

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : Trend Electronics Limited

2. Quarter Ending : December 31, 2015

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	04	04
Mr. Subhash S. Nabar	PAN: AALPN0556H DIN: 01341057	Independent Director	14.08.2014	27.06.2015 to present	01	03	01
Mr. Bhopinder Jagdish Mittar Chopra	PAN: AAYPC3396D DIN: 00329550	Independent Director	14.08.2014	27.06.2015 to present	01	03	----
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)		01	----	----
II. Composition of Committees							
Name of Committee		Name of Committee members		Category(Chairperson/Executive/Non-Executive/Independent/Nominee)			
1. Audit Committee		Mr. Vivek D. Dharm Mr. Subhash S. Nabar Mr. Bhopinder J. Chopra		Independent Director-Chairman Independent Director Independent Director			



2.Nomination & Remuneration Committee	Mr. Bhopinder J. Chopra Mr. Vivek D. Dharm Mr. Subhash S. Nabar	Independent Director- Chairman Independent Director Independent Director	
3.Risk Management Committee (if applicable)	Mr. Vivek D. Dharm Mr. Subhash S. Nabar Mr. Bhopinder J. Chopra	Independent Director-Chairman Independent Director Independent Director	
4.Stakeholders Relationship Committee	Mr. Vivek D. Dharm Mr. Subhash S. Nabar Mr. Bhopinder J. Chopra	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>			
<b>III. Meeting of Board of Directors</b>			
<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 <sup>th</sup> August, 2015 24 <sup>th</sup> September, 2015	14 <sup>th</sup> November, 2015 31 <sup>st</sup> December, 2015	50 days	
<b>IV. Meeting of Committees</b>			
<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>
14 <sup>th</sup> November, 2015 31 <sup>st</sup> December, 2015 (Audit Committee Meeting)	Yes	14 <sup>th</sup> August, 2015 (Audit Committee Meeting)	91 days
14 <sup>th</sup> November, 2015 (Nomination & Remuneration Committee Meeting)	Yes	14 <sup>th</sup> August, 2015 (Nomination & Remuneration Committee Meeting)	
14 <sup>th</sup> November, 2015 (Stakeholders' Relationship Committee Meeting)	Yes	14 <sup>th</sup> August, 2015 (Stakeholders' Relationship Committee Meeting)	
Risk Management Committee – No Meeting		Risk Management Committee – No Meeting	
<b>V. Related Party Transactions</b>			
<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**

1. The composition of board of directors is in terms of SEBI ( Listing obligations and disclosure requirements) Regulations, 2015 : **YES**
2. The composition of the following committees is in terms of SEBI ( Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee : **YES**
  - b. Nomination & Remuneration Committee : **YES**
  - c. Stakeholders Relationship Committee : **YES**
  - d. Risk Management committee (applicable to the top 100 listed entities) : **YES (Voluntarily constituted)**
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**
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**
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 31<sup>st</sup> December, 2015 shall be placed before the Board at the ensuing Board Meeting.



Name : Kaustubha Sahasrabudhe

Designation : Company Secretary & Compliance Officer

Membership No.: A21165