

January 09, 2017

To, <b>BSE Limited</b> 25 <sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai-400 001	To, <b>The Manager - Corporate Compliance</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051
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Dear Sir/Madam,

Script Code: BSE - 500279, NSE - MIRCELECTR

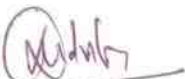
Sub: Compliance Report on Corporate Governance for the quarter ended on December 31, 2016.

Ref: Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2016. You are requested to take the same on record and oblige.

Thanking you,

For MIRC Electronics Limited

  
Lalit Chendvankar

Head - Corporate Affairs,  
Legal & Company Secretary



Encl: A/a

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: MIRC ELECTRONICS LIMITED
2. Quarter ending: December 31, 2016

I. COMPOSITION OF BOARD OF DIRECTORS								
Title Mr./Ms.	Name of the Director	PAN & DIN	Category (Chairperson/Execu tive/Non- Executive/Independ ent/Nominee) &	Date of Appointment in the current term/cessation	Tenure *	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Gulu Latchand Mirchandani	PAN: AACPM1610N DIN: 00026664	Chairperson * Executive	01.01.1981	-	3 (Three)	2 (Two)	Nil
Mr.	Vijay Jaikrishin Mansukhani	PAN: AACPM1611P DIN: 01041809	Executive	01.01.1981	-	1 (One)	1 (One)	Nil
Mr.	Kaval Gulu Mirchandani	PAN: AACPM1609H DIN: 01179978	Executive	26.05.2016	-	1 (One)	Nil	Nil
Mr.	Shyamsunder Dhoot	PAN: AAAPD1655L DIN: 06502107	Executive	16.02.2013	-	1 (One)	Nil	Nil
Mr.	Rafique Abdul Malik	PAN: AABPM5599H DIN: 00521563	Independent-Non Executive	28.01.2014	5 (Five)	2 (Two)	3 (Three)	1 (One)
Mr.	Carlton Felix Pereira	PAN: AACPP6195P DIN: 00106962	Independent-Non Executive	15.05.2014	5 (Five)	2 (Two)	Nil	1 (One)
Mr.	Arvind Rajkishore Sharma	PAN: AAGPS5691F DIN: 01229072	Independent-Non Executive	14.11.2016	5 (Five)	1 (One)	1 (One)	Nil
Ms.	Sujata Deshmukh	PAN: ACIPG0077D DIN: 07624836	Independent-Non Executive	14.11.2016	5 (Five)	1 (One)	Nil	Nil

\* PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/nominee. if a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II COMPOSITION OF COMMITTEES			Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee) &
Name of Committee	Name of Committee Members		
1	Audit Committee	Mr. Carlton Felix Pereira Mr. Rafique Abdul Malik Mr. Arvind Rajkishore Sharma	Chairperson-Independent-Non- Executive Independent-Non-Executive Independent-Non-Executive
2	Nomination & Remuneration Committee	Mr. Rafique Abdul Malik Mr. Carlton Felix Pereira Ms. Sujata Deshmukh	Chairperson-Independent-Non- Executive Independent-Non-Executive Independent-Non-Executive
3	Risk Management Committee	Mr. Gulu Lalchand Mirchandani Mr. Vijay Jaikrishin Mansukhani Mr. Shyamsunder Dhoot	Chairperson-Executive Executive Executive
4	Stakcholders Relationship Committee	Mr. Rafique Abdul Malik Mr. Gulu Lalchand Mirchandani Mr. Vijay Jaikrishin Mansukhani	Chairperson-Independent-Non- Executive Executive Executive

& Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen.



**III MEETING OF BOARD OF DIRECTORS**

Dates(s) of Meeting (if any) in the relevant previous quarter	Dates(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10.08.2016	14.11.2016	95 days

**IV MEETING OF COMMITTEES**

Date(s) of meeting in the relevant quarter	Whether requirement of quorum met in the relevant (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
Audit Committee			
14.11.2016	Yes	10.08.2016	95 days
Nomination & Remuneration Committee			
14.11.2016	Yes	-	-
Stakeholders Relationship Committee			
14.11.2016	Yes	10.08.2016	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V RELATED PARTY TRANSACTIONS**

Subject	Compliance (Yes/No/NA) below	Status refer note
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.	



Note	
1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2	If status is "No" details of non-compliance may be given here.
<b>VI</b>	<b>AFFIRMATIONS</b>
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
	a. Audit Committee
	b. Nomination & remuneration committee
	c. Stakeholders relationship committee
	d. Risk management committee
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For MIRC Electronics Limited



*(Signature)*

Lalit Chendvankar  
Head - Corporate Affairs,  
Legal & Company Secretary

Place: Mumbai

Date: 09.01.2017