

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity: **Transformers and Rectifiers (India) Limited**  
 2. Quarter ending on **31<sup>st</sup> December, 2015**

<b>I. Composition of Board of Directors</b>								
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 years)	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	01/01/2012 Original date of appointment: 11/07/1994	N.A.	2	1	1
Mrs.	Karuna Mamtora	ACJPM3039L00253549	Executive	01/04/2014 Original date of appointment: 11/07/1994	N.A.	1	0	0
Mr.	Satyen Mamtora	ADUPM9419J00139984	Executive	01/04/2013 Original date of appointment: 11/07/1994	N.A.	1	1	0
Mr.	Vinod Masson	AAVPM5102C00059587	Executive	01/07/2015 Original date of appointment: 11/04/2012	N.A.	1	0	0
Mr.	Rajendra Shah	AEOPS0341G00061922	Non-Executive - Independent	01/04/2014 Original date of appointment: 25/08/2005	5#	4	2	3
Mr.	Harish Rangwala	AAUPR5261L00278062	Non-Executive - Independent	01/04/2014 Original date of appointment: 25/08/2005	5#	1	1	0



Mr.	Bhaskar Sen	AIRPS4154L 01776530	Non-Executive - Independent	01/04/2014 Original date of appointment: 09/07/2007	5#	1	1	0
Mr.	Sureshchandra Agarwal	ACYPA6810E 00889931	Non-Executive - Independent	01/04/2014 Original date of appointment: 13/08/2007	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.

# Independent Directors of the Company to hold office for five consecutive years for the a term upto 31<sup>st</sup> March, 2019

## 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 Grievance 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)
7 <sup>th</sup> August, 2015	2 <sup>nd</sup> November, 2015	87 days

## IV. Meeting of Committees

Date(s) of meeting of the audit committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the audit committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
2 <sup>nd</sup> November, 2015	Yes, as 3 Directors were present out of total 4 Directors	7 <sup>th</sup> August, 2015	87 days
Date(s) of meeting of the stakeholder's grievance and relationship committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the stakeholder's grievance and relationship committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*



2 <sup>nd</sup> November, 2015	Yes, as 2 Directors were present out of total 3 Directors	7 <sup>th</sup> August, 2015	87 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
<b>V. Related Party Transactions</b>			
<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>	
<b>Note</b>			
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.			
2. If status is "No" details of non-compliance may be given here.			
<b>VI. Affirmations</b>			
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: <i>N.A., as now onwards, this report will be placed before the Board of Directors.</i>			
<b>For Transformers and Rectifiers (India) Limited</b>			
 <b>Rakesh Kiri</b> <b>Company Secretary</b>			

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.