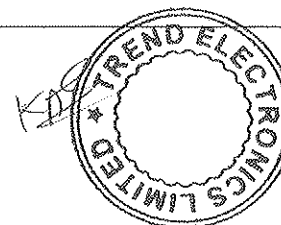


## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : Trend Electronics Limited

2. Quarter Ending : December 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 Directors hip in listed entities including this listed entity	No. of membership s in Audit/Stake holder 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	60 Months	01	06	02
Mr. Subhash S. Nabar	PAN: AALPN0556H DIN: 01341057	Independent Director	14.08.2014	60 Months	01	02	—
Mrs. Smita V.	PAN: ALQPD3187J DIN: 07144712	Non-Executive Director	26.09.2016	27.06.20 15 to present	01	----	----
Mr. Chandrakant Sidram Jyoti	PAN: ACWPI5783H DIN: 03375482	Independent Director	29.01.2016	60 Months	01	02	---
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. Chandrakant S. Jyoti		Independent Director-Chairman Independent Director				



	Mr. Subhas S. Nabar	Independent Director
2.Nomination & Remuneration Committee	Mr. Subhash S. Nabar Mr. Chandrakant S. Jyoti Mr. Vivek D. Dharm	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

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

### III. Meeting of Board of Directors

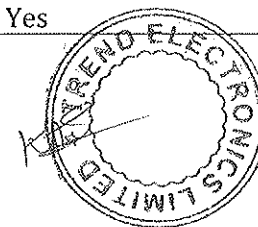
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13 <sup>th</sup> August, 2016	14 <sup>th</sup> November, 2016	92

### IV. Meeting of Committees

<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum (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, 2016 (Audit Committee Meeting)	Yes	13 <sup>th</sup> August, 2016 (Audit Committee Meeting)	92
14 <sup>th</sup> November, 2016 (Stakeholders' Repationship Committee Meeting)	Yes	13 <sup>th</sup> August, 2016 (Stakeholders' Relationship Committee Meeting)	92
Nil Meeting (Nomination & Remuneration Committee Meeting)	N.A.	13 <sup>th</sup> August, 2016 (Nomination & Remuneration Committee Meeting)	-
Nil Meeting (Risk Management Committee)	N.A.	Nil Meeting (Risk Management Committee)	-

### V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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 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, 2016 shall be placed before the Board at the ensuing Board Meeting.

Name : Kaustubha Sahasrabudhe

Designation : Company Secretary & Compliance Officer

Membership No.: A21165

