

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **Transformers and Rectifiers (India) Limited**

2. Quarter ending on **30th September, 2020**

I. Composition of Board of Directors								
Title (Mr. / Ms. / Mrs.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/Nominee) &	Date of Appointment in the current term /cessation	Tenure (in Month)	No of Director ship in listed entities including this listed entity (Refer Regulation 25(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 including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jitendra Mamtora	AEDPM1403J00139911	Chairperson – Executive	01/01/2020	N.A.	1	1	0
Mrs.	Karuna Mamtora	ACJPM3039L00253549	Executive	01/04/2020	N.A.	1	0	0
Mr.	Satyen Mamtora	ADUPM9419J00139984	Executive	01/04/2019	N.A.	1	1	0
Mr.	Bhaskar Sen	AIRPS4154L01776530	Non-Executive - Independent	01/04/2019	78	1	1	0
Mr.	Sureshchandra Agarwal	ACYPA6810E00889931	Non-Executive - Independent	01/04/2019	78	1	1	1
Mr.	Subir Kumar Das	AALPD4981C02237356	Non-Executive - Independent	14/11/2018	22	2	2	1

\$PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent /Nominee)\$
1. Audit Committee	Mr. Sureshchandra Agarwal	Chairperson - Non-Executive – Independent
	Mr. Jitendra Mamtora	Executive
	Mr. Bhaskar Sen	Non- Executive - Independent
	Mr. Subir Kumar Das	Non- Executive - Independent
2. Nomination & Remuneration Committee	Mr. Sureshchandra Agarwal	Chairperson - Non-Executive – Independent
	Mr. Bhaskar Sen	Non- Executive - Independent
	Mr. Subir Kumar Das	Non- Executive - Independent
3. Risk Management Committee(if applicable)	N.A.	N.A.

4. Stakeholder's Grievances and Relationship Committee	Mr. Subir Kumar Das	Chairperson - Non-Executive – Independent	
	Mr. Bhaskar Sen	Non- Executive - Independent	
	Mr. Satyen Mamtora	Executive	
<p>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.</p>			
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
30 th June, 2020	4 th September, 2020	65 days	
4 th September, 2020	14 th September, 2020	9 days	
IV. Meeting of Committees			
<i>Date(s) of meeting of the audit committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the audit committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
4 th September, 2020	Yes, as 3 Directors were present out of total 4 Directors	30 th June, 2020	65 days
14 th September, 2020	Yes, as 3 Directors were present out of total 4 Directors	4 th September, 2020	9 days
<i>Date(s) of meeting of the stakeholder's grievances and relationship committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the stakeholder's grievances and relationship committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
14 th September, 2020	Yes, as 3 Directors were present out of total 3 Directors	30 th June, 2020	74 Days
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p>			
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	N.A.		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
Note			
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration committee Stakeholder's Grievance and Relationship Committee <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. 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.</p>			

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: In Board Meeting held on 4th September, 2020.

For Transformers and Rectifiers (India) Limited

Rakesh Kiri
Company Secretary

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
 At the enHalf year ending on **30th September, 2020**

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes, Mr. Sureshchandra Agarwal, Chairman of Audit Committee and Nomination & Remuneration Committee not able to attend this meeting due to ill health. However, Power of Chairman has been given to Mr. Subir Kumar Das, Independent Director and Member of the Committee to deal with questions of the AGM
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes, Mr. Sureshchandra Agarwal, Chairman of Audit Committee and Nomination & Remuneration Committee not able to attend this meeting due to ill health. However, Power of Chairman has been given to Mr. Subir Kumar Das, Independent Director and Member of the Committee to deal with questions of the AGM
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
For Transformers and Rectifiers (India) Limited		
<p>Rakesh Kiri Company Secretary</p>		