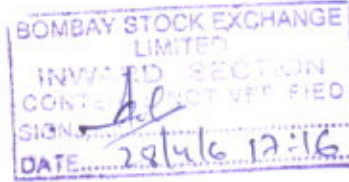


ONIDA

April 15, 2006

The Secretary
The Stock Exchange, Mumbai
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai 400 001



Dear Sir,

Compliance Report under Clause 49 As On March 31, 2006

| Particulars | Clause of Listing agreement | Compliance Status Yes/ No | Remarks |
|---|-----------------------------|---------------------------|---|
| I Board of Directors | 49 I | Yes | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non-Executive Directors' compensation & disclosures | 49 (IB) | Yes | |
| (C) Other Provisions as to Board and Committees | 49 (IC) | Yes | |
| (D) Code of Conduct | 49 (ID) | Yes | Will be posted on the website in due course |
| II Audit Committee | 49 (II) | Yes | |
| (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 | As regards, Management Discussion and Analysis of financial condition and results of operations thereof, the same shall be complied with when applicable. The rest of the information to be reviewed contained in the said clause is periodically laid before the meeting of the Board. |
| III Subsidiary Companies | 49 (III) | Yes | |

MIRC ELECTRONICS LIMITED

Regd. Office : Onida House, G-1, M.I.D.C. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel.: 2820 04 35 Fax : 91-022-28236475

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| | | | |
|--|-----------|-----|---|
| IV Disclosures | 49 (IV) | Yes | |
| (A) Basis of related party transactions | 49 (IVA) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IVB) | Yes | |
| (C) Board Disclosures | 49 (IVC) | Yes | |
| (D) Proceeds from public issues, rights issues, preferential issues, etc | 49 (IVD) | Yes | |
| (E) Remuneration of Directors | 49 (IVE) | Yes | |
| (F) Management | 49 (IVF) | Yes | |
| (G) Shareholders | 49 (IV G) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Report on Corporate Governance shall be enclosed with the Annual Report of the Company for the year 2005 – 2006 |
| VII. Compliance | 49 (VII) | Yes | As regards the non-mandatory requirements, none of them are being complied with. The same shall be reported as prescribed, in the Annual Report of the Company. |

Kindly acknowledge the receipt.

Thanking you and assuring you best of our attention at all times,

Yours faithfully,
For Mirc Electronics Limited


Company Secretary

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