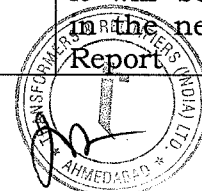


**Quarterly Compliance Report on Corporate Governance**

**Name of the Company: Transformers & Rectifiers (India) Limited  
Quarter ending on: 30/09/2015**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	49 II		
(A) Composition of Board	49 (II A)	Yes	-
(B) Independent Directors	49 (II B)	Yes	-
(C) Non-executive Directors' Compensation & Disclosures	49 (II C)	Yes	-
(D) Other Provisions as to Board and Committees	49 (II D)	Yes	-
(E) Code of Conduct	49 (II E)	Yes	-
(F) Whistle Blower Policy	49 (II F)	Yes	-
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	-
(B) Meeting of Audit Committee	49 (III B)	Yes	-
(C) Powers of Audit Committee	49 (III C)	Yes	-
(D) Role of Audit Committee	49 (III D)	Yes	-
(E) Review of Information by Audit Committee	49 (III E)	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 30.09.2015
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	For the FY 2015-16, it will be complied in the next Annual Report
(C) Remuneration of Directors	49 (VIII C)	Yes	For the FY 2015-16, it will be complied in the next Annual Report



CIN No.: L33121GJ1994PLC022460



CONTINUATION SHEET

(D) Management	49 (VIII D)	Yes	For the FY 2015-16, it will be complied in the next Annual Report
(E) Shareholders	49 (VIII E)	Yes	For the FY 2015-16, it 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
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	CEO/ CFO Certificate for the year ended 31 <sup>st</sup> March, 2015 was placed in the Board meeting held on 27 <sup>th</sup> May, 2015. For the year 2015-16, will be complied in Annual Report of 2015-16.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	For the FY 2015-16, it will be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	For the FY 2015-16, it will be complied in the next Annual Report

Date: 09/10/2015  
Place: Ahmedabad



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

**Jitendra Mamtora**  
**Chairman & Whole-time Director**  
**(DIN: 00139911)**