

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
2. Quarter ending on **31st December, 2017**

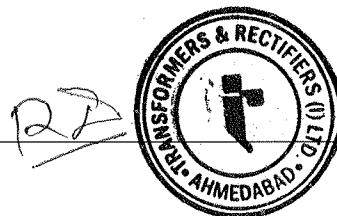
I. Composition of Board of Directors								
Title (Mr. / Ms. /M rs.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non- Executive/in dependent/N ominee) &	Date of Appointment in the current term /cessation	Tenur e* (in years)	No of Director ship in listed entities includin g this 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)
13 th September, 2017	25 th November, 2017	72 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*
25 th November, 2017	Yes, as 4 Directors were present out of total 4 Directors	13 th September, 2017	72 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*
25 th November, 2017	Yes, as 3 Directors were present out of total 3 Directors	3 rd August, 2017	113 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
<p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -Yes</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration committee</p> <p>c. Stakeholder's Grievance and Relationship Committee</p> <p>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</p> <p>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</p> <p>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 25th November, 2017. No comments were made by Board of Directors.</p>	
<p>For Transformers and Rectifiers (India) Limited</p> <p>R. A. Kiri</p> <p>Rakesh Kiri</p> <p>Company Secretary and Compliance Officer</p>	

