



Dated: 29th June, 2021

To,

Department of Corporate Services BSE Ltd. P.J. Towers, Dalal Street, Mumbai - 400 001 Stock Code: 533203	The Manager-Listing Department National Stock Exchange of India Limited Exchange Plaza, BandraKurla Complex, Bandra (East), Mumbai – 400 051 Stock Code: TARAPUR
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Dear Sir,

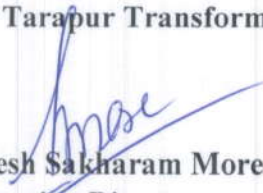
Sub: Compliance Certificate under Regulation 24(A) of SEBI (LODR) Regulations, 2015

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 Bhunesh Bansal & Associates, Practicing Company Secretary, for the financial year ended on 31st March, 2021.

Kindly take the same on your record and oblige.
Thanking You,

Yours faithfully,

For Tarapur Transformers Limited


Suresh Sakharan More
Managing Director
DIN: 06873425
Encl: As above

**Secretarial Compliance Report of Tarapur Transformers Limited for the
year ended 31st March, 2021**

[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, Bhuwneesh 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, 2021 (“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;
- (i) Securities and Exchange Board of India (Depositories and Participant) regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination 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, 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.	<i>Regulation 17 under SEBI (LODR) Regulations, 2015</i>	<i>The provision 17(1)(C) of SEBI (LODR) Regulations, 2015 contains that Top 2000 Companies shall have at least 6 Directors on the Board w.e.f. 1st April, 2020</i>	<i>The Company has appointed 2 Additional Directors on the Board w.e.f. 30th September, 2020. Now there are 6 Directors on the Board of the Company</i>

- (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	Corporate Governance Report submitted under SEBI (LODR) Regulations, 2015.	NSE/LISTCOMP/22155 dated 29 th July, 2020 Non compliance pertaining to Composition of Board of Directors under Regulation 17 (1) of SEBI (LODR) Regulations, 2015, at least 6 Directors not on Board.	The Company has appointed 2 Additional Directors on the Board w.e.f. 30 th September, 2020. Now there are 6 Directors on the Board of the Company On 13 th October, 2020 the Company has submitted reply to NSE.
2	NSE	Notice for non-compliance with corporate governance requirements of SEBI (LODR) Regulations, 2015	NSE/LIST-SOP/CG/FINES/101661 dated 20 th August, 2020. Non-compliance with Regulation 17(1) of SEBI (LODR), Regulations. 2015 Total fine payable by company Rs 5, 36,900 including GST.	The Company has appointed 2 Additional Directors on the Board w.e.f. 30 th September, 2020. Now there are 6 Directors on the Board of the Company. On 13 th October, 2020 the Company has submitted reply to NSE for waiver of fine imposed by NSE.

3.	NSE	Reminder Notice for freezing of Promoters Holdings for Non-compliance with SEBI (LODR) Regulations, 2015	NSE/SOP/FRZ/0589 dated 1 st October, 2020 Reminder Notice for freezing of Promoters Holdings due to nonpayment of fine Rs. 5,36,900 including GST.	On 13 th October, 2020 the Company has submitted reply to NSE for waiver of fine imposed by NSE.
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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 31 st March, 2020 (<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
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 been updated	The Website of the Company has been updated

Place: Mumbai
Date: 29th June 2021

For Bhuwesh Bansal & Associates

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BANSAL
Digitally signed
by BHUWNESH
BANSAL
Date: 2021.06.29
13:21:28 +05'30'

Bhuwesh Bansal
Proprietor
FCS No. - 6526
CP No. - 9089
UDIN - F006526C000530161