

**Format of Quarterly Compliance Report on Corporate Governance**

**Name of the Company : Transformers & Rectifiers (India) Limited**  
**Quarter ending on : 31/03/2011**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I	-	-
(A) Composition of Board	49 (IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	-
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	-
<b>II. Audit Committee</b>	49 (II)	-	-
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	49 (III)	Yes	-
<b>IV. Disclosures</b>	49 (IV)	-	-
(A) Basis of related party transactions	49 (IV A)	Yes	Disclosed in Annual Report '2010-2011'
(B) Board Disclosures	49 (IV B)	Yes	Disclosed in Annual Report '2010-2011'
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	Yes	Disclosed in Annual Report '2010-2011'
(D) Remuneration of Directors	49 (IV D)	Yes	Disclosed in Annual Report '2010-2011'
(E) Management	49 (IV E)	Yes	Disclosed in Annual Report '2010-2011'
(F) Shareholders	49 (IV F)	Yes	Disclosed in Annual Report '2010-2011'
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Disclosed in Annual Report '2010-2011'
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Disclosed in Annual Report '2010-2011'
<b>VII. Compliance</b>	49 (VII)	Yes	Disclosed in Annual Report '2010-2011'

Date : 07/04/2011

For, Transformers & Rectifiers (India) Limited

Place : Ahmedabad

  
Joint Managing Director