

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

Name of the Company : **TARAPUR TRANSFORMERS LIMITED**  
 Quarter ending on : **30<sup>TH</sup> JUNE, 2012**

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	Vacancy caused by resignation of an Independent Director will be filled in due time as per listing agreement.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A.	No sitting fees is paid to the Independent Directors. The required disclosures were complied in 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	-
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Vacancy caused by resignation of an Independent Director will be filled in due time as per listing agreement.
(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	-
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	Disclosed in the Annual Report for the F/Y 2010-2011
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Disclosed in the Annual Report for the F/Y 2010-2011.
(C) Board Disclosures	49 (IVC)	Yes	Disclosed in the Annual Report for the F/Y 2010-2011
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	Yes	Complied in Annual Report for the F/Y 2010-11



(E) Remuneration of Directors	49 (IVE)	Yes	Disclosed in the Annual Report for the F/Y 2010-2011
(F) Management	49 (IVF)	Yes	Disclosed in the Annual Report for the F/Y 2010-2011
(G) Shareholders	49 (IVG)	Yes	Disclosed in the Annual Report for the F/Y 2010-2011
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Disclosed in the Annual Report for the F/Y 2010-2011.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Disclosed in the Annual Report for the F/Y 2010-2011 and since 01.04.2011 are regularly uploaded on the Company's website.
<b>VII. Compliance Certificate</b>	49 (VII)	Yes	Disclosed in the Annual Report for the F/Y 2010-2011.

For Tarapur Transformers Limited

*Ekta Kumari*

**Ekta Kumari Srivastava**  
Company Secretary

Date : 4<sup>th</sup> July, 2012  
Place : Mumbai

