

**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, 2013**

<b>Particulars</b>	<b>Clause of the Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	
(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	-
<b>II. Audit Committee</b>	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	-
<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 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.
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012.
<b>VI. Report on Corporate Governance</b>	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.
<b>VII. Compliance Certificate</b>	49 (VII)	Yes	Disclosed in the Annual Report for the F/Y 2011-2012.

**For Tarapur Transformers Limited**

**Ekta Kumari**  
**Company Secretary**

Date : 10<sup>th</sup> March, 2013

Place : Mumbai