	Yes
23(1),(5),(6),(7)	Yes
23(2), (3)	Yes
23(4)	N.A.
24(1)	Yes
24(2),(3),(4),(5) & (6)	Yes
	Yes
	Yes
25(7)	Yes
	Yes
26(3)	Yes
26(4)	Yes
26(2) & 26(5)	Yes
	& (8) 23(2), (3)  23(4) 24(1)  24(2),(3),(4),(5) & (6) 25(1) & (2) 25(3) & (4) 25(7) 26(1) 26(3)

#### 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.
- 3. If the Listed Entity would like to provide any other information the same may be indicated here.

## III Affirmations:

Pa. D. Kien

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

Rakesh Kiri

Company Secretary and Compliance Officer