

General information about company	
Script code	532928
NSE Symbol	TRIL
MSEI Symbol	NOTLISTED
ISIN	INE76301026
Name of the entity	Transformers and Rectifiers (India) Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I																				
Annexure I to be submitted by listed entity on quarterly basis																				
I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
Yes																				
Whether Chairperson is related to MD or CEO																				
Yes																				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of posting special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17(A)(i) of Listing Regulations)	Number of Directorship in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Jitendra Mamora	AEDPM1403	00139911	Executive Director	Chairperson		25-04-1946	NA		11-07-1994	01-01-2020		0	1	0	1	0		
2	Mrs	Karuna Mamora	ACJPM3039L	00235356	Executive Director	Not Applicable		28-11-1950	NA		11-07-1994	01-04-2020		0	1	0	0	0		
3	Mr	Satyam Mamora	ADUPM94193	00139908	Executive Director	Not Applicable	MD	12-06-1974	NA		11-07-1994	01-04-2019		0	1	0	1	0		
4	Mr	Bhaskar Sen	AIRPS4154L	01776530	Non-Executive - Independent Director	Not Applicable		23-01-1941	Yes	18-09-2019	01-04-2014	01-04-2019		72	1	1	1	0		

I. Composition of Board of Directors																					
Disclosure of notes on composition of board of directors explanatory																					
Whether the listed entity has a Regular Chairperson																					
Yes																					
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of posting special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17(A)(i) of Listing Regulations)	Number of Directorship in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
5	Mr	Sureshchandra Agarwal	ACYPM6810E	00889931	Non-Executive - Independent Director	Not Applicable		28-01-1950	NA		01-04-2014	01-04-2019		72	1	1	1	1	1		
6	Mr	Subir Kumar Das	AALPDM881C	02237356	Non-Executive - Independent Director	Not Applicable		18-11-1953	NA		14-11-2018	14-11-2018		16	2	2	2	2	1		

Audit Committee Details								
Whether the Audit Committee has a Regular Chairperson								
Yes								
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	01776530	BHASKAR SEN	Non-Executive - Independent Director	Member	15-10-2018			
2	02237356	SUBIR KUMAR DAS	Non-Executive - Independent Director	Member	14-11-2018			
3	00139911	JITENDRA MAMTORA	Executive Director	Member	02-05-2014			
4	00889931	Sureshchandra Agarwal	Non-Executive - Independent Director	Chairperson	02-05-2014			

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01776530	BHASKAR SEN	Non-Executive - Independent Director	Member	15-10-2018		
2	02237356	SUBIR KUMAR DAS	Non-Executive - Independent Director	Member	14-11-2018		
3	00889931	Sureshchandra Agarwal	Non-Executive - Independent Director	Chairperson	02-05-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02237356	SUBIR KUMAR DAS	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	01776530	BHASKAR SEN	Non-Executive - Independent Director	Member	02-05-2014		
3	00139984	Satyam Mamora	Executive Director	Member	02-05-2014		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
No							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02237356	SUBIR KUMAR DAS	Non-Executive - Independent Director	Member	14-11-2018		
2	00139911	JITENDRA MAMTORA	Executive Director	Member	02-05-2014		
3	00253549	Karuna Mamora	Executive Director	Chairperson	02-05-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure I									
Annexure I									
III. Meeting of Board of Directors									
Disclosure of notes on meeting of board of directors explanatory									
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*		
1	14-11-2019				Yes	5	2		
2	01-02-2020	14-02-2020	91		Yes	6	3		

Annexure I									
IV. Meeting of Committees									
Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*	
1	Audit Committee	14-11-2019				Yes	3	2	
2	Audit Committee	14-02-2020	91			Yes	4	3	
3	Stakeholders Relationship Committee	14-11-2019				Yes	2	1	
4	Stakeholders Relationship Committee	14-02-2020	91			Yes	3	2	

Annexure I				
V. Related Party Transactions				
Sr	Subject	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address
1	Whether prior approval of audit committee obtained	Yes		www.transformerindia.com
2	Whether shareholder approval obtained for material RPT	NA		
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		

Annexure I			
VI. Affirmations			
Sr	Subject	Compliance status (Yes/No)	
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 a. Audit Committee	Yes	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes	
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA	
6	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	
7	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	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes	

Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	Rakesh Kiri
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.transformerindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.transformerindia.com
3	Composition of various committees of board of directors	Yes		www.transformerindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.transformerindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.transformerindia.com
6	Criteria of making payments to non-executive directors	Yes		www.transformerindia.com
7	Policy on dealing with related party transactions	Yes		www.transformerindia.com
8	Policy for determining material/subsidiaries	Yes		www.transformerindia.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.transformerindia.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.transformerindia.com
11	email address for grievance redressal and other relevant details	Yes		www.transformerindia.com
12	Financial results	Yes		www.transformerindia.com
13	Shareholding pattern	Yes		www.transformerindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.transformerindia.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.transformerindia.com
18	Credit rating or revision in credit rating obtained	Yes		www.transformerindia.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.transformerindia.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.transformerindia.com
21	Materiality Policy as per Regulation 30	Yes		www.transformerindia.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.transformerindia.com

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of independence and eligibility	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
11	Risk Assessments & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	21(1),(2),(3),(4)	NA	
22	Composition and role of risk management committee	21(3A)	NA	
23	Meeting of Risk Management Committee	22	NA	
24	Vigil Mechanism	23(1),(1A),(5),(6),(7) & (8)	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	No	As this provision is applicable to Top 500 companies as per market capitalization, the same is not applicable to the Company and so no D&O insurance is taken.
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

Annexure II		
1	Name of signatory	Rakesh Kiri
2	Designation	Company Secretary and Compliance Officer

Signatory Details		
Name of signatory	Rakesh Kiri	
Designation of person	Company Secretary and Compliance Officer	
Place	Ahmedabad	
Date	16-04-2020	