



Date: 6th May, 2022

Ref: TRIL/SECT/2022-23/NSE-BSE/COMPL/07

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Security Code : 532928	To, 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: Annual Secretarial Compliance Report for the financial year ended 31st March, 2022 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, we enclosed herewith the annual secretarial compliance report for the financial year ended 31st March, 2022.

Please take the same on your record.

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Limited

**Rakesh Kiri
Company Secretary**

Enclosed: Compliance report issued by the Practicing Company Secretary

T & R is one of the leading manufacturers of a wide range of transformers globally. Today T & R is second largest Transformer manufacturing company based on Capacity in India. It has capability to develop world class power, distribution, furnace and specialty transformers with world class infrastructure at three plants around the city of Ahmedabad (Gujarat, India). T & R is managed by a highly skilled and experienced team of approximately 1200 employees, who consistently ensure that each and every activity factors in an adherence to high quality benchmarks established by the organisation.

CIN No.: L33121GJ1994PLC022460

**SECRETARIAL COMPLIANCE REPORT OF
TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2022**

To,
Board of Directors of
Transformers and Rectifiers (India) Limited
CIN : L33121GJ1994PLC022460
Survey No. 427 P/3-4 & 431
P/1-2 SarkhejBavla Highway,
Village:Moraiya, Taluka: Sanand
Ahmedabad-382213

I, Mr. Tapan Shah, Practicing Company Secretary have examined:

- a) all the documents and records made available to methrough electronically by way of scan copy or soft copy through mail or otherwise and explanation provided by **Transformers and Rectifiers (India) Limited**(` the Company`),
- b) the filings/ submissions made by the Company to the stockexchanges,
- c) website of the Company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

For the year ended 31 March, 2022 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder;and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

Apart from above, the specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, as amended from time to time;



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- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018:- N.A.
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011, as amended from time to time;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018:- N.A.
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:- N.A.
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;-N.A
- g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares)Regulations,2013;-N.A
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- i) SEBI (Delisting of Equity Shares) (Amendment) Regulations,2016:- N.A.
- j) Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations,2021:- N.A.
- k) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations,2003:- N.A.
- l) SEBI (Issue of Sweat Equity) Regulations,2002:- N.A.
- m) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations,1993, as amended from time to time;
- n) Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations,2008; -N.A
- o) SEBI (Depositories and Participant) Regulations,2018, as amended from time to time;
- p) SEBI (Investor Protection and Education Fund) Regulations, 2009;



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and based on the above information and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that, during the Period under Review:

- (a) The Company has generally complied with all the material provisions of the above applicable Regulations and circulars/ guidelines issued thereunder, *except Constitution of Board and Nomination and remuneration committee during the period of 01/04/2021 to 24/05/2021 was not proper, as per the rule 4 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 25 (6) of SEBI (LODR) Regulations, 2015.*
- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The Company has prima facie complied with and included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.
- (d) As per the undertaking and declaration given by the Management and concern person, no action has been taken against the Company/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (e) One Observation (non-compliance) was found in the previous report and for which financial penalty was levied by the BSE and NSE, which was paid by the Company. However, the non-compliance was made good by the Company, as stated in the last report.

Place: Ahmedabad
Date : 05/05/2022

TAPAN
RAJANIKANT
Signature: SHAH
Name of Company Secretary : **TAPAN SHAH**
Membership No. : **FCS4476**
C P No. : **2839**
UDIN: **F004476D000276561**

Digitally signed by TAPAN
RAJANIKANT SHAH
Date: 2022.05.05 19:01:41
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Note :

Due to restricted movement amid COVID-19 pandemic, I have conducted the Secretarial audit by examining the secretarial records including Minutes, Documents, Registers and other records, etc., some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to me are the true and correct.

