

General information about company	
Script code	532928
NSE Symbol	TRIL
MSEI Symbol	NOTLISTED
ISIN	INE763101026
Name of the entity	Transformers and Rectifiers (India) Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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

Whether the listed entity has a Regular Chairperson		Disclosure of notes on composition of board of directors explanatory														Textual Information(1)							
Whether Chairperson is related to MD or CEO		Disqualification of Directors under section 164 of the Companies Act, 2013																					
Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directors in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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
Jyotsna Mamoria	AEDPM14031	00139911	Executive Director	Chairperson		25-04-1946	No				Active	NA	11-07-1994	01-01-2020		0	1	0	1	0			
Karuna Mamoria	ACIPM303B	00253549	Executive Director	Not Applicable		28-11-1950	No				Active	NA	11-07-1994	01-04-2020		0	1	0	0	0			
Satyen Mamoria	ADKPM9415H	00139984	Executive Director	Not Applicable	MD	12-06-1974	No				Active	NA	11-07-1994	01-04-2022		0	1	0	1	0			
Bhaskar Sen	AIRPS4154L	01776530	Non-Executive - Independent Director	Not Applicable		23-01-1941	No				Active	Yes	18-09-2019	01-04-2014	01-04-2019		108	1	1	2	1		

#### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

##### Whether the listed entity has a Regular Chairperson

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directors in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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
Subir Kumar Das	AALPD4881C	02237356	Non-Executive - Independent Director	Not Applicable		18-11-1953	No				Active	NA	14-11-2018	14-11-2018		52	2	2	3	1			
Rajendra Shah	AEOPR034IG	00061922	Non-Executive - Independent Director	Not Applicable		01-02-1948	No				Active	No	25-05-2021	25-05-2021		23	4	3	4	1			

#### Text Block

Textual Information(1)	We have appointed Mr. Rajendra Shah before his 75 years of age, for a first term of 5 (five) consecutive years commencing from 25th May, 2021 to 24th May, 2026. However, we will ensure that their reappointment as Independent Director will be made, if any, then necessary Special Resolution will be passed. As your system is not allowing to put NA against him, we have considered No for the special resolution, as the same is not required to be passed by us.
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
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	Chairperson	15-10-2018		
2	02237356	Subir Kumar Das	Non-Executive - Independent Director	Member	14-11-2018		
3	00139911	Jyotsna Mamoria	Executive Director	Member	02-05-2014		
4	00061922	Rajendra Shah	Non-Executive - Independent Director	Member	25-05-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
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	Chairperson	15-10-2018		
2	02237356	Subir Kumar Das	Non-Executive - Independent Director	Member	14-11-2018		
3	00061922	Rajendra Shah	Non-Executive - Independent Director	Member	25-05-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
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	Satyen Mamoria	Executive Director	Member	02-05-2014		

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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
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	Jyotsna Mamoria	Executive Director	Member	02-05-2014		
3	00253549	Karuna Mamoria	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 quarters (in number of days)	Notes for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors Present (All Directors including Independent Director)	Number of Directors Present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-11-2022				Yes	6	6	3
2		06-02-2023	87		Yes	6	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 quarters (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Stakeholders Relationship Committee	10-11-2022				Yes	3	3	2	0
2	Stakeholders Relationship Committee	06-02-2023	87			Yes	3	3	2	0
3	Audit Committee	10-11-2022				Yes	4	4	3	0
4	Audit Committee	06-02-2023	87			Yes	4	4	3	0
5	Nomination and remuneration committee	06-02-2023				Yes	3	3	3	0

## 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.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
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 1000 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

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 mechanisms/ 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

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 directors 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

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 Assessment & 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

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	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	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

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)	Yes	
38	Memberships in Committee	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

Annexure II	
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