

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : Trend Electronics Limited

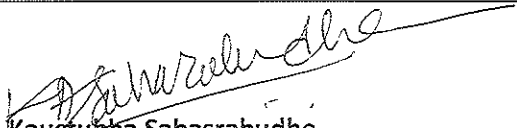
2. Quarter Ending : March 31, 2016

I. Composition of Board of Directors							
Name of the Director	PAN & DIN	Category	Date of Appointment in the current term/Cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit/Stakeholder Committee(s) including this listed entity	No. of Post of chairperson in Audit/Stakeholder committee held in listed entities including this listed entity
Mr. Vivek D. Dharm	PAN: AFZPD7087G DIN: 00214361	Independent Director	30.06.2014	30.06.2014 to present	01	05	04
Mr. Subhash S. Nabar	PAN: AALPN0556H DIN: 01341057	Independent Director	14.08.2014	27.06.2015 to present	01	03	---
Mr. Bhopinder Jagdish Mittar Chopra	PAN: AAYPC3396D DIN: 00329550	Independent Director	14.08.2014 to 29.01.2016	27.06.2015 to 29.01.2016	----	----	----
Mrs. Smita V.	PAN: ALQPD3187J DIN: 07144712	Non-Executive Director	27.06.2015 (Mrs. Smita V. was appointed as An Additional Director on the Board of Directors of Company on 31.03.2015 and at the Annual General Meeting held on 27.06.2015, Members of the Company appointed Mrs. Smita V. as Non-Executive Director)	27.06.2015 to present	01	----	----
Mr. Chandrakant Sidram Jyoti	PAN: ACWPJ5783H DIN: 03375482	Independent Director	29.01.2016 (Mr. Chandrakant S. Jyoti was appointed as An independent Director on the Board of Directors of Company on 29.01.2016)	29.01.2016 to present	01	02	---
II. Composition of Committees							
Name of Committee		Name of Committee members		Category(Chairperson/Executive/Non-			

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		Executive/Independent/Nominee)	
1. Audit Committee	Mr. Vivek D. Dharm Mr. Subhash S. Nabar Mr. Chandrakant S. Jyoti	Independent Director-Chairman Independent Director Independent Director	
2. Nomination & Remuneration Committee	Mr. Chandrakant S. Jyoti Mr. Vivek D. Dharm Mr. Subhash S. Nabar	Independent Director- Chairman Independent Director Independent Director	
3. Risk Management Committee	Mr. Vivek D. Dharm Mr. Subhash S. Nabar Mr. Chandrakant S. Jyoti	Independent Director-Chairman Independent Director Independent Director	
4. Stakeholders Relationship Committee	Mr. Vivek D. Dharm Mr. Subhash S. Nabar Mr. Chandrakant S. Jyoti	Independent Director-Chairman Independent Director Independent Director	
<i>Apart from the above committees, the Company has constituted Corporate Social Responsibility Committee and Finance and General Affairs Committee. However, the details of the same are not mentioned as the same is not required as per the format given under SEBI(Listing obligations and disclosure requirements) Regulations, 2015</i>			
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
14 th November, 2015 31 st December, 2015	29 th January, 2016 12 th February, 2016 30 th March, 2016	46 days	
IV. Meeting of Committees			
<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12 th February, 2016 30 th March, 2016 (Audit Committee Meeting)	Yes	14 th November, 2015 31 st December, 2015 (Audit Committee Meeting)	46 days
12 th February, 2016 (Nomination & Remuneration Committee Meeting)	Yes	14 th November, 2015 (Nomination & Remuneration Committee Meeting)	
12 th February, 2016 (Stakeholders' Relationship Committee Meeting)	Yes	14 th November, 2015 (Stakeholders' Relationship Committee Meeting)	
Risk Management Committee – No Meeting		Risk Management Committee – No Meeting	

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V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	N.A.
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.
VI. Affirmations	
<p>1. The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : YES</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee : YES</p> <p>b. Nomination & Remuneration Committee : YES</p> <p>c. Stakeholders Relationship Committee : YES</p> <p>d. Risk Management committee (applicable to the top 100 listed entities) : YES (Voluntarily constituted)</p> <p>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 : YES</p> <p>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 : YES</p> <p>5. The report submitted in the previous quarter has been placed before the Board of Directors. There are no comments/ observations/ advice of the Board. The report for the quarter ended 31st March, 2016 shall be placed before the Board at the ensuing Board Meeting.</p>	
 Name : Kaustubha Sahasrabudhe Designation : Company Secretary & Compliance Officer Membership No.: A21165	

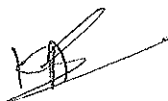
COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : TREND ELECTRONICS LIMITED

2. Year Ending : MARCH 31, 2016

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status(Yes/No/NA)</i>	
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	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
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	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status(Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b)&25(6)</i>	Yes
<i>Board composition</i>	<i>17(1)</i>	Yes
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes
<i>Code of Conduct</i>	<i>17(5)</i>	Yes
<i>Fees/compensation</i>	<i>17(6)</i>	Yes (Directors are entitle to sitting fees only)
<i>Minimum Information</i>	<i>17(7)</i>	Yes



Compliance Certificate	17(8)	Yes Compliance Certificate obtained from CFO of the Company has been published as part of the Annual Report for the financial year ended on 31 st December, 2014. A similar certificate shall be published as part of the Annual Report for the financial year ended on 31 st March, 2016.
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)	N.A.

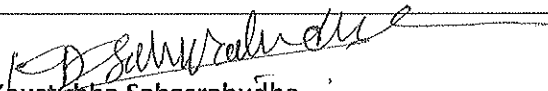
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	N.A.
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of 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: -----N.A.-----


Name : Kaustubha Sahasrabudhe

Designation : Company Secretary & Compliance Officer

Membership No.: A21165