

TARAPUR TRANSFORMERS LTD.

Dated: 18th July 2020,

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 Bhuwadesh Bansal & Associates, Practising Company Secretary, for the financial year ended on 31st March, 2020.

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 31st March, 2020**

[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, Bhuwneeh 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 31st March, 2020 (“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 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 & 2019-20

- (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	The Fine for Quarter ended 31 st December, 2016 was Rs. 11,800/- and Quarter ended 31 st March, 2018 was Rs. 2,56,060/- (Including GST@18%), failing of which the	Company has not paid both fines.

		31 of SEBI (LODR) Reg. 2015	Exchange may initiate freezing of Promoters holding as per SEBI circular and take further action for Suspension of trading in equity shares of the Company. Notice Date - 04 th April, 2019 Notice No. - NSE/LIST-SOP/FINES/78265	
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(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... <i>(The years are to be mentioned)</i>	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: 16/07/2020

For Bhuwnesb Bansal & Associates

BHUWNESH
H BANSAL

Bhuwnesh Bansal
Proprietor
FCS No. - 6526
CP No. - 9089
UDIN - F006526B000460892