

Date: 5th April, 2018

Ref: TRIL/SECT/2018-19/NSE-BSE/COMPL/02

To, The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Security Code : 532928	To, The Secretary National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051 Trading Symbol : TRIL
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Dear Sir/Madam,

**Sub: Corporate Governance pursuant to Regulation 27(2) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015
for the quarter and financial year ended on 31st March, 2018**

With reference to the captioned subject, we send herewith Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and financial year ended on 31st March, 2018

Please take the same on your record.

Thanking you,

Yours faithfully,

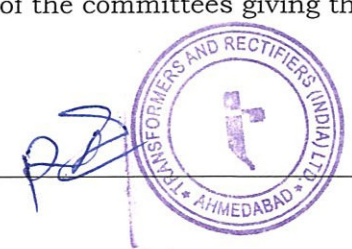
For Transformers and Rectifiers (India) Limited


R. A. Kiri
Rakesh Kiri
Company Secretary

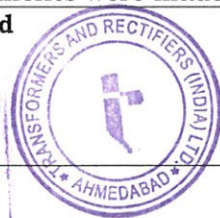


COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

I. Composition of Board of Directors								
Title (Mr. / Ms. / Mrs.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non- Executive/in dependent/N ominee) &	Date of Appointment in the current term /cessation	Tenur e* (in years)	No of Director ship in listed entities includin g this listed entity (Refer Regulati on 25(1) of Listing Regulati ons)	Number of membershi ps in Audit/ Stakeholde r Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperso n in Audit/ Stakeholde r Committee held in including this listed entity (Refer Regulation 26(1) of Listing Regulation s)
Same as previous quarter								
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)		
25 th November, 2017			12 th February, 2018			78 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, 2018		Yes, as 4 Directors were present out of total 4 Directors		25 th November, 2017		78 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, 2018		Yes, as 3 Directors were present out of total 3 Directors		25 th November, 2017		78 days		
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p> <div style="text-align: right; margin-top: 20px;">  </div>								

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 12 th February, 2018. 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: **2017-18**

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}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 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
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

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:

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. X. Kiri

Rakesh Kiri

Company Secretary and Compliance Officer

