

General information about company	
scrip code	532928
NSE Symbol	TRIL
MSEI Symbol	NOTLISTED
ISIN	INE76301026
Name of the entity	Transformers and Rectifiers (India) Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson								
Whether Chairperson is related to MD or CEO								
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Jiendra U. Mantora	AEDPM1403J	00139911	Executive Director	Chairperson		25-04-1946
2	Mrs	Karuna J. Mantora	ACJFPM3039L	00253549	Executive Director	Not Applicable		28-11-1950
3	Mr	Satyam J. Mantora	ADJFPM3419J	00139984	Executive Director	Not Applicable	MD	12-06-1974
4	Mr	Bhaskar Sen	AIRPS4154L	01776530	Non-Executive - Independent Director	Not Applicable		23-01-1941
5	Mr	Suhil Kumar Das	AALPD4981C	02237356	Non-Executive - Independent Director	Not Applicable		18-11-1953
6	Mr	Rajendra S. Shah	AEOPS0341G	00061922	Non-Executive - Independent Director	Not Applicable		01-02-1948
7	Mrs	Tarini V. Rangwala	ALSPR6871K	07964348	Non-Executive - Independent Director	Not Applicable		29-03-1978

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed (Refer Reg. 17(A) of Listing Regulations)	Date of passing of special resolution	Initial Date of appointment	Date of Re-Appointment	Date of Cessation	Term of director (in months)	No of Directorship in listed entities including this listed entity (Refer Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (with reference to previous regulation 17A(1)(A) & 17A(2))	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 listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA	11-07-1994	01-01-2020				1	0	1	0			
2	NA	11-07-1994	01-04-2020				1	0	0	0			
3	NA	11-07-1994	01-04-2022				1	0	1	0			
4	Yes	18-09-2019	01-04-2014	01-04-2019	31-03-2024	120	1	1	2	1	Tenure Completion		
5	Yes	10-01-2024	14-11-2018	14-11-2023		64	2	2	3	1			
6	Yes	31-05-2023	25-05-2021	25-05-2021		35	4	3	4	1			
7	NA	22-01-2024	22-01-2024			3	1	1	1	0			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01776530	Bhaskar Sen	Non-Executive - Independent Director	Chairperson	15-10-2018	31-03-2024	
2	02237356	Suhil Kumar Das	Non-Executive - Independent Director	Member	14-11-2018		
3	00139911	Jiendra U. Mantora	Executive Director	Member	02-05-2014		
4	00061922	Rajendra S. Shah	Non-Executive - Independent Director	Member	25-05-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01776530	Bhaskar Sen	Non-Executive - Independent Director	Chairperson	15-10-2018	31-03-2024	
2	02237356	Suhil Kumar Das	Non-Executive - Independent Director	Member	14-11-2018		
3	00061922	Rajendra S. Shah	Non-Executive - Independent Director	Member	25-05-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02237356	Suhil Kumar Das	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	01776530	Bhaskar Sen	Non-Executive - Independent Director	Member	02-05-2014		
3	00139984	Satyam J. Mantora	Executive Director	Member	02-05-2014		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
No							

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00233549	Karuna J. Mantora	Executive Director	Chairperson	02-05-2014		
2	00139911	Jiendra U. Mantora	Executive Director	Member	02-05-2014		
3	02237356	Suhil Kumar Das	Non-Executive - Independent Director	Member	14-11-2018		

Other Committee					
DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure I								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	03-11-2023				Yes	6	6	3
2		22-01-2024	79		Yes	6	6	3

Annexure I										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	03-11-2023				Yes	4	4	3	0
2	Audit Committee	22-01-2024	79			Yes	4	4	3	0
3	Nomination and remuneration committee	03-11-2023				Yes	3	3	3	0
4	Nomination and remuneration committee	22-01-2024	79			Yes	3	3	3	0
5	Stakeholders Relationship Committee	03-11-2023				Yes	3	3	2	0
6	Stakeholders Relationship Committee	22-01-2024	79			Yes	3	3	2	0

Annexure I				
V. Related Party Transactions				
Sr	Subject	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	
1	Whether prior approval of audit committee obtained	Yes		
2	Whether shareholder approval obtained for material RPT	NA		
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		

Annexure I				
VI. Affirmations				
Sr	Subject	Compliance status (Yes/No)	If status is No/Details of non-compliance may be given here.	
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes		
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee	Yes		
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes		
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes		
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA		
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes		
7	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.	Yes		
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes		

Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	Rakesh Kiri
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.transformerindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.transformerindia.com
3	Composition of various committees of board of directors	Yes		www.transformerindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.transformerindia.com
5	Details of establishment of vigil mechanisms/ Whistle Blower policy	Yes		www.transformerindia.com
6	Criteria of making payments to non-executive directors	Yes		www.transformerindia.com
7	Policy on dealing with related party transactions	Yes		www.transformerindia.com
8	Policy for determining materiality/subsidiaries	Yes		www.transformerindia.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.transformerindia.com
10	Email address for grievance redressal and other relevant details	Yes		www.transformerindia.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.transformerindia.com
12	Financial results	Yes		www.transformerindia.com
13	Shareholding pattern	Yes		www.transformerindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.transformerindia.com
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		www.transformerindia.com
16	New name and the old name of the listed entity	Yes		
17	Advertisements as per regulation 47 (1)	Yes		www.transformerindia.com
18	Credit rating or revision in credit rating obtained	Yes		www.transformerindia.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.transformerindia.com
20	Materiality Compliance Report	Yes		www.transformerindia.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.transformerindia.com
22	Disclosure of purchase details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.transformerindia.com
23	Disclosures under regulation 30(8)	Yes		www.transformerindia.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.transformerindia.com
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.transformerindia.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.transformerindia.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.transformerindia.com

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of Independence and Eligibility	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	