

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

Name of the Company : **TARAPUR TRANSFORMERS LIMITED**
 Quarter ending on : **30TH SEPTEMBER, 2012**

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	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. Please refer clause 49(I)(C)(iv) of the 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 2011-2012.
(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	Vacancy caused by resignation of an Independent Director will be filled in due time as per listing agreement. Please refer clause 49(I)(C)(iv) of the 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	-
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012.



(C) Board Disclosures	49 (IVC)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	Yes	Complied in Annual Report for the F/Y 2011-2012.
(E) Remuneration of Directors	49 (IVE)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012.
(F) Management	49 (IVF)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012.
(G) Shareholders	49 (IVG)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012.
V. CEO/CFO Certification	49 (V)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012.
VI. Report on Corporate Governance	49 (VI)	Yes	Quarterly Compliance Reports are regularly submitted to BSE and NSE and since 01.04.2011 are regularly uploaded on the Company's website.
VII. Compliance Certificate	49 (VII)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012.

For Tarapur Transformers Limited

Ekta Kumari

Ekta Kumari
Company Secretary

Date : 04th October, 2012
Place : Mumbai

