

CORPORATE GOVERNANCE REPORT

- 1 Name of the Listed Entity: MIRC ELECTRONICS LIMITED
 2 Quarter Ending: March 31, 2021

I	COMPOSITION OF BOARD OF DIRECTORS											
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	01.12.2019	-	-	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			
	12.11.2020	11.02.2021	Yes	8	4	90

* 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					
	11.02.2021	Yes	3	3	12.11.2020	90
2	Nomination & Remuneration Committee					
	11.02.2021	Yes	3	3	-	-
3	Stakeholders Relationship Committee					
	11.02.2021	Yes	4	2	12.11.2020	90

* 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.

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	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.onida.com
b) Terms and conditions of appointment of independent directors	Yes	www.onida.com
c) Composition of various committees of board of directors	Yes	www.onida.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.onida.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.onida.com
f) Criteria of making payments to non-executive directors	N.A.	N.A.
g) Policy on dealing with related party transactions	Yes	www.onida.com
h) Policy for determining 'material' subsidiaries	Yes	www.onida.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.onida.com
j) email address for grievance redressal and other relevant details	Yes	www.onida.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.onida.com
l) Financial results	Yes	www.onida.com
m) Shareholding pattern	Yes	www.onida.com
n) Details of agreements entered into with the media companies and/or their associates	Yes	www.onida.com
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.onida.com
p) New name and the old name of the listed entity	N.A.	N.A.
q) Advertisements as per regulation 47 (1)	Yes	www.onida.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.onida.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	N.A.
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.onida.com
b) Materiality Policy as per Regulation 30	Yes	www.onida.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	N.A.
It is certified that these contents on the website of the listed entity are correct.		

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
Quorum of board meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19 (2A)	Yes
Meeting of Nomination & Remuneration Committee	19 (3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(1A) (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.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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)	N.A.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A.
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. NOT APPLICABLE

For MIRC Electronics Limited

Lalit Chendvankar
Head - Corporate Affairs,
Legal & Company Secretary

Place: Mumbai
Date: 07.04.2021