

Date: 11th July, 2016

Ref: TRIL/SECT/2016-17/NSE-BSE/COMPL/13

To, The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Security Code : 532928	To, The Secretary National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051 Trading Symbol : TRIL
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Dear Sir/Madam,

**Sub: Compliance Report on Corporate Governance pursuant to the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015
for the quarter ended on 30th June, 2016**

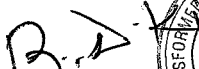
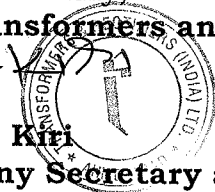
With reference to the captioned subject, please find enclosed herewith, Compliance Report on Corporate Governance pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on 30th June, 2016.

Please take the same on your record.

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Limited



Rakesh Kiri
Company Secretary and Compliance Officer

Encl.: As above

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
2. Quarter ending on **30th June, 2016**

I. Composition of Board of Directors								
Title (Mr. / Ms. / Mrs. / M rs.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/Nominee) &	Date of Appointment in the current term /cessation	Tenure* (in years)	No of Director ship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membershi ps in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperso n in Audit/ Stakeholder Committee held in including this listed entity (Refer Regulation 26(1) of Listing Regulation s)
Mr.	Jitendra Mamtora	AEDPM1403J00139911	Chairperson -Executive	01/01/2012	N.A.	2	1	1
Mrs	Karuna Mamtora	ACJPM3039L00253549	Executive	01/04/2014	N.A.	1	0	0
Mr.	Satyen Mamtora	ADUPM9419J00139984	Executive	01/04/2016	N.A.	1	1	0
Mr.	Vinod Masson	AAVPM5102C00059587	Executive	01/07/2015	N.A.	1	0	0
Mr.	Rajendra Shah	AEOPS0341G00061922	Non-Executive - Independent	01/04/2014	5	4	2	3
Mr.	Harish Rangwala	AAUPR5261L00278062	Non-Executive - Independent	01/04/2014	5	1	1	0
Mr.	Bhaskar Sen	AIRPS4154L01776530	Non-Executive - Independent	01/04/2014	5	1	1	0
Mr.	Sureshch andra Agarwal	ACYPA6810E00889931	Non-Executive - Independent	01/04/2014	5	1	0	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.

* 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		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee) \$</i>
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

<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>
5 th February, 2016	26 th May, 2016	110 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>
26 th May, 2016	Yes, as 4 Directors were present out of total 4 Directors	5 th February, 2016	110 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>
26 th May, 2016	Yes, as 3 Directors were present out of total 3 Directors	5 th February, 2016	110 days

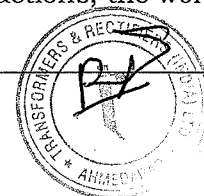
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions

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

- 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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration committee
 - c. Stakeholder's Grievance and Relationship Committee
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.
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.
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 26th May, 2016. No comments were made by Board of Directors.

For Transformers and Rectifiers (India) Limited


Rakesh Kiri

Company Secretary and Compliance Officer

