

**ANNEXURE-I**

**CORPORATE GOVERNANCE REPORT**

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

| I                 | COMPOSITION OF BOARD OF DIRECTORS                          |                                |                                                                                |                                |                            |                      |           |                  |                                                                                                                        |                                                                                                                                               |                                                                                                                                                            |                                                                                                                                                                                  |  |
|-------------------|------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|--------------------------------|----------------------------|----------------------|-----------|------------------|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Title<br>(Mr. Ms) | Name of the Director                                       | PAN\$ & DIN                    | Category<br>(Chairperson/Executive/<br>Non-Executive/Independent/<br>Nominee)* | Initial Date of<br>Appointment | Date of Re-<br>appointment | Date of<br>Cessation | Tenure*   | Date of<br>Birth | No. of directorship in<br>listed entities<br>including this listed<br>entity<br>[in reference to<br>Regulation 17A(1)] | No. of Independent<br>Directorship in listed<br>entities including this<br>listed entity<br>[in reference to proviso<br>to Regulation 17A(1)] | Number of<br>memberships in<br>Audit/Stakeholder<br>Committee (s)<br>including this listed<br>entity<br>(Refer Regulation 26(1)<br>of Listing Regulations] | No. of post of Chairperson<br>in Audit/Stakeholder<br>Committee held in listed<br>entities including this<br>listed entity<br>(Refer Regulation 26(1) of<br>Listing Regulations] |  |
| Mr.               | Gulu Lalchand Mirchandani                                  | PAN:AACPM1610N<br>DIN:00026664 | Chairperson-<br>Executive                                                      | 01.01.1981                     | 01.12.2016                 | -                    | -         | 12.06.1943       | 2 (Two)                                                                                                                | 1 (One)                                                                                                                                       | 1 (One)                                                                                                                                                    | Nil                                                                                                                                                                              |  |
| Mr.               | Vijay Jaikrishin Mansukhani                                | PAN:AACPM1611P<br>DIN:01041809 | Executive                                                                      | 01.01.1981                     | 01.04.2018                 | -                    | -         | 21.06.1949       | 1 (One)                                                                                                                | Nil                                                                                                                                           | 1 (One)                                                                                                                                                    | Nil                                                                                                                                                                              |  |
| Mr.               | Kaval Gulu Mirchandani                                     | PAN:AACPM1609H<br>DIN:01179978 | Executive                                                                      | 26.05.2016                     | 26.05.2019                 | -                    | -         | 11.06.1975       | 1 (One)                                                                                                                | Nil                                                                                                                                           | Nil                                                                                                                                                        | Nil                                                                                                                                                                              |  |
| Mr.               | Lokesh Sikka                                               | PAN:BKKPS6639C<br>DIN:08665841 | Executive                                                                      | 13.02.2020                     | -                          | -                    | -         | 08.02.1984       | 1 (One)                                                                                                                | Nil                                                                                                                                           | Nil                                                                                                                                                        | Nil                                                                                                                                                                              |  |
| Mr.               | Rafique Abdul Malik                                        | PAN:AABPM5599H<br>DIN:00521563 | Independent-Non<br>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<br>DIN:00106962 | Independent-Non<br>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<br>DIN:01229072 | Independent-Non<br>Executive                                                   | 14.11.2016                     | -                          | -                    | 60 months | 10.06.1956       | 1 (One)                                                                                                                | 1 (One)                                                                                                                                       | 1 (One)                                                                                                                                                    | Nil                                                                                                                                                                              |  |
| Ms.               | Mohita Arora                                               | PAN:AAIPA0709N<br>DIN:08771417 | Independent-Non<br>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.

<sup>&</sup> Category of directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories seperating 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 Meetings (in number of days) |
|     |                                                  |                                                     | Yes/No                             |                              |                                          |                                                                      |
|     | 13.02.2020                                       | 26.06.2020                                          | Yes                                | 7                            | 3                                        | 133                                                                  |

\* 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                                              |                                              |                              |                                          |                                                             |                                                                     |
|    | 26.06.2020                                                   | Yes                                          | 2                            | 2                                        | 13.02.2020                                                  | 133                                                                 |
|    |                                                              |                                              |                              |                                          |                                                             |                                                                     |
| 2  | Nomination & Remuneration Committee                          |                                              |                              |                                          |                                                             |                                                                     |
|    | 26.06.2020                                                   | Yes                                          | 2                            | 2                                        | 13.02.2020                                                  | 133                                                                 |
|    |                                                              |                                              |                              |                                          |                                                             |                                                                     |
| 3  | Stakeholders Relationship Committee                          |                                              |                              |                                          |                                                             |                                                                     |
|    | 26.06.2020                                                   | Yes                                          | 4                            | 2                                        | 13.02.2020                                                  | 133                                                                 |

\* 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.

| <b>V</b> | <b>RELATED PARTY TRANSACTIONS</b>                                                                                                                                                                                                                                                                                                               |                                                              |
|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
|          | <b>Subject</b>                                                                                                                                                                                                                                                                                                                                  | <b>Compliance Status<br/>(Yes/No/NA)</b> refer<br>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.                                                                                                                                                                                                                                                                                  |                                                              |

| <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 (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: 06.07.2020**

**LALIT CHENDVANKAR**  
**HEAD-CORPORATE AFFAIRS, LEGAL & COMPANY SECRETARY**