

### Quarterly Compliance Report on Corporate Governance

Name of the Company: **Transformers & Rectifiers (India) Limited**  
Quarter ending on: **31/12/2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 II	-	-
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	-
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	49 (II)	-	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-
<b>VI. Risk Management</b>	49(VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)	-	-
(A) Related Party Transactions	49 (VIII A)	Yes	There were no material Transactions with related parties during the quarter ended 31.12.2014
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	For the FY 2014-15 will be complied in the next Annual Report
(C) Remuneration of Directors	49 (VIII C)	-	For the FY 2014-15 will be complied in the next Annual Report
(D) Management	49 (VIII D)	Yes	For the FY 2014-15 will be complied in the next Annual Report
(E) Shareholders	49 (VIII E)	Yes	For the FY 2014-15 will be complied in the next Annual Report
(I) Proceeds from Public Issue, rights issue, preferential issues, etc.	49 (VIII F)	NA	Company has not come out with any Public Issue, Right Issues or Preferential Issues

For, Transformers & Rectifiers (India) Ltd.

  
Director

CIN No.: L33121GJ1994PLC022460



CONTINUATION SHEET

<b>IX.CEO/CFO Certification</b>	49 (IX)	Yes	CEO/ CFO Certificate for the year ended 31 <sup>st</sup> March, 2014 was placed in the Board meeting held on 2 <sup>nd</sup> May, 2014. For the year 2014-15, will be complied in Annual Report of 2014-15.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	For the FY 2014-15 will be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	For the FY 2014-15 will be complied in the next Annual Report

**Date: 13/01/2015**  
**Place: Ahmedabad**

**For, Transformers & Rectifiers (India) Limited**

**Satyen Mantora**  
**Managing Director**  
**(DIN: 00139984)**