COMPLIANCE REPORT ON CORPORATE GOVERNANCE

General information about company	
Scrip code	532928
NSE Symbol	TARIL
MSEI Symbol	NOTLISTED
ISIN	INE763I01026
Name of the entity	Transformers and Rectifiers (India) Limited
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter	Yearly
Date of Quarter Ending	31-03-2026
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	NO
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	NO
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	NO
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	NO
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	t00149
Type of Submission	Original

A. Composition of Board of Directors									
Whether the listed entity has a Regular Chairperson: Yes									
Whether Chairperson is related to MD or CEO: Yes									
Title (Mr./ Ms./ Mrs.)	**Name of the Director**	**PAN**	**DIN**	**Category 1 of directors**	**Category 2 of directors**	**Category 3 of directors**	**Date of Birth**	**Whether the director is disqualified?**	**Current status**
Mr	Jitendra U. Mamtora	AEDPM1403J	00139911	Executive Director	Chairperson		25-04-1946	No	Active
Mrs	Karuna J. Mamtora	ACJPM3039L	00253549	Executive Director	Not Applicable		28-11-1950	No	Active
Mr	Satyen J. Mamtora	ADUPM9419J	00139984	Executive Director	Not Applicable	CEO-MD	12-06-1974	No	Active
Mr	Subir Kumar Das	AALPD4981C	02237356	Non-Executive - Independent Director	Not Applicable		18-11-1953	No	Active
Mr	Rajendra S. Shah	AEOPS0341G	00061922	Non-Executive - Independent Director	Not Applicable		01-02-1948	No	Active
Mrs	Tanvi V. Rangwala	ALSPR6871K	07964348	Non-Executive - Independent Director	Not Applicable		29-03-1978	No	Active

A. Composition of Board of Directors continued.									
Title (Mr./ Ms./ Mrs.)	**Name of the Director**	**Date of passing special resolution**	**Initial Date of appointment**	**Date of Re-appointment**	**Tenure of director (in months)**	**No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)**	**No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A (1) & 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)**
Mr.	Jitendra U. Mamtora		11-07-1994	01-01-2026		1	0	1	0
Mrs.	Karuna J. Mamtora		11-07-1994	01-04-2023		1	0	0	0
Mr.	Satyen J. Mamtora		11-07-1994	01-04-2025		1	0	1	0
Mr.	Subir Kumar Das	09-01-2024	14-11-2018	14-11-2023	88.17	2	2	2	2
Mr.	Rajendra S. Shah	31-07-2023	25-05-2021	25-05-2021	58.06	4	2	3	0
Mrs.	Tanvi V. Rangwala		22-01-2024	22-01-2024	26.07	2	2	1	0
$PAN number of any director would not be displayed on the website of Stock Exchange.									

B1. Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02237356	Subir Kumar Das	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	00139911	Jitendra U. Mamtora	Executive Director	Member	02-05-2014		
3	00061922	Rajendra S. Shah	Non-Executive - Independent Director	Member	25-05-2021		
4	07964348	Tanvi V. Rangwala	Non-Executive - Independent Director	Member	01-04-2024		

B2. Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02237356	Subir Kumar Das	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	00061922	Rajendra S. Shah	Non-Executive - Independent Director	Member	25-05-2021		
3	07964348	Tanvi V. Rangwala	Non-Executive - Independent Director	Member	01-04-2024		

B3. Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02237356	Subir Kumar Das	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	00061922	Rajendra S. Shah	Non-Executive - Independent Director	Member	01-04-2024		
3	00139984	Satyen J. Mamtora	Executive Director	Member	02-05-2014		

B4.Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	**DIN Number**	**Name of Committee members**	**Category 1 of directors**	**Category 2 of directors**	**Date of Appointment**	**Date of Cessation**	**Remarks**
1	02237356	Subir Kumar Das	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	00139984	Satyen J. Mamtora	Executive Director	Member	01-04-2024		
3	00139911	Jitendra U. Mamtora	Executive Director	Member	01-04-2024		
4	99999999	Chanchal S S Rajora	Director Finance	Member	01-04-2024		Textual Information(1)

Sr	Text Block
Textual Information(1)	DIN is not applicable as Mr. Chanchal S S Rajora, Director Finance of the Company, and not appointed on the Board of Directors

B5. Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	**DIN Number**	**Name of Committee members**	**Category 1 of directors**	**Category 2 of directors**	**Date of Appointment**	**Date of Cessation**	**Remarks**
1	00253549	Karuna J. Mamtora	Executive Director	Chairperson	02-05-2014		
2	00139911	Jitendra U. Mamtora	Executive Director	Member	02-05-2014		
3	02237356	Subir Kumar Das	Non-Executive - Independent Director	Member	14-11-2018		

C. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	**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)**	**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	08-11-2025			Yes	6	6	3
2	08-01-2026	60		Yes	6	6	3
3	05-03-2026	55		Yes	6	6	3

D. 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**	**Reson 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	08-11-2025				Yes	4	4	3	0
2	Audit Committee	08-01-2026	60			Yes	4	4	3	0
3	Audit Committee	05-03-2026	55			Yes	4	4	3	0
4	Stakeholders Relationship Committee	08-11-2025				Yes	3	3	2	0
5	Stakeholders Relationship Committee	08-01-2026	60			Yes	3	3	2	0
6	Nomination and Remuneration Committee	08-11-2025				Yes	3	3	3	0
7	Nomination and Remuneration Committee	08-01-2026	60			Yes	3	3	3	0
8	Nomination and Remuneration Committee	05-03-2026	55			Yes	3	3	3	0
9	Risk Management Committee	01-08-2025				Yes	3	3	1	1

10	Risk Management Committee	08-01-2026	159			Yes	3	3	1	1

E. Affirmations		
Sr	**Subject**	**Compliance status (Yes/No)**
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)**	Yes
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

F. Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	Nil

G.	**Disclosure on website in terms of LODR Regulation**		
Sr	**Item**	**Compliance status (Yes/No/NA)**	**Web address**
	As per regulation 46(2) of the LODR:		
1.1	Details of business	Yes	www.transformerindia.com
1.2	Memorandum of Association and Articles of Association	Yes	www.transformerindia.com
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	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 mechanism/ 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 'material' 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	

15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	www.transformerindia.com
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	www.transformerindia.com
16	New name and the old name of the listed entity	NA	
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	Secretarial Compliance Report	Yes	www.transformerindia.com
21	Materiality Policy as per Regulation 30 (4)	Yes	www.transformerindia.com
22	Disclosure of contact 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)	Yes	www.transformerindia.com
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	www.transformerindia.com
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	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

H. 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/or 'eligibility'	16(1)(b)	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	
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	

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)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
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)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
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	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	

44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	

I.	**Affirmations**	
Sr	**Particulars**	**Compliance status (Yes/No/NA)**
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

J. Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies-The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:					
Sr. No.	**Name of the unlisted company in which shares or voting rights have been acquired**	**Date of acquisition**	**Aggregate holding (% shares or voting rights) as at the end of the previous quarter**	**% shares or voting rights acquired during the quarter**	**Aggregate holding (% shares or voting rights) as at the end of the quarter**
Not Applicable					

Signatory Details	
Name of signatory	Rakesh Kiri
Designation of person	Company Secretary and Compliance Officer