



**TARAPUR**  
TRANSFORMERS LTD.

Dated: 28<sup>th</sup> May, 2019

To,

Department of Corporate Services  
BSE Ltd.  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

The Manager-Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

Stock Code : 533203

Stock Code: TARAPUR

Dear Sir,

**Sub: Compliance Certificate under Regulation 24(A) of SEBI (LODR) Regulations, 2015**

In terms of Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Secretarial Compliance Report is enclosed herewith issued by Bhuvnesh Bansal & Associates, Practising Company Secretary, for the financial year ended on 31<sup>st</sup> March, 2019.

Kindly take the same on your record and oblige.

Thanking You,

Yours faithfully,  
**For Tarapur Transformers Limited**

  
**Suresh More**  
Managing Director  
DIN: 06873425

Encl: As Above

**Secretarial Compliance Report of Tarapur Transformers Limited for the  
year ended 31<sup>st</sup> March, 2019**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]

To,  
**The Board of Directors,**  
**Tarapur Transformers Limited**  
S-105, Rajiv Gandhi Complex,  
Ekta Nagar, Kandivali (West),  
Mumbai - 400067

We, Bhunesh Bansal & Associates, Practicing Company Secretary firm have examined:

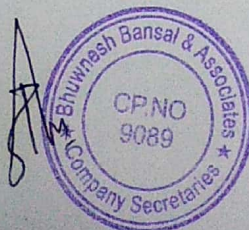
- (a) all the documents and records made available to us and explanation provided by Tarapur Transformers Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 ("Review Period") 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");

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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause)      | Deviations   | Observations/ Remarks of the Practicing Company Secretary   |
|---------|---|--|---|
| 1.      | Regulation 46 of SEBI (LODR), Regulations, 2015   | The Website of the Company has not Updated as per Regulation 46 of SEBI (LODR), 2015   | The Website of the Company has not Updated as per Regulation 46 of SEBI (LODR), 2015  |
| 2.      | Regulation 31 of SEBI (LODR) Regulations, 2015  | Shareholding pattern for quarter ended 31 <sup>st</sup> March, 2018 has not been filed within 21 days from quarter ended.                          | Shareholding pattern for quarter ended 31 <sup>st</sup> March, 2018 has been filed delayed by 24 days with BSE Ltd. & NSE.                          |
| 3.      | Regulation 55A of SEBI circular CIR/CFD/CMD/12/2015 dated November 30, 2015                 | Reconsolidation of Share Capital Audit Report for quarter ended 31 <sup>st</sup> March, 2018 has not been filed within 30 days from quarter ended. | Reconsolidation of Share Capital Audit Report for quarter ended 31 <sup>st</sup> March, 2018 has been filed delayed by 16 days with BSE Ltd. & NSE. |
| 4.      | Regulation 14 of SEBI (LODR) Regulations, 2015 and Bye-law and Regulations of the Exchange. | Non-payment of Annual Listing Fee,   | Company has not paid Arrears of Interest & Fine of BSE Ltd. & NSE.  |



|    |  |                               |   |
|----|--|-------------------------------|---|
|    |  | Arrears of Interest & Fine    |   |
| 5. | Regulation 8 of SEBI (Depositories and Participants) Regulations, 2018 | Annual Custodian fees of NSDL | Company has not paid Annual Custodian fees of NSDL for the FY 2018 - 19 |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation  | Details of action taken E.g. fines, warning letter, debarment, etc.   | Observations/ remarks of the Practicing Company Secretary, if any.         |
|---------|-----------------|---|---|--|
| 1.      | NSE             | The fine for non compliance of Regulation 31 of SEBI (LODR) Reg, 2015 | The Fine for Quarter ended 31 <sup>st</sup> December, 2016 was Rs. 11,800/- and Quarter ended 31 <sup>st</sup> March, 2018 was Rs. 2,56,060/- (Including GST@18%) has to be paid within 7 days from 4 <sup>th</sup> April, 2019 of this notice, failing of which the Exchange may initiate freezing of Promoters holding as per SEBI circular.<br>Notice Date - 04 <sup>th</sup> April, 2019<br>Notice No. - NSE/LIST-SOP/FINES/78265 | Company has not paid both fines.   |
| 2.      | BSE             | Regulation 14 of SEBI (LODR) Regulations, 2015                        | The non-payment of outstanding Annual Listing Fees of Rs. 3,23,750/- (Including GST@18%), has to be paid to Exchange by April 13, 2019, failing which, the Exchange will proceed to taken actions against the Company.  | Company has paid Annual Listing Fee except arrears of Interest of BSE Ltd. |



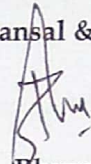
|  |  |  |  |  |
|--|--|--|--|--|
|  |  |  | Notice Date – 08 <sup>th</sup> April, 2019<br>Notice no.-<br>LIST/COMP/OPS/107-150/2018-<br>19 |  |
|--|--|--|--|--|

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended...<br>(The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|--|--|
|         | NIL  | NIL   | NIL  | NIL  |

Place: Mumbai  
Date: 25<sup>th</sup> May, 2019

For Bhwnesh Bansal & Associates



**Bhwnesh Bansal**  
Proprietor  
FCS No. – 6526  
CP No. - 9089

