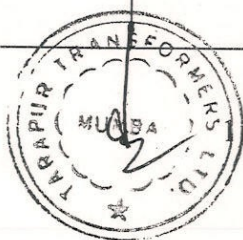


Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

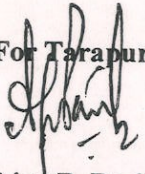
Name of the Company : **TARAPUR TRANSFORMERS LIMITED**
 Quarter ending on : **31ST MARCH, 2011**

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A.	No sitting fees are paid to the Independent Directors. The required disclosures shall be made in the Annual Report for the Financial Year 2010-2011.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	-
II. Audit Committee	49 (II)		-
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
III. Subsidiary Companies	49 (III)	N.A.	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11
(C) Board Disclosures	49 (IVC)	Yes	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N.A.	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11



(E) Remuneration of Directors	49 (IVF)	Yes	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11
(F) Management	49 (IVF)	Yes	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11
(G) Shareholders	49 (IVG)	Yes	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11
V. CEO/CFO Certification	49 (V)	Yes	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11
VI. Report on Corporate Governance	49 (VI)	Yes	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11
VII. Compliance	49 (VII)	Yes	Complied in the Annual Report 2009-2010 and shall be complied in Annual Report 2010-11

For Tarapur Transformers Limited


Ajay B. Parikh
Authorised Signatory



Date: 14.04.2011