

Date: 8th July, 2020

Ref: TRIL/SECT/2020-21/NSE-BSE/COMPL/11

To, The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Security Code : 532928	To, The Secretary 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: Secretarial Compliance Report for the financial year ended on
31st March, 2020**

With reference to the captioned subject, we send herewith Secretarial Compliance Report pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019 from Mr. Tapan Shah, Practicing Company Secretary for the financial year ended on 31st March, 2020.

Please take the same on your record.

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Limited

R. D. Kiri

**Rakesh Kiri
Company Secretary**



Encl.: As above



SECRETARIAL COMPLIANCE REPORT OF
TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020

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 stock exchanges,
- 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, 2020 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 there under; 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) Securitiesand ExchangeBoard of India (Listing Obligations andDisclosure 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 SecuritizedDebt Instruments and Security Receipts) Regulations,2008:- 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) SEBI (Depositories and Participant) Regulations,2018, as amended from time to time;
- o) SEBI (Investor Protection and Education Fund) Regulations, 2009;

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 one stated below.



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- (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, one 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. Details are given below:

Sr. No	Action taken By	Details of Violation	Details of Action taken E.g. Fines, warning letter, Debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
01	Bombay Stock Exchange	Regulation 27(2) Non-Submission of the Corporate Governance Compliance Report within the period provided under the Regulation. There was delay in disclosing this report for the quarter ended 31st March, 2019.	Levy of Fine vide Notice dated 2nd May, 2019 of Rs. 20,000/-.	The Company has paid the fine within the Prescribed time period and also informed the same in Corporate Governance Report for the quarter ended on 30.06.2019 and also informed to stock exchange about payment of Fine and placed before next BM held on 14/08/2019



TAPAN SHAH
COMPANY SECRETARY

816-818, AnandMangal – 3,Opp. Core House,
Nr. Doctor House, Ellisbridge, Ahmedabad-380006
Phone : (O) 26430810, 40024320
E-mail :info@tapanshah.in

02	Bombay Stock Exchange and National Stock Exchange of India Limited	Regulation 29(2)/29(3) Delay in furnishing prior intimation about the meeting of the Board of Directors- BM 14/08/2019 for fund raising	Levy of Fine vide Notice dated 11 th September, 2019 of Rs. 10000/- by each stock exchange	The Company has paid the fine within the Prescribed time period and placed before next BM held on 14/11/2019
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(e) No Observations has been issued on the Company in the previous report and so compliance on the observation will not apply to the Company.

Place: Ahmedabad
Date: June 22, 2020

Signature: TAPAN RAJANIKANT SHAH
Digitally signed by TAPAN RAJANIKANT SHAH
Date: 2020.06.22 12:17:50 +05'30'

Name of Company Secretary : TAPAN SHAH
Membership No. : FCS4476
C P No. : 2839
UDIN: F004476B000365859

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.