

CORPORATE GOVERNANCE REPORT

- 1 Name of the Listed Entity: MIRC ELECTRONICS LIMITED
2 Quarter Ending: September 30, 2020

COMPOSITION OF BOARD OF DIRECTORS													
I	Title (Mr. Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	Number 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	01.12.2016	-	-	12.06.1943	2 (Two)	1 (One)	1 (One)	Nil
	Mr.	Vijay Jaikrishin Mansukhani	PAN:AACPM1611P DIN:01041809	Executive	01.01.1981	01.04.2018	-	-	21.06.1949	1 (One)	Nil	1 (One)	Nil
	Mr.	Kaval Gulu Mirchandani	PAN:AACPM1609H DIN:01179978	Executive	26.05.2016	26.05.2019	-	-	11.06.1975	1 (One)	Nil	Nil	Nil
	Mr.	Lokesh Sikka	PAN:BKKPS6639C DIN:08665841	Executive	13.02.2020	-	-	-	08.02.1984	1 (One)	Nil	Nil	Nil
	Mr.	Rafique Abdul Malik	PAN:AABPM5599H DIN:00521563	Independent-Non Executive	28.01.2014	03.09.2019	-	60 months	31.10.1950	2 (Two)	2 (Two)	3 (Three)	1 (One)
	Mr.	Carlton Gerard Pereira	PAN:AACPP6195P DIN:00106962	Independent-Non Executive	15.05.2014	03.09.2019	-	60 months	17.10.1967	2 (Two)	1 (One)	2 (Two)	3 (Three)
	Mr.	Arvind Rajkishore Sharma	PAN:AAGPS5691F DIN:01229072	Independent-Non Executive	14.11.2016	-	-	60 months	10.06.1956	1 (One)	1 (One)	1 (One)	Nil
	Ms.	Mohita Arora	PAN:AAIPA0709N DIN:08771417	Independent-Non Executive	26.06.2020	-	-	60 months	25.08.1967	1 (One)	1 (One)	1 (One)	Nil
		Whether Regular Chairperson appointed	Yes.										
		Whether Chairperson is related to Managing Director or CEO	Yes.										

\$ PAN 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 period.

II COMPOSITION OF COMMITTEES						
	Name of Committee	Whether Regular Chairperson Appointed	Name of Committee Members	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)\$	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mr. Carlton Gerard Pereira	Chairperson-Non-Executive-Independent	24.07.2014	-
			Mr. Rafique Abdul Malik	Non-Executive-Independent	15.05.2014	-
			Mr. Arvind Rajkishore Sharma	Non-Executive-Independent	14.11.2016	-
2	Nomination & Remuneration Committee	Yes	Mr. Rafique Abdul Malik	Chairperson-Non-Executive-Independent	15.05.2014	-
			Mr. Carlton Gerard Pereira	Non-Executive-Independent	24.07.2014	-
			Ms. Mohita Arora	Non-Executive-Independent	26.06.2020	-
3	Risk Management Committee (if applicable)	Yes	Mr. Gulu Lalchand Mirchandani	Chairperson-Executive	07.11.2014	-
			Mr. Vijay Jaikrishin Mansukhani	Executive	07.11.2014	-
			Mr. Lokesh Sikka	Executive	13.02.2020	-
4	Stakeholders Relationship Committee	Yes	Mr. Rafique Abdul Malik	Chairperson-Non-Executive-Independent	15.05.2014	-
			Mr. Gulu Lalchand Mirchandani	Executive	15.05.2014	-
			Mr. Vijay Jaikrishin Mansukhani	Executive	15.05.2014	-
			Ms. Mohita Arora	Non-Executive-Independent	26.06.2020	-

[&] 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 Previous Quarter	Date(s) of Meeting (if any) in the Relevant Quarter	Whether requirement of Quorum met*	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive (in number of days)
			Yes/No			
	26.06.2020	10.09.2020	Yes	8	4	75

* to be filled in only for the current quarter meetings

IV MEETINGS OF COMMITTEES						
	Dates(s) of Meeting of the Committee in the Relevant Quarter	Whether Requirement of Quorum Met (details)*	Number of Directors Present*	Number of Independent Directors Present*	Date(s) of Meeting of the Committee in the Previous Quarter	Maximum gap between any Two Consecutive Meetings in Number of Days*
		Yes/No				
1	Audit Committee					
	10.09.2020	Yes	3	3	26.06.2020	75
2	Nomination & Remuneration Committee					
					26.06.2020	
3	Stakeholders Relationship Committee					
	10.09.2020	Yes	4	2	26.06.2020	75

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

** To be filled in only for current quarter meetings.

V RELATED PARTY TRANSACTIONS		
	Subject	Compliance Status (Yes/No/NA) refer note below
	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 the 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 the 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 (applicable to the top 100 listed entities)
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 previous quarter has been placed before Board of Directors.

FOR MIRC ELECTRONICS LIMITED

PLACE: MUMBAI
DATE: 07.10.2020

LALIT CHENDVANKAR
HEAD-CORPORATE AFFAIRS, LEGAL & COMPANY SECRETARY

ANNEX-III

AFFIRMATIONS		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA) <small>refer note below</small>
Copy of annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting.	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	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.		
*Business Responsibility Report is not applicable to the Company, hence it is not displayed on the website of the Company.		

FOR MIRC ELECTRONICS LIMITED

LALIT CHENDVANKAR
HEAD-CORPORATE AFFAIRS, LEGAL & COMPANY SECRETARY

PLACE: MUMBAI
DATE: 07.10.2020