

April 06, 2017

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

Sub: Compliance Report on Corporate Governance for the quarter and financial year ended March 31, 2017.

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

Script Code: BSE - 500279, NSE - MIRCELECTR

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and financial year ended March 31, 2017 in the format as prescribed under Annexure - I and Annexure - II.

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: March 31, 2017

I. COMPOSITION OF BOARD OF DIRECTORS									
Title Mr./Ms.	Name of the Director	PAN & DIN	Category (Chairperson/Execu tive/Non- Executive/Indepen dent/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 Lalchand 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		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &
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	Stakeholders 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.		

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.
VI	AFFIRMATIONS
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.

Place: Mumbai
Date: 06.04.2017



For MIRC Electronics Limited

Lalit Chendvankar
Head - Corporate Affairs,
Legal & Company Secretary

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	N.A.	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For MIRC Electronics Limited



Lalit Chendvankar
Head - Corporate Affairs,
Legal & Company Secretary



Place: Mumbai
Date: 06.04.2017