

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

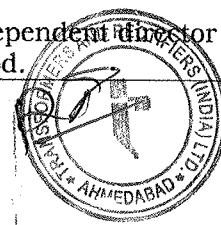
1. Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
2. Quarter ending on **30<sup>th</sup> June, 2017**

<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/N ominee) &	Date of Appointment in the current term /cessation	Tenur e* (in years)	No of Director ship in listed entities includin g this listed entity (Refer Regulati on 25(1) of Listing Regulati ons)	Number of membershi ps in Audit/ Stakeholde r Committee( s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperso n in Audit/ Stakeholde r Committee held in including this listed entity (Refer Regulation 26(1) of Listing Regulation s)
Mr.	Jitendra Mamtora	AEDPM1403J 00139911	Chairperson -Executive	01/01/2017	N.A.	1	1	0
Mrs.	Karuna Mamtora	ACJPM3039L 00253549	Executive	01/04/2017	N.A.	1	0	0
Mr.	Satyen Mamtora	ADUPM9419J 00139984	Executive	01/04/2016	N.A.	1	1	0
Mr.	Vinod Masson	AAVPM5102C 00059587	Executive	01/07/2015	N.A.	1	0	0
Mr.	Rajendra Shah	AEOPS0341G 00061922	Non- Executive - Independent	01/04/2014	5	3	5	3
Mr.	Harish Rangwala	AAUPR5261L 00278062	Non- Executive - Independent	01/04/2014	5	1	1	0
Mr.	Bhaskar Sen	AIRPS4154L 01776530	Non- Executive - Independent	01/04/2014	5	1	1	0
Mr.	Sureshch andra Agarwal	ACYPA6810E 00889931	Non- Executive - Independent	01/04/2014	5	1	1	1

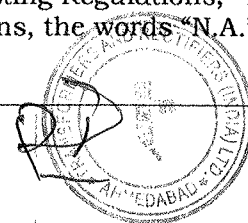
\$PAN number of any director would not be displayed on the website of Stock Exchange.

&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.



<b>II. Composition of Committees</b>			
<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.			
<b>III. Meeting of Board of Directors</b>			
<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>	
3 <sup>rd</sup> February, 2017	5 <sup>th</sup> May, 2017	90 days	
<b>IV. Meeting of Committees</b>			
<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>
5 <sup>th</sup> May, 2017	Yes, as 4 Directors were present out of total 4 Directors	3 <sup>rd</sup> February, 2017	90 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>
5 <sup>th</sup> May, 2017	Yes, as 3 Directors were present out of total 3 Directors	3 <sup>rd</sup> February, 2017	90 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) refer note below</b>		
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.			



**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 5<sup>th</sup> May, 2017. No comments were made by Board of Directors.

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

R. J. Kiri

**Rakesh Kiri**

**Company Secretary and Compliance Officer**

