

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
2. Quarter ending on **30<sup>th</sup> September, 2017**

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms. / Mrs.)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) &	Date of Appointment in the current term / cessation	Tenure* (in years)	No of Directorship 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 this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vinod Masson	AAVPM5102C 00059587	Executive	01/04/2017	N.A.	1	0	0

\$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.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

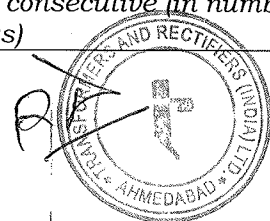
### **II. Composition of Committees**

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. Harish Rangwala	Non- Executive - Independent
	Mr. Rajendra Shah	Non- Executive - Independent
2. Nomination & Remuneration Committee	Mr. Sureshchandra Agarwal	Chairperson - Non-Executive - Independent
	Mr. Harish Rangwala	Non- Executive - Independent
	Mr. Rajendra Shah	Non- Executive - Independent
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholder's Grievances and Relationship Committee	Mr. Rajendra Shah	Chairperson - Non-Executive - Independent
	Mr. Bhaskar Sen	Non- Executive - Independent
	Mr. Satyen Mamtora	Executive

&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.

### **III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)



5 <sup>th</sup> May, 2017	3 <sup>rd</sup> August, 2017	89 days
3 <sup>rd</sup> August, 2017	13 <sup>th</sup> September, 2017	40 days

#### IV. Meeting of Committees

<i>Date(s) of meeting of the <b>audit committee</b> in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the <b>audit committee</b> in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
3 <sup>rd</sup> August, 2017	Yes, as 4 Directors were present out of total 4 Directors	5 <sup>th</sup> May, 2017	89 days
13 <sup>th</sup> September, 2017	Yes, as 4 Directors were present out of total 4 Directors	3 <sup>rd</sup> August, 2017	40 days
<i>Date(s) of meeting of the <b>stakeholder's grievances and relationship committee</b> in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the <b>stakeholder's grievances and relationship committee</b> in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
3 <sup>rd</sup> August, 2017	Yes, as 2 Directors were present out of total 3 Directors	5 <sup>th</sup> May, 2017	40 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

#### V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
Whether prior approval of audit committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>N.A.</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>Yes</b>

#### Note

- 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.
- If status is "No" details of non-compliance may be given here.

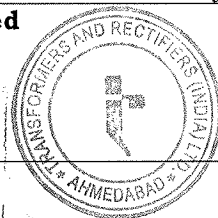
#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration committee
  - Stakeholder's Grievance and Relationship Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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 3<sup>rd</sup> August, 2017. No comments were made by Board of Directors.

#### For Transformers and Rectifiers (India) Limited

R. A. Kiri

**Rakesh Kiri**  
**Company Secretary and Compliance Officer**



## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **Transformers and Rectifiers (India) Limited**  
At the enHalf year ending on **30<sup>th</sup> September, 2017**

<b>I. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></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>		
<p><b>For Transformers and Rectifiers (India) Limited</b></p> <p><i>R. X. Kiri</i>  <b>Rakesh Kiri</b>  <b>Company Secretary and Compliance Officer</b></p>		

