

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company : TARAPUR TRANSFORMERS LIMITED  
 Quarter ending on : 31<sup>ST</sup> MARCH, 2015

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	N.A.	No sitting fees are paid to the Independent Directors. The required disclosures were complied in the Annual Report for the Financial Year 2013-14.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	-
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Disclosed in the Annual Report for the Year 2013-14.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) related party transactions	49 (VIII A)	Yes	Disclosed in the Annual Report for the Year 2013-14.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosed in the Annual Report for the Year 2013-14.
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosed in the Annual Report for the Year 2013-14.
(D) Management	49 (VIII D)	Yes	Disclosed in the Annual Report for the Year 2013-14.



(E) Shareholders	49 (VIII E)	Yes	Disclosed in the Annual Report for the Year 2013-14.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	Yes	Complied in Annual Report for the Year 2013-14.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Disclosed in the Annual Report for the Year 2013-14.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Disclosed in the Annual Report for the Year 2013-14 and are also uploaded on the Company's website.
<b>XI. Compliance</b>	49 (XI)	Yes	Disclosed in the Annual Report for the Year 2013-14

**For TARAPUR TRANSFORMERS LIMITED**



**POOJA SONI  
COMPANY SECRETARY**

**Dated: 6<sup>th</sup> April, 2015**

