

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
2. Quarter ending on **30th September, 2018**

I. Composition of Board of Directors								
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 including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajendra Shah	AEOPS0341G00061922	Non-Executive - Independent	12/09/2018*	N.A.	N.A.	N.A.	N.A.
Mr.	Harish Rangwala	AAUPR5261L00278062	Non-Executive - Independent	12/09/2018*	N.A.	N.A.	N.A.	N.A.

\$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.

* Mr. Rajendra Shah and Mr. Harish Rangwala has been resigned from the Company w.e.f. 12/09/2018

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


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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>	
29 th May, 2018	3 rd August, 2018	65 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>
3 rd August, 2018	Yes, as 3 Directors were present out of total 4 Directors	29 th May, 2018	65 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>
3 rd August, 2018	Yes, as 2 Directors were present out of total 3 Directors	4 th May, 2018	90 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			
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 3 rd August, 2018. No comments were made by Board of Directors.			
For Transformers and Rectifiers (India) Limited			
 Rakesh Kiri Company Secretary			
			

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **Transformers and Rectifiers (India) Limited**
At the enHalf year ending on **30th September, 2018**

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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
Note 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. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
For Transformers and Rectifiers (India) Limited		
 Rakesh Kiri Company Secretary	