ONIDA

OWNER'S PRIDE

August 24, 2018

To,	To,	To
BSE Limited 25th Floor, P.J. Towers, Dalal Street, Mumbai-400 001	**The Manager - Corporate Compliance** **National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051	**Central Depository Services (India) Ltd.** 17th Floor, P J Towers, Dalal Street, Fort, Mumbai - 400001

Dear Sir/Madam,

Sub: Compliance under Regulation 30(2), 34(1) and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Scrutinizer's Report.

Script Code: BSE - 500279, NSE – MIRCELECTR

A] Pursuant to Regulation 30(2) read with Schedule III and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate that the 37th Annual General Meeting (AGM) was held on August 23, 2018.

The Chairman has ordered a poll on all the resolutions from Item Nos. 1 to 7 of the notice of 37th AGM. All the resolutions were passed (including votes cast through remote e-voting) with requisite majority.

1) The proceeding of the resolutions passed is enclosed herewith.

2) Amendments to Articles of Association:-

Earlier Articles of Association was substituted by adopting new amended Articles of Association in order to align it with the provisions of the Companies Act, 2013 including the rules framed thereunder.

MIRC ELECTRONICS LTD MUMBAI 93

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B] Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report for the year 2017-2018 which was approved and adopted by the members of the Company in the 37th AGM.

C] Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of voting results of the resolutions passed at 37th AGM in the prescribed format.

D] Please find enclosed herewith Scrutinizer's Report issued by Mr. Mahesh Darji, Practicing Company Secretary on the Consolidated Result of Voting i.e. through Remote E-voting and Poll conducted during 37th AGM.

You are requested to kindly take the same on record and oblige.

Thanking You,

For MIRC Electronics Limited

MIRC ELECTRONICS LTD MUMBAI 93

Lalit Chendvankar
Head - Corporate Affairs,
Legal & Company Secretary

Encl: - As above

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MIRC ELECTRONICS LIMITED

PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING

Item No.	Particulars	Resolutions (Ordinary/Special)	Result
1	To receive, consider and adopt: (a) the audited financial statement of the Company for the financial year ended March 31, 2018; (b) the reports of the Board of Directors and Auditors thereon;	Ordinary	Passed by requisite majority
2	Re-appointment of Mr. Kaval Mirchandani (DIN. 01179978), as a Director who retires by rotation.	Ordinary	Passed by requisite majority
3	Re-appointment of statutory auditors of the Company and fixing their remuneration.	Ordinary	Passed by requisite majority
4	Modification of remuneration of Mr. Shyamsunder Dhoot, Whole-Time Director (DIN: 06502107) of the Company for the balance period from September 13, 2017 to February 15, 2019.	Special	Passed by requisite majority
5	Re-appointment and remuneration of Mr. Vijay J. Mansukhani as Managing Director (DIN: 01041809) of the Company for period of 3 years w.e.f. April 01, 2018.	Special	Passed by requisite majority
6	Remuneration of the Cost Auditors for the financial year ending March 31, 2019.	Ordinary	Passed by requisite majority
7	Adoption of newly substituted Articles of Association of the Company.	Special	Passed by requisite majority

MIRC ELECTRONICS LIMITED - VOTING RESULTS

Date of the AGM:	23.08.2018
Total number of shareholders on record date:	62011
No. of shareholders present in the meeting either in person or through proxy:-	
Promoters and Promoter Group	8
Public	47
No. of Shareholders attended the meeting through Video Conferencing:-	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
Resolution Required : (Ordinary)	1 - To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000	0
	Poll		66649	0.0545	66649	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**122192638**	**100.0000**	**122192638**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	3868744	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	104891237	196366	0.1872	196360	6	99.9969	0.0031	0
	Poll		5176801	4.9354	5176800	1	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**5373167**	**5.1226**	**5373160**	**7**	**99.9999**	**0.0001**	**0**
Total		**230952619**	**127565805**	**55.2346**	**127565798**	**7**	**100.0000**	0.0000	**0**

Mirc Electronics Ltd

Resolution Required : (Ordinary)	2 - To appoint a Director in place of Mr. Kaval Mirchandani (DIN. 01179978), who retires by rotation and being eligible, offers himself for re-appointment.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000	0
	Poll		66649	0.0545	66649	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**122192638**	**100.0000**	**122192638**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	3868744	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	104891237	196366	0.1872	195360	1006	99.4877	0.5123	0
	Poll		5176801	4.9354	5176800	1	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**5373167**	**5.1226**	**5372160**	**1007**	**99.9813**	**0.0187**	**0**
Total		**230952619**	**127565805**	**55.2346**	**127564798**	**1007**	**99.9992**	**0.0008**	**0**

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Mirc Electronics Ltd

Resolution Required : (Ordinary)			**3 - To re-appoint statutory auditors of the Company and to fix their remuneration.**						
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. of votes Invalid**
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000	0
	Poll		66649	0.0545	66649	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**122192638**	**100.0000**	**122192638**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	3868744	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	104891237	196366	0.1872	196360	6	99.9969	0.0031	0
	Poll		5176801	4.9354	5176800	1	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**5373167**	**5.1226**	**5373160**	**7**	**99.9999**	**0.0001**	**0**
Total		230952619	127565805	55.2346	127565798	7	100.0000	0.0000	0

MIRC ELECTRONICS LTD

Mirc Electronics Ltd

Resolution Required : (Special)	4 - To approve modification of remuneration of Mr. Shyamsunder Dhoot, Whole-Time Director of the Company for the balance period from September 13, 2017 to February 15, 2019.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000	0
	Poll		66649	0.0545	66649	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**122192638**	**100.0000**	**122192638**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	3868744	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	104891237	196366	0.1872	196310	56	99.9715	0.0285	0
	Poll		5176801	4.9354	5176800	1	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**5373167**	**5.1226**	**5373110**	**57**	**99.9989**	**0.0011**	**0**
Total		230952619	127565805	55.2346	127565748	57	100.0000	0.0000	0

MIRC ELECTRONICS LTD

Mirc Electronics Ltd

Resolution Required : (Special)	5 - To approve re-appointment and remuneration of Mr. Vijay J. Mansukhani as Managing Director of the Company for period of 3 years w.e.f. April 01, 2018.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000	0
	Poll		66649	0.0545	66649	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**122192638**	**100.0000**	**122192638**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	3868744	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	104891237	196366	0.1872	195310	1056	99.4622	0.5378	0
	Poll		5176801	4.9354	5176800	1	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**5373167**	**5.1226**	**5372110**	**1057**	**99.9803**	**0.0197**	**0**
Total		**230952619**	**127565805**	**55.2346**	**127564748**	**1057**	**99.9992**	**0.0008**	**0**

MIRC ELECTRONICS LTD. MUMBAI

Mirc Electronics Ltd

Resolution Required : (Ordinary)	6 - To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000	0
	Poll		66649	0.0545	66649	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**122192638**	**100.0000**	**122192638**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	3868744	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	104891237	196366	0.1872	196360	6	99.9969	0.0031	0
	Poll		5176801	4.9354	5176800	1	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**5373167**	**5.1226**	**5373160**	**7**	**99.9999**	**0.0001**	**0**
Total		**230952619**	**127565805**	**55.2346**	**127565798**	**7**	**100.0000**	**0.0000**	**0**

Mirc Electronics Ltd

Resolution Required : (Special)			7 - To consider adoption of newly substituted Articles of Association of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000	0
	Poll		66649	0.0545	66649	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**122192638**	**100.0000**	**122192638**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	3868744	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	104891237	196366	0.1872	196210	156	99.9206	0.0794	0
	Poll		5176801	4.9354	5176800	1	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**5373167**	**5.1226**	**5373010**	**157**	**99.9971**	**0.0029**	**0**
Total		**230952619**	**127565805**	**55.2346**	**127565648**	**157**	**99.9999**	**0.0001**	**0**

Mahesh M. Darji
Practicing Company Secretary
B.Com, DBM, LLB, FCS

Form No. MGT-13
Report of Scrutinizer
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of 37th Annual General Meeting of
Members of MIRC Electronics Limited
Held on Thursday, 23rd August, 2018
At Hall of Culture, Nehru Centre,
Dr. Annie Besant Road, Worli,
Mumbai – 400 018

Sir,

I, Mahesh Darji, Practicing Company Secretary (Membership No. FCS - 7175) was appointed as a Scrutinizer for the purpose of the poll taken at Annual General Meeting (including remote e-voting) on the resolutions as per the Annexure attached at the 37th Annual General Meeting of the Members of MIRC Electronics Limited (the Company) held on 23rd August, 2018 at 3.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.

2. The locked ballot boxes was subsequently opened in my presence (along with presence of two witnesses viz. Mr. Rakesh Achhpal and Ms. Khyati Trivedi both are not in employment of the Company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The signatures of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.

3. There were no poll papers which were found defective or invalid.

4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed ~~and handed over~~ to the Representative of the Company for keeping under safe custody.

MAHESH DARJI
FCS 7175
CP 7809
COMPANY SECRETARY

24/08/18

Note: Shareholders had been provided the facility of Remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and voting through Poll at Annual General Meeting) cast by the shareholders.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

MAHESH DARJI
FCS 7175
CP 7809
COMPANY SECRETARY

Mahesh Darji
Practicing Company Secretary
Membership No. FCS 7175
CP No. 7809

Place: Mumbai

Date: 24.08.2018

Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and physical ballot / poll at AGM):

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes: Voting in Favour (Assent) No. of Members Voting	Valid Votes: Voting in Favour (Assent) No. of Votes Casted	Valid Votes: Voting in Favour (Assent) % of valid votes	Valid Votes: Voted Against (Dissent) No. of Members Voting	Valid Votes: Voted Against (Dissent) No. of Votes Casted	Valid Votes: Voted Against (Dissent) % of valid votes	Invalid Votes/Abstain No. of Members Voting	Invalid Votes/Abstain No. of Votes Casted
1	1	To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon	Ordinary	Remote E-Voting	30	122322349	99.99	3	6	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	**55**	**127565798**	**99.99**	**4**	**7**	**0.01**	**0**	**0**
2	2	To appoint a Director in place of Mr. Kaval Mirchandani (DIN. 01179978), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting	29	122321349	99.99	4	1006	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	**54**	**127564798**	**99.99**	**5**	**1007**	**0.01**	**0**	**0**
3	3	To re-appoint statutory auditors of the Company and to fix their remuneration	Ordinary	Remote E-Voting	30	122322349	99.99	3	6	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	**55**	**127565798**	**99.99**	**4**	**7**	**0.01**	**0**	**0**

MAHESH DARJI
FCS 7175
CP 7809
COMPANY SECRETARY

24/08/18

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes: Voting in Favour (Assent) No. of Members Voting	Valid Votes: Voting in Favour (Assent) No. of Votes Casted	Valid Votes: Voting in Favour (Assent) % of valid votes	Valid Votes: Voted Against (Dissent) No. of Members Voting	Valid Votes: Voted Against (Dissent) No. of Votes Casted	Valid Votes: Voted Against (Dissent) % of valid votes	Invalid Votes/Abstain: No. of Members Voting	Invalid Votes/Abstain: No. of Votes Casted
4	4	To approve modification of remuneration of Mr. Shyamsunder Dhoot, Whole-Time Director of the Company for the balance period from September 13, 2017 to February 15, 2019.	Special	Remote E-Voting	29	122322299	99.99	4	56	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	**54**	**127565748**	**99.99**	**5**	**57**	**0.01**	**0**	**0**
5	5	To approve re-appointment and remuneration of Mr. Vijay J. Mansukhani as Managing Director of the Company for period of 3 years w.e.f. April 01, 2018.	Special	Remote E-Voting	28	122321299	99.99	5	1056	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	**53**	**127564748**	**99.99**	**6**	**1057**	**0.01**	**0**	**0**
6	6	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019.	Ordinary	Remote E-Voting	30	122322349	99.99	3	6	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	**55**	**127565798**	**99.99**	**4**	**7**	**0.01**	**0**	**0**

MAHESH DARJI
FCS 7175
CP 7809
COMPANY SECRETARY

24/08/18

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
7	7	To consider adoption of new Articles of Association of the Company.	Special	Remote E-Voting	29	122322199	99.99	4	156	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	**54**	**127565648**	**99.99**	**5**	**157**	**0.01**	**0**	**0**

MAHESH DARJI
FCS 7175
CP 7809
COMPANY SECRETARY

24/08/18

ONIDA

OWNER'S PRIDE

TRANSFORMING

Annual Report
2017-18

MIRC

MIRC ELECTRONICS LIMITED

VISION

Our aim is to make Indians proud of the "Made In India" Label by providing highly innovative products, which are better than the competition, which simplify lives and provide an unmatched customer experience.

CORPORATE INFORMATION

Board of Directors

Mr. Gulu L. Mirchandani, Chairman and Managing Director (DIN 00026664)

Mr. Vijay J. Mansukhani, Managing Director (DIN 01041809)

Mr. Kaval Mirchandani, Whole Time Director (DIN 01179978)

Mr. Shyamsunder Dhoot, Whole Time Director (DIN 06502107)

Mr. Rafique Malik, Independent Director (DIN 00521563)

Mr. Carlton Pereira, Independent Director (DIN 00106962)

Mr. Arvind Sharma, Independent Director (DIN 01229072)

Ms. Sujata Deshmukh, Independent Director (DIN 07624836)

Chief Executive Officer

Mr. G. Sundar

Chief Financial Officer

Mr. Subrat Nayak

Company Secretary and Compliance Officer

Mr. Lalit Chendvankar

Statutory Auditors

M/s. S R B C & CO. LLP, Chartered Accountants

Bankers

1. State Bank of India
2. HDFC Bank
3. IDBI Bank
5. Canara Bank
6. Axis Bank
7. IndusInd Bank

Registered office

Onida House, G-1, M.I.D.C.,
Mahakali Caves Road,
Andheri (East), Mumbai – 400 093
Tel.: +91 22 6697 5777
Fax: +91 22 2820 2002
Email ID: investors@onida.com
Website: www.onida.com
CIN: L32300MH1981PLC023637

Factory Premises

1. Village Kudus, Bhiwandi Wada Road, Taluka Wada, Dist. Palghar, Maharashtra – 421 312.
2. Khasra No.158, Village- Raipur, Pargana - Bhagwanpur, Roorkee, Dist -Haridwar, Uttarakhand-247 661
3. Khasra No.399 to 401 & 405 to 410, 158 KMS Milestone, Delhi-Roorkee Highway – NH 58, Village– Mundiyaki, Pargana–Manglour, Tehsil- Roorkee, Dist–Haridwar, Uttarakhand– 247 670.
4. Chiplun - Plot No. G-1, Lote Parshuram Industrial Area, Village Dhamandevi, Taluka Khed, Dist. Ratnagiri, Maharashtra-415 639

Registrar & Share Transfer Agent:

M/s. Link Intime India Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai – 400 083
Tel.: +91 22 2594 6970-78
Fax: +91 22 2594 6969
Email ID: rnt.helpdesk@linkintime.co.in

Dear Stakeholders

The Global economy is now growing faster than previous years however due to rising oil price, trade war etc. has exposed India's macroeconomic to vulnerabilities, fragile public finances and widening current account deficit has put further strain on the India economy. Having said that India's GDP growth was 6.7% for FY 17-18 and unlike 1991 our current foreign exchange reverse is much higher which makes India a less volatile economy. Thanks to series of policy initiatives, India remain a favorite investment destination.

We have had a positive year at MIRC Electronics, where we achieved a clear turnaround in business. The markets have responded well, with a healthy growth in our share price in the last 12 months. This is the right time for us to build strongly, on our base with investing in the brand Onida.

The implementation of GST in India, one of the largest change events of last year, translates to replacement of 17 indirect Tax Levies across India, thereby reducing compliance costs, reducing raw material costs, faster inter-state movements and improved logistics. By doing away with state specific restrictions, ease of doing business, there is an increased demand expected from less developed states and the e-commerce sector is also expected to gain.

In line with Prime Minister Shri. Narendra Modi's 'Make-In-India' policy, Onida has the same vision of making India proud with Made in India labels. Our own plant assembles modules, which are critical parts of our LED TV's. On one hand, while this generates more employment, at the other end, this also means a whole lot of improvement in the infrastructure of our Wada facility. Local manufacturing means doing away with custom cost, thereby bring in cost reduction. With the introduction of GST the cost differential has been done away with.

Onida has always meant superior technology, great quality and affordable prices for our consumers. Our teams are geared up to deliver at least one innovation on every product, before Diwali this year, to continue our focus on building better differentiated products versus competition and enhancing the customer experience. We have tied up with Google for our SMART TV's and are working towards becoming their most preferred partner in India, for this category. These SMART TV's will run on a Google certified Android operating system, enhancing the viewing experience. They will also allow users to have full access to the Google Play Store and a suite of other services, as added value. And they will have a voice remote, leveraging on Google talk, which will use voice command for easy operations. With a young demographic segment emerging as one of the largest consumer segments in India, a range of new customer needs are set to emerge. With this perspective, we plan to use Artificial Intelligence or AI integrated into our manufacturing of SMART TV's.

On the communication front, we are back with the much loved Onida Devil. Recently re-launched during this summer, our campaign has generated a lot of buzz in the market. In the category, currently there's a lot of attention on the peripheral areas and our communication has steered away from all this clutter, to bring back to focus on the key task of an Air Conditioner, which is cooling. This was brought alive with the Devil as the product's advocate, an intuitive fit between the voice of the brand and the product existing in his world. The Onida Devil has been resurrected in a new avatar as a die-hard fan of Onida Inverter Air Conditioners. The Onida Devil is one of the most memorable icons in the world of Indian Advertising.

This year has been fantastic for Onida Washing Machines where we witnessed a significant growth in comparison to the industry witnessing marginal growth of 5%. All this has been possible by launching innovative technologically advanced products in all categories of Washing Machines (Semi-Automatic, Fully-Automatic and Front Load) at competitive price to the consumer.

As we march ahead, we plan to make failure proof products, adding to customer delight in every step.

Finally, I would like to take this opportunity to thank each one of you for your continued support. Your faith and trust in us and tireless efforts of our employees will surely succeed in making this company achieving new heights in coming years.

Gulu. L. Mirchandani
Chairman

MIRC
MIRC ELECTRONICS LIMITED

Dear Stakeholders

Financial year 2017-2018 was an inventful year for the country and for all of us at Onida. Demonetization and the introduction of GST were setting into the processes of various companies and while we were totally prepared we also trained our suppliers and creditors into linking their system with ours. The introduction of GST was also a great leveler for all companies with the abolition of State Tax / Central Tax incentives & doing business in India became a level playing field. We at Onida benefited and our profits and gross margins went up substantially. The abolition of Octroi and state entry permits increased the ease of doing business resulting in lower logistics costs and higher profits. A stable Government and a strong rupee also helped.

The penetration of consumer electronics into Indian households is extremely low compared to the world and with the Government's initiative to electrify all households we can expect a sustained growth in revenue for the next decade. India has a very favorable demographic composition with the millennials having high aspirations and with disposable income steadily increasing we are poised to have a compounding growth in our profits. With one of the finest R&D centers of India in both electronic and mechanical our products are competing very effectively with all the multinationals and our aim is to make all Indians proud of 'Make in India' label.

As India opens up, a lot of multinationals will look to setup business in India and so will the Chinese who with their mass manufacturing skills will try and capture the low end of the Indian market. We are well poised with our various models in Air Conditioners, Television Panels, Washing Machines & Microwave Ovens to address all segments and compete very effectively with competition. We will also lobby with the Government for reduction of GST which at 28% is about the highest in the world. With the influence of foreign brands we are also poised to do inorganic growth by utilizing our manufacturing capabilities to do non-captive work. Many opportunities on strategy alliances are also being evaluated to increase market capitalization.

Our marketing department has worked very actively to bring back the iconic mascot of the Devil and while it will be re-introduced as a product mascot we hope to make this a brand mascot and bring back the brand awareness with this unique advertising strategy. We are also actively enhancing our presence in the digital media. Our enhanced performance and the awareness to the public has resulted in higher share holder confidence in the company with the market capitalization going up substantially. Leading fund houses have invested in our stock and we successfully did a preferential issue of equity shares of Rs. 72.06 crores and preferential issue of warrants of Rs. 72.06 crores (25% of the value of warrants has been received upfront).

With the introduction of GST we also consolidated our manufacturing and warehousing activities and hope to sell all our non-core assets to increase the working capital of the company. Our efforts in modernizing our automatic manufacturing plant resulted in our being able to give a golden hand shake to about 180 workers and the dividends are being reaped now by a reduced worker payroll substantially.

Finally we are also focused and invested heavily in training and hiring the best people in the industry. With these efforts we are extremely confident that going into the future these actions will yield rich dividends.

Vijay Mansukhani
Managing Director

MIRC ELECTRONICS LIMITED

AIR CONDITIONER

PET ENGINE
AN ONIDA EXCLUSIVE

As summer rolls in, Onida launched its range of Inverter Air Conditioners, continuing to deliver technologically superior products for consumers who want the best in functionality and design. Onida Inverter Air Conditioners comes with the promise of lower electricity bill as an attractive value proposition for the buyers.

In country like India, where temperatures sores up to 45°C, Onida have created Inverter Air Conditioners which can cools like a champ even at an extreme temperature of 52°C. This is possible due to the PET ENGINE technology incorporated in all the Onida Inverter Air Conditioners. The R&D team at Onida has come up with a unique PET ENGINE, which is programmed to ensure high cooling capacity even at high ambient temperatures. Onida Inverter Air Conditioner's four-way swing technology, high CFM, its turbo cooling and bigger outdoor unit contributes to the powerful cooling.

Onida Inverter Air Conditioners are designed with world's best DC inverter compressor and advanced fast control technology with dynamic sensors which continuously senses & monitors the room temperature and provides up to 170% faster cooling. An advanced algorithm changes the frequency and speed of the compressor motor to provide super high efficiency. Onida Inverter Air Conditioners provides more cooling and saves up to 65% in energy bill under part load conditions. Also Onida Inverter Air Conditioners operates with-in a wide Voltage Range of 160V~250V and has a capability to withstand electricity fluctuations without the requirement of a stabilizer.

It has 100% copper coil, anti-fungus operation helps keep the Air Conditioner clean and provide us with fresh air. The Unique i-Feel sensor technology provides precise cooling as per your physical presence in the room.

Onida Smart Inverter Air Conditioners are enabled with IOT (Internet Of Things) which allows the user to operate the Air Conditioner and control its various functions through a smart phone from anywhere in the world.

Intelligent functioning, Super silent operation, environment friendly refrigerant gases like R410a & R32, efficient system design to give high energy efficiency make Onida Smart Inverter Air Conditioners truly best in class.

138.78 cm (55) UHD screen	Built in WiFi	Quadcore processor	USB, HDMI	Android OS, Play Store

KY Super Thunder LED TVs launched by Onida is a name that resounds the combination of best of worlds in terms of picture and sound.

In our history, we have given best of the sound output in our CRTVs, by being the 1st to introduce the pseudo stereo using psychoacoustic low frequency enhancement, using 5.1 theatre sound & 2500 watts sound system.

However, it is a well aware fact that slim LED TVs led to suboptimal sound output generation.

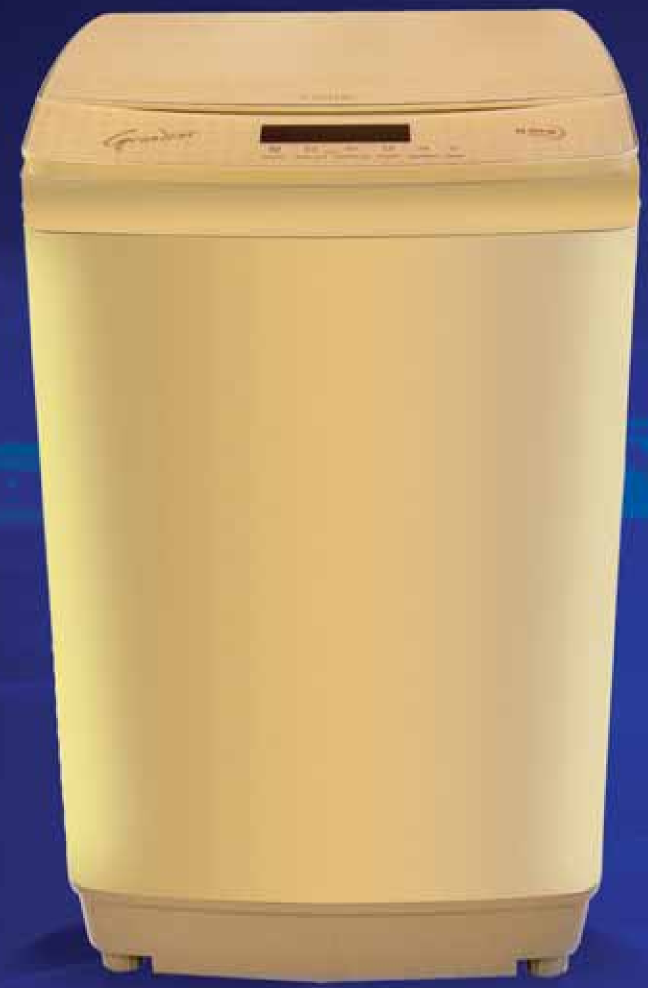
The R&D team at Onida worked on this issue and came up with – KY Super Thunder Smart 4K UHD LED TV. With its audacious look it has a solid sound system which has 8 built-in speakers comprises 2 woofers, 4 mid-range speakers and 2 tweeters.

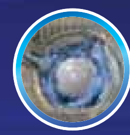
It is one of the first television set in the world with Horn technology. The centerpiece of the engineering design is the proprietary KY-Horn™ Speakers. Its natural bionic shape mimics the human ear contours to naturally amplify and yet control sonic purity. The cone curvature of the KY-Horn Speakers is calculated with mathematical precision so that the full audio spectrum gets delivered without any distortions.

Its huge display of 4K pure UHD gives excellent picture quality with a 178-degree viewing angle. The ADS panel has a high contrast ratio that makes the images crisper.

Its super slim design makes the product a display piece with great aesthetics and delivers a stunning experience.

WASHING MACHINE





Dual Jet Wash System

UV Rays

Storm Pulsator

In order to strengthen Washing Machine’s portfolio, Onida had launched Washing Machines in Top load, Front load and Semi- Automatic category.

One of the most talked about Onida’s Washing Machine was its Grandeur 8.5 Kgs, fully automatic top load. It immediately stole audience's attention at the time of its launch because of its beautiful aesthetics and a very classy and supreme golden finish. Unlike other machines which was mostly white or steel in color, this machine stands out differently with this lustrous golden color and beautiful sleek body.

It is not only eye catching from outside but also breath taking from inside, as it has diamond flower drums. Since these drums have smaller holes which are located deep within each diamond-shaped depression to prevent fabrics from sticking out and consequently being damaged. It comes with Jet wash technology wherein the water penetrates into the clothes deeply, removing all the detergent residue, giving a perfect and an effective rinse. The UV rays sterile the clothes and helps remove the harmful bacteria, keeping the clothes safe. The magic filters of this machine ensures better collection of lint irrespective of any water level or laundry load. This machine provides not one but two magic filters so be rest assured of those extra lint and dirt residue. This magically traps dirt in its filter and let the clothes come out lint free. It comes with a powerful motor, which generates powerful water flow action to ensure better cleaning and faster drying of your clothes without any damage to the fabric.

Ondia’s washing machines are designed to last for years with its anti-rust fiber body.

Its fuzzy logic program automatically determines the load and selects the most appropriate water level and wash program thus giving the clothes the feel of ‘Just like hand wash’.

MICROWAVE OVEN

Defrost | Glossy Finish | Jog Dial | Reheat | 5 Power Levels

Microwave Ovens, today, form an integral part of kitchen appliances. The increasing propensity of consumers to spend on appliances which assist them in kitchen chores has generated an increasing demand for Microwave Ovens. Additionally, the changing lifestyle of consumers has encouraged the users to opt for stylish and convenient appliances which compliment their living standards

With the consequent rise in demand for consumer appliances, Onida has launched a new series of Microwave Oven – Retro Series.

The uniqueness of this oven is its beautiful aesthetics with a new redefined color which enhances the beauty of one's kitchen. As the name defines, the red retro color of this oven add like a décor. It is designed to ease cooking process by making it faster and healthier. It comes with a capacity of 20ltrs to cook a whole meal. The Defrost feature in this microwave oven allows easy thawing of food and ensures one gets hot food always. This feature allows food to be taken straight out of the refrigerator and consume it fresh and appetizingly hot. It also has Re-Heat feature to quickly heat the food from the fridge and is ready to eat in no time. It comes with 5 power levels. The electronic jog controls help in using the appliance with ease.

With all these features, glossy finish & unique red color, makes it the perfect choice for cooking solutions and fit for one's kitchen.

CONTENT

2 YEAR HIGHLIGHTS

BALANCE SHEET (₹ in Crores)

	As at 31st March, 2018	As at 31st March, 2017
I. Assets		
Non-current assets		
(a) Property, Plant and Equipment	105.80	113.62
(b) Capital work-in-progress	0.61	-
(c) Other Intangible assets	0.05	0.06
(d) Intangible assets under development	0.26	0.26
(e) Financial Assets	-	-
(i) Investments	2.61	2.21
(ii) Loans	-	-
(iii) Others	11.91	12.93
(f) Income Tax Assets (Net)	0.93	0.88
(g) Other non-current assets	14.54	18.46
Total non-current assets	**136.71**	**148.42**
Current assets		
(a) Inventories	224.74	205.73
(b) Financial Assets		
(i) Trade receivables	134.10	125.04
(ii) Cash and cash equivalents	17.96	14.96
(iii) Bank balances	6.18	4.05
(iv) Others	2.08	4.99
(c) Income Tax Assets (Net)	-	-
(d) Other current assets	20.79	14.15
Total current assets	**405.85**	**368.92**
	-	-
Total Assets	**542.56**	**517.34**
II. Equity and Liabilities		
Equity		
(a) Equity Share capital	23.11	21.19
(b) Other Equity	196.27	103.05
(c) Money received against share warrants	18.01	-
Total equity	**237.39**	**124.24**
Liabilities		
Non-current liabilities		
(a) Financial Liabilities		
(i) Borrowings	2.88	5.37
(b) Deferred tax liabilities (Net)	-	-
(c) Provisions	5.67	4.19
Total Non current liabilities	**8.55**	**9.56**
Current liabilities		
(a) Financial Liabilities		
(i) Borrowings	45.33	159.79
(ii) Trade payables	216.19	172.85
(iii) Others	17.34	21.63
(b) Other current liabilities	10.54	22.85
(c) Provisions	7.22	6.42
Total current liabilities	**296.62**	**383.54**
Total Equity and Liabilities	**542.56**	**517.34**

2 YEAR HIGHLIGHTS

STATEMENT OF PROFIT AND LOSS (₹ **in Crores**)

	2017-18	2016-17
Income		
Revenue from operations	736.37	766.91
Other Income	4.72	1.99
Total Income	**741.09**	**768.90**
Expenses		
Cost of raw materials and components consumed	279.24	209.08
Purchases of Traded Goods	269.92	282.18
Changes in inventories of Finished Goods, Work-in-progress and Stock in Trade	(27.93)	42.66
Excise duty on sale of goods	8.25	38.12
Employee benefits expense	70.27	71.81
Freight and forwarding expenses	26.75	28.49
Advertisement	7.87	11.16
Other Expenses	59.67	49.90
Total Expenses	**694.04**	**733.40**
Profit before depreciation, finance cost and tax	**47.05**	**35.50**
Finance Cost	14.09	20.55
Profit before depreciation and tax	**32.96**	**14.95**
Depreciation and amortisation expense	9.47	10.46
Profit before exceptional items and tax	**23.49**	**4.49**
Exceptional items	-	23.73
Profit / (Loss) before tax	**23.49**	**(19.24)**
Tax Expense		
Current Tax	-	-
Deferred Tax	-	-
Total tax expense	**-**	**-**
Profit / (Loss) for the year	**23.49**	**(19.24)**
Other Comprehensive Income (net of tax)	-	-
Items that will not be reclassified to Profit or Loss	-	-
Remeasurement of the defined benefit plans	(0.41)	(1.03)
Total Other Comprehensive Income (net of tax)	**(0.41)**	**(1.03)**
Total Comprehensive Income for the year (net of tax)	**23.08**	**(20.27)**
Equity dividend paid	-	-
Year end price (₹)	46.20	14.03
Market capitalisation	1,067.00	297.09

DIRECTORS' REPORT

Dear Members,

MIRC Electronics Limited

Your Directors are pleased to present the Thirty Seventh Annual Report along with the Audited Financial Statements of the Company for the financial year ended March 31, 2018.

The Financial highlights for the year under review are as under:

Results of Operations

(₹ in Crores)

Particulars	Financial year ended March 31, 2018	Financial year ended March 31, 2017
Gross Turnover	735.20	765.69
Gross Profit (before interest, depreciation, tax and writing off of preliminary expense)	47.05	35.50
Interest	14.09	20.55
Depreciation	9.47	10.46
Net Profit/(Loss) before tax	23.49	(19.24)
Profit/(Loss) After Tax	23.49	(19.24)
Balance in Profit & Loss A/c carried forward from the last year	(37.28)	(16.69)

Financial Performance:

During the year under review, your Company has made gross turnover of ₹ 735.20 crores as against ₹ 765.69 crores for the previous year. The Company has made a profit of ₹ 23.49 crores.

The financial statements are prepared in accordance with Indian Accounting Standards for the financial year ended March 31, 2018 and forms part of this Annual Report.

Dividend and Transfer to General Reserves:

Considering the financial requirement for business growth and debt servicing, your Directors regret and do not propose dividend for the year ended March 31, 2018. There is no appropriation of any amount to General Reserves during the year under review.

Issue of Equity Shares on Preferential Basis:

During the year, the Company has issued and allotted 1,92,00,000 equity shares of face value of Re. 1/- each fully paid up for a cash at issue price of ₹ 37.53/- (including premium of ₹ 36.53/- per equity share) to the following non promoter allottees pursuant to Section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009.

Names of the Allottee	No. of Equity Share
Mr. Ashish Kacholia	80,75,000
Mr. Nisarg Vakharia	10,00,000
Mr. Pritesh Talakshi Chedda	50,000
Mr. Sachin Kasera	5,00,000
Bengal Finance & Investment Pvt. Ltd.	80,75,000
Ms. Preeti Kacholia	2,00,000
Seven Hills Capital	4,00,000
Synthetic Fibres Trading Co.	4,00,000
Vrandavan Associates	5,00,000

As a result of the above, the paid up equity share capital of the Company increased from ₹ 21,17,52,619/- to ₹ 23,09,52,619/- as at March 31, 2018.

Preferential Issue of Convertible Warrants:

During the year, the Company has issued and allotted 1,92,00,000 convertible warrants at issue price of ₹ 37.53/- (including premium of ₹ 36.53/- per equity share) to the following non promoter allottees pursuant to Section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009.

Names of the Allottee	No. of Convertible Warrants
Mr. Ashish Kacholia	73,25,000
Mr. Nisarg Vakharia	20,00,000
Mr. Pritesh Talakshi Chedda	50,000
Mr. Sachin Kasera	10,00,000
Bengal Finance & Investment Pvt. Ltd.	73,25,000
Ms. Preeti Kacholia	2,00,000
Seven Hills Capital	4,00,000
Synthetic Fibres Trading Co.	4,00,000
Vrandavan Associates	5,00,000

The aforesaid allottees have right to convert 1 convertible warrant into 1 equity share of face value of Re 1/- each within a period of 18 months from the date of issue of aforesaid convertible warrants i.e. December 30, 2017.

Abridged Financial Statements:

The statement containing the salient features of the Balance Sheet, Statement of Profit and Loss and Auditors' Report on the abridged financial statement has been sent to those members who have not registered their email id's with the Company.

DIRECTORS' REPORT

Board of Directors:

The Board of Directors of the Company comprises of the following Directors:

(i) Mr. Gulu Mirchandani - Chairman & Managing Director;

(ii) Mr. Vijay Mansukhani - Managing Director;

(iii) Mr. Shyamsunder Dhoot - Whole Time Director;

(iv) Mr. Kaval Mirchandani - Whole Time Director;

(v) Mr. Rafique Malik - Independent Director;

(vi) Mr. Carlton Pereira - Independent Director;

(vii) Mr. Arvind Sharma –Independent Director; and

(viii) Ms. Sujata Deshmukh –Independent Director.

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of the Directors) Rules, 2014 amended from time to time, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification and re-enactment thereof till date).

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of the Directors) Rules, 2014 amended from time to time, Mr. Kaval Mirchandani, Whole Time Director, shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible for re-appointment. The Board recommends his re-appointment.

The notice convening the Annual General Meeting includes the proposal for appointment/re-appointment of Directors.

Secretarial Standards:

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2 relating to 'Meetings of Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

Directors' Responsibility Statement:

In terms of Section 134(5) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 amended from time to time, your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with the requirements set out under Schedule III to the Companies Act, 2013, have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit / loss of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Governance:

Your Company believes in adopting best Corporate Governance practices. The Company has also implemented several best Corporate Governance practices as prevalent globally. The report on Corporate Governance as stipulated under Regulation 27 and Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification and re-enactment thereof till date) forms an integral part of this Annual Report.

The requisite certificate from M/s. Nilesh Shah & Associates, Practicing Company Secretaries, confirming compliance with the conditions of the Corporate Governance as stipulated under Regulation 34(3) and Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification and re-enactment thereof till date) is annexed to this Annual Report.

The declaration signed by Mr. G. Sundar, Chief Executive Officer of the Company regarding compliance of the Code of Conduct for Board members and Senior Management personnel forms part of this Annual Report.

Disclosure of Employee Stock Option Scheme (ESOS):

The Board of Directors of the Company in their meeting held on February 13, 2017 approved the employee stock option scheme termed as 'MIRC Electronics Limited – Employee Stock Option Scheme 2017' (MIRC ESOS 2017) under the provisions of Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014.

The aforesaid MIRC ESOS 2017 was approved by the members of the Company at the Extra Ordinary General Meeting held on

DIRECTORS' REPORT

March 29, 2017. MIRC ESOS 2017 provides for up to 98,11,710 stock options and other particulars regarding Employee Stock Options are attached as Annexure – A.

Management Discussion and Analysis:

A detailed review of the operations, performance and future outlook of the Company and its business, as stipulated under Regulation 34(2)(e) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification and re-enactment thereof till date), is presented in a separate section forming part of the Annual Report under the head 'Management Discussion and Analysis.'

Contracts and Arrangements with Related Parties:

During the year under review, all contracts/arrangements/ transactions entered by the Company with related parties were in the ordinary course of business and on an arm's length basis. The Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of the related party transactions.

The policy on materiality of related party transactions and dealing with related party transactions, as approved by the Board of Directors of the Company may be accessed on the website of the Company at the link http://www.onida.com/policies.

There were no materiality related party transactions which could have potential conflict with interest of the Company at large.

Corporate Social Responsibility:

As per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, every company having net worth of ₹ 500 crores or more or turnover of ₹ 1000 crores or more or net profit of ₹ 5 crores or more during immediately preceding financial year shall ensure that it spends, in every financial year, at least 2 (Two) percent of the average net profits made during three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

The aforesaid requirement will not be applicable to the Company for the financial year 2017-2018 as the Company does not fulfill any of the criteria mentioned in Section 135 (1) of the Companies Act, 2013.

Risk Management:

During the year under review, the Risk Management Committee has been entrusted with the responsibility to assist the Board in: (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. The Risk Management Policy was reviewed and approved by the Risk Management Committee constituted by the Board of Directors of the Company.

The Risk Management Committee manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has introduced several improvements to integrate Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities.

Internal Financial Controls:

The Company has in place adequate internal financial controls with reference to the financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operations was observed.

Extract of Annual Return:

The details forming part of the extract of the Annual Return in Form MGT-9 as required under Section 92 and Section 134 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 amended from time to time, are included in this Board Report as Annexure - B.

Key Managerial Personnel:

The Company has below mentioned persons as Key Managerial Personnel in terms of the requirement of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, within the meaning of Section 2 (51) of Companies Act, 2013:

Sr. No.	Name of the person	Designation
1.	Mr. Gulu Mirchandani	Chairman & Managing Director
2.	Mr. Vijay Mansukhani	Managing Director
3.	Mr. Shyamsunder Dhoot	Whole-Time Director
4.	Mr. Kaval Mirchandani	Whole-Time Director
5.	Mr. G. Sundar	Chief Executive Officer
6.	Mr. Lalit Chendvankar	Head - Corporate Affairs, Legal & Company Secretary
7.	Mr. Subrat Nayak	Chief Financial Officer

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and as per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification and re-enactment thereof till date), the Company has devised a policy for performance evaluation of Independent Directors, Board of Directors, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors. A structured questionnaire was prepared after taking into consideration of the various aspects such as performance of specific duties, obligations, Board's functioning, composition of the Board and its Committees, culture and governance.

The performance evaluation of the Chairman, Executive Director and Independent Directors was carried out by the entire Board of Directors of the Company excluding the directors being evaluated. The Board of Directors expresses their satisfaction with the evaluation process.

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

The following policies of the Company are annexed herewith marked as Annexure - C-I and Annexure - C-II:

a) Policy on remuneration of directors, key managerial personnel and other senior management employees (Annexure – C-I); and

b) Policy on criteria for appointment & evaluation of executive directors and independent directors (Annexure – C-II).

Public Deposits:

During the year under review, the Company has neither invited nor accepted any public deposit within the meaning of Section 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 amended from time to time.

Statutory Auditors:

The members of the Company at the Thirty-Third Annual General Meeting of the Company held on September 3, 2014, has appointed M/s. S R B C & CO. LLP, Chartered Accountants, (Firm Registration No. 324982E/E300003 with the Institute of Chartered Accountants of India) as Statutory Auditors of the Company for the term of 4 (four) years to hold the office till the conclusion of the Thirty-Seventh Annual General Meeting of the Company. In terms of the provision of Section 139(2)(b) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), M/s. S R B C & Co. LLP., Chartered Accountants (Firm Registration No. 324982E/E300003 with the Institute of the Chartered Accountants of India) are proposed to be re-appointed as statutory auditors of the Company for a further term of five years and shall hold office till the conclusion of Forty-Second Annual General Meeting and in respect of which the Company has received the consent from M/s. S R B C & Co. LLP, to act as statutory auditors of the Company and their appointment shall be ratified at every annual general meeting of the Company on such remuneration as may be determined by the Board of Directors and the statutory auditors.

Auditors Report:

The notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Cost Auditors:

Pursuant to the provisions of the Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 amended from time to time, the Board of Directors of the Company, on the recommendation of Audit Committee, has appointed Mr. Suresh D. Shenoy, Cost Accountant (Firm Registration No. 102173 with the Institute of Cost Accountants of India) as the Cost Auditor of the Company for the financial year 2018-2019. The remuneration of Cost Auditor needs to be approved by the members of the Company. The Board recommends passing of the resolution for the same.

Secretarial Auditors:

M/s. Ragini Chokshi & Co., Practicing Company Secretaries (Firm Registration No. 92897 with the Institute of Company Secretaries of India), was appointed to conduct the secretarial audit of the Company for the financial year 2017-2018, as required under Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 amended from time to time. The Secretarial Audit Report for financial year ended March 31, 2018 is annexed herewith marked as Annexure - D to this Board Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Disclosures:

Meetings of the Board

The details of the number of meetings of the Board of Directors of the Company held during the financial year / tenure and the attendance of Directors forms part of the Corporate Governance Report.

Audit Committee

The Audit Committee comprises of Mr. Carlton Pereira, Chairman, Mr. Rafique Malik and Mr. Arvind Sharma as the members.

All the members of the Audit Committee are independent directors.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of Mr. Rafique Malik, Chairman, Mr. Carlton Pereira and Mrs. Sujata Deshmukh as the members.

All the members of the Nomination and Remuneration Committee are independent directors.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of Mr. Rafique Malik, Chairman, Mr. Gulu Mirchandani and Mr. Vijay Mansukhani as members.

Corporate Social Responsibility (CSR) Committee

The CSR Committee comprises of Mr. Gulu Mirchandani, Chairman, Mr. Vijay Mansukhani and Mr. Rafique Malik as members.

Whistle Blower Policy/ Vigil Mechanism

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, your Company has adopted a Vigil Mechanism /Whistle Blower Policy. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and is also provided direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

The policy also been posted on the website of Company i.e. www.onida.com/policies.

Code of Conduct for Prevention of Insider Trading

The Board of Directors amended the 'Code for Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' as formulated under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and revoked the erstwhile code adopted on August 13, 2015.

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company laid down the guidelines and procedure to be followed and disclosures to be made while dealing with the shares of the Company. The policy has been formulated to regulate, monitor and ensure reporting of dealings by employees of the Company. The Insider Trading Policy of the Company comprising of 'Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information' and 'Code of Conduct for Prevention of Insider Trading' as amended from time to time, is available on the website of the Company i.e. www.onida.com.

Particulars of Loan given, Investment made, Guarantee given and Securities provided by the Company

Particulars of loans given, investments made and guarantees given along with the purpose for which the loan or guarantee is proposed to be utilized by the recipient under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 amended from time to time, are provided in the respective notes in the financial statement.

Significant and Material order passed by the Regulatory or Courts

There were no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operation.

Material changes and commitments affecting financial position between end of the financial year and date of this report

There were no material changes and commitments affecting financial position of the Company during the period between end of the financial year and date of this Board Report.

Listing Fees

The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The Company has paid the applicable listing fees to the above stock exchanges till date.

Information under Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification and re-enactment thereof till date), the details of the shares lying with the Company in Unclaimed Suspense Account as on March 31, 2018 is as under:

Sr. No.	Description	No. of Shareholders	No. of Shares
1	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying at the beginning of the financial year	4674	100242
2	Number of shareholders who approached issuer for transfer of shares from unclaimed suspense account during the financial year	3	79

Sr. No.	Description	No. of Shareholders	No. of Shares
3	Number of shareholders to whom shares were transferred from unclaimed suspense account during the financial year	3	79
4	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying at the end of the financial year	4671	100163

All the unclaimed shares are credited to a Demat Unclaimed Suspense Account and all the corporate benefits in terms of securities, accruing on these unclaimed shares shall be credited to such account. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Transfer of Unpaid and Unclaimed Dividend

Pursuant to provisions of the Section 124 of the Companies Act, 2013 and Section 205A(5) of the erstwhile Companies Act, 1956, the dividend declared for the financial year 2009-2010 (Final), which remained unpaid or unclaimed for a period of 7 (seven) years has been transferred by the Company to Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to provisions of the Section 125 of the Companies Act, 2013 and Section 205C of the erstwhile Companies Act, 1956.

The shareholders, who have not claimed dividend for the financial year 2010-2011, which is due for transfer to IEPF on expiry of 7 (seven) years on July 25, 2018 respectively, are requested to write to the Registrar & Share Transfer Agent of the Company for claiming their unpaid/ unclaimed dividend.

Transfer of Shares to the Investor Education and Protection Funds

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, which have come into effect from September 07, 2016, the shares on which dividend has not been paid or claimed for seven consecutive years or more, then such shares have to be transferred to IEPF.

Accordingly, the Company has transferred 1244720 equity shares to IEPF.

Particulars of Employees and Related Disclosures

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification and re-enactment thereof till date), the disclosures pertaining to the remuneration and other details as required is appended as Annexure - E to this Board Report.

A statement containing the names of every employee employed throughout the financial year and in receipt of remuneration of ₹ 1.02 crore or more, or employed for part of the year and in receipt of ₹ 8.5 lakh or more per month, under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof till date), is available for the inspection at the registered office of the Company.

Having regard to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such information may write to the Company Secretary of the Company and the same will be furnished to them.

Internal Control System

The Company has adequate internal control system commensurate with its size and business. The Internal Auditors of the Company reviewed that all the financial transactions of the Company are in line with the compliance of laws, policies and procedures and have been correctly recorded and reported. The Internal Audit is conducted on regular basis and the reports are submitted to the Audit Committee at their quarterly meetings. The Audit Committee actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same.

Research and Development

The Company recognizes that a vigorously intelligent research initiative enables not only cost reduction through effective process improvement but also value-addition through sustained innovative and customized products in line with customer requirements.

The Company is proud to have a team of dedicated engineers at the ONIDA Research and Development Centres in Mumbai and Shenzhen (China), who facilitate in making state-of-the-art technology products, satisfying customer expectations.

This team conducts research in the areas of:

- Embedded Software.
- Industrial Design.
- Mechanical Design.
- Electrical Circuit Design.

Conservation of Energy, Technological Absorption, Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and amended from time to time, are set out in the Annexure - F.

Environment

The E Waste Management Rules, 2016 (hereinafter referred to as "E Waste Rule") is in force. As per the E Waste Rule all producers have to meet Extended Producer Responsibility (EPR) along with the defined targets. As per E Waste Rule, all producers have to make EPR Authorisation Application to Central Pollution Control Board (CPCB). The Company has a tie up with authorised recyclers for recycling the E Waste.

The details of E Waste along with collection centres and pick up facility has been uploaded on the Company's website. One of the important aspects of E Waste Rule is creating awareness amongst stakeholders about necessity to dispose 'End of Life' (EOL) products through authorised recyclers instead handing over to unauthorised recyclers / kabadiwala. The Company has planned various actions for creating such awareness. The Company appeals to all stakeholders to dispose all EOL products through Company's authorized recyclers. The required details are available on Company's website viz. www.onida.com.

The manufacturing plant situated at Wada, Maharashtra has more than 10 acres of Green Cover with more than 1500 plants and trees. The Company makes all out efforts for maintaining such Green cover and supports the prevailing Environmental issues.

General:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions / events on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-Time Directors of the Company receive any remuneration or commission from any of its subsidiary.

Your Directors further state that during the year under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Acknowledgement:

Your Directors take this opportunity to thank the customers, vendors, investors, members and bankers of the Company for their continued support during the year and also place on record their appreciation to the contribution made by the employees of the Company at all levels.

Your Directors also thank the Government of India particularly the Income Tax Department, Ministry of Commerce, Ministry of Finance, Ministry of Corporate Affairs, the Reserve Bank of India, the State Governments and other government agencies for the support and look forward for the continued support from them in the future.

For and on behalf of the Board of Directors

Gulu L. Mirchandani
Place : Mumbai — **Chairman and Managing Director**
Date : May 17, 2018 — **DIN: 00026664**

ANNEXURE TO THE DIRECTORS' REPORT

Annexure-A

Disclosure under Section 62 of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI (Share based Employee Benefits) Regulations, 2014 for the year ended March 31, 2018

The objective of the MIRC- ESOS 2017 is to provide an incentive to attract, retain and reward employees performing services as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this scheme to attract and retain talent in the Company. The Company views employee stock options as instruments that would enable the employees to share the value they create for the Company in the years to come.

The following table sets forth the particulars of the options granted under ESOP:

Sr. No.	Particulars	Remarks
1.	Total Number of Options under the plan	Up to 98,11,710
2.	Options Granted (during the year)	Nil
3.	Options Vested (during the year)	Nil
4.	Options exercised (during the year)	Nil
5.	Total number of shares arising as a result of exercise of option	Nil
6.	Options lapsed (during the year)	Nil
7.	The exercise price	The exercise price shall be closing market price of the shares listed on the recognized stock exchanges prior to the Grant Date or as may be determined by the Board. In any event the exercise price shall not be less than the face value of one equity Share of the Company when the options are granted.
8.	Variation of terms of options	None
9.	Money realized by exercise of options	Nil
10.	Total number of options in force (as on end of the year)	Nil
11.	Employee wise details of options granted to:	
	(i) Senior Management (including key managerial personnel)	Nil
	(ii) any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year;	Nil
	(iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant;	Nil
12.	Diluted Earnings per share pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20 'Earnings per Share'	N.A.

ANNEXURE TO THE DIRECTORS' REPORT

13.	Pro Forma Adjusted Net Income and Earning Per Share Net Income Add: Intrinsic Value Compensation Cost Less: Fair Value Compensation Cost Adjusted Pro Forma Net Income Earning Per Share: Basic As Reported Adjusted Pro Forms Earning Per Share: Diluted As Reported Adjusted Pro Forms	N.A.

For and on behalf of the Board of Directors
MIRC Electronics Limited

Gulu L. Mirchandani
Chairman and Managing Director
DIN: 00026664

Date: May 17, 2018
Place: Mumbai

ANNEXURE TO THE DIRECTORS' REPORT

Annexure-B

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the Financial Year Ended on March 31, 2018
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I.	REGISTRATION AND OTHER DETAILS:		
	i)	CIN	L32300MH1981PLC023637
	ii)	Registration Date	01.01.1981
	iii)	Name of the Company	MIRC Electronics Limited
	iv)	Category / Sub-Category of the Company	Listed Public Company Limted by Shares
	v)	Address of the Registered office and contact details	Onida House, G-1, MIDC, Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Contact No : 022-6697 5777 Email ID: investors@onida.com
	vi)	Whether listed company	Yes
	vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai:– 400 083 Ph.: 022-25946970-78 Email ID: mumbai@linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	*NIC Code of the Product/ service	**% to total turnover of the company
1	Display Devices	264	46.82
2	Airconditioners	264	40.47
3	Washing Machines	264	11.61

* As per National Industrial Classification-2008, Ministry of Statistics and Programme implementation.

** On the basis of Net Turnover.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - N.A.

Sr. No.	NAME OF THE COMPANY	ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
N.A.						

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	80,316,570	0	80,316,570	37.93	80,316,570	0	80,316,570	34.78	-3.15
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	27,700,901	0	27,700,901	13.08	27,700,901	0	27,700,901	11.99	-1.09
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other-(Family Trust)	14,175,167	0	14,175,167	6.69	14,175,167	0	14,175,167	6.14	-0.56
Sub-total (A) (1)	**122,192,638**	**0**	**122,192,638**	**57.71**	**122,192,638**	**0**	**122,192,638**	**52.91**	**-4.80**

ANNEXURE TO THE DIRECTORS' REPORT

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other….	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	**122,192,638**	**0**	**122,192,638**	**57.71**	**122,192,638**	**0**	**122,192,638**	**52.91**	**-4.80**

Category of Shareholders	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the year
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/UTI	700	2,000	2,700	0.00	700	1,000	1,700	0.00	0.00
b) Banks / FI	200,144	223	200,367	0.09	453,700	206	453,906	0.20	0.10
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	800,000	0	800,000	0.38	0	0	0	0.00	-0.38
g) FIIs/FFIs/FPIs	3,404,541	16,500	3,421,041	1.62	3,530,508	0	3,530,508	1.53	-0.09
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (1)	**4,405,385**	**18,723**	**4,424,108**	**2.09**	**3,984,908**	**1,206**	**3,986,114**	**1.73**	**-0.36**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	25,452,324	35,410	25,487,734	12.04	35,936,056	9,188	35,945,244	15.56	3.53
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	36,155,623	4,876,763	41,032,386	19.38	35,843,108	3,674,234	39,517,342	17.11	-2.27
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	13,461,320	0	13,461,320	6.36	21,670,292	0	21,670,292	9.38	3.03
c) Others (specify)									
Clearing Members	1,928,465	0	1,928,465	0.91	2,194,166	0	2,194,166	0.95	0.04
Non-resident Indians	711,128	8	711,136	0.34	768,959	8	768,967	0.33	0.00
Trusts	210	0	210	0.00	4,010	0	4,010	0.00	0.00
Hindu Undivided family	2,513,817	805	2,514,622	1.19	3,429,126	0	3,429,126	1.48	0.30
IEPF	0	0	0	0.00	1,244,720	0	1244720	0.54	0.54
Sub-total (B)(2):-	**80,222,887**	**4,912,986**	**85,135,873**	**40.21**	**101,090,437**	**3,683,430**	**104,773,867**	**45.37**	**5.16**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**84,628,272**	**4,931,709**	**89,559,981**	**42.29**	**105,075,345**	**3,684,636**	**108,759,981**	**47.09**	**9.06**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**206,820,910**	**4,931,709**	**211,752,619**	**100.00**	**227,267,983**	**3,684,636**	**230,952,619**	**100.00**	**0.00**

ANNEXURE TO THE DIRECTORS' REPORT

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Gulu L. Mirchandani	46,395,753	21.91	0.00	46,395,753	20.09	0.00	-1.82
2	Mr. Kaval G. Mirchandani	49,300	0.02	0.00	49,300	0.02	0.00	0.00
3	Mr. Sasha G. Mirchandani	6,093	0.00	0.00	6,093	0.00	0.00	0.00
4	Mrs. Gita G. Mirchandani	7,879,650	3.72	0.53	7,879,650	3.41	0.49	-0.31
5	Mr. Vijay Mansukhani	25,985,774	12.27	0.00	25,985,774	11.25	0.00	-1.02
6	IIFL Investment Adviser & Trustee Services Ltd. (Formerly IIFL Trustee Services Ltd.) :- Trustee for Tamarind Family Private Trust	14,175,167	6.69	6.69	14,175,167	6.14	6.14	-0.56
7	Gulita Securities Limited	27,227,372	12.86	12.86	27,227,372	11.79	11.79	-1.07
8	Adino Electronics Limited	473,529	0.22	0.00	473,529	0.21	0.00	-0.02
Total		**122,192,638**	**57.71**	**20.08**	**122,192,638**	**52.91**	**18.41**	**-4.80**

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Mr. Gulu L. Mirchandani**				
	At the beginning of the year	**46,395,753**	**21.91**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**46,395,753**	**20.09**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	**Mr. Kaval G Mirchandani**				
	At the beginning of the year	**49,300**	**0.02**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**49,300**	**0.02**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	**Mr. Sasha G. Mirchandani**				
	At the beginning of the year	**6,093**	**0.00**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**6,093**	**0.00**

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Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	**Mrs. Gita Gulu Mirchandani**				
	At the beginning of the year	**7,879,650**	**3.72**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**7,879,650**	**3.41**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	**Mr. Vijay Mansukhani**				
	At the beginning of the year	**25,985,774**	**12.27**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**25,985,774**	**11.25**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	**IIFL Investment Adviser & Trustee Services Ltd. :- Trustee for Tamarind Family Private Trust**				
	At the beginning of the year	**14,175,167**	**6.69**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**14,175,167**	**6.14**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	**Gulita Securities Limited**				
	At the beginning of the year	**27,227,372**	**12.86**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**27,227,372**	**11.79**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	**Adino Electronics Limited**				
	At the beginning of the year	**473,529**	**0.22**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**473,529**	**0.21**

ANNEXURE TO THE DIRECTORS' REPORT

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Bennett, Coleman and Company Limited**				
	At the beginning of the year	**15,518,417**	**7.33**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**15,518,417**	**6.72**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	**Adonis Electronics Pvt Ltd**				
	At the beginning of the year	**5,274,379**	**2.49**		
	Transaction during the year:				
	Transfer on 16 March 2018	(240,000)	0.10	5,034,379	2.18
	At the End of the year			**5,034,379**	**2.18**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	**Hypnos Fund Limited**				
	At the beginning of the year	**3,404,541**	**1.61**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**3,404,541**	**1.47**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	**Mr. Vijay Kishanlal Kedia**				
	At the beginning of the year	**1,439,533**	**0.68**		
	Transaction during the year:				
	Transfer on 14 April 2017	(164,108)	0.08	1,275,425	0.60
	Transfer on 21 April 2017	(236,522)	0.11	1,038,903	0.49
	Transfer on 28 April 2017	(43,426)	0.02	995,477	0.47
	Transfer on 16 June 2017	(200,000)	0.09	795,477	0.38
	Transfer on 23 June 2017	(27,322)	0.01	768,155	0.36
	Transfer on 20 Oct 2017	(768,155)	0.36	0	0.00
	At the End of the year			**0**	**0.00**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	**Mr. Shashank S Khade**				
	At the beginning of the year	**1,179,936**	**0.56**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**1,179,936**	**0.51**

ANNEXURE TO THE DIRECTORS' REPORT

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	**Mr. Vivek Chand Burman**				
	At the beginning of the year	**1,000,000**	**0.47**		
	Transaction during the year-:				
	Transfer on 15 Sep 2017	(50,000)	0.02	950,000	0.45
	Transfer on 22 Sep 2017	(100,000)	0.05	850,000	0.40
	Transfer on 06 Oct 2017	(25,000)	0.01	825,000	0.39
	Transfer on 13 Oct 2017	(50,000)	0.02	775,000	0.37
	Transfer on 24 Nov 2017	(75,000)	0.04	700,000	0.33
	Transfer on 01 Dec 2017	(75,000)	0.04	625,000	0.30
	Transfer on 08 Dec 2017	(25,000)	0.01	600,000	0.28
	Transfer on 22 Dec 2017	(50,000)	0.02	550,000	0.26
	At the End of the year			**550,000**	**0.24**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	**General Insurance Corporation of India**				
	At the beginning of the year	**800,000**	**0.38**		
	Transaction during the year:				
	Transfer on 22 Sep 2017	(25,000)	0.01	775,000	0.37
	Transfer on 29 Sep 2017	(75,000)	0.04	700,000	0.33
	Transfer on 13 Oct 2017	(60,000)	0.03	640,000	0.30
	Transfer on 20 Oct 2017	(70,000)	0.03	570,000	0.27
	Transfer on 27 Oct 2017	(70,000)	0.03	500,000	0.24
	Transfer on 01 Dec 2017	(457,517)	0.22	42,483	0.02
	Transfer on 08 Dec 2017	(42,483)	0.02	0	0.00
	At the End of the year			**0**	**0.00**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	**Mr. Vasumatiben Punamchand Turakhia**				
	At the beginning of the year	**593,184**	**0.28**		
	Transaction during the year:				
	Transfer on 02 Jun 2017	(141,544)	0.07	451,640	0.21
	Transfer on 23 Jun 2017	(20,000)	0.01	431,640	0.20
	Transfer on 14 Jul 2017	(110,027)	0.05	321,613	0.15
	Transfer on 28 Jul 2017	(30,000)	0.01	291,613	0.14
	Transfer on 15 Sep 2017	(90,000)	0.04	201,613	0.10
	Transfer on 22 Sep 2017	(50,000)	0.02	151,613	0.07
	Transfer on 13 Oct 2017	(40,000)	0.02	111,613	0.05
	Transfer on 17 Nov 2017	(10,000)	0.00	101,613	0.05
	Transfer on 24 Nov 2017	(33,000)	0.02	68,613	0.03
	Transfer on 01 Dec 2017	(50,000)	0.02	18,613	0.01
	Transfer on 08 Dec 2017	(8,613)	0.00	10,000	0.00
	Transfer on 22 Dec 2017	(10,000)	0.00	0	0.00
	At the End of the year			**0**	**0.00**

ANNEXURE TO THE DIRECTORS' REPORT

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	**Mr. Sameer Chandrakant Thacker**				
	At the beginning of the year	**590,000**	**0.28**		
	Transaction during the year:				
	Transfer on 22 Sep 2017	(309,600)	0.15	280,400	0.13
	Transfer on 06 Oct 2017	(80,400)	0.04	200,000	0.09
	Transfer on 13 Oct 2017	(100,000)	0.05	100,000	0.05
	Transfer on 01 Dec 2017	(100,000)	0.05	0	0.00
	At the End of the year			**0**	**0.00**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	**Mr. Mohammed Fayazuddin**				
	At the beginning of the year	**756,833**	**0.36**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**756,833**	**0.33**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
11	**IL AND FS SECURITIES SERVICES LIMITED**				
	At the beginning of the year	**441,151**	**0.21**		
	Transaction during the year:				
	Transfer on 07 Apr 2017	(25,300)	-0.01	415,851	0.20
	Purchase on 14 Apr 2017	8,605	0.00	424,456	0.20
	Transfer on 21 Apr 2017	(7,532)	0.00	416,924	0.20
	Transfer on 28 Apr 2017	(27,271)	-0.01	389,653	0.18
	Purchase on 05 May 2017	107,550	0.05	497,203	0.23
	Purchase on 12 May 2017	480	0.00	497,683	0.24
	Purchase on 19 May 2017	13,535	0.01	511,218	0.24
	Purchase on 26 May 2017	16,520	0.01	527,738	0.25
	Transfer on 02 Jun 2017	(18,335)	-0.01	509,403	0.24
	Purchase on 09 Jun 2017	12,000	0.01	521,403	0.25
	Purchase on 16 Jun 2017	500	0.00	521,903	0.25
	Purchase on 23 Jun 2017	15,404	0.01	537,307	0.25
	Transfer on 30 Jun 2017	(7,205)	0.00	530,102	0.25
	Transfer on 07 Jul 2017	(11,404)	-0.01	518,698	0.24
	Purchase on 14 Jul 2017	45,411	0.02	564,109	0.27
	Purchase on 21 Jul 2017	450	0.00	564,559	0.27
	Transfer on 28 Jul 2017	(138,236)	-0.07	426,323	0.20
	Purchase on 04 Aug 2017	19,927	0.01	446,250	0.21
	Purchase on 11 Aug 2017	17,916	0.01	464,166	0.22
	Purchase on 18 Aug 2017	6,523	0.00	470,689	0.22
	Purchase on 25 Aug 2017	28,118	0.01	498,807	0.24
	Purchase on 01 Sep 2017	31,969	0.02	530,776	0.25
	Transfer on 08 Sep 2017	(13,893)	-0.01	516,883	0.24

ANNEXURE TO THE DIRECTORS' REPORT

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Transfer on 15 Sep 2017	(9,701)	0.00	507,182	0.24
	Transfer on 22 Sep 2017	(139,489)	-0.07	367,693	0.17
	Purchase on 29 Sep 2017	147,685	0.07	515,378	0.24
	Purchase on 06 Oct 2017	39,524	0.02	554,902	0.26
	Transfer on 13 Oct 2017	(50,723)	-0.02	504,179	0.24
	Transfer on 20 Oct 2017	(45,769)	-0.02	458,410	0.22
	Purchase on 27 Oct 2017	17,557	0.01	475,967	0.22
	Purchase on 03 Nov 2017	125,371	0.06	601,338	0.28
	Purchase on 10 Nov 2017	122,816	0.06	724,154	0.34
	Transfer on 17 Nov 2017	(41,154)	-0.02	683,000	0.32
	Purchase on 24 Nov 2017	177,075	0.08	860,075	0.41
	Transfer on 01 Dec 2017	(356,687)	-0.17	503,388	0.24
	Purchase on 08 Dec 2017	210,610	0.10	713,998	0.34
	Purchase on 15 Dec 2017	3,646	0.00	717,644	0.34
	Purchase on 22 Dec 2017	10,971	0.01	728,615	0.34
	Transfer on 29 Dec 2017	(19,982)	-0.01	708,633	0.33
	Transfer on 30 Dec 2017	(4,500)	0.00	704,133	0.33
	Purchase on 05 Jan 2018	84,561	0.04	788,694	0.34
	Purchase on 12 Jan 2018	70,422	0.03	859,116	0.37
	Purchase on 19 Jan 2018	38,828	0.02	897,944	0.39
	Transfer on 26 Jan 2018	(10,101)	0.00	887,843	0.38
	Purchase on 02 Feb 2018	182,735	0.08	1,070,578	0.46
	Purchase on 09 Feb 2018	91,660	0.04	1,162,238	0.50
	Transfer on 16 Feb 2018	(38,121)	-0.02	1,124,117	0.49
	Purchase on 23 Feb 2018	182,844	0.08	1,306,961	0.57
	Transfer on 02 Mar 2018	(8,692)	0.00	1,298,269	0.56
	Purchase on 09 Mar 2018	13549	0.01	1,311,818	0.57
	Purchase on16 Mar 2018	16,253	0.01	1,328,071	0.58
	Transfer on 23 Mar 2018	(1,454)	0.00	1,326,617	0.57
	Purchase on 31 Mar 2018	38,251	0.02	1,364,868	0.59
	At the End of the year			**1,364,868**	**0.59**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
12	**Sachin Kasera**				
	At the beginning of the year	**0**	**0**		
	Transaction during the year:				
	Purchase on 22 Sep 2017	600.000	0.28	600.000	0.26
	Purchase on 09 Feb 2018	500.000	0.22	1.100.000	0.48
	At the End of the year			**1.100.000**	**0.48**

ANNEXURE TO THE DIRECTORS' REPORT

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
13	**Ashish Kacholia**				
	At the beginning of the year	**0**	**0**		
	Transaction during the year:				
	Purchase on 09 Feb 2018	8,075,000	3.50	8,075,000	3.50
	At the End of the year			**8,075,000**	**3.50**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
14	**Bengal Finance & Investment Pvt. Ltd**				
	At the beginning of the year	**0**	**0**		
	Transaction during the year:				
	Purchase on 09 Feb 2018	8,075,000	3.50	8,075,000	3.50
	At the End of the year			**8,075,000**	**3.50**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
15	**Sankaranarayanan Sangameswaran**				
	At the beginning of the year	**0**	**0**		
	Transaction during the year:				
	Purchase on 16 Feb 2018	189,505	0.08	189,505	0.08
	Purchase on 23 Feb 2018	348,730	0.15	538,235	0.23
	Purchase on 02 Mar 2018	122,500	0.05	660,735	0.29
	Purchase on 09 Mar 2018	195,040	0.08	855,775	0.37
	Purchase on 16 Mar 2018	110,850	0.05	966,625	0.42
	Purchase on 31 Mar 2018	156,439	0.07	1,123,064	0.49
	At the End of the year			**1,123,064**	**0.49**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
16	**Investor Education And Protection Fund Authority Ministry Of Corporate Affairs**				
	At the beginning of the year	**0**	**0**		
	Transaction during the year:				
	Corporate action on 09 Mar 2018	1,244,720	0.54	1,244,720	0.54
	At the End of the year			**1,244,720**	**0.54**

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Mr. Gulu L. Mirchandani - Chairman & Managing Director**				
	At the beginning of the year	**46,395,753**	**21.91**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**46,395,753**	**20.09**

ANNEXURE TO THE DIRECTORS' REPORT

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	**Mr. Vijay J. Mansukhani - Managing Director**				
	At the beginning of the year	**25,985,774**	**12.27**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**25,985,774**	**11.25**

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	**Mr. Kaval G. Mirchandani - Whole-Time Director**				
	At the beginning of the year	**49,300**	**0.02**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**49,300**	**0.02**

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	**Mr. G. Sundar - Chief Executive Officer**				
	At the beginning of the year	**413,000**	**0.20**		
	Transaction during the year:				
	NIL	0	0.00	0	0.00
	At the End of the year			**413,000**	**0.18**

* Mr. Shyamsunder Dhoot - Whole-Time Director, Mr. Subrat Nayak - Chief Financial Officer and Mr. Lalit Chendvankar - Company Secretary does not hold any shares in the Company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment **(Amount in ₹)**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,673,792,000	0	0	**1,673,792,000**
ii) Interest due but not paid	0	0	0	**0**
iii) Interest accrued but not due	4,782,000	0	0	**4,782,000**
Total (i+ii+iii)	**1,678,574,000**			**1,678,574,000**
Change in Indebtedness during the financial year				
• Addition	0	0	0	**0**
• Reduction	1,171,293,000	0	0	**1,171,293,000**
Net Change	(1,171,293,000)	0	0	**(1,171,293,000)**
Indebtedness at the end of the financial year				
i) Principal Amount	504,240,000	0	0	**504,240,000**
ii) Interest due but not paid	0	0	0	**0**
iii) Interest accrued but not due	3,041,000	0	0	**3,041,000**
Total (i+ii+iii)	**507,281,000**	**0**	**0**	**507,281,000**

ANNEXURE TO THE DIRECTORS' REPORT

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Mr. Gulu Mirchandani (Chairman & Managing Director)	Mr. Vijay Mansukhani (Managing Director)	Mr. Shyamsunder Dhoot (Whole Time Director)	Mr. Kaval Gulu Mirchandani (Whole Time Director)	
1	Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	8,228,000	11,228,000	4,413,425	3,563,772	**27,433,197**
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	3,024,000	24,000	641,500	384,600	**4,074,100**
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	0	0	0	0	**0**
2	Stock Option	0	0	0	0	**0**
3	Sweat Equity	0	0	0	0	**0**
4	Commission					
	- as % of profit	0	0	0	0	**0**
	- others, specify…	0	0	0	0	**0**
5	Others- Provident Fund	979,200	979,200	115,428	172,800	**2,246,628**
	Total (A)	**12,231,200**	**12,231,200**	**5,170,353**	**4,121,172**	**33,753,925**
	Ceiling as per the Act (excluding retirement benefits)	12,000,000	12,000,000	12,000,000	12,000,000	

B. Remuneration to other directors: (Amount in ₹)

Particulars of Remuneration	Name of Directors				Total Amounts
Independent Directors	Mr. Rafique Malik (Independent Director)	Mr. Carlton Pereira (Independent Director)	Mr. Arvind Sharma (Independent Director)	Ms. Sujata Deshmukh (Independent Director)	
• Fee for attending board / committee meetings	2,40,000	2,00,000	1,20,000	70,000	630,000
• Commission	0	0	0	0	**0**
• Others	0	0	0	0	**0**
Conveyance	7,500	5,500	3,000	2,000	18,000
Total (1)	**247,500**	**205,500**	**123,000**	**72,000**	**648,000**
Other Non-Executive Directors					
• Fee for attending board / committee meetings	0	0	0	0	**0**
• Commission	0	0	0	0	**0**
• Others, please specify	0	0	0	0	**0**
Total (2)	0	0	0	0	**0**
Total (B)=(1+2)	**247,500**	**205,500**	**123,000**	**72,000**	**648,000**
Total Managerial Remuneration					
Overall Ceiling as per the Act (per Board Meeting)	100,000	100,000	100,000	100,000	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: **(Amount in ₹)**

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. G. Sundar (Chief Executive Officer)	Mr. Subrat Nayak (Chief Financial Officer)	Mr. Lalit Chendvankar (Company Secretary)	
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	34,872,800	3,786,649	3,031,935	**41,691,384**
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	144,600	840,000	618,000	**1,602,600**
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0	0	**0**
2	Stock Option	0	0	0	**0**
3	Sweat Equity	0	0	0	**0**
4	Commission	0	0	0	**0**
	- as % of profit	0	0	0	**0**
	- others, specify…	0	0	0	**0**
5	Others - Provident Fund	648,039	144,000	86,400	**878,439**
	Total	**35,665,439**	**4,770,649**	**3,736,335**	**44,172,423**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences under any sections of the Companies Act, 2013 against the Company or its Directors or other Officers in default, if any, during the year.

ANNEXURE-C-I

POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER SENIOR MANAGEMENT EMPLOYEES

1. OBJECTIVES :

(i) The terms of appointment and remuneration of Managing Director ("MD"), Whole Time Director ("WTD"), Key Managerial Personnel ("KMPs") and Senior Management ("SMPs") shall be competitive in order to ensure that the Company can attract and retain competent talent.

(ii) The remuneration Policy shall ensure that :

(a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors / KMPs and SMPs to run the Company successfully.

(b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

(c) Remuneration to Directors, KMP and SMP involves a balance between fixed and variable pay reflecting short and long term performance objectives and goals set by the Company.

(d) Remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

(e) The pay structures are appropriately aligned across levels in the Company.

2. APPLICABILITY:

(i) This Remuneration Policy shall apply to all existing and future appointment agreements with Managing and Whole Time Director, KMPs and SMPs and also with the Non-Executive Directors.

(ii) The Remuneration Policy shall be subject to overall guidance of the Board of Directors.

(iii) Any change or amendment in the Act or the Listing Agreement will prevail over this policy and will be applicable in so far from the date of its notification or date specified therein.

3. DEFINITTIONS:

i) Employees Stock Option mean as defined in section 2 (37) of Companies Act, 2013 as 'the option given to the Directors, officers or employees of a Company or of its holding Company or subsidiary Company or companies, if any, which gives such Directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price'

ii) Independent Director

Means a Director other than a Managing Director or a Whole-time Director or a Nominee Director,—

(a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

(b) (i) who is or was not a promoter of the Company or its holding, subsidiary or associate Company;

(ii) who is not related to promoters or Directors in the Company, its holding, subsidiary or associate Company;

(c) who has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or Directors, during the two immediately preceding financial years or during the current financial year;

(d) none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or Directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(e) who, neither himself nor any of his relatives—

(i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate Company; or

(B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the Company; or

(iv) is a Chief Executive or Director, by whatever name called, of any non profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, Directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

(vi) who is less than 21 years of age.

(f) who possesses such other qualifications as may be prescribed.

iii) Key Managerial Personnel means and includes:

(i) The Chief Executive Officer or the Managing Director or the Manager;

(ii) The Company secretary;

(ii) The Whole-time Director; and

(iv) The Chief Financial Officer.

iv) Non-Executive Director shall means a director not in full time employment of the Company.

v) Nomination and Remuneration Committee means Nomination and Remuneration Committee as defined in Section 178 of the Companies Act, 2013 consisting of three or more non Executive Directors out of which not less than an half shall be Independent Director.

vi) Remuneration means as defined in section 2 (78) of Companies Act, 2013, 'any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961'

vii) Senior Management means and includes a personnel of the Company who are members of its core Management Team excluding the Board of Directors. This would also include all members of the management one level below the Executive Directors including all functional heads.

viii) Whole-Time Director means and includes a Director in the whole-time employment of the Company.

2.0 REMUNERATION POLICY:

CRITERIA FOR FIXING THE REMUNERATION TO MD / WTD, NON EXECUTIVE DIRECTOR AND INDEPENDENT DIRECTORS, KMPS & SMPS.

1. Financial position of the Company.
2. Remuneration or commission drawn by him from any other Company.
3. Professional qualifications and experience of the individual concerned.
4. Industry's pay standards and pay structure data studies undertaken by consultancy firm.
5. Attract and retaining talent and motivation for KMP/SMP.
6. Special consideration for attracting top notch hi flier in case of KMP/SMP.
7. Past performance, past remuneration and special accreditation or meritorious performance.
8. Bring a balance between the interest of the Company and the shareholder.

3.0 REMUNERATION TO MANAGING DIRECTOR / WHOLE TIME DIRECTOR:

(i) Remuneration to the MD and WTD shall be proposed by the Nomination and Remuneration Committee ("NRC") and subsequently approved by the Board of Directors and the Shareholders of the Company/Central Government, whenever required.

(ii) Total remuneration for the MD and WTD shall comprise of the following :

(a) Salary (both fixed and variable salary based on Performance hiked incentive).

(b) Perquisites like House Rent Allowance, Leave Travel Allowance, Medical Expenses and Soft Furnishing Allowance, etc.

(c) (i) Retirals, contribution to Provident Fund, Superannuation Fund and Gratuity and other funds

(ii) Encashment of Leave at end of the tenure.

(d) Reimbursement or payment of all expenses incurred in connection and business of the Company.

(e) Other perquisites (as may be recommended by the NRC and approved by the Board).

(f) The variable salary shall be in form of a Performance Bonus linked to their individual performance and also the performance of the Company and the individual, as per criteria set by the NRC or the Company.

(g) The total remuneration to MD and WTD shall be in accordance with the provisions of the Companies Act, 2013 and rules as amended from time to time.

(h) The Company shall enter into contract of service and for remuneration.

(i) If any Directors draws or receives directly or indirectly by way of remuneration any sums in excess of the limits prescribed by the Act or without prior sanction of the Central Government where it is required he/she shall refund such sums to the Company and until such sums are refunded held in trust for the Company.

3.1 REMUNERATION TO NON EXECUTIVE DIRECTORS (NED)

a) Non Independent

i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.

ii) NEDs shall also be entitled for payment of profit related or commission, as up to the limits prescribed in Section 197 of the Companies Act, 2013 and approved by the Shareholders from time to time.

b) Independent Directors (ID)

i) an IDs shall not be eligible for any Stock Options and may receive remuneration by way of fee provided under Section 197of the Companies Act, 2013 reimbursement of expenses for participation in the Board and other meetings and profit related commission as approved by the members.

ii) The NED and ID shall be paid all traveling, total and other expenses properly incurred by them on attending and returning from meetings of the Board or any Committee thereof or General Meeting or other connection with business of the Company.

3.2 REMUNERATION TO KEY MANAGERIAL PERSONNEL (KMP) & SENIOR MANAGERIAL PERSONNEL (SMP)

(i) Remuneration packages shall be designed in such manner that :

(a) motivates delivery of key business strategies, creates a strong performance – oriented environment and rewards achievement of the Company's objectives and goals over the short and long term.

(b) attracts talent and high achievers in a competitive global market and remunerate executives fairly and responsibly.

(ii) Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits such as retiral benefits, health care, insurance and hospitalization benefits, telephone reimbursement, etc.

(iii) Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual / and also of the Company. Industry practices / trends Companies, which are similar in size and complexity to the Company. Benchmark information shall be obtained from recognized compensation service consultancies shall also be given due consideration.

(iv) Remuneration can be reset at any time keeping with the meritious performance or for special work assignment or recognition. Benchmark information shall be obtained from recognized compensation service consultancies and shall also be given due consideration.

(v) The remuneration to be paid to KMP/SMP shall be recommended by the NRC considering relevant qualification and experience of the individual as well as the prevailing market condition.

(vi) The NRC may consider to grant Stock Options to KMP and SMPs pursuant to a Stock Option Plan adopted by the Company, if any.

4.0 DIRECTOR AND OFFICERS LIABILITY INSURANCE:

(i) The Company may introduce and provide an insurance cover to Directors, KMPs and SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust shall not be treated as a part of remuneration paid to them. Provided that if such person is proved to be guilty the premium paid on such insurance shall be treated as part of remuneration.

(ii) The premium paid by the Company for such insurance cover, called for Directors and Officers Liability Insurance Policy, taken for the above purpose shall be paid by the Company without any charge to the Directors, KMPs and SMPs.

5.0. DISCLOSURES:

The Company shall disclose the following in the Board's report and the Financial Statements.

(a) In the Board's Report, such particulars as are prescribed under the Companies Act, 2013 and rules made there under; and

(b) In the Corporate Governance Report, the particulars as prescribed in Clause 49 of the Listing Agreement as amended from time to time.

6.0. DISSEMINATION:

The Company's Remuneration Policy shall be uploaded on its website.

ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE-C-II

CRITERIA FOR APPOINTMENT & EVALUATION OF EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

Purpose of this Policy

(a) Board consists of members with the range of skills and qualities to meet its primary responsibility for promoting the success of the Company in a way which ensures that the interests of shareholders and stakeholders. Performance evaluation of Directors annually will help to know the effectiveness of the board so as to enable the Board to discharge their functions and duties effectively.

b) To ensure compliance of the applicable provisions of the Companies Act, 2013 and Listing Agreement entered with the Stock Exchanges as amended from time to time.

(i) As per section 178 of the Companies Act 2013 it is necessary to have an evaluation of the performance of each director.

ii) As per Clause 49(5) of the Listing Agreement as amended from time to time mandates that there has to be Evaluation criteria for performance evaluation of Independent Directors and shall be done by entire Board.

(c) To adopt the best practices to manage and to give direction to the Company and achieve good Corporate Governance.

Process for reviews

The Nomination and Remuneration Committee shall adopt a Evaluation criteria for performance evaluation of the Directors. The evaluation of performance of director shall be carried by entire Board of Directors excluding the Director being evaluated. The evaluation will be carried at least once a year. The evaluation will be carried out by a Director or any other persons or professional agencies nominated by the Board.

Criteria and Evaluation of Executive Directors, Independent Directors.

I. Executive Directors

A. Criteria for Appointment

1) Executive Directors will be appointed based on the qualifications, experience, skills and expertise on related matters.

2) The value addition and the contribution to the Company's vision and growth.

3) Favorable Industry reports and corporate standing and integrity and ability to manage and motivate employees.

The following persons shall be not eligible to be appointed as Executive Director if:

1) He/She is disqualified to act as a Director under the provisions of Section 164(1) and other applicable provisions, if any, of the Companies Act, 2013. If the disqualification is subsequently removed, then the said person shall be eligible to be appointed as Executive Director.

2) He/She does not satisfy to requirements as prescribed in Part I to Schedule V to the Companies Act, 2013. But the person who does not meet the criteria prescribed in Part I to Schedule V to the Companies Act, 2013 can be appointed as Executive Director if the approval of Central Government is taken.

Evaluation

An annual appraisal/ evaluation of Executive Directors namely Managing Director and Whole Time Director shall be carried out by all the other Directors of the Company. The Company shall consider appropriate industry benchmarks and standards. The annual evaluation shall be carried out in the form of questionnaire as mentioned herein below, to be circulated among other Directors except the Executive Director being evaluated.

II Independent Directors

A. Criteria For Appointment

I. The Committee shall consider the following factors while appointing a person as an Independent Director on the Board:

1. Integrity and relevant expertise and experience.
2. Requisite qualification so that he/she will exercise his/her role effectively.
3. Have an expert knowledge in field of the Company where the Company operates and shall provide his/her suggestions to the Board members of the Company to arrive at final decision which is in the best interest of the Company.
4. Not be a promoter or related to promoter of the Company or its holding, subsidiary or associate company;
5. Must not have any material pecuniary relationship during the two immediately preceding financial years or during the current financial year with the Company, its holding, subsidiary or associate company or their promoters or directors.

ANNEXURE TO THE DIRECTORS' REPORT

6. The relatives of such person should not have had any pecuniary relationship or transaction with the Company or its subsidiaries or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or ₹ 50 lacs or such higher amount as may be prescribed, whichever is less, during the two immediately preceding financial years or in the current financial year;
7. He or his relatives must not:

(i) hold or has held the position of a Key Managerial Personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceeding the financial year in which he is proposed to be appointed.

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the Company; or

(iv) is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds 2% or more of the total voting power of the Company; or

(v) is not a material supplier, service provider or customer or a lessor or lessee of the Company; or

(vi) is not less than 21 years of age.

8. Such person who is proposed to be appointed as Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
9. Other important factors to be considered while appointment of Independent Directors are as follows:

    1. He/She understands the financial statements like balance sheet, Statement of Profit and loss, and Cash flows.
    2. He/She shall not be disqualified under section 164, sub-section (1) and (2) of the Companies Act, 2013.
    3. He/She shall give his/her declaration as provided in section 149(7) of the Companies Act, 2013.

Evaluation

An annual performance evaluation of an Independent Director shall be carried out by all other Directors at the end of the financial year in the form of questionnaire.

III Non Executive and Non Independent Directors.

Evaluation

An annual performance evaluation of an Non Executive Non Independent Director shall be carried out by all other Directors at the end of the financial year in the form of questionnaire.

IV Board of Directors.

Evaluation

Evaluation of Board of Directors shall be carried out in the form of questionnaire.

SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS

The independent directors of the Company shall hold at least one meeting in a year:

The independent directors in the meeting shall, inter-alia:

1. review the performance of non-independent directors and the Board as a whole;
2. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
3. assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTOR

The Company shall familiarize the Independent Directors with their roles, responsibilities, rights, nature of the business in which the Company operates, etc. through various programmes. The details of such familiarization programmes shall be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Report.

ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE-D

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018.

To,
The Members,
MIRC ELECTRONICS LIMITED
(CIN-L32300MH1981PLC023637)
Onida House, G-1, MIDC, Mahakali Caves Road,
Andheri (East), Mumbai – 400093

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MIRC ELECTRONICS LIMITED ("the Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

The Company did not receive any foreign investments during the financial year nor has the Company made any investments outside India during the financial year.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;

(c) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The SEBI (Share Based Employee Benefits) Regulation 2014; **(Not applicable to the Company during the audit period)**

(e) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the audit period)**

(f) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period)**

(g) The SEBI (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period)** and

(h) The SEBI (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period).**

Based on the certificates obtained by the Company from the Functional Heads and on the basis of the representation made by the Company and its officer for systems and mechanisms formed for compliance, the following laws are specifically applicable to the Company;

1. The Factories Act, 1948.
2. MIDC and other local municipal Authorities & Act framed thereunder.
3. The Legal Metrology Act, 2009.
4. The Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971.
5. The Negotiable Instruments Act, 1881.

ANNEXURE TO THE DIRECTORS' REPORT

6. The Industrial Disputes Act, 1947.
7. The Employees' State Insurance Act, 1948.
8. The Employees Provident Fund and Miscellaneous Provisions Act, 1952.
9. The Environment (Protection) Act, 1986.
10. The Water (Prevention and Control of Pollution) Act, 1981.
11. The Air (Prevention and Control of Pollution) Act, 1981.
12. The Hazardous Waste (Management and Handling) Rules, 1989.
13. The Minimum Wages Act, 1948.
14. The Payment of Bonus Act, 1965.
15. The Payment of Gratuity Act, 1972.
16. The Industrial Employment (Standing Orders) Act, 1946.
17. The Workmen Compensation Act, 1923.
18. The Contract Labour (Regulation and Abolition) Act, 1970.
19. The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959.
20. The Payment of Wages Act, 1936.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were following specific events /action reported having major bearing on company's operations.

1. During the period, the Company has issued and allotted 1,92,00,000 equity shares of ₹1/-each at a premium of ₹36.53/- per equity share & 1,92,00,000 convertible warrants of ₹ 1/- each at a premium of ₹ 36.53/- per convertible warrant to various non promoter entities in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

2) Investment in Preference Shares of Adonis Electronics Private Limited pursuant to order passed by National Company Law Tribunal, Mumbai in scheme of arrangement involving Adonis Electronics Private Limited, its shareholders and creditors.

FOR RAGINI CHOKSHI & CO, COMPANY SECRETARIES

UMASHANKAR K HEGDE

Date: May 17, 2018 **(PARTNER)**
Place: Mumbai **COP No- 11161 # M.No- A22133**

ANNEXURE-E

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

[PURSUANT TO SECTION 197 SUB-SECTION 12 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

The ratio of the remuneration of each director to the median employees' remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Requirements	Disclosure		
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year;	A	Mr. Gulu L. Mirchandani Chairman and Managing Director	32:1
		B	Mr. Vijay J. Mansukhani Managing Director	32:1
		C	Mr. Kaval G. Mirchandani Whole Time Director	9:1
		D	Mr. Shyamsunder Dhoot Whole Time Director	11:1
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	A	Mr. Gulu L. Mirchandani Chairman and Managing Director	No Increase
		B	Mr. Vijay J. Mansukhani Managing Director	No Increase
		C	Mr. Kaval G. Mirchandani Whole Time Director	No Increase
		D	Mr. Shyamsunder Dhoot Whole Time Director	23% Increase
		E	Mr. G. Sundar Chief Executive Officer	11% Increase
		F	Mr. Subrat Nayak Chief Financial Officer	7% Increase
		G	Mr. Lalit Chendvankar Head - Corporate Affairs, Legal & Company Secretary	11% Increase
3	The percentage increase in the median remuneration of employees in the financial year;	The median remuneration of the employees in the financial year was reduced by 2%.		
4	The number of permanent employees on the rolls of the Company;	There were 818 employees as on March 31, 2018.		
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There has been an average increase in the remuneration of the managerial personnel and employees of the Company during the financial year of around 10%.		
6	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, it is confirmed.		

ANNEXURE-F

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014]

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, for the year ended March 31, 2018 is given here below and forms part of Directors Report.

A. CONSERVATION OF ENERGY:-

I. Steps taken on conservation of energy and for utilising alternate sources of energy:

Your Company is conscious about its responsibility to conserve energy, power and other natural resources wherever possible. It lays great emphasis towards a safe and clean environment and continues to adhere to all regulatory requirements and guidelines. Your Company strives to ensure environment friendly initiatives when implementing various projects on energy saving at its units. List of proposals and initiatives taken in this regard are as under:

a) For plant situated at Wada, Maharashtra:-

- In house manufactured LED street lights are used in factory for Energy saving. These are replacing conventional light fittings of 250 W;
- Energy saving LED lights are also replaced in Production shop floor ceiling;
- Solar 700kWp BOOT (No capex) MOU signed for Power cost reduction;
- Reduced maximum demand to reduce fix charges of MSEB bill which will save power cost of monthly bill;
- Continual improvements and initiatives done to Eliminate/Reduce, Reuse, Recover, Recycle & Compliance towards Environment Protection;
- Used LED lights in phased manner in place of old conventional light fittings. Further there is boiler furnace oil savings by use of an in house developed Heat Exchanger and Solar System for feed water;
- Introduced ONIDA brand BEE star rating LED televisions to Green Energy Products and social responsibility to save resources;
- Introduced energy saving products range in air conditioners with inverter technology. Also using environment friendly refrigerant gas R410A in Air-conditioner units;
- Implemented low cost or no investment energy saving improvements and regularly checking its sustainability.

b) For plants situated at Roorkee, Uttarakhand:-

- Reduced working load from 2MVA to 650 KVA;
- Replaced Bulbs, Tube lights & Halogen lamps with Smart LED lights which consume less energy;
- Modified old construction and installed Poly carbonate transparent sheet for Natural light;
- Installation of Roof top ventilators for proper Natural cooling without use of energy;
- Number of Windows increased to enable Natural Light & Air thereby saving energy;
- Sensor are fitted on the conveyor to stop while running Idle to save energy;
- All the Electrical Appliances are switched off when they are not required or have lunch time, Tea Time and other ideal times.
- The use of electricity is strictly on production line, if line is stopped, electricity is restricted to other places like office, security gate, garden pumps etc. and synchronized with production only.
- Power Factor has been improved up to 0.99.

ii) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

The Company with 'zero investment' initiative has taken to rearrange the workplace arrangement to reduce Air-conditioner & lighting consumption. Various shop floor improvements in energy waste elimination, awareness and regular checks resulted in energy savings. 100% process water treated and reused. The lush green garden is well maintained with 100% use of domestic treated water reuse.

New proposals are in process for solar roof top, wind energy and optimization of contract demand.

Boilers are well maintained with efficiency of 85% and above with recovery of solar heat and condensate water heat for feed water.

iii) Impact of the above measures as stated under (i) and (ii) above for reduction of energy consumption and consequent impact on the cost of production of goods:

- Due to innovative measures taken at plant located at Wada, Maharashtra, reduced energy consumption, by introducing solar panel for process heating, installation of poly carbonate transparent sheet for natural light. This has resulted reduction in energy consumption.
- The Company's initiative to maintain unity power factor, use of LED lights in few locations as an initiative to green energy and installation of boiler furnace oil savings by using in house developed Heat Exchanger and Solar System for feed water resulted in increase in the Steam/ Furnace oil ratio and resulted in saving.
- The production team under the able guidance of expert engineers from the research and development centre of the Company continuously monitor and devise various means to conserve energy and identify methods for the optimum use of energy without affecting productivity. This is ensured through the adoption of the latest techniques of production which helps in better productivity levels, timely maintenance and upgradation of machines and equipments to ensure that energy consumption is at the minimal level possible. Further on-the-job training to production team members is also given in order to conserve energy.

iv) Capital investment on energy conservation equipment:

There were no capital investments made by the Company on energy conservation equipment during financial year 2017-2018.

B. TECHNOLOGY ABSORPTION:-

i) The efforts made towards technology absorption:

The Company believes in offering world class technological products to its valued customers. With this objective, the Research and Development personnel of the Company periodically visit foreign exhibitions and trade shows to understand the latest technology used in electronic products. Besides the Research and Development team also works closely with world class technology developers to understand their technology. Efforts are also made by the team to bring in immaculate features in the products which are consumer-centric. The Research and Development constantly works to develop uniquely designed models with User friendly features implementing latest technology.

ii) **The benefits derived like product improvement, cost reduction, product development or import substitution:**

The efforts made by the Company towards technology absorption have resulted in the introduction of innovative energy efficient products at competitive costs, which are likely to enlarge the market share of the Company in the future. The Company's focus has been to develop state-of-the-art products and be a leader in new technological areas.

The specific areas in which Research and Development was carried out by the Company, benefitted in product improvement, cost reduction and product development.

Flat panel TVs:

The company introduced more than 45 new models starting from 24 inch to 55 inch, resolution HD, FHD, UHD, both Basic and Smart with basic Audio to KY audio. During the year the Company has introduced 55 inch UHD with latest TV version of Android (5.0) with TV Android look and Feel. During the year the Company has successfully migrated to energy efficient platform, more than 85% of its TV's are 4/5 star (max one can get is 5 star) from Bureau of Energy Efficiency, Power Ministry, Government of India.

The Company has introduced on increasing UHD range, and the audio range. The Company have introduced three more series of Audio ranges "Rock", "Premium Rock" and "Super KY". All these High powered audio system can also meet the Star rating.

On the UHD range the Company will shortly introduce the Google certified TV's based on Android 7.0 with Google AI and Google assistant.

Washing Machines:

New models in semi-automatic and Fully automatic top loading category were developed. Designer glass top models with aesthetic appeal helped boost the semi automatic segment. Hydrocare series semiautomatic models with three colours in glass top Red, Black and Blue were liked by the dealers. In Fully automatic segment Crystal series models with 6.2 kg capacity were developed to cater the online market. List of models introduced:-

Washer	Semiautomatic	Fully Automatic
Liliput 7 Kg (W70W)	Smartcare 80 (8 Kg, S80SCTR)	Crystal series 6.2 Kg (three models T62CG, T62CGD, T62CRD)
Liliput 9 Kg (W90W)	Hydrocare 7.2 kg (S72GC), Hydrocare 8.5Kg (S85GC), Hydrocare 9.5Kg (S95GC)	

ANNEXURE TO THE DIRECTORS' REPORT

Air Conditioners:

Onida introduced Zero ODP, very low GWP & energy efficient environmental friendly R32 refrigerant gas in more than 50% models. Onida focusing on the energy efficient inverter air conditioners. Keeping in view the growing market for inverters, Onida launched 43 models in inverter category. These inverters are with low deration cooling capacity to give powerful cooling in very hot climate.

Microwave Oven:

Onida new designed Microwave oven Black Beauty Neo having the best auto menu features like:

1. Air fryer
2. Milk boiling
3. Egg Boiling
4. Roti and Naan

Among the best features above Air fry is designed for most health conscious menu and the details as below:

An air fryer cooks food by circulating hot air inside the Microwave cavity. The food is placed in a cooking Tawa on the Grill stand. The Rapid Air Technology uses a mechanical fan to circulate hot air around the food to produce a crispy layer around it.

The air fryer has adjustable temperature as well as pre programmed for more precise cooking, it controls temperature.

We have created built in 10 nos air fryer pre programmed auto cook menus for easy cooking.

An air fryer doesn't require food to be cooked in oil, unlike a deep fryer that increases the fat and calorie content of foods. Consumption of deep fried foods may lead to cholesterol, obesity and a number of other health hazards. With the help of an air fryer, you can enjoy all kinds of food without being concerned about the ill effects like those of deep frying.

iii. Information regarding imported technology (Imported during last three years)

The Company has not imported any technology. However, the management of the Company believes that information technology can be extensively used in all spheres of its activities to improve productivity and efficiency levels. The Company has already implemented SAP, a customized ERP module, at all its branches and manufacturing facilities.

iv. Expenditure on research and development:

(₹ in lakhs)

	Particulars of expenditures	Financial year 2017-2018	Financial year 2016-2017
A	Capital	-	7.70
B	Recurring	342.13	327.51
C	Total	342.13	335.21
D	*Total Expenditure as a % of total Turnover	0.47	0.43

* On the basis of net turnover.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as follows.

(₹ in lakhs)

	Particulars	Financial year 2017-2018	Financial year 2016-2017
A	Foreign exchange earnings	1359.22	1967.04
B	Foreign exchange outgo	808.03	797.10

MANAGEMENT DISCUSSION AND ANALYSIS

The management of the Company is pleased to present this Management Discussion and Analysis Report in compliance with Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian electronics market is one of the largest in the world and is expected to grow to USD 20.6 billion by 2020 and become fifth largest in the world by 2025, as stated in a report by Consumer Electronics and Appliances Manufacturers Association (CEAMA). The growing customer base and the increased penetration in the consumer durables segment has provided excellent scope for the growth of the Indian electronics sector. Also, greater digitization could lead to increased broadband penetration in the country and open up newer avenues for companies in the electronics industry.

A major share i.e. 65% of India's consumer durable account for urban markets and growing usage of consumer durables has aided to make it a high demand generating segment. Rest of the share is generated by the rural market. The scope of growth in rural markets is also equally positive and is expected to grow further due to the changing consumption patterns, increasing awareness and desire to adopt a better lifestyle. With a Make in India initiative, the country is emerging as an attractive market with a huge potential for consumer durables. The consumer electronics space will witness an increase in consumer enthusiasm for further innovations from the space of Internet of Things (IoT).

According to studies, smart home devises, wearable and 4K Ultra HD televisions will be the look out shortly. However, steps like demonetization, implementation of GST by the government highly impacted the industry, resulting in a decline in sales by 10-15 percent as consumer sentiments was low despite industry doling out plethora of sale schemes. Consumer electronics, home appliances and air conditioners have been categorized in the highest slab of 28 percent. There was a major spurt in sales, as many brands in anticipation of GST, around the month of June, 2017 announced price slashes of 20-40 percent in a bid to clear their old inventories. The discounts varied, depending on the life of the old stock and the cost price.

India offers a vast geographically diversified market to explore; the need of the hour is to focus on the innovation and service. The future of consumer electronics industry lies in product innovation. Technological innovation will be at the forefront, and there will be significant developments in the space of IoT, artificial intelligence, and big data, enabling users to lead their daily life in a smart and convenient way. Digital transformation has pushed e-commerce and mobile shopping into the mainstream. Consumer expectations for seamless shipping, delivery and returns have increased in the past three years. An overwhelming majority of consumers now expect companies to offer free and one-day shopping. In the next 10 years, e-commerce sales in India will grow 30% annually to about USD 200 billion, according to a Morgan Stanly report.

LED TVs:

Advanced technology has given a new dimension to the field of entertainment and has expanded beyond one's imagination. Smart TV is one of these advanced technologies that have emerged with diverse features. It is the 21st century entertainment system that has given a versatile appearance to the world of entertainment behind the veil of technology. One of the major trends is the rising acceptance of smart TVs in advertising, which aids advertisers in flourishing their customer base. Potential growth for consumer's preference for smart TV, rising investments for technological advancement by leading manufacturers and entrance of major players are key growth factors, which will foster demand for smart TV market.

Additionally, growing volume of internet user across the globe will further aid in market penetration. Over the past few years, consumer's preference has evolved with increasing preference for built-in smart functions as an essential feature for any devise, which is also projected to boost the growth of the market. Rising demand for HDR and 4K resolution features for both content and hardware access will accelerate the smart TV market globally. The number of households with a 4K TV are expected to grow from 28 million in 2015 to 335 million in 2020.

Flat panel television has become a significant aspect of Indian households, demonstrating its penetration in Tier III cities too. The LED and OLED television market in India is expected to grow at an estimated CAGR of 40 percent by 2019 according to a credible source published by Ken Research. In LED TV, there has been enormous continual change happening in technology. Display and image have become vividly clear and thickness of TV has shrunk. Demand has grown for TVs that offer high quality video and high definition viewing. Slim design TVs have started gaining popularity along with 4K, HDR and UDH resolution.

During the year, the Company has launched 'KY Super Thunder TV'- a television set that redefines high-quality audio output. The Onida KY Super Thunder TV comes with a solid sound system. The speaker system comprises eight speakers including two woofers, four mid-range speakers and two tweeters. The centerpiece of the engineering design is the proprietary KY-Horn speakers. The picture quality is 55-inch of 4K pure UHD display with 178-degree viewing angle. The ADS panel has a high contrast ratio that makes the images crisper. On the internal intelligence of the television, it has full internet connectivity option which allows for faster browsing and easier multitasking. The native Android OS and built in Wi-Fi alongwith 8 GB built-in storage allows the customer to download apps from Playstore. It comes with the web cruiser point and click remote which is sleek, palm sized re-chargeable remote control, keyboard and mouse rolled into one.

The television market is expected to see a continued growth, contributed by increasing preference for a second television in households, upgradation to a newer technology/advanced model and more purchases in rural regions.

Air Conditioners:

India's air conditioner market is the fastest growing market in the Asia- Pacific region today, and it is expected to grow continuously in the coming years. Being a developing economy located in the tropical zone, the Indian AC market is quite price sensitive with little product differentiation. Yet, the penetration of air conditioners which is just 4 percent in the Indian households today is expected to grow in the years to come. With changing perception of the masses toward this category, concepts like smart cities and green buildings gaining momentum, and with the increasing awareness about the energy efficiency, the demand for smart, energy efficient and eco-friendly air conditioners is growing rapidly.

One of the latest highlights of the Indian market for ACs is the initiatives taken by government organization like Bureau of Energy Efficiency (BEE) to regularize, set standards to minimize power consumption and to make products more energy efficient. Indian Seasonal Energy Efficiency Ratio (ISEER) rating for all unitary type ACs, addition of inverter room ACs, and bringing all single phase (upto 3 ton) ACs under the common scheme are some of the measures taken by BEE, which will bring the best of technologies and global products to Indian households. It is expected that inverter-based ACs would be increasing their market share and by 2020, only inverter-based ACs may dominate the Indian market.

Inverter AC with star rating has been one of the major technology, advancements we have seen. This is because India has been lagging behind in use of inverter AC that is power saving. The star rated split and window ACs with fixed speed compressors consume more power than inverter ACs with variable speed compressor. Besides, using inverter ACs brings down power consumption dramatically, resulting in huge power saving, especially in area/towns where power supply is consistent.

Onida has been a bit ahead of the curve in identifying the shift in market demand by launching its inverter air conditioner based on IoT technology. Onida Regalio- smart Wif-Fi AC with inverter technology was launched last year to cater to the taste of evolving Indian consumers. Revolution of IoT enables interconnectedness with the devises.

Washing Machines:

The global washing machines market is expected to reach USD 42.16 billion by 2025. Increased needs for differentiated products and services have led to an upsurge in investments for R&D activities. Ongoing advancement, such as coin laundry, crowd-sourced supply, and on-demand services, are drawing investors toward the laundromat, and laundry industry seeking minimal on-site management obligations, according to Research and Markets. Moreover, the commercial laundry space is becoming more automated in washing machines.

Increased number of dual-income households coupled with insufficient time for laundry has led to growing demand for laundromats. Additionally, the growth in the hospitality sector in emerging countries and the advent of on-demand services are expected to propel the energy labels and energy-efficiency policies have enabled manufacturers to focus on the development of energy-efficiency products. The growth in online laundry services is expected to have a positive impact on the commercial washing machine market. Emphasis on R&D is a major strategy adopted by the key players to generate financial profits and address the environmental and social issues through technological and products. The full automatic washing machine segment is expected to be fastest growing segment to the growing shortage of time for household chores.

Washing machines have traditionally been the mainstay of Indian home appliances industry and the demand for washing machines is steadily rising over the years. India with only 9-10 percent penetration for washing machines has vast potential for growth. Many socio-economic factors and introduction of new technology in fully-automatic washing machines segment are driving the growth. Globally, the washing machine has changed the world by reducing the time people traditionally spend on washing clothes. A household survey on India's environment and consumer economy (ICE 306o survey) shows that washing machine has become a more popular household asset.

In washing machines category, during the year, the Company has launched new models in semi-automatic and fully automatic top category washing machines. Hydrocare series semiautomatic models with three colours in glass top Red, Black and Blue were appreciated by the dealers. In Fully automatic segment Crystal series models with 6.2 kg capacity were developed to cater the online market.

Microwave Oven:

The global microwave ovens market has been forecasted to gain traction from the increasing demand for microwavable food. The market is expected to earn USD 25 billion by 2022 at CAGR of 5.8 percent between 2017 and 2022. In 2017, the market had raked in approximately USD 18.9 billion. The growing market for home and kitchen appliances has been envisioned to augur well for the microwave ovens industry with an increased growth potential, as per Transparency Market Research.

As per product classification, convection, grill and solo microwave ovens could be the major markets, where the first product could gather a lion's share of USD 12.2 billion by end of 2022. According to the segmentation analysis by structure, countertop and built-in microwave ovens will grow.

Key growth factors include the aggressive usage of technologically sophisticated kitchen and home appliances owing to the improving standards of people. The growing trend of connectivity between home appliances and innovations, such as inverter based microwave ovens, has been projected to create new opportunities in the market. High power consumption could be a dominant restraint checking the growth of the world microwave ovens market.

The stunning 'Onida Black Beauty Neo Microwave Oven' is designed to ease cooking by making it faster, healthier and also adding beauty to the kitchen. Smart Chef microwave oven which has a built-in weighing scale which weighs the ingredients and then automatically sets the timer to provide a perfectly cooked dish.

The occupied daily schedule of people and expanding size of the female working population will be the top factors augmenting the growth of microwave oven markets.

2. OPPORTUNITIES AND THREATS

Opportunities

(a) Consumer durable market is valued at USD 9.7 billion in 2015 and is expected to reach USD 20.6 billion by 2020. India is expected to have the 5th largest consumer durable market by 2025.

(b) Rural market contributes 33 percent of the total revenue generated which represents 69 percent of the rural population.

(c) Indian consumer durable market has witnessed growth at a CAGR of 10 percent during 2012-2015.

(d) The government has supported domestic manufacturing with multiple initiatives in consumer appliances industry such as Modified Special Incentive Package Scheme (M-SIPS), differential duty structure through Basic Custom Duty (BCD), Electronic Manufacturing Clusters (EMC), Digital Saksharta Abhiyan (DISHA) and Electronic Sector Skills Council of India (ESSCI).

(e) The introduction of GST promised various benefits such as increase in input tax credit due to a liberal credit mechanism, efficiencies in logistic management due to abolition of various check posts, lower compliance costs.

(f) Rising education levels among the youth will lead to have a better lifestyle. This has been fuelling higher spending on discretionary consumer durables and premium products, which is likely to jump from the current 40 percent to 46 percent of household income by 2025.

(g) Huge local demand to be an influence in attracting investments.

(h) 'Make in India' initiative to accelerate investment activity in core and allied sectors. The 'Make in India' policy is the first of its kind for the manufacturing sector as it addresses areas of regulation, infrastructure, skill development, technology, availability of finance, exit mechanism and other pertinent factors related to the growth of the sector.

Threats

(a) Continuous innovation leads to intense rivalry.

(b) Homogeneity in product and low switching cost.

(c) Highly capital intensive.

(d) Major players have developed brand equity.

(e) Brand loyalty is moderate.

(f) Product differentiation is very low.

(g) By changing the input, firms cannot drastically differentiate on price.

(h) Technological advancement.

(i) Buyers have huge propensity to substitute.

(j) Use of internet to get all the information enables the customers to be more powerful.

(k) Buyer switching cost is very less.

3. RISKS & CONCERNS

(a) Electronics companies have to work rapidly just to use the latest technologies. Changing consumer tastes and interests further complicate the picture, as do new competitors across the globe.

(b) Exposure to inventory obsolescence doesn't just happen during economic downturns; it happens during every change in technology and every new product introduction.

(c) Irregular power supply and inefficient logistics are some of the major challenges, leading to costly delays in the overall manufacturing process.

(d) The base direct tax incidence in India is around 30 percent whereas in other Asian countries it is 16 percent and 25 percent.

(e) With compliance and regulations becoming stricter. Companies are faced with challenges of constantly tracking the requirements for removal of potentially hazardous materials and to recycle product at end-of-life.

(f) Inverted duty structure makes domestic manufacturing highly unattractive as several industries depend on imported raw materials and components.

(g) E-commerce is changing traditionally accepted economic practices and making competition even fiercer than it has ever been in the past. As the internet opens up larger markets, more and more flexible competitors are entering the market, all offering better price value propositions in order to steal market share.

(h) There is insufficient semiconductor fabrication centres compelling the electronic manufacturing market to rely on imports. Lack of capital has been a major deterrent to establishment of fab plants in India.

(i) The indirect tax structure for the country has been completely overhauled with the introduction of GST-'One Nation One Tax' regime from July 1, 2017. Non-warranty repairs and part replacements are unclear whether they are to be taxed as supply of goods or services or both separately, and hence it is difficult to determine the applicable rate of tax.

(j) Even though labour cost is low in India as compared to countries like China, labour productivity is lower than traditional destinations. There is a shortage of industry-ready talent and with changing technology the labour needs to be constantly trained. Government initiatives to increase domestic production will not bring about positive results unless the sector boasts skilled employable workforce.

4. PRODUCT-WISE PERFORMANCE

(a) LED/Panel: During the year under review, this segment has witnessed a growth of 18 percent.

(b) Air Conditioner: During the year under review, this segment has witnessed de-growth of 19 percent.

(c) Washing Machine: During the year under review, this segment has witnessed a growth of 22 percent.

5. OUTLOOK

The consumer durable industry has come a long way dealing with numerous hurdles and has emerged as one of the strongest industries in India. It not only provides employment opportunities to millions of people, but is also a major contributor to the rapid economic growth of the country. Increasing affordability and disposable incomes coupled with availability of easy finance schemes are the major driving factors that supplement this overwhelming growth.

The financial year 2017-2018 has been a robust year for manufacturers and retailers. As the connected generation continues to expand, electronics manufacturers and retailers have further engaged consumers through virtual reality (VR), augmented reality (AR), artificial intelligence (AI) and integrated mobile devises as the central control hub in the Internet of Thing (IoT) to stem a lengthening replacement cycle. The key drivers of success over the next decade will be centered on building a deep understanding of and connection to the empowered consumer, promptly incorporating disruptive technologies, embracing transformative business models in both the offline and online space and establishing capabilities.

India is on the path to becoming a hi-tech manufacturing hub of electronic products. A ₹ 745 crore budgetary provision towards incentive schemes like M-SIPS and EDF, 100 percent FDI in the consumer electronics and home appliances manufacturing sector through the automatic route, 51 percent FDI in multibrand retail and electrification of 100 percent of the country by 2019 are all steps in the same direction. Challenges as low cumulative domestic value addition, highest cost of finance and power, inefficient infrastructure among others will need to be overcome.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established a matured internal audit process for the Company as a whole covering the corporate office and the branches all over India. Agenda for the audit/ scope is finalized and approved by the Audit Committee. The audit is carried out by reputed audit firms across head office, plant and branches. The internal audit department of the Company coordinates with the internal auditors and auditees and ensures proper follow up for closure of audit concerns.

The Company has standardized SOPs in place in form of various manuals, policies and procedures for all critical and important activities as recommended by the management.

Audit finding are placed in the audit committee and directions of the committee are followed to improve internal control and avoid recurrence of events.

MANAGEMENT DISCUSSION AND ANALYSIS

There is an evolved risk management strategy with standard operating procedures placed before and approved by the Board of Directors of the Company and are legitimately followed by the Company for the reporting and compliance purposes.

There are certain policies adopted by the Company for maintaining internal control within the organization, which are as follows: -

a) **Risk Management Policy**

This policy sets out Company's risk, oversee's management of material business risks and internal control. The purpose of this policy is to encourage an appropriate level of risk tolerance throughout the Company; establish procedures to analyze risks within agreed parameters across the Company; establish appropriate risk delegations and corresponding risk management framework across the Company and ensure the Company has a risk management framework that can noticeably respond the risk profile of the Company.

b) **Whistle Blower Policy**

This policy is formulated to provide opportunity to all employees to have access to the Management or the Chairman of the Audit Committee, in case they observe any unethical and improper practice or behaviour or wrongful conduct in the Company and to prohibit any person from taking adverse personal action against such employee.

c) **Policy on Related Party Transactions**

This policy is framed to ensure compliance of the applicable provisions of the Companies Act, 2013 & the rules made there under and SEBI (LODR) Regulation as amended or re-enacted from time to time and intended to ensure the proper approval and reporting of transactions between the Company and related parties. Such transactions are appropriate only if they are in the best interest of the Company and the shareholders.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial year 2017-2018 was a year of challenges. On one hand pre-GST sales gave the Company an all time high second quarter of 2017-2018 and on the other hand, post GST the market witnessed a steep fall. The government has increased the custom duty rates for LCD/LED/OLED panels and other parts to 15 percent. Also, from nil duty on 12 specified parts for manufacture of LCD/LED TV panels, a 10 percent duty has been imposed. In an already challenging scenario, while the industry grappling with 28 percent GST and a decline in demand over last 4 months, the union budget has created quite a stir for the consumer durable industry.

Your Company too was not insulated from these challenges, due to continual evaluated market movements and strategy to navigate the volatile environment. Your Company in the current financial year could able to realize better margins which are reflected in Performance of the Company. During the financial year 2017-2018, the turnover of the Company stood at ₹ 735.20 Crore with Operating Profit of ₹ 211.61 Crore and profit of ₹ 23.49 Crore. The Company improved the performance in key product categories like Air Conditioners, LED's and Washing Machine. Better product mix helped improve the margins in these categories and helped turnaround the Company.

We experience intense competition in our products and see a rapidly changing market place with new competitors rising in the industry. Unpredictability and volatility have become a part and our team in constantly making efforts with the need to equip ourselves with agility and flexibility to deal with this in difficult times.

The core philosophy is to make a better and brighter living and to come up with ideas that make life enhanced and luminous for the consumers. Your Company looks forward to introduce many more innovative products and increase the offerings across categories for all the valuable consumers and continue to create value for all the stakeholders.

8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Your Company believes that nurturing our people capability is the core of driving business excellence and achieving the vision of the Company. A number of people development initiatives are being implemented to strengthen talent, capability development and to drive robust performance management processes.

The Company's 'Talent Management Theme' revolves around attracting the best-in-class talent. Employer branding in the form of campus drives, social media, elevating candidate experience has been our priority. The Performance Management System is designed to identify measure and enhance performance of individuals and align organization goals with individual and business group goals. It also aims to foster a transparent process and capturing goals, performance ratings through the intranet portal. We initiated a 'Quarter Rewards and Recognition Programme' to felicitate employees for their contribution and performance.

The Company launched 'Onida Learning Academy', a learning and development cell wherein employees are part

MANAGEMENT DISCUSSION AND ANALYSIS

of regular training programs and workshops. The training calendar is customized to roles, individual needs to enhance and upgrade their skills, improve productivity and develop them for future roles. The Academy aims to provide regular learning opportunities to the top talent.

The Company rolled out a company-wide engagement survey – Pulse Survey. The survey provides a framework for capturing the pulse of the employees on a comprehensive set of parameters – Job Satisfaction, Employee Engagement, Learning & Development, Benefits etc. The findings of the survey indicate employees have a high degree of pride to be an Onidian and the insights are being leveraged to further enhance performance levels. The Company initiated connect sessions, which allows employees to directly connect with the Director and CEO of the Company to gain perspective on organizational strategy, philosophy and also share their views and suggestions.

Your Company continues to work on its mission to make Onida 'A Great Place to Work' by building a strong performance culture, positive work environment and creating the best HR practices to attract talent, retain the better and advance the best.

Your Company has 818 employees on its payroll as on March 31, 2018.

9. MATERIAL FINANCIAL & COMMERCIAL TRANSACTIONS INVOLVING SENIOR MANAGEMENT

The Company has in place a Code of Corporate Governance which stipulates that senior management personnel shall make disclosures to the Board of Directors of the Company regarding any material financial and/or commercial transactions in which they are interested which may have a potential conflict with the interest of the Company.

Cautionary Statement

The statements made in this report describing the Company's projections, expectations and estimations may be forward looking within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectation of future events. The actual results may differ from those expressed or implied in this report due to the influence of external and internal factors beyond the control of the Company.

The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events. Readers are cautioned not to place undue reliance on the forward looking statements.

For and on behalf of the Board of Directors

Gulu L. Mirchandani
Chairman and Managing Director
DIN: 00026664

Place : Mumbai
Date : May 17, 2018

CORPORATE GOVERNANCE REPORT

The Corporate Governance Report, as applicable for the year ended March 31, 2018 is set out below for the information of shareholders, investors and other stakeholders of MIRC Electronics Limited (hereinafter referred to as **"Company"**).

I. Company's philosophy on code of Corporate Governance

The Company's philosophy on the corporate governance is based on the following principles :

- Integrity & Ethics in all our dealings.
- Have a simple and transparent corporate structure driven solely by business needs.
- Be transparent with a high degree of disclosure & adequate control system.
- Make a clear distinction between personal conveniences and corporate resources.

The Company is committed to achieve and maintain the highest standard of Corporate Governance. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholders' value on a sustained basis.

II. Board of Directors

A] Composition

The Board of Directors of the Company has an optimum combination of executive and non executive directors with one woman director and not less than 50% (fifty percent) of the Board comprising of non executive directors. As at March 31, 2018, the Board of Directors of the Company comprises of eight directors, out of which three directors are Promoters cum Executive Directors, one Non-Promoter Executive Director and four are Non-Executive Independent Directors. Ms. Sujata Deshmukh is woman director on the Board of the Company. The Chairman is a Promoter & Executive Director. Accordingly, 50% (fifty percent) of the Board comprises of independent directors.

During the financial year 2017-2018, 5 (five) meetings of the Board of Directors were held. These 5 (five) meetings were held on May 22, 2017, September 13, 2017, November 20, 2017, December 2, 2017 and February 12, 2018. The maximum time gap between any two board meetings was less than 120 days. The constitution of the Board of Directors of the Company, the details of meetings attended by the Directors of the Company and the information with regard to their membership of Committees are as under:

Name	Category	Attendance Particulars			No. of Directorships and Committee Chairmanship / Membership (including the Company)			
		Number of Board Meetings						
		Held during tenure	Attended	Last AGM	Directorship	Directorship in Listed companies	Committee Chairmanship	Committee Membership
Mr. Gulu L. Mirchandani	Promoter [CMD]	5	5	Yes	4	3	0	2
Mr. Vijay J. Mansukhani	Promoter [MD]	5	5	Yes	2	1	0	1
Mr. Kaval G. Mirchandani	Promoter [WTD]	5	5	Yes	2	1	0	0
Mr. Shyamsunder Dhoot	Non Promoter [WTD]	5	5	Yes	1	1	0	0
Mr. Rafique Malik	I & NED*	5	5	No	3	2	1	3
Mr. Carlton Pereira	I & NED*	5	5	Yes	5	2	1	0
Mr. Arvind Sharma	I & NED*	5	3***	Yes	1	1	0	1
Ms. Sujata Deshmukh	I & NEWD**	5	3****	No	1	1	0	0

* Independent & Non- Executive Director.

** Independent & Non- Executive Woman Director.

*** Leave of Absence was granted for the Board Meeting held on May 22, 2017 and December 2, 2017.

**** Leave of Absence was granted for the Board Meeting held on September 13, 2017 and December 2, 2017.

Dates on which Board Meetings were held	Total Strength of the Board	No. of Directors Present
May 22, 2017	8	7
September 13, 2017	8	7
November 20, 2017	8	8
December 2, 2017	8	6
February 12, 2018	8	8

Notes:

1. As detailed above, none of the Directors is a member of more than 10 Board level Committees of Public Companies in which they are Directors or as Chairman of more than five such committees.
2. Only directorship in public limited companies (listed or unlisted) has been considered.
3. Membership/ Chairmanship of Audit Committee and Stakeholders Relationship Committee of public companies have been considered.

B] Information placed before the Board of Directors

The Company Secretary prepares the agenda in consultation with the Chairman of the Board of Directors and the Chairman of the various Committees. The agenda of the meeting inter-alia includes the information as specified to be provided under Part–A of Schedule II of Regulation 17(7) of the Securities and Exchange Board of India **(SEBI)** (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amended from time to time (hereinafter referred to as **"SEBI (LODR) Regulations, 2015").**

SEBI (LODR) Regulations, 2015 is made available to the Board. The agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents, presentation and papers are circulated well in advance of the meetings to enable the Board and the Committees to deliberate and take informed decisions.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, annual operating plans and budgets, minutes of meetings of audit committee and other committees of the Board, quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material. It monitors overall operating performance and reviews such other items which require special attention of the Board of Directors of the Company. It directs and guides the activities of the management towards the set goals and seeks accountability. It also sets standards of corporate behaviour, ensures transparency in corporate dealings and compliance with laws and regulations.

C] Code of Conduct

The Board has laid down a Code of Conduct for all Board members and Senior Management of the Company and it is uploaded on the website of the Company i.e. www.onida.com. The Code of Conduct has been circulated to all members of the Board and senior management and the compliance of the same has been affirmed by them. A declaration by the Chief Executive Officer of the Company as required under Regulation 17(5), 26(3), 34(3) and Clause D of Schedule V of the SEBI (LODR) Regulations, 2015 is annexed herewith.

D] Independent Directors

Mr. Carlton Felix Pereira and Mr. Rafique Abdul Malik were appointed as an Independent Directors for a period of 5 (five) years with effect from September 3, 2014 by the shareholders at the Thirty-Third Annual General Meeting of the Company. Mr. Arvind Sharma and Ms. Sujata Deshmukh were appointed as an Independent Directors for a period of 5 (five) years with effect from August 18, 2017 by the shareholders at the Thirty-Sixth Annual General Meeting of the Company.

The Company has issued a formal letter of appointment containing their duties, terms and conditions of appointment. The same is also disclosed on the website of the Company i.e. www.onida.com. The Independent Directors have confirmed about their independence and eligibility as required under Section 149(7) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of the Directors) Rules, 2014 amended from time to time.

E] Role of Independent Directors

The Independent Directors plays an important role in deliberations at the Board and Committee Meetings and bring to the Company their expertise in the field of finance, management and public policy. The Independent Directors satisfy the criteria of independence as defined in the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013. They perform the duties as stipulated in the Companies Act, 2013.

The Independent Directors had a separate meeting on February 12, 2018 without the attendance of non independent directors and members of the management of the Company and reviewed the following:

- performance of non independent directors and the Board as a whole;
- review the performance of the Chairman; and
- assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Company has familiarised the Independent Directors with their roles, rights, responsibilities in the Company and business model of the Company. This is also disclosed on the website of the Company i.e. www.onida.com and the link is http://www.onida.com/policies.

F] Committees of the Board

The Board has established various committees such as Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee as per the requirement of the SEBI (LODR) Regulations, 2015 and Companies Act, 2013 as amended from time to time. The minutes of the aforesaid Committee meetings are circulated and discussed in the meetings of the Board of Directors of the Company.

III. Audit Committee

A] Constitution

The composition, role and powers of the Audit Committee meet the requirements of Part C of Schedule II with reference to the Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

As at March 31, 2018, the Audit Committee comprised of following Independent Directors:

1) Mr. Carlton Pereira, Chairman;
2) Mr. Rafique Malik; and
3) Mr. Arvind Sharma.

The Company Secretary acts as the Secretary to the Audit Committee.

Mr. Carlton Pereira, Independent & Non Executive Director of the Company and Chairman of the Audit Committee is a Chartered Accountant by profession. All the members of Audit Committee are Independent Non-Executive Directors of the Company. All the members of the Audit Committee are financially literate and possess accounting and financial management expertise. Mr. Carlton Pereira, Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on August 18, 2017 to reply to the queries raised by the members of the Company.

B] Meetings of Audit Committee

During the financial year 2017-2018, 4 (four) meetings of the members of the Audit Committee were held. These meetings were held on May 22, 2017, September 13, 2017, November 20, 2017 and February 12, 2018. Mr. Gulu L. Mirchandani, Chairman and Managing Director, Mr. Vijay J. Mansukhani, Managing Director and Mr. G. Sundar, Chief Executive Officer are permanent invitees to the Audit Committee meetings. The Chief Financial Officer, the Internal Auditors, the Statutory Auditors and Vice Presidents of various functions are also invited to the Audit Committee meetings as and when necessary. The attendance of each member of the Audit Committee in the above meetings is given hereunder:-

Name of member	Audit Committee Meetings (Financial Year 2017-2018)	
	Held during tenure	Attended
Mr. Carlton Pereira (Chairman) I & NED*	4	4
Mr. Rafique Malik (Member) I & NED*	4	4
Mr. Arvind Sharma (Member) I & NED*	4	3**

* Independent & Non–Executive Director.

**Leave of Absence was granted for the Audit Committee's Meeting held on May 22, 2017.

Dates on which Audit Committee Meetings were held	Total Strength of the Committee	No. of Members Present
May 22, 2017	3	2
September 13, 2017	3	3
November 20, 2017	3	3
February 12, 2018	3	3

C] Powers of Audit Committee

The Board has delegated the following powers to the Audit Committee:-

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure the attendance of outsiders with relevant expertise, if it considers necessary.

D] Role / Terms of Reference of Audit Committee

The role of the Audit Committee includes the following:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. significant adjustments made in the financial statements and information arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. disclosure of any related party transactions;
    g. modified opinions on the draft audit report.
5. reviewing with the management, the quarterly financial statements before submission to the Board for approval;
6. reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;

7. reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the Company with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the Company, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the Whistle Blower mechanism;
19. approval of appointment of Chief Financial Officer (CFO) (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
20. carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

E] Review of information by Audit Committee

The following information is reviewed by the Audit Committee on mandatory basis:

1. Management Discussion and Analysis of the financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters/letters on internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor; and
6. Statement of deviations:
    a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (LODR) Regulations, 2015.
    b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI (LODR) Regulations, 2015.

IV. Nomination and Remuneration Committee

A] Constitution:

The composition, role and powers of the Nomination and Remuneration Committee meet the requirements of Part D of Schedule II with reference to Regulation 19 of the SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

As at March 31, 2018, the Nomination and Remuneration Committee consists of the following members:

1. Mr. Rafique Malik, Chairman
2. Mr. Carlton Pereira, and
3. Ms. Sujata Deshmukh

B] Meetings of Nomination and Remuneration Committee

During the financial year 2017-2018, 2 (two) meetings of the members of the Nomination and Remuneration Committee were held. These meetings were held on September 13, 2017 and February 12, 2018. The attendance of each member of the Nomination and Remuneration Committee in the above meetings is given below:

Name of member	Nomination and Remuneration Committee meetings (Financial Year 2017-2018)	
	Held during tenure	Attended
Mr. Rafique Malik, I & NED* (Chairman)	2	2
Mr. Carlton Pereira, I & NED* (Member)	2	2
Ms. Sujata Deshmukh, I & NEWD** (Member)	2	1***

* Independent & Non- Executive Director.

** Independent & Non- Executive Woman Director.

***Leave of Absence was granted for the Nomination and Remuneration Committee Meeting held on September 13, 2017.

Dates on which Nomination and Remuneration Committee Meetings were held	Total Strength of the Committee	No. of Members Present
September 13, 2017	3	2
February 12, 2018	3	3

C] Powers of Nomination and Remuneration Committee

The Nomination and Remuneration Committee is vested with all necessary powers and authority to ensure appropriate disclosure on the remuneration of the Directors, Key Managerial Personnel and other Senior Management Employees and to deal with all elements of the remuneration package of all the directors including but not restricted to the following:

- To review, assess and recommend the appointment and remuneration of executive directors.
- To review the remuneration packages payable to executive directors periodically and recommend suitable revision/ increments, whenever required to the Board of Directors of the Company.
- To recommend the commission payable to the non-executive director(s) in accordance with and upto the limits laid down under the Companies Act, 2013.
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down under 'Policy on Remuneration of Directors, Key Managerial Personnel and other Senior Management Employees.'
- To recommend to the Board the appointment and removal of the director and shall carry out evaluation of every director performance.
- To formulate criteria for determining qualifications, positive attributes and independence of the director.
- To recommend to the Board a 'policy' relating to the remuneration of directors, key managerial personnel and other employees.
- To devise a policy on Board diversity.
- To carry out such other functions as delegated by the Board from time to time.

D] Remuneration Policy

The Board has adopted Policy on remuneration of Directors, Key Managerial Personnel and other Senior Management Employees of the Company. Based on the policy, remuneration package of the executive directors is determined by the

Nomination and Remuneration Committee within the permissible limits, subject to approval by the Board and shareholders in the general meeting of the Company and as per applicable provisions of the Companies Act, 2013. The remuneration to the executive directors comprises of basic salary, allowances, perquisites etc. The Nomination and Remuneration Committee decides and recommends annual increments for executive directors within the limits stipulated by the Board of Directors/ Shareholders and other applicable approvals.

The Remuneration Policy ensures that:

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors/ Key Management Personnel (KMP) and Senior Management Personnel (SMP) to run the operations of the Company successfully;

(b) relationship of remuneration to the performance is clear and meets appropriate performance benchmarks;

(c) remuneration to the Directors, KMP and SMP involves a balance between fixed and variable pay reflecting short and long term performance objectives and goals set by the Company;

(d) remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders; and

(e) the pay structures are appropriately aligned across levels in the Company.

Performance Evaluation Criteria for fixing the remuneration of Managing Director / Whole Time Director, Non Executive Director and Independent Directors, KMPs & SMPs:

1. Financial position of the Company.
2. Remuneration or commission drawn by him from any other company.
3. Professional qualifications and experience of the individual concerned.
4. Industry’s pay standards and pay structure data studies undertaken by human resource consultants.
5. Attract and retaining talent and motivation for KMP/SMP.
6. Special consideration for attracting top notch hi flier in case of KMP/SMP.
7. Past performance, past remuneration and special accreditation or meritorious performance.
8. Bring a balance between the interest of the Company and the shareholders.
9. Attendance at the Board meetings.
10. Active participation in the meetings.
11. Understanding the critical issues affecting the Company.
12. Prompts board discussion on strategic issues.
13. Brings relevant experience to the board and uses it effectively.
14. Understands and evaluate the risk environment of the organization.
15. Conducts himself/herself in a manner that is ethical and consistent with the laws of the land.
16. Maintains confidentiality wherever required.
17. Communicates in an open and constructive manner.
18. Seeks satisfaction and accomplishment through serving on the Board.

i) Remuneration to Executive Directors

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on February 13, 2016 approved the re-appointment and remuneration of Mr. Shyamsunder Dhoot, Whole Time Director of the Company for a period of 3 (three) years with effect from February 16, 2016 to February 15, 2019, pursuant to the provisions of Section 196, 197 read with Schedule V to the Companies Act, 2013 and was approved by the members at the Annual General Meeting of the Company held on September 28, 2016. Pursuant to the provisions of Section 197 read with Schedule V to the Companies Act, 2013, the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on September 13, 2017 approved the modification in remuneration of Mr. Shyamsunder Dhoot, Whole Time Director of the Company for the balance period from September 13, 2017 to February 15, 2019 subject to the approval of the members of the Company in the ensuing Annual General Meeting of the Company.

Pursuant to the provisions of Sections 196, 197 read with Schedule V to the Companies Act, 2013, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on February 12, 2018 approved the re-appointment and remuneration of Mr. Vijay J. Mansukhani as Managing Director of the Company for a period of 3 (three) years with effect from April 1, 2018 to March 31, 2021 subject to the approval of the members of the Company at the ensuing Annual General Meeting of the Company.

ii) Non-Executive Directors' Compensation and Disclosures

All fees/compensation paid to the non-executive directors, including independent directors as recommended by the Nomination and Remuneration Committee, are approved by the Board of Directors and are subject to approval by the members if applicable.

The sitting fees shall be paid as remuneration to the Non-Executive Directors. The Company is availing professional expertise of the Non-Executive Directors through their participation in the Board meetings. The Non-Executive Directors are paid sitting fees of ₹ 20,000/- (Rupees Twenty Thousand only) per meeting for attending Board Meetings and Audit Committee Meetings and ₹ 10,000/- (Rupees Ten Thousand only) for attending every meeting of the Nomination and Remuneration Committee, Stakeholders Relationship Committee and other Committees of the Board.

None of the Non–Executive Directors are holding any shares in the Company.

There are no pecuniary relationships or transaction of the non-executive directors with the Company.

The details of remuneration paid / payable to the Board of Directors for the financial year 2017-2018 are as follows:

(Amount in ₹)

Sr. No.	Director	Relation with the Company	Inter–se Relation	Remuneration for Financial Year 2017–2018					
				Sitting fees	Salary allowance & perquisites	Commission	Provident Fund & Super-annuation/ Gratuity	Performance Linked Incentives	Total
1	Mr. Gulu L. Mirchandani	Promoter [CMD]	Brother in law of sr. no.2 and father of sr. no. 3	Nil	1,12,52,000	Nil	9,79,200	Nil	1,22,31,200
2	Mr. Vijay J. Mansukhani	Promoter [MD]	Brother in Law of sr. no.1	Nil	1,12,52,000	Nil	9,79,200	Nil	1,22,31,200
3	Mr. Kaval Gulu Mirchandani	Promoter [WTD]	Son of sr. no. 1	Nil	39,48,372	Nil	1,72,800	Nil	41,21,172
4	Mr. Shyamsunder Dhoot	Non Promoter [WTD]	NA	Nil	50,54,925	Nil	1,15,428	Nil	51,70,753
5	Mr. Rafique Malik	I & NED*	N.A.	2,40,000	N.A.	Nil	N.A.	Nil	2,40,000
6	Mr. Carlton Pereira	I & NED*	N.A.	2,00,000	N.A.	Nil	N.A.	Nil	2,00,000
7	Mr. Arvind Sharma	I & NED*	N.A.	1,20,000	N.A.	Nil	N.A.	Nil	1,20,000
9	Ms. Sujata Deshmukh	I & NEWD**	N.A.	70,000	N.A.	Nil	N.A.	Nil	70,000

* Independent & Non Executive Director.

** Independent & Non- Executive Woman Director.

Note:

1. Mr. remuneration paid to Mr. Gulu L. Mirchandani, Chairman and Managing Director, Mr. Vijay J. Mansukhani, Managing Director, Mr. Kaval G. Mirchandani, Whole Time Director and Mr. Shyamsunder Dhoot, Whole Time Director of the Company are within the limit prescribed under Schedule V to the Companies Act, 2013.
2. The Company has not granted any stock options to any directors.

V. Stakeholders Relationship Committee

A] Constitution

The composition, role and powers of the Stakeholders Relationship Committee meet the requirements of Part D of Schedule II with reference to Regulation 20 of the SEBI (LODR) Regulations, 2015 and Section 178 (5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

As at March 31, 2018, the Stakeholders Relationship Committee consists of the following members:

1. Mr. Rafique Malik, Chairman;
2. Mr. Gulu L. Mirchandani; and
3. Mr. Vijay J. Mansukhani.

Mr. Lalit Chendvankar, Head - Corporate Affairs, Legal and Company Secretary acts as the Compliance Officer of the Company.

B] Meetings of Stakeholders Relationship Committee

During the financial year 2017-2018, 4 (four) meetings of the members of Stakeholders Relationship Committee were held. These meetings were held on May 22, 2017, September 13, 2017, November 20, 2017 and February 12, 2018. The attendance of each member of the Stakeholder Relationship Committee in the above meetings is given below:

Name	Stakeholders Relationship Committee Meetings (Financial Year 2017-2018)	
	Held during tenure	Attended
Mr. Rafique Malik (Chairman) I & NED*	4	4
Mr. Gulu L. Mirchandani (Member) Promoter (CMD)	4	4
Mr. Vijay J. Mansukhani (Member) Promoter (MD)	4	4

* Independent & Non–Executive Director.

Dates on which Stakeholders Relationship Committee Meetings were held	Total Strength of the Committee	Number of Members Present
May 22, 2017	4	4
September 13, 2017	4	4
November 20, 2017	4	4
February 12, 2018	4	4

Status Report of investor queries and complaints for the period from April 1, 2017 to March 31, 2018 is given below:

Sr. No.	Particulars	No. of Complaints
1	Investor complaints pending at the beginning of the year	Nil
2	Investor complaints received during the year	3
3	Investor complaints disposed of during the year	3
4	Investor complaints remaining unresolved at the end of the year	Nil

C] Powers of Stakeholders Relationship Committee

The Committee is entrusted with the responsibility of redressing the shareholders'/ investors' complaints related to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend and other queries/ complaints, if any. This committee also oversees the performance of the Registrar and Share Transfer Agent of the Company relating to the investor services and recommends measures for improvement.

VI General Body Meetings

The location, time and date where Annual General Meetings (AGM) of the Company (in previous 3 years) was held are given hereunder:-

Financial Year	Location	Date	Time	No. of Special Resolutions passed at AGM
2016-2017	Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai –400 018	August 18, 2017	03.00 p.m.	Nil
2015-2016	Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai –400 018	September 28, 2016	03.00 p.m.	3
2014-2015	Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai –400 018	August 21, 2015	03.00 p.m.	2

Postal Ballot

During the year no resolutions were passed through postal ballot.

VII. Disclosures

A] Materially significant Related Party Transactions

None of the transactions that transpired between the Company and its promoters, directors, management or their relatives were in potential conflict with the interest of the Company at large.

There is no material related party transaction in the Company, however the Company places all related party transactions before the Audit Committee and Board of Directors of the Company for their respective approvals. A register of contracts containing the transactions in which the directors are interested are placed regularly before the Board of Directors of the Company for their approval.

The Company had adopted policy on Related Party Transactions and the same is available on the website www.onida.com and the link is http://www.onida.com/policies.

B] Subsidiary

The Company does not have any subsidiary company.

C] Status of regulatory compliances

The Company has complied with the applicable provisions of the SEBI (LODR) Regulations, 2015 as well as the other applicable regulations and guidelines of SEBI and other statutory authorities. Consequently, there are no strictures or penalties imposed on the Company for any matter relating to capital markets during the last three years.

D] Vigil Mechanism/ Whistle Blower Policy

The Company has a Vigil Mechanism/ Whistle Blower Policy for its Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the code of conduct or ethics. This mechanism provides adequate safeguards against victimisation of director(s)/employee(s) who avail this mechanism and also provide direct access to the Chairman of the Audit Committee in exceptional cases. Further no personnel have been denied access to the Chairman of the Audit Committee.

The details of the establishment of such mechanism are disclosed by the Company on its website www.onida.com and the link is http://www.onida.com/policies.

E] Risk Management Committee

The Board of Directors of the Company has formed a Risk Management Committee and defined its role and responsibilities. The majority of Committee consists of the members of the Board of Directors of the Company. The Committee has formulated a risk management policy of the risk assessment and minimisation procedures.

F] Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the annual report and includes discussion on various matters specified under the Regulation 34(2)(e) and Part B of Schedule V to the SEBI (LODR) Regulations, 2015.

G] Details of Director seeking appointment/re-appointment as required under Regulation 36 (3) of SEBI (LODR) Regulations, 2015

As required under the Regulation 36(3) of SEBI (LODR) Regulations, 2015, particulars of Director seeking appointment/reappointment are given in the explanatory statements annexed to the Notice of the Annual General Meeting of the Company.

H] Insider Trading Code

The Board of Directors amended the 'Code for Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' **("Code")** as formulated under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and revoked the erstwhile code adopted on August 13, 2015.

This Code is applicable to all directors and designated employees of the Company. This Code ensures prevention and dealing in shares of the Company by persons having access to unpublished price sensitive information. The Company monitors the transactions of insiders/designated employees in terms of the aforesaid rules periodically.

The Code of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information (UPSI) as amended from time to time is disclosed by the Company on its website www.onida.com and the link is http://www.onida.com/policies.

I] CEO/ CFO certification

The certificate in terms of Regulation 17(8) read with Part B of Schedule II to the SEBI (LODR) Regulations, 2015 (including any amendments for the time being in force) for the financial year ended March 31, 2018 was placed before the Board of Directors of the Company in their meeting held on May 17, 2018 and is annexed to this Report.

J] Non – Compliance of any requirement of Corporate Governance Report

The Company has complied with all mandatory requirements as mentioned in Schedule V, Para C, sub-paras (2) to (10) of the SEBI (LODR) Regulations, 2015 along with some of the non-mandatory requirements.

K] Compliance with SEBI (LODR) Regulations, 2015

The Company has complied with the requirements as specified in the SEBI (LODR) Regulations, 2015 to the extent applicable.

VIII. Means of Communication

The Company has furnished quarterly financial results along with notes on a regular basis as per the format prescribed in the Regulation 33 of the SEBI (LODR) Regulations, 2015, within prescribed time to the stock exchanges in respect of first three quarters in financial year 2017-2018. In respect of last quarter of financial year 2017-2018, the Company has furnished audited financial results within 60 (Sixty) days from the end of financial year and accordingly, the meeting of the Board of Directors of the Company for considering the results of last quarter and for the full financial year was held on May 17, 2018.

The quarterly financial results of the Company were published within 48 hours of conclusion of the meeting of the Board of Directors of the Company in English Newspaper viz. *"Financial Express"* and *"Mumbai Lakshdeep"*, a newspaper published in the language of the region where the registered office of the Company is situated. The audited annual results for financial year 2017-2018 were published in *"Financial Express"* and *'Mumbai Lakshdeep'.* The Company informs the stock exchanges where its shares are listed, about the meeting of the Board of Directors of the Company at least 7 (seven) days in advance pursuant to Regulation 29 (2) of SEBI (LODR) Regulations, 2015 and also issues an advertisement in at least one national newspaper (Financial Express) and one in regional language newspaper (Mumbai Lakshdeep) about the meetings of the Board of Directors of the Company.

In terms of Regulation 46 of the SEBI (LODR) Regulations, 2015, the Company is maintaining its functional website i.e. www.onida.com, containing the basic information about the Company i.e. details of business, financial information, shareholding pattern, compliance with corporate governance, contact information of designated employees who are responsible for assisting and handling the investors grievance, details of the agreements entered into with the media companies and/or their associates, terms and conditions of appointment of independent directors, composition of various committees of board of directors, code of conduct of board of directors and senior management personnel and various policies of the Company etc. The same information is updated on the website viz. www.onida.com within the prescribed time limit.

IX. General Shareholders Information

Annual General Meeting Date, Time and Venue	August 23, 2018 at 3.00 p.m. Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018
Financial year	1st April – 31st March
Book Closure	Friday, August 17, 2018 to Thursday, August 23, 2018 (Both days inclusive)
Dividend payment date: [if declared]	Not Applicable
Listing on Stock Exchange	BSE Limited and National Stock Exchange of India Limited. Listing fees for the financial year 2018-2019 have been paid for both the stock exchanges.
Address of Stock Exchange	**BSE Limited:** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. **National Stock Exchange of India Limited:** C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400 051.
Stock code at BSE	500279
Stock symbol at NSE	MIRCELECTR
ISIN of the Company	INE831A01028
Website	www.onida.com
Email ID	investors@onida.com
Corporate Identification No. (CIN)	L32300MH1981PLC023637

Unclaimed Dividends

Pursuant to the provisions of Section 124 and Section 125 of the Companies Act, 2013 and Section 205A and Section 205C of the erstwhile Companies Act, 1956, dividend for the financial year ended March 31, 2011, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund (IEPF). In terms of the provisions of Section 125 of the Companies Act, 2013 and Section 205C of the erstwhile Companies Act, 1956, no claim shall lie against the Company or IEPF after the said transfer:

Financial Year	Type of dividend	Date of Declaration of Dividend	Last date of claiming Unpaid Dividend
2010-2011	Final	June 24, 2011	July 25, 2018

Pursuant to the provisions of Section 124 and Section 125 of the Companies Act, 2013 and Section 205A and Section 205C of the erstwhile Companies Act, 1956, dividend for the financial year ended March 31, 2010 (Final Dividend) which remain unpaid and unclaimed for a period of seven years, has been transferred to the IEPF.

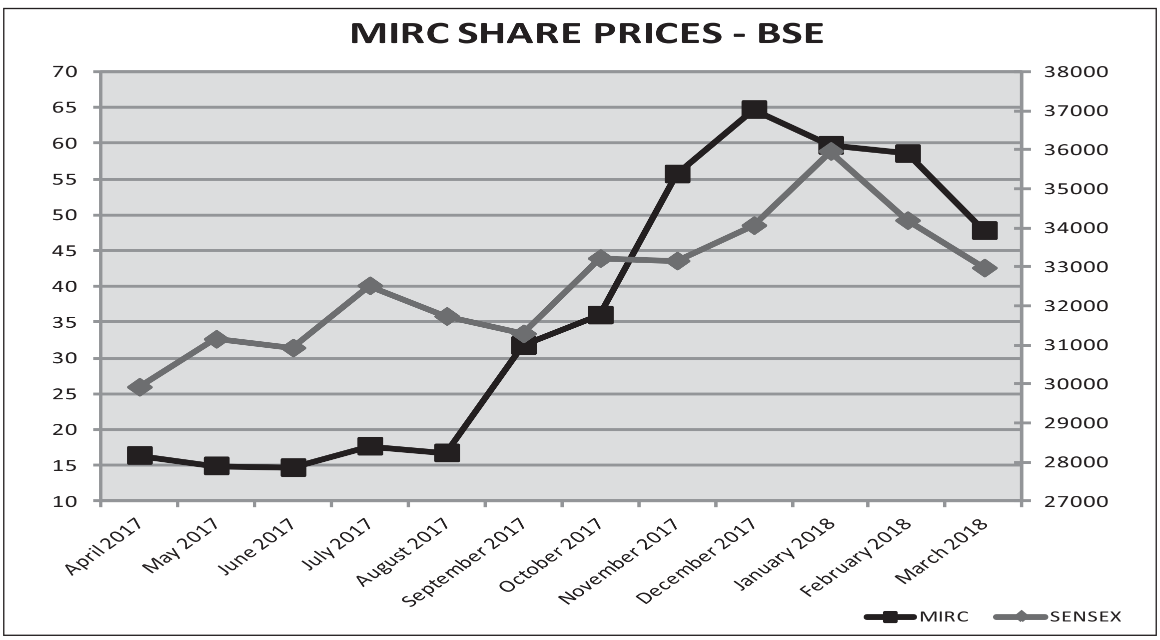
Market Price Data: (Financial Year 2017-2018)

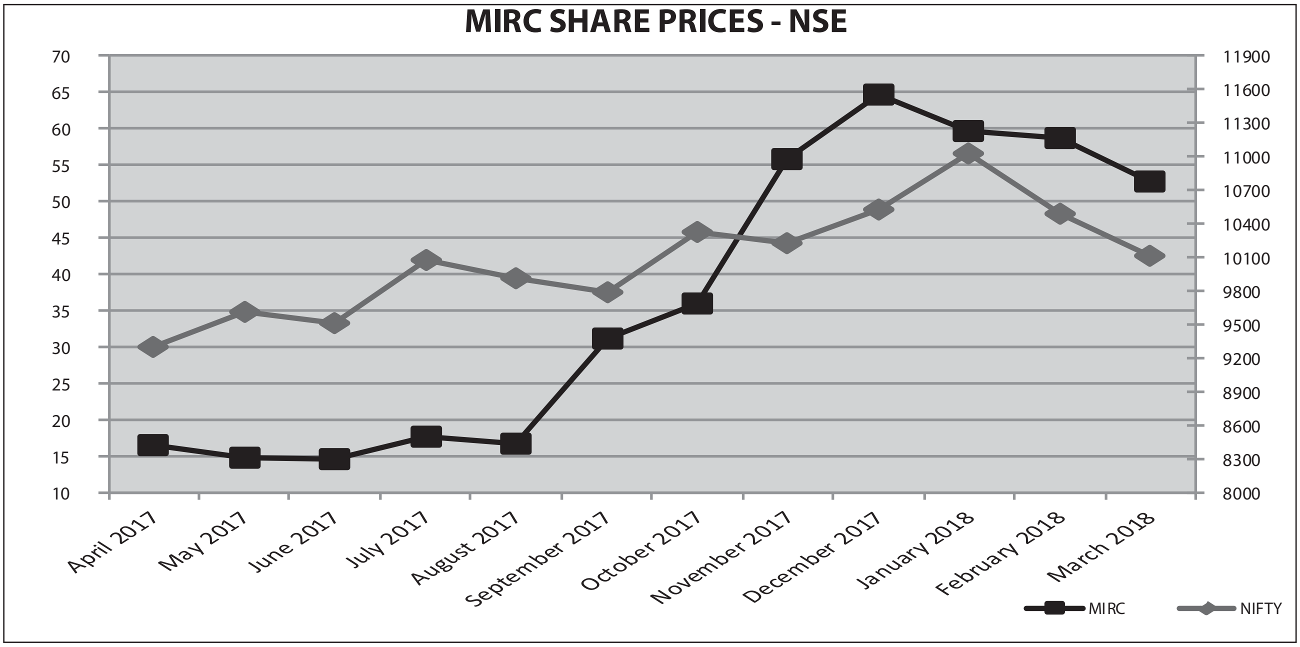
Month	STOCK EXCHANGE					
	BSE Limited			National Stock Exchange of India Limited		
	Share Price		Sensex	Share Price		Nifty
	High (₹)	Low (₹)	Close	High (₹)	Low (₹)	Close
April 2017	16.40	13.66	29,918.40	16.60	13.60	9304.05
May 2017	14.94	13.05	31,145.80	14.95	13.00	9621.25
June 2017	14.70	13.17	30,921.61	14.75	13.15	9520.90
July 2017	17.69	13.26	32,514.94	17.75	13.30	10077.10
August 2017	16.75	11.75	31,730.49	16.80	11.50	9917.90
September 2017	31.75	14.10	31,283.72	31.30	13.90	9788.60

Month	STOCK EXCHANGE					
	BSE Limited			National Stock Exchange of India Limited		
	Share Price		Sensex	Share Price		Nifty
	High (₹)	Low (₹)	Close	High (₹)	Low (₹)	Close
October 2017	36.00	26.10	33,213.13	36.00	26.00	10335.30
November 2017	55.70	28.05	33,149.35	55.80	28.00	10226.55
December 2017	64.70	46.45	34,056.83	64.70	46.10	10530.70
January 2018	59.70	46.90	35,956.02	59.80	47.00	11027.70
February 2018	58.55	46.10	34,184.04	58.70	46.05	10492.85
March 2018	47.80	45.05	32,968.68	52.75	42.00	10113.70

Market price data (source: www.bseindia.com, www.nseindia.com)

Graphical presentation of Company's High Stock Price vs. Stock Exchange Index





Registrar & Share Transfer Agent

M/s. Link Intime India Private Limited

C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai: – 400 083

Ph.: 022-49186000 Fax: 022-49186060

E-mail: mumbai@linkintime.co.in

Share Transfer System

The Registrar and Share Transfer Agent registers the share transfers in physical form within 15 (Fifteen) days from the receipt of the duly completed documents. Invalid share transfers are returned within 15 (Fifteen) days of receipt. All requests for de-materialisation of shares are processed and confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Shareholding distribution schedule as on March 31, 2018

Equity shares held	No. of Shareholders	%	Shares	%
1-500	48,861	77.95	64,31,210	2.78
501-1000	6,107	9.74	53,83,043	2.33
1001-2000	4,435	7.08	78,71,372	3.41
2001-3000	1,109	1.77	29,09,012	1.26
3001-4000	498	0.79	18,46,998	0.80
4001-5000	432	0.69	20,82,637	0.90
5001-10000	614	1.02	48,41,522	2.10
10001 and above	602	0.96	19,95,86,825	86.42
Total	**62,685**	**100.00**	**23,09,52,619**	**100.00**

Shareholding pattern as on March 31, 2018

Category		Number of shares	Percentage of Holding
A	**Promoter's Holding**		
1	Indian Promoter	12,21,92,638	52.91
2	Foreign Promoter	0	0.00
	Sub Total (A)	**12,21,92,638**	**52.91**
B	**Non Promoter's Holding**		
	Institutional Investors		
1	Mutual Fund	1,700	0.00
2	Foreign Portfolio Investor	35,30,508	1.53
3	Financial Institutions / Banks	4,53,906	0.20
	Total (Institutional Investors)	**39,86,114**	**1.73**
	Non Institutional Investors		
1	Individuals	6,11,87,634	26.50
2	Trusts	4,010	0.00
3	Hindu Undivided Family	34,29,126	1.48
4	Non Resident Indians	7,68,967	0.33
5	Clearing Member	21,94,166	0.95
6	Bodies Corporate	3,59,45,244	15.56
7	Government Companies	12,44,720	0.54
	Total (Non-Institutional Investors)	**10,47,73,867**	**45.36**
	Sub Total (B)	**10,87,59,981**	**47.09**
	Grand Total (A + B)	**23,09,52,619**	**100.00**

Dematerialisation of shares and liquidity

As at March 31, 2018, 98.40% (22,72,67,983 shares) of paid up share capital were held in dematerialised form with NSDL and CDSL, while 1.60% (36,84,636 shares) were held in physical form. All promoters' shareholdings are in dematerialised form.

Outstanding GDRs / ADRs/ Warrants

Except 1,92,00,000 convertible warrants issued to the non-promoters allottees mentioned herein below, there are no outstanding GDRs /ADRs or any other convertible instruments as on March 31, 2018 which likely to have an impact on the equity share capital of the Company.

Names of the Allottee	No. of Convertible Warrant
Mr. Ashish Kacholia	73,25,000
Mr. Nisarg Vakharia	20,00,000
Mr. Pritesh Talakshi Chedda	50,000
Mr. Sachin Kasera	10,00,000
Bengal Finance & Investment Pvt. Ltd.	73,25,000
Ms. Preeti Kacholia	2,00,000
Seven Hills Capital	4,00,000
Synthetic Fibres Trading Co.	4,00,000
Vrandavan Associates	5,00,000

The aforesaid allottees have right to convert 1 convertible warrant into 1 equity share of face value of Re 1/- each within a period of 18 months from the date of issue of aforesaid convertible warrants i.e. December 30, 2017.

Plant Locations

1.	**Wada** Village Kudus, Bhiwandi Wada Road, Taluka Wada, District. Palghar, Maharashtra-421 312	**2.**	**Roorkee – Plant I** Khasra No.158, Village- Raipur, Pargana - Bhagwanpur, Roorkee, District - Haridwar, Uttarakhand- 247 661
3.	**Roorkee – Plant II** Khasra No. 399 to 401 & 405 to 410, 158 KMS Milestone, Delhi-Roorkee Highway – NH 58, Village– Mundiyaki, Pargana–Manglour, Tehsil- Roorkee, District – Haridwar, Uttarakhand – 247670	**4.**	**Chiplun** Plot No. G-1, Lote Parshuram Industrial Area, Village Dhamandevi, Taluka Khed, District. Ratnagiri, Maharashtra-415 639

Address for correspondence

MIRC Electronics Limited
Onida House, G-1, MIDC, Mahakali Caves Road,
Andheri (East), Mumbai - 400 093
Ph Nos. 022-66975777 Fax 022-28202002
Email ID:- investors@onida.com, Website: www.onida.com

For and on behalf of the Board of Directors

Gulu L. Mirchandani
Chairman and Managing Director
(DIN: 00026664)

Place : Mumbai
Date : May 17, 2018

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER'S CERTIFICATE PURSUANT TO REGULATION 17(8) READ WITH PART B OF SCHEDULE II OF THE SEBI (LODR) REGULATIONS, 2015

We, G. Sundar, Chief Executive Officer and Subrat Nayak, Chief Financial Officer of MIRC Electronics Limited, to the best of our knowledge and belief, hereby certify to Board that:

a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2018 and that to the best of our knowledge and belief:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the auditors and the Audit committee that:

   (i) there are no significant changes in internal control over financial reporting during the year;

   (ii) there have been no significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and

   (iii) there have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For MIRC Electronics Limited

Place: Mumbai	**G. Sundar**	**Subrat Nayak**
Date: May 17, 2018	**Chief Executive Officer**	**Chief Financial Officer**

COMPLIANCE OF CODE OF CONDUCT OF THE COMPANY

As provided under Regulation 17(5), 26(3) and Clause D of Schedule V to the SEBI (LODR) Regulations, 2015, I, G. Sundar, Chief Executive Officer hereby confirm that all Board Members and Senior Management Personnel have affirmed the compliance with the Code of Conduct of MIRC Electronics Limited for the year ended March 31, 2018.

For MIRC Electronics Limited

Place : Mumbai
Date : May 17, 2018

G. Sundar
Chief Executive Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

MIRC ELECTRONICS LIMITED

Mumbai.

We have examined the compliance of conditions of Corporate Governance by MIRC Electronics Limited ('the Company'), for the financial year ended on March 31, 2018, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

The compliance with conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Nilesh Shah & Associates
Company Secretaries

(Nilesh Shah)
Partner (FCS - 4554)
C.P. No: 2631

Place: Mumbai
Date: May 17, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of **MIRC Electronics Limited**

Report on the Ind AS financial statements

We have audited the accompanying Ind AS financial statements of MIRC Electronics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit and its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

We draw attention to note 35 to the financial statement which describes recognition of preference shares and de-recognition of outstanding receivables consequent to the scheme of the arrangement filed by one of the party and approved by NCLT vide its order dated August 24, 2017. As per the terms of the scheme, certain preference shares are allotted to the Company with effect from December 01, 2016. Consequent to the said allotment loss of ₹ 1,507 lakhs, arising on account of difference between the fair valuation of preference shares on December 01, 2016 and the carrying value of outstanding receivables as on that date, is recognized and disclosed as an 'Exceptional Item' in comparative figures for the year ended March 31, 2017. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

INDEPENDENT AUDITOR'S REPORT

(c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in Annexure 2 to this report;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 39 to the Ind AS financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Jayesh Gandhi
Partner
Membership Number: 037924
Place of Signature: Mumbai

ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT

Date: May 17, 2018

Annexure referred to in paragraph 1 under the heading 'Report on other Legal and Regulatory Requirements' of our report of even date

Re: MIRC Electronics Limited (the "Company")

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the company.

(ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture or service of consumer appliances, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including sales tax, duty of custom, duty of excise, service tax and other material statutory dues have been regularly deposited with the appropriate authorities except income-tax, provident fund, goods and service tax, employees state insurance, profession tax, labour welfare fund where there have been delays in few cases, which are, however, not serious.

(b) According to the information and explanations given to us, undisputed dues in respect of provident fund and other statutory dues which were outstanding, at the year-end for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Lacs)	Period to which the amount relates	Due Date	Date of Payment
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	Provident Fund	0.17	Aug-17	September 15, 2017	Not paid

(c) According to the records of the Company, the dues outstanding of income tax, sales tax, service tax, duty of excise, duty of customs, on account of any dispute, are as follows:

Nature of Dues	Forum	Years pertains to*	Amount of dispute in (₹ in Lacs)
Income Tax	ITAT	2010-2013	448.37
	CIT(A)	2016	494.16
	High Court	2001-2008, 2011	1432.45
Service Tax	CESTAT	2005-2015	6188.10
	Commissioner (Appeals)	2007-2016	99.65
Excise Duty	HIGH COURT	1999	10.00
	CESTAT	2000, 2001-2005, 2007-2012	194.35
Customs Duty	CESTAT	2013	174.18
	Commissioner of Customs	2013, 2014	50.88
	Commissioner of Customs (Appeals)	2016	0.10
	Deputy Commissioner of Customs	2015, 2016	88.74
	Supreme Court	2013	1406.94

ANNEXURE 1 TO THEINDEPENDENT AUDITOR’S REPORT

Sales Tax (Centre and state)	Additional Commissioner (Appeals)	2011	0.90
	Appellate Authority	2011-2012, 2014	29.03
	Assessing Authority	2010- 2013	628.72
	Assistant Commissioner	2012-2015	269.90
	Board of Madhya Pradesh Commercial Taxes, Bhopal	1998	9.72
	Commissioner	1993-1994, 1996-1999, 2001-2004, 2006-2009	129.28
	Deputy Commissioner (Appeals)	2001	370.32
	Deputy excise and taxation Commissioner/ Commercial Taxes/Sales tax	1998,2000-2001, 2004-2006,2008-10	66.96
	Deputy Commissioner	2011 ,2016	164.13
	Excise & Taxation officer	2009, 2013	4.09
	High Court	2003- 2005, 2011	206.63
	Joint Commissioner	2002, 2004, 2006, 2009, 2011, 2013 2014, 2016	12.89
	Joint Commissioner (Appeals)	2006-2010	4187.18
	Revisional Board	2006-2011	474.57
	VAT Officer	2011-13	16.67
	Sr. Joint commissioner	2013	9.99
	Supreme Court	2008, 2010-2011	892.66
	Tribunal	2003-2004, 2006-2007	220.74
Stamp Duty	Chief Controlling Revenue Authority	1996-1997	39.40
* Years represent AY for Income tax and financial year for other dues, (both years inclusive)			

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government. The Company did not have any loans or borrowing in respect of debentures during the year.

(ix) According to the information and explanations given by the management, during the year the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given by the management, the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the preferential allotment or private placement of shares during the year. According to the information and explanations given by the management, we report that the amounts raised, have been used for the purposes for which the funds were raised.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Jayesh Gandhi
Partner
Membership Number: 037924
Place: Mumbai
Date: May 17, 2018

ANNEXURE 2 TO THEINDEPENDENT AUDITOR'S REPORT

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MIRC ELECTRONICS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of MIRC Electronics Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these financial statements

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Jayesh Gandhi
Partner
Membership Number: 037924
Place of Signature: Mumbai
Date: May 17, 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

	Notes	As at 31st March, 2018 ₹ in lacs	As at 31st March, 2017 ₹ in lacs	As at 1st April, 2016 ₹ in lacs
I. Assets				
Non-current assets				
(a) Property, Plant and Equipment	2	10,579.90	11,362.28	12,406.24
(b) Capital work-in-progress		61.21	-	-
(c) Other Intangible assets	3	4.76	6.09	7.83
(d) Intangible assets under development		26.11	26.10	-
(e) Financial Assets				
(i) Investments		261.10	221.43	-
(ii) Loans	5	-	-	125.00
(iii) Others	6	1,191.29	1,292.51	2,066.98
(f) Income Tax Assets (Net)	7	93.03	88.37	64.71
(g) Other non-current assets	8	1,453.69	1,845.81	1,432.76
Total non-current assets		**13,671.09**	**14,842.59**	**16,103.52**
Current assets				
(a) Inventories	9	22,474.32	20,573.05	24,151.24
(b) Financial Assets				
(i) Trade receivables	10	13,410.36	12,503.53	12,419.07
(ii) Cash and cash equivalents	11A	1,795.85	1,496.16	1,728.09
(iii) Bank balances (other than note 11A)	11B	617.99	405.09	173.46
(iv) Others	12	207.64	498.83	1,774.82
(c) Income Tax Assets (Net)	13	-	-	4.00
(d) Other current assets	14	2,078.32	1,414.57	1,223.68
Total current assets		**40,584.48**	**36,891.23**	**41,474.36**
Total Assets		**54,255.57**	**51,733.82**	**57,577.88**
II. Equity and Liabilities				
Equity				
(a) Equity Share capital	15	2,311.39	2,119.39	1,964.20
(b) Other Equity	16	19,627.37	10,305.44	10,252.52
(c) Money received against share warrants	36	1,801.44	-	568.75
Total equity		**23,740.20**	**12,424.83**	**12,785.47**
Liabilities				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	17	287.50	537.03	709.71
(b) Deferred tax liabilities (Net)	18	-	-	-
(c) Provisions	19	566.95	418.55	259.57
Total Non-current liabilities		**854.45**	**955.58**	**969.28**
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	20	4,532.68	15,978.67	19,057.68
(ii) Trade payables	21	21,619.11	17,285.23	20,408.85
(iii) Others	22	1,733.52	2,162.96	1,679.18
(b) Other current liabilities	23	1,054.06	2,284.63	2,299.56
(c) Provisions	24	721.55	641.92	377.86
Total current liabilities		**29,660.92**	**38,353.41**	**43,823.13**
Total Equity and Liabilities		**54,255.57**	**51,733.82**	**57,577.88**
Summary of significant accounting policies	1			

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Regn. No. 324982E/E300003
Chartered Accountants

per Jayesh Gandhi
Partner
Membership No. 037924

Place : Mumbai
Date : 17th May, 2018

For and on behalf of the Board of Directors of
MIRC Electronics Limited

Subrat Nayak
Chief Financial Officer

G. L. Mirchandani
Chairman and Managing Director

Lalit Chendvankar
Head Corporate Affairs,
Legal and Company Secretary

V. J. Mansukhani
Managing Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

	Notes	For the year ended 31st March, 2018 ₹ in lacs	For the year ended 31st March, 2017 ₹ in lacs
Income			
Revenue from operations	25	73,636.78	76,690.51
Other Income	26	472.22	199.41
Total Income		**74,109.00**	**76,889.92**
Expenses			
Cost of raw materials and components consumed	27	27,924.00	20,908.45
Purchases of Traded Goods	28	26,992.18	28,217.78
Changes in inventories of Finished Goods, Work-in-progress and Stock in Trade	29	(2,793.09)	4,266.11
Excise duty on sale of goods	25	825.02	3,812.21
Employee benefits expense	30	7,027.34	7,180.75
Finance Cost	31	1,409.35	2,055.38
Depreciation and amortisation expense	32	946.57	1,045.60
Other Expenses	33	9,428.38	8,954.74
Total Expenses		**71,759.75**	**76,441.02**
Profit before exceptional items and tax		**2,349.25**	**448.90**
Exceptional items (refer note 35)		-	2,373.11
Profit/(Loss) before tax		**2,349.25**	**(1,924.21)**
Tax Expense			
Current Tax	18	-	-
Deferred Tax	18	-	-
Total tax expense		**-**	**-**
Profit/(Loss) for the year		**2,349.25**	**(1,924.21)**
Other Comprehensive Income (net of tax)			
Items that will not be reclassified to Profit or Loss			
Remeasurement of the defined benefit plans		(41.08)	(103.24)
Total Other Comprehensive Income (net of tax)		**(41.08)**	**(103.24)**
Total Comprehensive Income for the year (net of tax)		**2,308.17**	**(2,027.45)**
Earnings per Equity Share [Face Value of share ₹1 each (31st March, 2017: ₹1 each)]	43		
- Basic (₹)		1.08	(0.96)
- Diluted (₹)		1.08	(0.96)

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Regn. No. 324982E/E300003
Chartered Accountants

per Jayesh Gandhi
Partner
Membership No. 037924

Place : Mumbai
Date : 17th May, 2018

For and on behalf of the Board of Directors of
MIRC Electronics Limited

Subrat Nayak
Chief Financial Officer

G. L. Mirchandani
Chairman and Managing Director

Lalit Chendvankar
Head Corporate Affairs,
Legal and Company Secretary

V. J. Mansukhani
Managing Director

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2018

	For the year ended 31st March, 2018 ₹ in lacs	For the year ended 31st March, 2017 ₹ in lacs
Cash flow from Operating Activities		
Profit/(Loss) before tax	2,349.25	(1,924.21)
Adjustments to reconcile profit / (loss) before tax to net cash flows :		
*Impact of fair valuation of Preference Shares	-	1,507.00
Impact of discounting of financial assets	-	919.57
Depreciation of property, plant and equipment	945.24	1,043.86
Amortization and impairment of intangible assets	1.33	1.74
Gain on disposal of property, plant and equipment	(89.48)	-
Net Unrealised Foreign exchange difference	204.73	(105.31)
Provision for doubtful debts	462.66	190.83
Liabilities written back	(85.32)	(88.55)
Finance expenses	1,409.35	2,055.38
Finance income	(322.89)	(199.41)
Working capital adjustments :		
Increase/(Decrease) in trade payables	4,249.04	(3,040.72)
Increase in Current provision	79.63	264.06
(Decrease)/Increase in Current financial liabilities	(328.60)	514.21
Decrease in Other current liabilities	(1,230.57)	(14.93)
Increase in Non-current provision	148.40	158.98
Increase in trade receivables	(1,368.57)	(273.19)
(Increase)/Decrease in inventories	(1,901.27)	3,578.19
Decrease in Current financial assets	263.82	132.31
Increase in other current assets	(663.75)	(190.89)
Decrease in Non-current financial assets	213.91	907.16
Decrease/(increase) in other Non-current assets	392.12	(413.05)
	4,729.03	5,023.03
Income tax paid	(4.66)	(19.66)
Net cash flow from operating activities (A)	**4,724.37**	**5,003.37**
Investing activities		
Purchase of property, plant and equipment	(292.59)	(41.93)
Sales of property, plant and equipment	158.00	1,129.91
Bank Balance not considered as Cash and Cash Equivalents	(212.90)	(231.64)
Interest received	179.81	145.95
Proceeds from loan given	-	125.00
*Purchase of investments	-	(2,648.00)
Net cash used in investing activities (B)	**(167.68)**	**(1,520.71)**
Financing activities		
Proceeds from issue of Equity shares	7,155.45	1,563.57
Proceeds from money received against share warrants	1,801.44	-
Repayment of non current borrowings	(222.22)	(222.22)
Repayment of current borrowings	(11,541.33)	(2,970.16)
Finance Expenses including interest (paid)	(1,426.76)	(2,075.33)
Unclaimed dividend transferred to IEPF account	(23.58)	(10.46)
Net cash used in financing activities (C)	**(4,257.00)**	**(3,714.60)**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	299.69	(231.93)
Cash and cash equivalents at the beginning of the year	1,496.16	1,728.09
Cash and cash equivalents at year end	**1,795.85**	**1,496.16**
Components of cash and cash equivalents		
Cash on hand	13.45	6.74
With banks - on current account	58.91	151.09
Cheques, drafts on hand	1,723.49	1,338.33
Total cash and cash equivalents	**1,795.85**	**1,496.16**

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2018

Reconciliation of Liabilities from financing activities

(₹ in lacs)

Particulars	As at 31st March, 2017	Cash Flows Proceeds	Cash Flows Payment	Non Cash Transaction	As at 31st March, 2018
Long term Borrowing	537.03	-	222.22	27.31	287.50
Short Term Borrowing	15,978.67	-	11,541.33	(95.34)	4,532.68
Equity Shares and Security Premium	6,854.27	7,155.45	-	(50.31)	14,060.03
Share Warrants	-	1,801.44	-	-	1,801.44
Finance Expenses	-		1,426.76	-	
Unclaimed Dividend	47.43	-	23.58		23.85
	23,417.40	**8,956.89**	**13,213.89**	**(118.34)**	**20,705.50**

The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

* During the year, 2,648 preference shares have been allotted to the Company w.e.f. 1st December, 2016 against outstanding receivable of ₹ 2,648 lacs as per the scheme of the arrangement filed by one of the party and approved by NCLT vide its order dated 24th August, 2017.

The Company has recognised preference shares and de-recognised outstanding receivables as on 1st December, 2016 in accordance with the terms of the approved scheme. The loss of ₹ 1,507 lacs, arising on account of fair valuation of preference shares vis-a-vis carrying value of outstanding receivables is recognized and disclosed in the financial statements as exceptional items for year ended 31st March, 2017.

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Regn. No. 324982E/E300003
Chartered Accountants

per Jayesh Gandhi
Partner
Membership No. 037924

Place : Mumbai
Date : 17th May, 2018

For and on behalf of the Board of Directors of
MIRC Electronics Limited

Subrat Nayak
Chief Financial Officer

G. L. Mirchandani
Chairman and Managing Director

Lalit Chendvankar
Head Corporate Affairs,
Legal and Company Secretary

V. J. Mansukhani
Managing Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2018 AND 31ST MARCH, 2017

EQUITY SHARE CAPITAL (Refer Note 15)

Equity Shares of INR 1 each issue, subscribed and fully paid	No. In Lacs	₹ In Lacs
At 1st April, 2016	1,964.82	1,964.20
Issue of share capital	155.19	155.19
At 31st March, 2017	**2,120.01**	**2,119.39**

Equity Shares of INR 1 each issue, subscribed and fully paid	No. In Lacs	₹ In Lacs
At 1st April 2017	2,120.01	2,119.39
Issue of share capital	192.00	192.00
At 31st March, 2018	**2,312.01**	**2,311.39**

OTHER EQUITY

For the year ended 31st March 2017 ₹ **In Lacs**

	Reserve & Surplus						Total Other Equity
	Capital Reserve	Capital Redemption Reserve	Securities Premium Account	General Reserve	Retained earnings	Other Comprehensive Income	
Balance as at 1st April, 2016	214.62	1,990.74	2,623.35	7,092.91	(1,669.10)	-	10,252.52
Loss for the year	-	-	-	-	(1,924.21)	-	(1,924.21)
Other Comprehensive Income for the year	-	-	-	-	-	(103.24)	(103.24)
Total Comprehensive Income	**214.62**	**1,990.74**	**2,623.35**	**7,092.91**	**(3,593.31)**	**(103.24)**	**8,225.07**
Premium on equity share issued on preferential basis	-	-	2,119.82	-	-	-	2,119.82
Stock reserve adjustment of opening stock	-	-	-	-	(31.16)	-	(31.16)
Share issue Expenses (net of tax)	-	-	(8.29)	-	-	-	(8.29)
Balance as at 31st March, 2017	**214.62**	**1,990.74**	**4,734.88**	**7,092.91**	**(3,624.47)**	**(103.24)**	**10,305.44**

For the year ended 31st March, 2018

	Reserve & Surplus						Total Other Equity
	Capital Reserve	Capital Redemption Reserve	Securities Premium Account	General Reserve	Retained earnings	Other Comprehensive Income	
Balance as at 1st April, 2017	214.62	1,990.74	4,734.88	7,092.91	(3,624.47)	(103.24)	10,305.44
Profit for the year	-	-	-	-	2,349.25	-	2,349.25
Other Comprehensive Income for the year	-	-	-	-	-	(41.08)	(41.08)
Total Comprehensive Income	**214.62**	**1,990.74**	**4,734.88**	**7,092.91**	**(1,275.22)**	**(144.32)**	**12,613.61**
Premium on equity share issued on preferential basis	-	-	7,013.76	-	-	-	7,013.76
Balance as at 31st March, 2018	**214.62**	**1,990.74**	**11,748.64**	**7,092.91**	**(1,275.22)**	**(144.32)**	**19,627.37**

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Regn. No. 324982E/E300003
Chartered Accountants

per Jayesh Gandhi
Partner
Membership No. 037924

Place : Mumbai
Date : 17th May, 2018

For and on behalf of the Board of Directors of
MIRC Electronics Limited

Subrat Nayak
Chief Financial Officer

G. L. Mirchandani
Chairman and Managing Director

Lalit Chendvankar
Head Corporate Affairs,
Legal and Company Secretary

V. J. Mansukhani
Managing Director

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Corporate information

MIRC Electronics Limited ("the Company") is a listed entity incorporated in India. The address of registered office and principal place of business is Onida House, G-1, MIDC, Mahakali Caves Road, Andheri (East), Mumbai - 400093. The Company is principally engaged in manufacturing and trading of electronic items.

The Ordinary (Equity) shares of the company are listed on the National Stock Exchange ("NSE") and the Bombay Stock Exchange ("BSE").

1 Significant accounting policies

a Statement of Compliances and basis of preparation and presentation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

For all periods up to and including the year ended 31st March, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31st March, 2018 are the first the Company has prepared in accordance with Ind AS.

b Basis of Measurement

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities (including derivative instruments), which have been measured at fair value amount.

These financial statements are the Company 's first Ind AS financial statements. Company's financial statements are presented in Indian Rupees which is also its functional currency and all values are rounded to the nearest lacs (INR 00,000) except when otherwise stated.

These financial statements were approved by the Company's Board of Directors and authorized for issue on 17th May, 2018.

c Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value.

d Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in following notes :

i) **Useful lives of - Property, plant and equipment :** The Company reviews the useful lives of property, plant and equipment at the end of each reporting period. The useful life of property, plant and equipment is determined by the Company based on past experience and internal technical evaluation.

ii) **Provision for product warranty :** The company recognises provision for warranties in respect of the products that it sells. These are reviewed at each balance sheet date and adjusted to reflect the current estimates. A provision is recognised for expected warranty claims on products sold during the year, based on past experience of the level of repairs. It is expected that most of these costs will be incurred in the next financial year. Assumptions used to calculate the provision for warranties are based on current sales levels and past trend of the warranty expenses.

iii) **Estimation of defined benefit obligation :** A liability in respect of defined benefit plans is recognised in the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan's assets. The present value of the defined benefit obligation is based on expected future payments which arise from the fund at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service.

iv) **Provision against obsolete and slow-moving inventories:** The Company reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Company estimates the net realisable value which is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale for such inventories. The Company carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The Company reassesses the estimation on each balance sheet date.

v) **Impairment of financial assets:** The Company assesses impairment based on expected credit losses (ECL) model on trade receivables. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

e Property, Plant and Equipment

Property, Plant and Equipment including Capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Capital work in progress includes cost of property , plant and equipment under installation/under development as at the balance sheet date.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is provided on Straight Line basis for Property, Plant and Equipments i.e. the cost less estimated residual value over its estimated useful lives which is same as useful life specified in Schedule II of the Companies Act 2013. The estimated useful lives and residual values are reviewed regularly and the effect of any changes in estimates is accounted on prospective basis.

Leasehold Land is amortised on a straight line basis over the period of lease.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if appropriate.

The Company has elected to measure items of property plant and equipment at its carrying value at the date of transition.

f Impairment of Non-financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

g Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets (Computer Software) is amortised on a straight line basis over the useful life estimated to be 6 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of Profit and Loss when the asset is de-recognised.

The Company has elected to measure intangible assets at its carrying value at the date of transition.

h Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1st April, 2017, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Company as a lessee

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

i Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

Warranty provisions

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Provisions for warranty-related costs are recognized when the product is sold or service provided. Provision is based on historical experience. The initial estimate of such warranty-related costs is revised annually.

j Foreign Currency Transactions and Translation

These financial statements are presented in Indian rupees, which is the functional currency of MIRC Electronics Limited.

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

At the end of each reporting period, Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks.

The Company has not applied paragraph 46A of AS 11 under Indian GAAP. Consequently, it does not have the option of using deferral/capitalization policy under Ind AS.

k Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sale of Goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Sales for the current year is net of Goods and Service Tax (GST). However, sales for the previous year 31st March, 2017 is gross of excise duty.

Interest

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

Interest income is accrued on a time basis by reference to the principal outstanding and at the effective interest applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Export incentives

Export incentives receivable are accrued for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of export proceeds.

l Employee retirement and other benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees upto the reporting date.

m Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

n Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. The borrowing costs are expensed in the period in which they occur.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

o Inventories

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, raw materials held for production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis.

Obsolete and slow moving items are valued at cost or estimated net realisable value, whichever is lower.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Goods in transit is measured at cost to date as at Balance Sheet date.

p Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

Financial Assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

Impairment of investments

The Company reviews its carrying value of investments carried at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when

- the rights to receive cash flows from the asset have expired, or

- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the Effective Interest Rate (EIR) amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Derivative financial instruments

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in statement of profit and loss immediately.

Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Leasing arrangement

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

q Earnings per Share

Basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

r Current versus non-current classification :

The Company presents assets and liabilities in the balance sheet based on current and non-current classification.

An asset is treated as current when it is

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- It is expected to be settled in normal operating cycle
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

s Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

t Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

u Business combination of entities under common control

Business combination involving entities under common control is accounted using pooling of interest method as per Appendix C of Ind AS - 103.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 2 - PROPERTY, PLANT AND EQUIPMENT

₹ In Lacs

Particulars	Leasehold land	Freehold land	Buildings	Plant and Machinery and Electrical Fittings	Furniture and Fixtures	Office Equipments	Motor Vehicles	R & D - Building	R & D - Plant and Machinery and Electrical Fittings	R & D - Furniture and Fixture	R & D - Office Equipment	TOTAL
Cost												
As at 1st April, 2016	589.41	1,776.68	10,706.73	24,346.95	749.84	543.07	305.11	157.08	663.05	87.30	40.25	39,965.47
Additions	-	-	-	5.13	-	2.99	-	-	-	-	7.70	15.82
Disposals	-	-	22.56	29.34	1.18	0.10	27.62	-	-	-	0.08	80.88
As at 31st March, 2017	**589.41**	**1,776.68**	**10,684.17**	**24,322.74**	**748.66**	**545.96**	**277.49**	**157.08**	**663.05**	**87.30**	**47.87**	**39,900.41**
Additions	-	-	-	139.39	0.16	8.42	83.41	-	-	-	-	231.38
Disposals	-	-	-	3,717.63	0.22	1.09	86.10	-	-	0.25	-	3,805.29
As at 31st March, 2018	**589.41**	**1,776.68**	**10,684.17**	**20,744.50**	**748.60**	**553.29**	**274.80**	**157.08**	**663.05**	**87.05**	**47.87**	**36,326.50**
Depreciation												
As at 1st April, 2016	128.54	-	4,637.37	20,715.84	659.07	469.32	199.88	103.21	527.43	80.09	38.48	27,559.23
Charge for the year	7.05	-	306.57	640.51	14.88	25.00	29.52	1.10	17.57	1.51	0.15	1,043.86
Disposals	-	-	13.90	24.47	0.19	0.10	26.23	-	-	-	0.07	64.96
As at 31st March, 2017	**135.59**	**-**	**4,930.04**	**21,331.88**	**673.76**	**494.22**	**203.17**	**104.31**	**545.00**	**81.60**	**38.56**	**28,538.13**
Charge for the year	7.05	-	305.40	554.54	11.90	16.66	28.65	1.10	17.42	1.06	1.46	945.24
Disposals	-	-	-	3,661.12	0.22	1.03	74.15	-	-	0.25	-	3,736.77
As at 31st March, 2018	**142.64**	**-**	**5,235.44**	**18,225.30**	**685.44**	**509.85**	**157.67**	**105.41**	**562.42**	**82.41**	**40.02**	**25,746.60**
Net Block												
As at 1st April, 2016	**460.87**	**1,776.68**	**6,069.36**	**3,631.11**	**90.77**	**73.75**	**105.23**	**53.87**	**135.62**	**7.21**	**1.77**	**12,406.24**
As at 31st March, 2017	**453.82**	**1,776.68**	**5,754.13**	**2,990.86**	**74.90**	**51.74**	**74.32**	**52.77**	**118.05**	**5.70**	**9.31**	**11,362.28**
As at 31st March, 2018	**446.77**	**1,776.68**	**5,448.73**	**2,519.20**	**63.16**	**43.44**	**117.13**	**51.67**	**100.63**	**4.64**	**7.85**	**10,579.90**

Note

During the year ended on 31st March 2018 and 31st March 2017, there is no impairment loss determined at each level of CGU.

Borrowing cost capitalised ₹ Nil (31st March, 2017 ₹ Nil)

For property, plant and equipment given as security against borrowing.(refer note 17 and 20).

NOTE 3 - INTANGIBLE ASSETS

Particulars	R&D Software	TOTAL
Cost		
As at 1st April, 2016	66.92	66.92
Additions	-	-
Disposals	-	-
As at 31st March, 2017	**66.92**	**66.92**
Additions	-	-
Disposals	-	-
As at 31st March, 2018	**66.92**	**66.92**
Depreciation		
As at 1st April, 2016	59.09	59.09
Charge for the year	1.74	1.74
Disposals	-	-
As at 31st March, 2017	**60.83**	**60.83**
Charge for the year	1.33	1.33
Disposals	-	-
As at 31st March, 2018	**62.16**	**62.16**
Net Block		
As at 1st April, 2016	**7.83**	**7.83**
As at 31st March, 2017	**6.09**	**6.09**
As at 31st March, 2018	**4.76**	**4.76**

Intangible assets comprises of software used in Research and development.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 4 - NON-CURRENT INVESTMENTS

	31st March, 2018		31st March, 2017		1st April, 2016	
	Nos.	₹ In Lacs	Nos.	₹ In Lacs	Nos.	₹ In Lacs
Investment carried at fair value at amortised cost						
Adonis Electronics Pvt. Ltd.	2,648	261.10	2,648	221.43	-	-
(0.01% Cumulative redeemable preference shares of ₹10 each, fully paid up)						
Kongarar Textiles Limited (Face value ₹10 each, fully paid up)	2,600	-	2,600	-	2,600	-
Onida Finance Limited (Face value ₹10 each, fully paid up)	468,400	-	468,400	-	468,400	-
		261.10		**221.43**		**-**
Aggregate carrying value of Unquoted Investments		261.10		221.43		-

NOTE 5 - NON-CURRENT - LOANS

	31st March, 2018	31st March, 2017	1st April, 2016
	₹ in lacs	₹ in lacs	₹ in lacs
Loans and advances to related parties, unsecured, considered good	-	-	125.00
	-	**-**	**125.00**

NOTE 6 - NON CURRENT - FINANCIAL ASSETS

	31st March, 2018	31st March, 2017	1st April, 2016
	₹ in lacs	₹ in lacs	₹ in lacs
Unsecured, considered good	1,191.29	1,292.51	2,066.98
Security Deposits			
	1,191.29	**1,292.51**	**2,066.98**

NOTE 7 - INCOME TAX ASSETS (NET)

	31st March, 2018	31st March, 2017	1st April, 2016
	₹ in lacs	₹ in lacs	₹ in lacs
Advance Income-tax (Net of Provisions)	93.03	88.37	64.71
	93.03	**88.37**	**64.71**

NOTE 8 - OTHER NON-CURRENT ASSETS

	31st March, 2018	31st March, 2017	1st April, 2016
	₹ in lacs	₹ in lacs	₹ in lacs
Unsecured, considered good			
Deferred rent expenses	68.36	208.64	343.35
Other Advances			
Balance with Government Authorities	-	-	15.50
Prepaid Expenses	6.14	10.55	3.21
Advance paid to Vendors	1,379.19	1,626.62	1,069.27
Other Receivables	-	-	1.43
	1,453.69	**1,845.81**	**1,432.76**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 9 - INVENTORIES

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Raw materials and components [includes Goods in transit ₹1,845.33 lacs (31st March, 2017 ₹1,666.00 lacs, 1st April, 2016 ₹797.95 lacs)]	6,410.72	7,280.69	6,548.50
Stores and Spares	244.47	266.32	310.59
Work-in-Progress	662.62	842.13	839.28
Finished Goods	4,998.09	3,695.93	4,662.20
Traded Goods [includes Goods in transit ₹4,830.50 lacs (31st March, 2017 ₹3,890.51 lacs, 1st April, 2016 ₹4,990.21lacs)]	10,158.42	8,487.98	11,790.67
	22,474.32	**20,573.05**	**24,151.24**

The amount of inventories recognised as an expense for the year ended 31st March 2018 is ₹1,308.69 lacs (31st March, 2017 ₹757.26 lacs). These are in respect of write down of inventories to net reliasable values.

The company has availed working capital facilities and other non fund based facilities viz. bank guarantees, and letter of credits, which are secured by hypothecation of inventories.

NOTE 10 - TRADE RECEIVABLES

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Secured considered good	-	5.11	61.37
Unsecured considered good	13,410.36	12,498.42	12,357.70
Doubtful	2,214.07	1,751.41	1,494.11
Less : Allowance for credit loss	2,214.07	1,751.41	1,494.11
	13,410.36	**12,503.53**	**12,419.07**

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

Ageing	**Expected Credit loss (%)**
Within the credit period	1.00
1-90 days past due	1.00
91-180 days past due	5.00
181 to 365 days	10.00

Accounts receivable above 365 days are provided fully on case to case basis

Age of receivables

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Within the credit period	8,230.62	8,116.42	7,754.95
1-90 days past due	3,781.29	2,593.95	2,293.30
91-182 days past due	619.84	724.73	1,297.52
More than 182 days past due	2,992.68	2,819.84	2,567.41

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Movement in the expected credit loss allowance

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs
Balance at the beginning of the year	1,751.41	1,494.11
Movement in expected credit loss allowance on trade receivables	(91.50)	(37.27)
Add : Specific allowance on trade receivables for the year	554.16	294.57
Balance at the end of the year	**2,214.07**	**1,751.41**

Certain trade receivables have been unable to make payments for outstanding amounts as the amounts are disputed. Consequently the management believes it is prudent to provide for the specific allowance.

No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person nor any trade receivable are due from firms or private companies respectively in which any director is a partner and a director or a member. Trade receivables are generally on terms of 28 days of credit period.

NOTE 11A - CASH AND CASH EQUIVALENTS

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Cash in hand	13.45	6.74	9.50
Cheques on hand	1,723.49	1,338.33	1,387.29
Balance with Banks On Current Account	58.91	151.09	331.30
	1,795.85	**1,496.16**	**1,728.09**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Cash on hand	13.45	6.74	9.50
On current accounts	58.91	151.09	331.30
Cheques/drafts on hand	1,723.49	1,338.33	1,387.29
	1,795.85	**1,496.16**	**1,728.09**

NOTE 11B - BANK BALANCES (OTHER THAN NOTE 11A)

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Unclaimed Dividend Accounts	23.85	47.43	57.89
Balance with Banks on margin accounts	594.14	357.66	115.57
	617.99	**405.09**	**173.46**

NOTE 12 - OTHER CURRENT FINANCIAL ASSETS

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Unsecured, considered good			
Insurance claims receivable (Refer Note 38)	8.79	324.20	331.19
Interest accrued	48.79	48.85	128.08
Derivative contracts receivable	-	-	12.40
Receivable on account of sale of fixed assets	-	-	1,113.99
Other Receivables	150.06	125.78	189.16
	207.64	**498.83**	**1,774.82**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 13 - CURRENT INCOME TAX ASSETS (NET)

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Advance Income-tax (Net of Provisions)	-	-	4.00
	-	**-**	**4.00**

NOTE 14 - OTHER CURRENT ASSETS

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Unsecured, considered good			
Balance with Government Authorities	1,407.62	858.02	957.72
Prepaid Expenses	146.43	171.39	177.82
Advance paid to Vendors	524.27	385.16	88.14
	2,078.32	**1,414.57**	**1,223.68**

NOTE 15 - SHARE CAPITAL

	31st March, 2018 ₹ in lacs		31st March, 2017 ₹ in lacs		1st April, 2016 ₹ in lacs	
Authorised :						
57,80,20,000 Equity Shares of ₹1 each (Refer Note 36)		5,780.20		5,780.20		3,680.20
(31st March, 2017 57,80,20,000 Equity Shares of ₹1 each, 1st April, 2016 36,80,20,000 Equity Shares of ₹1 each)						
10,000 8% Cumulative Redeemable Preference Shares of ₹100 each		10.00		10.00		10.00
(31st March, 2017 10,000 8% Cumulative Redeemable Preference Shares of ₹100 each, 1st April, 2016 10,000 8% Cumulative Redeemable Preference Shares of ₹100 each)						
10,00,000 11% Non-Cumulative Redeemable Preference Shares of ₹100 each		1,000.00		1,000.00		1,000.00
(31st March, 2017 10,00,000 11% Non-Cumulative Redeemable Preference Shares of ₹100 each 1st April, 2016 10,00,000 11% Non-Cumulative Redeemable Preference Shares of ₹100 each)						
Issued, Subscribed and Paid Up :						
21,17,52,619 Equity Shares of ₹1 each fully paid up	2,117.53		1,962.34		1,962.34	
(31st March, 2017 21,17,52,619 Equity Shares of Re.1 each fully paid up, 1st April, 2016 19,62,34,202 Equity Shares of ₹1 each fully paid up)						
Add : 19,200,000 Equity shares issued	192.00		155.19		-	
(31st March,2017 1,55,18,417 Equity shares of ₹1 each fully paid up, 1st April, 2016 Nil)						
Add : 2,48,000 Forfeited Equity Shares of ₹1 each partly paid up)	1.86		1.86		1.86	
(31st March,2017 2,48,000 Forfeited Equity Shares of ₹1 each partly paid up 1st April, 2016 2,48,000 Forfeited Equity Shares of ₹1 each partly paid up		2,311.39		2,119.39		1,964.20
		2,311.39		**2,119.39**		**1,964.20**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(a) Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting year

	31st March, 2018		31st March, 2017		1st April, 2016	
	No. in Lacs	**₹ in Lacs**	**No. in Lacs**	**₹ in Lacs**	**No. in Lacs**	**₹ in Lacs**
Fully paid up shares						
At the beginning of the year	2,117.53	2,117.53	1,962.34	1,962.34	1,962.34	1,962.34
Add : Issued during the year on preferential basis	192.00	192.00	155.19	155.19		
At the end of the year	2,309.53	2,309.53	2,117.53	2,117.53	1,962.34	1,962.34
Forfeited Equity shares						
At the beginning of the year	2.48	1.86	2.48	1.86	2.48	1.86
At the end of the year	2.48	1.86	2.48	1.86	2.48	1.86
	2,312.01	**2,311.39**	**2,120.01**	**2,119.39**	**1,964.82**	**1,964.20**

The Company has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any on the equity shares is recommended by the Board and approved by the shareholders at the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

In the current year the Company has allotted 1,92,00,000 Equity Shares and 1,92,00,000 Convertible Share Warrants (Convertible into 1 Equity Share each) at a issue price of ₹ 37.53 per equity share (including a premium of ₹ 36.53 per equity share) to the non-promoters on preferential basis. Consequent to the issue of equity shares, the paid up equity share capital of the Company has increased from ₹ 2,119.39 lacs to ₹ 2,311.39 lacs. The Company has received an amount of ₹1,801.44 lacs being 25% of the value of warrants as per provisions of SEBI (ICDR) Regulations, 2009.

The company has not issued any equity shares as bonus or for consideration other than cash and has not bought back any shares during the period of five years immediately preceding 31st March, 2018.

(b) Details of Shareholders holding more than 5% shares in the Company:

Name of the Shareholder	31st March, 2018		31st March, 2017		1st April, 2016	
	No. in Lacs	**% holding in the class**	**No. in Lacs**	**% holding in the class**	**No. in Lacs**	**% holding in the class**
Mr. Gulu L. Mirchandani	463.96	20.09	463.96	21.91	219.84	11.20
Gulita Securities Limited	272.27	11.79	272.27	12.86	272.27	13.87
Mr. V. J. Mansukhani	259.86	11.25	259.86	12.27	-	-
Mr. Kaval G. Mirchandani	-	-	0.49	0.02	122.60	6.25
Mr. Sasha G. Mirchandani	-	-	0.06	-	122.07	6.22
Bennett Coleman and Company Limited	155.19	6.72	155.19	7.33	-	-
IIFL Investment Adviser & Trustee Services Limited (Formerly IIFL Trustee Services Limited) (Beneficial owner Mr. Vijay J. Mansukhani)	141.75	6.14	141.75	6.69	401.61	20.47

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 16 - OTHER EQUITY

Nature and purpose of Reserves

Capital Reserve : The amount is largely on account of reduction in share capital.

Capital Redemption Reserve : The capital redemption reserve was created for buyback/redemption of shares.

Securities Premium Account : Securities Premium Reserve is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

General Reserve : The general reserves comprises of transfer of profits from retained earnings for appropriation purposes. The reserves can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

	31st March, 2018 ₹ in lacs		31st March, 2017 ₹ in lacs	
Capital Reserve				
Balance as per last Balance Sheet	214.62		214.62	
Add : Addition on amalgamation of Akasaka Electronics Ltd. (Refer Note 34)	-		-	
		214.62		214.62
Capital Redemption Reserve				
Balance as per last Balance Sheet	1,990.74		1,990.74	
Add : Addition on amalgamation of Akasaka Electronics Ltd. (Refer Note 34)	-		-	
		1,990.74		1,990.74
Securities Premium Account				
Balance as per last Balance Sheet	4,734.88		2,623.35	
Add : Premium on equity shares issued on preferential basis (Refer note 36)	7,013.76		2,119.82	
Less: Amounts utilised towards issue of equity shares on preferential basis	-		8.29	
		11,748.64		4,734.88
General Reserve				
Balance as per last Balance Sheet	7,092.91		7,092.91	
Less: Excess of investment over equity share capital of the transferor company Akasaka Electronics Ltd. (Refer Note 34)	-		-	
		7,092.91		7,092.91
Retained earnings				
Balance as per last Balance Sheet	(3,727.71)		(1,669.10)	
Add : Addition on amalgamation of Akasaka Electronics Ltd. (Refer Note 34)	-		-	
Add : Stock Reserve adjustment of opening stock	-		(31.16)	
Add : Profit/(Loss) for the year	2,349.25		(1,924.21)	
Add : Other comprehensive income (net of tax)	(41.08)		(103.24)	
		(1,419.54)		(3,727.71)
		19,627.37		**10,305.44**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 17 - NON-CURRENT BORROWINGS

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Secured			
Term Loan from Indusind Bank	287.50	537.03	709.71
	287.50	**537.03**	**709.71**

Security and rate of interest	Repayment terms
Secured by exclusive charge by way of equitable mortgage on the commercial property situated at Phase–II, Okhla industrial development authority area, Ghaziabad (U.P.). Rate of interest 10.70% per annum.	Monthly in equal installments of ₹18.51 lacs payable over a period of five years. Last instalment is due on 25th August, 2020

Terms of Payment	₹ in lacs	₹ in lacs	₹ in lacs
Year			
2016 - 17	-	-	222.22
2017 - 18	-	222.22	222.22
2018 - 19	222.22	222.22	222.22
2019 - 20	222.22	222.22	222.22
2020 - 21	65.28	92.59	43.05
Total	**509.72**	**759.25**	**931.93**

NOTE 18 - DEFERRED TAX LIABILITIES (NET)

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Deferred tax liability	1,898.19	1,903.65	1,889.07
Deferred tax asset	(1,898.19)	(1,903.65)	(1,889.07)
	-	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

The following is the analysis of deferred tax liabilities/(assets) presented in the Balance sheet

Deferred Tax Liability / (asset) in relation to	Opening Balance	On Transaction Recognised in Statement of Profit & Loss Account	Closing Balance
2016-17			
Deferred tax liability			
Fixed Assets:- Impact of difference between tax Depreciation and Depreciation/amortisation charged for the financial reporting	1,889.07	14.58	1,903.65
Deferred tax asset			
Discounting of Financial Assets	(311.13)	(524.70)	(835.83)
Ind AS impact on other assets	(2.03)	3.51	1.48
Impact of expenditure charged to the statement of Profit and loss in the current year but allowed for tax purposes on payment basis	(205.42)	(69.57)	(274.99)
Provision for Doubtful debts and advances	(520.98)	(66.59)	(587.57)
Carry forward of Income Tax Loss and unabsorbed depreciation	(849.51)	642.77	(206.74)
	-	-	-

Deferred Tax Liability/(asset) in relation to	Opening Balance	On Transaction Recognised in Statement of Profit & Loss Account	Closing Balance
2017-18			
Deferred tax Liability			
Fixed Assets:- Impact of difference between tax Depreciation and Depreciation/amortisation charged for the financial reporting	1,903.65	(5.46)	1,898.19
Ind AS impact on other assets	1.48	5.44	6.92
Deferred tax Asset			
Discounting of Financial Assets	(835.83)	18.93	(816.90)
Impact of expenditure charged to the statement of Profit and loss but allowed for tax purposes on payment basis	(274.99)	(63.95)	(338.94)
Provision for Doubtful debts and advances	(587.57)	(161.70)	(749.27)
Carry forward of Income Tax Loss and unabsorbed depreciation	(206.74)	206.74	-
	-	-	-

Since the Company has been incurring losses in recent past period in addition to the carried forward losses, the company has not recognized Deferred Tax Asset as it is probable that sufficient future taxable profit will be not be available against which unused tax losses can be utilised.

Deferred tax assets are recognised only to the extent it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The Company has impact of expenditure charged to the statement of Profit and loss but allowed for tax purposes on payment basis of ₹181.62 lacs on which the deferred tax asset is not recognised. Further, the Company also has tax losses and unabsorbed depreciation of ₹17,217.45 lacs on which deferred tax asset is not recognised. Out of these losses, ₹5,044.12 lacs does not have any expiry and ₹12,173.33 lacs will expire by the year 2026.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Reconciliation of estimated income tax expense at statutory Income-tax rate to income tax expense reported in statement of profit and loss is as follows:

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs
Profit/(Loss) for the year	2,349.25	(1,924.21)
Indian statutory tax rate	34.94%	34.61%
Income tax expected expense calculated at corporate tax rate	820.83	(665.98)
Tax effect of adjustments to reconcile the expected tax expense to reported income- tax expense:		
Effect of unused tax losses	(1,148.13)	-
Effect of Difference in Depreciation As per Books & As Per Income Tax	113.63	114.04
Provision for Doubtful Debt Not Allowed as Deduction	161.65	78.95
Expenses Disallowed u/s 43B (Net off)	111.79	52.12
Additional Deduction u/s 35(2AB) under income tax	(59.77)	(113.35)
Unabsorbed Business Loss to be C/F	-	517.41
Others (net)	-	16.81
	-	-

NOTE 19 - PROVISIONS

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Provision for employee benefits			
Provision for gratuity (Refer note 40)	566.95	418.55	259.57
	566.95	**418.55**	**259.57**

NOTE 20 - SHORT-TERM BORROWINGS

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Secured :			
Cash Credit Facility from banks	1,723.30	9,961.50	13,191.56
Loan from State Bank Of India	2,025.08	1,944.53	-
Buyers Credit	784.30	4,072.64	5,771.28
Unsecured :			
Interest free loans from Promoters/Directors repayable on demand	-	-	94.84
	4,532.68	**15,978.67**	**19,057.68**

Security and rate of interest

Cash Credit Facility, Loan from bank and Buyers credit from banks is secured by pari passu charge in favour of the bankers by mortgage/ hypothecation of Company's immovable and movable properties at Wada and Onida House and immovable properties at Vasai. The interest on cash credit ranges from 12.00% to 16.00% , loan from banks is at 4.5% + 6 month Libor and the interest on Buyers credit is libor plus spread.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 21 - TRADE PAYABLES

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Acceptances	5,682.18	3,046.82	4,792.30
Trade payables			
Total outstanding dues of micro enterprises and small enterprises (refer note 50)	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	15,936.93	14,238.41	15,616.55
	21,619.11	**17,285.23**	**20,408.85**

NOTE 22 - OTHER FINANCIAL LIABILITIES

		31st March, 2018 ₹ in lacs		31st March, 2017 ₹ in lacs		1st April, 2016 ₹ in lacs
Unclaimed dividends		23.85		47.43		57.89
Current maturities of Long-term borrowings from Indusind Bank (Refer note 17)		222.22		222.22		222.22
Interest accrued on borrowings		30.41		47.82		67.79
Others payables						
Dealer Deposits	104.43		108.68		113.48	
Employee Benefits	1,272.77		1,598.23		1,190.88	
Creditors for Capital items	0.36		0.60		2.06	
Derivative contracts payable	79.48		137.98		24.86	
		1,457.04		1,845.49		1,331.28
		1,733.52		**2,162.96**		**1,679.18**

NOTE 23 - OTHER CURRENT LIABILITIES

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Advances from Customers	165.44	159.18	111.75
Statutory Dues	796.74	2,057.31	2,128.98
Others	91.88	68.14	58.83
	1,054.06	**2,284.63**	**2,299.56**

NOTE 24 - PROVISIONS

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Provision for employee benefits (Refer note 40)			
Gratuity	126.89	122.15	137.72
Leave encashment	251.35	220.54	151.52
Provision for warranty	343.31	299.23	88.62
	721.55	**641.92**	**377.86**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Provision for warranty			
Opening	299.23	88.62	68.00
Add : Additions during the year	343.31	299.23	88.62
Less : Utilised during the year	299.23	88.62	68.00
Closing	**343.31**	**299.23**	**88.62**

The company recognises provision for warranties in respect of the products that it sells. These are reviewed at each balance sheet date and adjusted to reflect the current estimates. A provision is recognised for expected warranty claims on products sold during the year, based on past experience of the level of repairs. It is expected that most of these costs will be incurred in the next financial year. Assumptions used to calculate the provision for warranties are based on current sales levels and past trend of the warranty expenses.

NOTE 25 - REVENUE FROM OPERATIONS

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs
Revenue from operations		
Sale of Products		
Finished Goods	41,655.17	34,696.78
Traded Goods	31,864.63	41,872.22
	73,519.80	76,569.00
Other operating revenue		
Sale of Scrap	58.54	20.01
Export Incentives	1.05	1.86
Liabilities written back	25.47	88.55
Others	31.92	11.09
	116.98	121.51
Revenue from operations (gross)	**73,636.78**	**76,690.51**
Less : Excise duty #	825.02	3,812.21
Revenue From Operations (Net)	**72,811.76**	**72,878.30**

Excise duty on sales amounting to ₹825.02 lacs [31st March, 2017 ₹3,812.21 lacs] has been reduced from sales in the Statement of Profit and Loss and excise duty on increase / (decrease) in stock amounting to ₹ (105.36) lacs [31st March, 2017 ₹(108.63) lacs] has been considered as (income) / expense in note 33 of financial statements.

NOTE 26 - OTHER INCOME

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs
Interest Income on :		
Financial Assets held at Amortised cost		
Interest income on financial assets	112.69	132.69
Interest income on investments	30.45	9.21
Interest income on insurance claim (refer note 38)	153.91	-
Inter Corporate Deposit	-	8.34
Other interest	25.84	16.13
Profit on sale of property, plant and equipment	89.48	-
Interest on Income Tax Refund	-	33.04
Liabilities written back	59.85	-
	472.22	**199.41**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 27 - COST OF RAW MATERIAL AND COMPONENTS CONSUMED

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs
Inventory at the beginning of the year	7,280.69	6,548.50
Add : Purchases	27,054.03	21,640.64
	34,334.72	28,189.14
Less : Inventory at the end of the year	6,410.72	7,280.69
	27,924.00	**20,908.45**

NOTE 28 - PURCHASES OF TRADED GOODS

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs
Display Devices	607.19	558.24
Washing Machines	1,732.03	2,062.49
Air Conditioners	23,740.25	24,086.39
Microwave Ovens	366.86	803.77
Mobiles	-	368.85
Others	545.85	338.04
	26,992.18	**28,217.78**

NOTE 29 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE

	31st March, 2018 ₹ in lacs		31st March, 2017 ₹ in lacs	
Inventory at the beginning of the year				
Finished Goods	3,695.93		4,662.20	
Work in Progress	842.13		839.28	
Traded Goods	8,487.98		11,790.67	
		13,026.04		17,292.15
Less : Inventory at the end of the year				
Finished Goods	4,998.09		3,695.93	
Work in Progress	662.62		842.13	
Traded Goods	10,158.42		8,487.98	
		15,819.13		13,026.04
		(2,793.09)		**4,266.11**

NOTE 30 - EMPLOYEE BENEFITS EXPENSE

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs
Salaries, Wages and Bonus	6,230.89	7,215.18
Contribution to Provident Fund and Other Funds	281.18	298.87
Gratuity expense	71.76	74.45
Staff Welfare Expenses	443.51	555.53
Less : Ex-gratia transferred to exceptional items	-	(963.28)
	7,027.34	**7,180.75**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 31 - FINANCE COST

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs
Interest Expense	1,149.18	1,583.13
Other Borrowing costs	260.17	472.25
	1,409.35	**2,055.38**

NOTE 32 - DEPRECIATION AND AMORTISATION EXPENSE

	31st March, 2018 ₹ in lacs	31st March, 2017 ₹ in lacs
Depreciation of property, plant and equipment	945.24	1,043.86
Amortisation of intangible assets	1.33	1.74
	946.57	**1,045.60**

NOTE 33 - OTHER EXPENSES

	31st March, 2018 ₹ in lacs		31st March, 2017 ₹ in lacs	
Power and Fuel		290.68		267.96
Rent		625.16		685.51
Rates and Taxes		156.90		132.48
Repairs to				
Plant and Machinery	79.15		41.01	
Building	7.00		0.37	
Others	276.56		252.39	
		362.71		293.77
Insurance Charges		36.19		26.48
Freight and Forwarding Charges		2,675.24		2,849.29
Advertisement		787.20		1,116.42
Service Charges		1,243.16		1,039.30
Travelling and Conveyance		483.67		480.07
Provision for Doubtful Debts and advances		462.66		190.83
Research and Development Expenses		342.13		327.51
Increase/(decrease) of excise duty on inventory		(105.36)		(108.63)
Exchange loss (Net)		563.00		110.80
Miscellaneous Expenses		1,505.04		1,542.95
		9,428.38		**8,954.74**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Miscellaneous expenses includes
Remuneration to Auditors:

Payment to auditor	**31st March, 2018 ₹ in lacs**	**31st March, 2017 ₹ in lacs**
As auditor (excluding Goods and Service Tax / Service tax)		
Audit fees	20.50	18.50
Tax audit fees	4.00	4.00
Limited reviews	9.00	9.00
In other capacity		
Other services	0.50	2.00
Reimbursement of expenses	1.70	2.18
	35.70	**35.68**

34 The Board of Directors of the Company on 13th February, 2016 had approved a scheme of amalgamation between the Company and its wholly owned subsidiary Akasaka Electronics Limited ("the transferor Company") with effect from 1st April, 2015 (the appointed date). Akasaka Electronics Limited was a wholly owned subsidiary of MIRC Electronics Limited and was engaged in the business of manufacture of printed circuit boards. The Company had filed a petition in the High Court / NCLT for amalgamating the business of the subsidiary company w.e.f. 1 April 2015 to gain synergies of operations and to take benefits of economies in cost. NCLT vide its order dated 23rd March 2017 had issued an order approving the scheme of amalgamation between the subsidiary and the Company.

All assets aggregating ₹1,807.63 lacs and liabilities aggregating ₹771 lacs of the subsidiary have been taken over at book values. Capital Reserve ₹207.55 lacs, Capital Redemption reserve ₹99.23 lacs and Surplus in the statement of profit and loss account of ₹(85.90) lacs of the subsidiary have been taken over at book values. Excess of investment over the share capital of the transferor Company, amounting to ₹ 1,810.05 lacs has been adjusted in General Reserves of the Company.

For IND AS, the transition date for the company is 1st April 2016 and accordingly the impact of merger for IND AS financials has been given in the transition accounting.

35 Exceptional items -

The compensation has been paid as follows:-

The company has recognised total expenses of ₹ 2,373.11 lacs for the year ended 31st March 2017 as exceptional items on account of the following reasons:

a) During September 2016, the Company had entered into a settlement agreement dated 13th September 2016 with workers of Wada factory to shift the worker's to other locations as per the business requirements of the Company or pay compensation to workers who are willing to voluntarily retire from the services of the Company. The above agreement has been entered considering reduction in operations of the Company over the years. Out of total workers at Wada factory 166 workers had agreed to voluntarily retire from the services of the Company and accordingly the Company has recognized an expense of ₹ 963.28 lacs in the Statement of Profit and Loss.

b) During the year, 2,648 preference shares have been allotted to the Company w.e.f. 1st December, 2016 against outstanding receivable of ₹ 2,648 lacs as per the scheme of the arrangement filed by one of the party and approved by NCLT vide its order dated 24th August, 2017.

The Company has recognised preference shares and de-recognised outstanding receivables as on 1st December, 2016 in accordance with the terms of the approved scheme and recognised a loss of ₹ 1,507 lacs in the Statement of Profit and Loss, arising on account of fair valuation of preference shares vis-a-vis carrying value of outstanding receivables.

c) Profit (net) on sale of land and building of ₹97.17 lacs.

36 During the financial year 2015-16, the Company had allotted 1 (One) Warrant to Bennett Coleman & Co. Ltd. (BCCL) exercisable for equity shares aggregating to ₹2,275.00 lacs. The company had received an amount of ₹568.75 lacs being 25% of the value of Warrant from BCCL and had been disclosed as "Money received against share warrants" below Reserves and Surplus, with such warrant carrying an option / entitlement to the warrant holder to subscribe to equity shares of the face value of Re. 1/- each for cash at a minimum price of ₹ 14.66/- each (including premium of ₹ 13.66/- each) per share, as arrived in accordance with the Securities

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as on the Relevant Date i.e. 27th May, 2015 or such higher price per share equal to the average of the weekly high and low of the closing prices of the equity share of the company as quoted on the National Stock Exchange of India Ltd. during the 26 (twenty six) weeks preceding the last date of 17th (seventeenth) month from the date of allotment of warrant i.e. 10th July, 2015 after making adjustment for any bonus issue / split / consolidation.

During the financial year 2016-17, the Company received balance 75% allotment money amounting ₹1,706.25 lacs against exercise of warrants by BCCL. The Company has issued 1,55,18,417 equity shares of face value of ₹1 per equity share to BCCL @ ₹14.66 (including securities premium of ₹13.66 per equity share).

As of March 31, 2017 the share capital has been increased by ₹155.19 lacs and securities premium account by ₹ 2,119.82 lacs respectively.

In the current year the Company has allotted 1,92,00,000 Equity Shares and 1,92,00,000 Convertible Share Warrants (Convertible into 1 Equity Share each) at an issue price of ₹ 37.53 per equity share (including a premium of ₹ 36.53 per equity share) to the non-promoters on preferential basis in accordance with the provision of chapter VII of SEBI ICDR regulations. Consequent to the issue of equity shares, the paid up equity share capital of the Company has increased from ₹ 2,119.39 lacs to ₹ 2,311.39 lacs and securities premium account has increased from ₹4,734.88 lacs to ₹11,748.64 lacs as on 31st March, 2018. The Company has received an amount of ₹1,801.44 lacs being 25% of the value of warrants as per provisions of SEBI (ICDR) Regulations, 2009 and remaining balance shall be paid before exchange of warrants for equity shares.. If the option to acquire equity shares is not excercised within 18 months from the date of issue of warrants, the amount paid shall be forfeited by the Company.

37 The Company at its extraordinary general meeting dated 29th March, 2017 have approved an Employee Stock option Scheme 2017. However the scheme is not yet offered to employees as on date and hence no effect is considered in the financial statements for the year ended 31st March, 2018.

38 There was a fire accident in February, 2012 at Roorkee Plant of the Company. The Company had made a claim of ₹4,995.50 lacs in respect of loss and damages covered by the insurance policy. Against the total claim, on account payment of ₹1,632.45 lacs had been realised from the Insurance company in the financial year 2013-14. Based on the communication received from surveyors appointed by the Insurance company, management had reassessed the recoverability of claim and consequently a further loss of ₹623 lacs was charged to the statement of Profit and Loss during the year ended 31st March, 2015. During the year ended 31st March, 2016, the Company received an amount of ₹2,474.70 lacs from the Insurance Company as full and final settlement against insurance claim receivable. For the balance amount of ₹265.35 lacs the Company had gone for arbitration along with interest and other claims. In the current year the company has received the outstanding amount of ₹265.35 lacs along with interest of ₹153.91 lacs which is disclosed as interest received under other income.

39 Contingent Liabilities and Commitments :

	31st March 2018 ₹ in lacs	31st March 2017 ₹ in lacs	1st April, 2016 ₹ in lacs
Contingent Liabilities			
a) Guarantees given by Bank against which ₹169 lacs (31st, March, 2017 year ₹149.36 lacs, 1st April, 2016 ₹11.08 lacs) has been deposited as margin money.	1,126.82	1,203.73	260.89
b) Income tax demands in respect of which appeals have been filed	474.61	1,960.74	623.02
c) Excise Duty, Service Tax, VAT and Custom Duty in respect of which appeals have been filed	15,615.94	13,820.85	9,655.68
d) Claims made against the Company not acknowledged as debts	4,230.09	3,990.52	2,706.57
Commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	3.06	77.19	-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Operating lease commitments - Company as lessee

The Company has entered into operating leases for office premises, godowns and residential accommodation, with lease terms between 11 months to six years. The company has the option, under some of its leases, to lease the assets for additional terms between 11 months to three years. The Company has paid ₹625.16 lacs (31st March 2017 ₹685.51 lacs) during the year towards minimum lease payment

In relation to above contingent liabilities, the Company has been advised by its legal counsel that it is possible, but not probable, that the action will succeed and accordingly no provision for liability has been recognised in the financial statements.

Future cash flows in respect of above matters are determinable only on receipt of judgements/decisions pending at various forums/ authorities.

40 Employee Benefits :

a) Defined contribution plans

The Company has recognised an expense of ₹ 223.84 Lacs (previous year ₹ 248.56 Lacs) towards defined contribution plans, in respect of Provident Fund.

b) Defined benefit plans

Gratuity

The Company has a defined benefit gratuity plan. The gratuity plan is primarily governed by the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The level of benefits provided depends on the member's length of service and salary at the retirement date. Company has covered its gratuity liability by a Group Gratuity Policy named 'Employee Group Gratuity Assurance Scheme' issued by LIC of India. Under the plan, employee at retirement is eligible for benefit which will be equal to 15 days' salary for each completed year of service.

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

		Valuation as at	
	31st March, 2018	**31st March, 2017**	**1st April, 2016**
Employee Attrition Rate	12.50%	10.00%	10.00%
Discount rate(s)	7.65%	7.09%	7.79%
Expected rate(s) of salary increase	3.40%	2.00%	4.00%
Mortality table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

			Funded Plan	
			Gratuity	
			31st March, 2018	**31st March, 2017**
I	1	**Expense recognised in the Statement of Profit and Loss for the year ended 31 March 2018**		
		Service Cost		
		Current Service Cost	34.91	46.63
		Net interest expense	40.99	30.95
		Components of defined benefit costs recognized in profit or loss	75.90	77.58
		Less : Transferred to Research and Development expenses	4.14	3.13
		Net Gratuity expenses disclosed under employee benefits expense.	71.76	74.45

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

			Funded Plan	
			Gratuity	
			31st March, 2018	31st March, 2017
	2	**Included in other Comprehensive Income**		
		Actuarial (Gain) / Loss recognized for the period	40.95	88.09
		Return on Plan Assets excluding net interest	0.13	15.15
		Actuarial (Gain) / Loss recognized in OCI	41.08	103.24
II	**Net Asset/(Liability) recognised in the Balance Sheet as at 31st March 2018**			
	1	Present value of defined benefit obligation as at 31st March 2018	(830.13)	(699.56)
	2	Fair value of plan assets as at 31st March 2018	136.29	159.81
	3	Surplus/(Deficit)	(693.84)	(539.75)
	4	Current portion of the above	(126.89)	(122.15)
III	**Change in the obligation during the year ended 31st March 2018**			
	1	Present value of defined benefit obligation at the beginning of the year	737.98	1,094.14
	2	Expenses Recognised in Profit and Loss Account		
		- Current Service Cost	34.91	46.63
		- Interest Expense (Income)	52.32	85.24
	3	Recognised in Other Comprehensive Income		
		Remeasurement gains / (losses)		
		Actuarial Gain (Loss)		
		i. Demographic Assumptions	11.64	-
		ii. Financial Assumptions	16.46	(27.22)
		iii. Experience Adjustments	12.85	115.35
	4	Benefit payments	(36.03)	(576.16)
	5	Present value of defined benefit obligation at the end of the year	830.13	737.98
IV	**Change in fair value of assets during the year ended 31st March 2018**			
	1	Fair value of plan assets at the beginning of the year	159.81	696.85
	2	Interest Income	11.33	54.28
	3	Return on Plan Assets, Excluding Interest Income	(0.13)	(15.16)
	4	Contributions by employer (including benefit payments recoverable)	1.31	-
	5	Benefit payments	(36.03)	(576.16)
	6	Fair value of plan assets at the end of the year	136.29	159.81

Composition of the plan assets is as follows:

Plan asset is maintained with Life Insurance Corporation of India.In the absence of detailed information regarding plan assets which is funded with Insurance Companies, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is

Principal Assumptions		Changes in assumption	Impact on defined benefit obligation	
			Increase in assumptions	Decrease in assumptions
Discount Rate	31st March, 2018	1.00%	(18.03)	19.46
	31st March, 2017	1.00%	(18.00)	19.55
	1st April, 2016	1.00%	(34.00)	36.80
Salary growth Rate	31st March, 2018	1.00%	20.09	(18.92)
	31st March, 2017	1.00%	20.35	(19.04)
	1st April, 2016	1.00%	37.82	(35.52)
Withdrawal Rate	31st March, 2018	1.00%	3.45	(3.72)
	31st March, 2017	1.00%	4.96	(5.35)
	1st April, 2016	1.00%	6.55	(7.00)

The above sensitivity analysis are based on a change and assumption while holding all other assumptions constant. In practice this is unlikely to occur and changes in some of the assumptions may be co-related. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumption used in preparing the sensitivity analysis did not change compared to prior period.

Maturity profile of projected benefit obligations

	As at 31st March,2018	As at 31st March,2017	As at 1st April, 2016
Within 1 year	352.07	320.57	344.55
1-2 years	144.92	59.02	104.43
2-3 years	72.26	118.80	106.51
3-4 years	77.26	52.10	164.65
4-5 years	63.20	60.94	97.31
Above 5 years	209.11	189.27	461.98
	918.82	**800.70**	**1,279.43**

The weighted average duration of the projected benefit obligation is approximately 3 years (31st March, 2017 - 4 years). The contribution expected to be made by the Company during the financial year 2018-19 is ₹ 231.71 lacs.

Risk exposure:

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Asset volatility:

The plan liabilities are calculated using a discount rate set with reference to government bond yield. If plan assets underperform this yield, it will result in deficit. These are subject to interest rate risk. To offset the risk, the plan assets have been deployed in high grade insurer managed funds.

Inflation rate risk:

Higher than expected increase in salary and medical cost will increase the defined benefit obligation.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligations is not straight forward and depends upon the combination of salary increase, discount rate and vesting criterion.

41 First time adoption of Ind AS - Mandatory exceptions and optional exemption

The Company has adopted Ind AS with effect from 1st April, 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

Exemptions from retrospective application

Fair value as deemed cost exemption

The Company has elected to measure items of property, plant and equipment and intangible assets at its carrying value at the date of transition.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Reconciliation of Balance sheet as at 1st April 2016 from Indian GAAP to Ind-AS

₹ in Lacs

		IGAAP 01.04.2016		Reclassified to (IND AS Grouping)	IND AS 01.04.2016	IND AS Reclass or adjustment	Notes
	EQUITY AND LIABILITIES						
	Shareholders' funds						
(a)	Share Capital	1,964.20		Equity Share capital	1,964.20	-	
(b)	Reserves and Surplus	12,022.43		Equity - Other Equity	10,252.52	1,769.91	Note a
(c)	Money received against share warrants	568.75	14,555.38	Money received against share warrants	568.75	-	
	Non-Current Liabilities						
(a)	Long-term Borrowings	759.25		Non Current Liabilities - Financial Liabilities - Borrowings	709.71	49.54	Note b
(b)	Deferred Tax Liabilities (Net)	-			-		
(c)	Long-term Provisions	259.57	1,018.82	Non Current Liabilities - Provisions	259.57	-	
	Current Liabilities						
(a)	Short-term Borrowings	18,962.84		Current Liabilities - Financial Liabilities - Borrowings	19,057.68	(94.84)	Note c
(b)	Trade Payables						
	Total outstanding dues of MSME	-			-	-	
	Total outstanding dues of Creditor other than MSME	20,396.06		Current Liabilities - Financial Liabilities - Trade Payables	20,408.83	(12.77)	Note d
(c)	Other Current Liabilities	3,964.35		Current Liabilities - Other financial liabilities and Other Current Liabilities	3,978.74	(14.39)	Note e
(d)	Short-term Provisions	289.24	43,612.49	Current Liabilities - Provision	377.86	(88.62)	Note f
	TOTAL		**59,186.69**		**57,577.86**	**1,608.83**	-
	ASSETS						
	Non-Current Assets						
(a)	Fixed Assets						
(i)	Tangible Assets	11,469.24		Non Current Assets - Property, Plant And Equipment	12,406.22	(936.98)	Note g
(ii)	Intangible Assets	7.83		Non Current Assets - Other Intangible Assets	7.83	-	
(iii)	Capital work-in-progress	-		Non Current Assets - Capital Work-In-Progress	-	-	
(iv)	Intangible assets under development	-		Non Current Assets - Intangible Assets Under Development	-	-	
		11,477.07					
(b)	Non-Current Investments	2,625.80			-	2,625.80	Note h
(c)	Long-term Loans and Advances	4,066.99		Non-Current Assets - Financial Assets - Loans	3,689.45	377.54	Note i
(d)	Other Non-Current Assets	56.20	18,226.06	Non-Current Assets - Financial Assets - Other Non Current Assets	-	56.20	Note I
	Current Assets						
(a)	Inventories	24,090.88		Inventories	24,151.24	(60.36)	Note j
(b)	Trade Receivables	13,208.94		Current Assets - Financial Assets - Trade Receivables	12,419.07	789.87	Note k
(c)	Cash and Bank Balances	1,547.74		Current Assets - Financial Assets - Cash And Cash Equivalents and Bank Balances	1,901.55	(353.81)	Note l
(d)	Short-term Loans and Advances	1,565.89		Current Assets - Financial Assets - Others	3,002.50	(1,436.61)	Note m
(e)	Other Current Assets	547.18	40,960.63	Current Assets - Other Current Assets		547.18	Note m
	TOTAL		**59,186.69**		**57,577.86**	**1,608.83**	

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note a

Refer reconciliation of equity as per previous GAAP to Ind AS (Refer Note 41).

Note b

Long term borrowing difference of ₹ 49.74 lacs is due to netting off of upfront fees paid on borrowing.

Note c

The increase is on account of merger of Akasaka Electronics Limited balances as of 1st April 2016.

Note d

The increase of ₹ 23.97 lacs is due to merger of Akasaka Electronics Limited and ₹ 77.42 lacs being financial liabilities reclassified from Other current liability. These increases are compensated by reclass of warranty provision of ₹ 88.62 lacs from trade payable to warranty provision.

Note e

The increase of ₹ 167.67 lacs is on account of merger of Akasaka Electronics Limited. There is a reduction of ₹ 77.42 lacs being reclass of financial liabilities from other current liabilities to trade payable. Further, the reduction of ₹ 75.86 lacs is due to net impact of mark to market accounting of forward contracts outstanding as at 1st April 2016. Under Indian GAAP the forward contract accounting was done as per AS-11.

Note f

The reduction of ₹ 88.62 lacs is due to reclass of warranty provision from trade payable to provisions.

Note g

The increase is on account of merger of Akasaka Electronics Limited.

Note h

The reduction is due to cancellation of investment on merger of Akasaka Electronics Limited.

Note i

The increase of ₹80.20 lacs is on merger of Akasaka Electronics Limited. The reduction of ₹ 52.50 lacs is upfront fees which is adjusted against borrowing, ₹56.20 lacs being margin money balance is reclassified from loans and advances to other bank balances and ₹405.24 lacs is on account of impact of the discounting of security deposit.

Note j

The increase is on account of merger of Akasaka Electronics Limited.

Note k

The increase is of ₹ 37.72 lacs is due to merger of Akasaka Electronics Limited. The reduction of ₹ 510.89 lacs is due to discounting of trade receivable from Adonis Electronics Ltd. and ₹ 316.70 lacs is due to ECL provision made.

Note l

The increase is of ₹ 297.61 lacs is due to merger of Akasaka Electronics Limited. and ₹ 56.20 lacs is due to reclass of margin money from other non current asset.

Note m

The increase of ₹ 951.03 lacs is due to merger of Akasaka Electronics Limited. The reduction of ₹ 61.60 lacs is due to mark to market accounting of forward contracts. Under Indian GAAP the Company accounted the same as per AS-11.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Reconciliation of Balance sheet as at 31st March 2017 from Indian GAAP to Ind-AS

₹ in Lacs

		IGAAP 31.03.2017		Reclassified to (IND AS Grouping)	IND AS 31.03.2017	IND AS Reclass or adjustment	Notes
	EQUITY AND LIABILITIES						
	SHAREHOLDERS' FUNDS						
(a)	Share Capital	2,119.39		Equity Share capital	2,119.39	-	
(b)	Reserves and Surplus	12,995.44	15,114.83	Other Equity	10,305.44	2,690.00	Note a
	NON-CURRENT LIABILITIES						
(a)	Long-term Borrowings	537.03		Financial Liabilities - Borrowings	537.03	-	
(b)	Deferred Tax Liabilities (Net)	-			-	-	
(c)	Long-term Provisions	456.97	994.00	Non Current Liabilities - Provisions	418.55	38.42	Note b
	CURRENT LIABILITIES						
(a)	Short-term Borrowings	15,978.67		Financial Liabilities - Borrowings	15,978.67	-	
(b)	Trade Payables	17,584.36		Financial Liabilities - Trade Payables	17,285.23	299.13	Note c
				Financial Liabilities - Others	2,162.96	(2,162.96)	Note d
(d)	Other Current Liabilities	4,507.32		Other Current Liabilities	2,284.63	2,222.69	Note e
(e)	Short-term Provisions	342.69	38,413.04	Current Liabilities - Provision	641.92	(299.23)	Note f
	TOTAL		**54,521.87**		**51,733.82**	**2,788.05**	
	ASSETS						
	Non-Current Assets						
(a)	Fixed Assets						
(i)	Tangible Assets	11,362.28		Non Current Assets - Property, Plant And Equipment	11,362.28	-	
(ii)	Intangible Assets	6.09		Non Current Assets - Other Intangible Assets	6.09	-	
(iii)	Capital work-in-progress	-		Non Current Assets - Capital Work-In-Progress	-	-	
(iv)	Intangible assets under development	26.10		Non Current Assets - Intangible Assets Under Development	26.10	-	
		11,394.47					
(b)	Non-Current Investments	-		Non-Current Assets - Investments	221.43	(221.43)	Note g
(c)	Long-term Loans and Advances	4,987.32		Non-Current Assets - Financial Assets - Loans	-	4,987.32	Note h
				Non-Current Assets - Financial Assets - Others	1,292.51	(1,292.51)	Note h
				Non-Current Assets - Financial Assets - Income Tax Assets (Net)	88.37	(88.37)	Note h
(d)	Other Non-Current Assets	837.95	17,219.74	Other non current asset	1,845.81	(1,007.86)	Note i
	Current Assets						
(a)	Inventories	20,573.05		Current Assets - Financial Assets - Inventories	20,573.05	-	
(b)	Trade Receivables	12,830.55		Current Assets - Financial Assets - Trade Receivables	12,503.53	327.02	Note j
(c)	Cash and Bank Balances	1,901.25		Current Assets - Financial Assets - Cash And Cash Equivalents and bank balances	1,901.25	-	
(d)	Short-term Loans and Advances	1,540.33			-	1,540.33	Note k
(e)	Other Current Assets	456.95	37,302.13	Current Assets - Financial Assets - Other and Other Current Assets	1,913.40	(1,456.45)	Note l
	TOTAL		**54,521.87**		**51,733.82**	**2,788.05**	

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note a

Refer reconciliation of equity as per previous GAAP to Ind AS (Refer Note 41).

Note b

The reduction is due to recovery of provision during the year.

Note c

The reduction is due to reclass of warranty provision from trade payable to short term provision.

Note d

The increase is on account of reclass of financial liabilities from other current liabilities.

Note e

The reduction is due to reclass of ₹ 2,162.96 lacs from other current liabilities to finance liabilities. The further reduction is on account of mark to market accounting as per Ind-AS amounting to ₹ 59.73 lacs.

Note f

The increase is due to reclass of warranty provision from trade payable to short term provision.

Note g

The increase is due to investment in preference shares accounted at fair value as per scheme approved by NCLT (Refer note 35)

Note h

The reduction of ₹ 227.83 lacs on account of reclass of discounted portion of deposit and reclass of ₹10.55 lacs prepaid expenses from loans and advances to non current asset. The reduction of ₹1,626.62 lacs on account of reclass of advance paid to vendor from loans to other non current asset. The reduction of ₹ 1,741.44 lacs is on account of recognition of investment in lieu of security deposit and advances paid to Adonis Electronics Limited as per scheme approved by NCLT.

Note i

The increase of ₹208.64 lacs is on account of reclass of discounted portion of deposit and ₹10.55 lacs of prepaid expenses from loans and advances to other non current asset. The increase of ₹ 1,626.62 lacs on account of reclass of advance paid to vendor from loans to other non current asset. The reduction of ₹ 837.95 lacs is on account of recognition of investment in lieu of receivable from Adonis Electronics Limited as per scheme approved by NCLT.

Note j

The reduction is mainly on account of ECL accounting done as per Ind-AS.

Note k

The reduction is due to reclass from short term advances to other current asset.

Note l

The increase is on account of reclass of 1,540.33 lacs from short term advances to other current asset The reduction is due to reclass of ₹ 52.50 lacs from other current asset to borrowing being upfront fees paid. The balance reduction of ₹ 31.38 lacs is on account of mark to market accounting done as per Ind-AS.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Reconciliation of equity as per previous GAAP to Ind AS as at 31st March, 2017 and 1st April, 2016 is as under :

₹ in Lacs

Particulars	As at 31st March, 2017	Notes	As at 1st April, 2016	Notes
Equity under previous Indian GAAP as on	15,114.83		13,438.22	
Add / (Less)				
Amortisation of lease rentals on account of security deposit	(151.87)	Note f	(17.16)	Note a
Finance Income on Security Deposits	132.69	Note f	-	
Finance Income on fair value of investments	9.21	Note f	-	
Fair value loss on financial assets	(898.97)	Note f	(898.97)	Note b
Mark to market adjustments on open forex forward contracts	19.48	Note f	14.29	Note c
Amortisation of finance cost on borrowings	(14.08)	Note f	(2.96)	Note d
Expected credit loss on financial assets (refer note 10)	(279.46)	Note f	(316.70)	Note e
NCLT order (refer note 35)	(1,507.00)		-	
Equity under IND AS as on	**12,424.83**		**12,216.72**	

Note a

The reduction of ₹17.16 lacs is on account of amortisation of deferred rent expenses.

Note b

The reduction of ₹898.97 lacs is on account of fair value loss on investments in Adonis Electronics Ltd.

Note c

The increase of ₹14.29 lacs is on account of mark to market adjustment accounted on forward contract.

Note d

The reduction of ₹2.96 lacs is on account of amortisation of upfront fees paid on borrowing.

Note e

The reduction of ₹ 316.70 lacs is on account of ECL provision .

Note f

The increase / decrease is on account of impact taken as per notes "a" to "e" above and impact disclosed in Reconciliation of Statement of Profit and Loss for the year ended 31st March 2017 from Indian GAAP to Ind-AS.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Reconciliation of Statement of Profit and Loss for the year ended 31st March 2017 from Indian GAAP to Ind-AS

Sr No.		IGAAP	Reclass	Ind AS adjustment	Ind AS	Notes
1	Revenue from operations	74,758.81	1,931.70	-	76,690.51	Note e
2	Other Income	57.51	-	141.90	199.41	Note a
3	Total Revenue (1 + 2)	74,816.32	1,931.70	141.90	76,889.92	
	Expenses					
	a. Cost of raw materials and components consumed	20,908.45	-	-	20,908.45	
	b. Purchases of Traded Goods	28,479.07	(261.29)	-	28,217.78	Note e
	c. (Increase) / Decrease in inventories of Finished Goods, Work-in-progress and Traded Goods	4,266.11	-	-	4,266.11	
	e. Excise duty	-	3,812.21	-	3,812.21	Note e
	f. Employee benefits expense	7,283.99	-	(103.24)	7,180.75	Note b
	g. Finance cost	2,359.32	(300.99)	(2.95)	2,055.38	Note c
	h. Depreciation and amortisation expense	1,045.60	-	-	1,045.60	
	j. Other expenses	10,175.50	(1,318.23)	97.47	8,954.74	Note d
4	**Total Expenses**	**74,518.04**	**1,931.70**	**(8.72)**	**76,441.02**	
5	Profit before exceptional items and tax (3 - 4)	298.28	-	150.62	448.90	
6	Exceptional items	866.11	-	1,507.00	2,373.11	
7	**Profit / (Loss) before tax (5 - 6)**	**(567.83)**	**-**	**(1,356.38)**	**(1,924.21)**	
8	Tax Expense / (Credit)	-	-	-	-	
9	**Profit / (Loss) for the period (7 - 8)**	**(567.83)**	**-**	**(1,356.38)**	**(1,924.21)**	
	Other Comprehensive Income (after tax)	-	-	(103.24)	(103.24)	Note b
	Total Comprehensive Income for the period (after tax)	**(567.83)**	**-**	**(1,459.62)**	**(2,027.45)**	

Note a

The increase is on account of interest income of ₹132.69 lacs accounted on the security deposit discounted as per Ind-AS and ₹ 9.21 lacs accounted as interest income on investment carried at amortised cost.

Note b

The reduction is on account of amount accounted in OCI.

Note c

The reduction of ₹140.22 lacs being forex gain on buyers credit and foreign currency borrowing reclassified from forex account to finance cost and ₹160.77 lacs being forex loss on creditors reclassified from finance cost to forex account. Further the reduction of ₹2.95 lacs comprises of ₹14.07 lacs on account of mark to market adjustment accounted on forward contract and the increase of ₹ 11.12 lacs is on account of amortisation of upfront fees paid on borrowing.

Note d

The reduction of ₹1,318.23 lacs is due to reclass of expenses against revenue consisting of ₹1,417.22 lacs being finance cost relating to revenue, ₹202 lacs being foreign tour expenses and ₹300.99 lacs being forex on foreign currency borrowing reclassed from forex account to finance cost. The increase of ₹ 97.47 lacs is on account of ₹134.71 lacs accounted as rent expenses by amortising the deferred rent expenses and reduction of ₹ 37.24 lacs reversal of ECL provision .

Note e

The High sea sales and purchases of mobiles amounting to ₹ 261.29 lacs is netted off. The revenue is increased due to gross up of excise duty of ₹ 3,812.21 lacs and reduced due to netting of expenses pertaining to finance cost related to revenue ₹1,417.22 lacs and foreign tour expenses of ₹ 202 lacs .

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

42. Fair Value measurements

Financial Assets and Financial Liabilities

The carrying value and fair value of financial instruments by categories as at 31st March, 2018 is as follows:

Particulars	Fair Value through P&L	Fair Value through OCI	Amortised cost	Total carrying value	Total fair value
Financial Assets					
Non current					
Investments	-	-	261.10	261.10	261.10
Security Deposits	-	-	1,191.29	1,191.29	1,191.29
Current					
Trade receivables	-	-	13,410.36	13,410.36	13,410.36
Cash and cash equivalents	-	-	1,795.85	1,795.85	1,795.85
Bank balances	-	-	617.99	617.99	617.99
Others					
Insurance claims receivable	-	-	8.79	8.79	8.79
Interest accrued			48.79	48.79	48.79
Other Receivables	-	-	150.06	150.06	150.06
Total	**-**	**-**	**17,484.23**	**17,484.23**	**17,484.23**
Financial liabilities					
Non current					
Borrowings	-	-	287.50	287.50	287.50
Current					
Borrowings	-	-	4,785.31	4,785.31	4,785.31
Trade payables	-	-	21,619.11	21,619.11	21,619.11
Others	-	-	1,401.41	1,401.41	1,401.41
Others Derivative contracts	79.48	-	-	79.48	79.48
Total	**79.48**	**-**	**28,093.33**	**28,172.81**	**28,172.81**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

The carrying value and fair value of financial instruments by categories as at 31st March, 2017 is as follows:

Particulars	Fair Value through P&L	Fair Value through OCI	Amortised cost	Total carrying value	Total fair value
Financial Assets					
Non current					
Investments	-	-	221.43	221.43	221.43
Security Deposits	-	-	1,292.51	1,292.51	1,292.51
Current					
Trade receivables	-	-	12,503.53	12,503.53	12,503.53
Cash and cash equivalents	-	-	1,496.16	1,496.16	1,496.16
Bank balances	-	-	405.09	405.09	405.09
Others					
Insurance claims receivable	-	-	324.20	324.20	324.20
Interest accrued			48.85	48.85	48.85
Other Receivables	-	-	125.78	125.78	125.78
Total	**-**	**-**	**16,417.55**	**16,417.55**	**16,417.55**
Financial liabilities					
Non current					
Borrowings	-	-	537.03	537.03	537.03
Current					
Borrowings	-	-	16,248.71	16,248.71	16,248.71
Trade payables	-	-	17,285.23	17,285.23	17,285.23
Others	-	-	1,754.94	1,754.94	1,754.94
Others Derivative contracts	137.98	-	-	137.98	137.98
Total	**137.98**	**-**	**35,825.91**	**35,963.89**	**35,963.89**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

The carrying value and fair value of financial instruments by categories as at 1st April, 2016 is as follows:

Particulars	Fair Value through P&L	Fair Value through OCI	Amortised cost	Total carrying value	Total fair value
Financial Assets					
Non current					
Loans	-	-	125.00	125.00	125.00
Security Deposits	-	-	2,066.98	2,066.98	2,066.98
Current					
Trade receivables	-	-	12,419.07	12,419.07	12,419.07
Cash and cash equivalents	-	-	1,728.09	1,728.09	1,728.09
Bank balances	-	-	173.46	173.46	173.46
Others					
Insurance claims receivable	-	-	331.19	331.19	331.19
Interest accrued			128.08	128.08	128.08
Derivative contracts	12.40	-	-	12.40	12.40
Receivable on account of sale of fixed assets	-	-	1,113.99	1,113.99	1,113.99
Other Receivables	-	-	189.16	189.16	189.16
Total	**12.40**	**-**	**18,275.02**	**18,287.42**	**18,287.42**
Financial liabilities					
Non current					
Borrowings	-	-	709.71	709.71	709.71
Current					
Borrowings	-	-	19,347.69	19,347.69	19,347.69
Trade payables	-	-	20,408.83	20,408.83	20,408.83
Others	-	-	1,364.31	1,364.31	1,364.31
Others Derivative contracts	24.86	-	-	24.86	24.86
Total	**24.86**	**-**	**41,830.54**	**41,855.40**	**41,855.40**

Fair Value hierarchy

The company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

Level 1: Fair value measurement are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs)

There were no transfers between Level 1 and Level 2 during the year.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosures are required) :

Particulars	Fair value hierarchy as at 31st March, 2018			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Non current				
Investments	-	-	261.10	261.10
Total	**-**	**-**	**261.10**	**261.10**
Financial liabilities				
Non current				
Borrowings	287.50	-	-	287.50
Current				
Borrowings	4,785.31	-	-	4,785.31
Derivative contracts	-	79.48	-	79.48
Total	**5,072.81**	**79.48**	**-**	**5,152.29**

Particulars	Fair value hierarchy as at 31st March, 2017			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Non current				
Investments	-	-	221.43	221.43
Total	**-**	**-**	**221.43**	**221.43**
Financial liabilities				
Non current				
Borrowings	537.03	-	-	537.03
Current				
Borrowings	16,248.71	-	-	16,248.71
Derivative contracts	-	137.98	-	137.98
Total	**16,785.74**	**137.98**	**-**	**16,923.72**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Fair value hierarchy as at 1st April, 2016			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Non current				
Derivative contracts	-	12.40	-	12.40
Total	**-**	**12.40**	**-**	**12.40**
Financial liabilities				
Non current				
Borrowings	709.71	-	-	709.71
Current				
Borrowings	19,347.69	-	-	19,347.69
Derivative contracts	-	24.86	-	24.86
Total	**20,057.40**	**24.86**	**-**	**20,082.26**

Fair Valuation Techiques and Inputs used

Level 2 - Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

Level 3 - The fair value of unquoted equity shares is determined using income approach (discounted cash flow).

Reconciliation of level 3 fair value measurements

For the year ended 31st March, 2017

Particulars	Unlisted shares valued at amortised cost
Opening Balance	-
Fair value of Preference Shares on 1st December, 2016 (Refer Note 35)	221.43
Total Profit/(loss) in Profit and Loss	-
Closing Balance	221.43

For the year ended 31st March, 2018

Particulars	Unlisted shares valued at amortised cost
Opening Balance	221.43
Total Profit/(loss) in Profit and Loss	39.67
Closing Balance	261.10

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Description of significant unobservable inputs to valuation

	Valuation techniques	Significant unobservable inputs	Sensitivity of the input to fair value
Investment in unquoted Preference Shares	Discounted cash flow	Discount rate 13.20%	1% variation in discount rate results in P&L impact of ₹ 2.90 lacs

Capital Management and Gearing ratio

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. From time to time, the Company reviews its policy related to dividend payment to shareholders, return capital to shareholders or fresh issue of shares. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 50% to 60%. The gearing ratio for current year is on lower side due to repayment of borrowings out of fresh capital issued during the year. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents as detailed in the notes below.

The Company's capital management is intended to create value for shareholders by facilitating the meeting of its long-term and short-term goals. Its Capital structure consists of net debt (borrowings as detailed in notes below) and total equity.

Gearing ratio:

The gearing ratio at the end of the reporting period was as follows:

Debt-to-equity ratio are as follows:

	31st March, 2018	31st March, 2017	1st April, 2016
Debt (i)	5,072.81	16,785.74	20,057.40
Less: Cash and Bank balances	2,413.84	1,901.25	1,901.55
Net debt	2,658.97	14,884.49	18,155.85
Total Capital (ii)	23,740.20	12,424.83	12,785.47
Capital and net debt	26,399.17	27,309.32	30,941.32
Net debt to Total Capital plus net debt ratio (%)	**10%**	**55%**	**59%**

(i) Debt is defined as long-term borrowings (including current maturities) and short-term borrowings (excluding derivative and contingent considerations).

(ii) Equity is defined as Equity share capital and other equity including reserves and surplus.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 31 March 2017.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

43	**Earnings per share**	**31st March, 2018 ₹ in lacs**	**31st March, 2017 ₹ in lacs**
	Profit / (loss) attributable to equity shareholders	2,349.25	(1,924.21)
	Weighted average number of equity shares for Basic EPS	216,592,071	199,848,080
	Basic earnings per equity share (in Rupees)	**1.08**	**(0.96)**
	Profit/(loss) attributable to equity shareholders for calculation of diluted EPS	2,349.25	(1,924.21)
	Weighted average number of equity shares for Basic EPS	216,592,071	199,848,080
	Effect of Dilution - Share warrant	1,514,617	-
	Weighted average number of equity shares adjusted for the effect of dilution	218,106,688	199,848,080
	Diluted earnings per equity share (in Rupees)	**1.08**	**(0.96)**
	Face value per share	1.00	1.00

44 Research and development expenses consist of employee expenses and other expenses of ₹ 276.17 Lacs (previous year ₹ 258.87 Lacs), and ₹65.96 Lacs (previous year ₹ 68.64 Lacs) respectively. Depreciation on Research and Development assets is ₹ 22.37 Lacs (previous year ₹ 22.07 Lacs) shown under Property ,Plant and Equipment's.

45. Related Party Disclosure

Names of related parties with whom transactions have taken place & description of relationship :	
1. Key Management Personnel	Mr. G. L. Mirchandani - Chairman & Managing Director Mr. V. J. Mansukhani - Managing Director Mr. Kaval Mirchandani - Executive Director Mr. S. K. Dhoot - Whole - time Director Mr. G. Sundar - Chief Executive Officer Mr. Rafique Malik - Independent Director Mr. Carlton Pereira - Independent Director Mr. Arvind Sharma - Independent Director Ms. Radhika Piramal - Independent Director (Resigned w.e.f. 11 August, 2016) Ms. Sujata Deshmukh - Independent Director Mr.Lalit Chandvekar - Head Corporate Affairs, Legal and Company Secretary Mr.Subrat Nayak - Chief Financial Officer
2. Relatives of Key Management Personnel	Mrs. Gita Mirchandani (Wife of Mr. G. L. Mirchandani) Mrs. Marissa Mansukhani (Wife of Mr. V. J. Mansukhani) Mr. Sasha Mirchandani (Son of Mr. G. L. Mirchandani) Mr. Akshay Mansukhani (Son of Mr. V. J. Mansukhani) Ms. Ayesha Mansukhani (Daughter of Mr. V. J. Mansukhani) G. L. Mirchandani (H.U.F.) V. J. Mansukhani (H.U.F.)
3. Enterprise over which any person described in 1 & 2 is having significiant influence	Iwai Electronics Pvt. Ltd. Adino Telecom Ltd. Gulita Wealth Advisors Pvt. Ltd. Adino Electronics Ltd. Algorhythm Tech Pvt. Ltd. Gulita Securities Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

₹ in Lacs

Nature of transactions	Year	Key management Personnel (1)	Relatives of key management Personnel (2)	Enterprise over which any person described in (1) & (2) is having significant influence (3)
Purchase / (purchase return) of goods, services, intangible assets and spares				
Iwai Electronics Pvt.Limited	2018	-	-	144.82
	2017	-	-	138.41
Algorhythm Tech Pvt. Limited	2018	-	-	-
	2017	-	-	28.85
Sale of goods, spares and services				
Iwai Electronics Pvt. Limited	2018	-	-	2.67
	2017	-	-	1.61
Inter Corporate Deposits / Loan received				
V.J. Mansukhani	2018	-	-	-
	2017	-	-	-
Repayment of Inter Corporate Deposits / Loan received				
Kaval Mirchandani	2018	-	-	-
	2017	108.08	-	-
V.J. Mansukhani	2018	-	-	-
	2017	-	-	-
Realisation of Inter Corporate Deposits / Loan given				
Adino Telecom Limited	2018	-	-	-
	2017	-	-	125.00
Interest received / receivable on Inter Corporate Deposits / loans / advances				
Adino Telecom Limited	2018	-	-	-
	2017	-	-	8.78
Rent paid				
G.L.Mirchandani	2018	2.98	-	-
	2017	4.03	-	-
Gita Mirchandani	2018	-	10.90	-
	2017	-	11.86	-
Akshay Mansukhani	2018	-	0.89	-
	2017	-	0.89	-
Ayesha Mansukhani	2018	-	0.89	-
	2017	-	0.89	-
Gulita Wealth Advisors Private Limited	2018	-	-	30.00
	2017	-	-	30.00
Refund of rent deposit				
G.L. Mirchandani	2018	-	117.22	-
	2017	-	-	-
Gita Mirchandani	2018	-	117.22	-
	2017	-	8.88	-
Marissa Mansukhani	2018	-	-	-
	2017	-	2.98	-
G.L.Mirchandani (HUF)	2018	-	-	-
	2017	-	51.46	-
V.J. Mansukhani (HUF)	2018	-	-	-
	2017	-	2.59	-
Remuneration of key management personnel				
G.L. Mirchandani				
Remuneration including defined benefit contribution	2018	122.31	-	-
Post employment defined benefits	2018	2.56	-	-
Remuneration including defined benefit contribution	2017	122.31	-	-
Post employment defined benefits	2017	3.92	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

₹ in Lacs

Nature of transactions	Year	Key management Personnel (1)	Relatives of key management Personnel (2)	Enterprise over which any person described in (1) & (2) is having significant influence (3)
V.J.Mansukhani				
Remuneration including defined benefit contribution	2018	122.31	-	-
Post employment defined benefits	2018	2.56	-	-
Remuneration including defined benefit contribution	2017	122.31	-	-
Post employment defined benefits	2017	3.92	-	-
Kaval Mirchandani				
Remuneration including defined benefit contribution	2018	41.21	-	-
Post employment defined benefits	2018	0.92	-	-
Remuneration including defined benefit contribution	2017	35.30	-	-
Post employment defined benefits	2017	0.12	-	-
S. K. Dhoot				
Remuneration including defined benefit contribution	2018	51.71	-	-
Post employment defined benefits	2018	2.49	-	-
Remuneration including defined benefit contribution	2017	33.71	-	-
Post employment defined benefits	2017	5.61	-	-
G. Sundar				
Remuneration including defined benefit contribution	2018	356.65	-	-
Post employment defined benefits	2018	13.04	-	-
Remuneration including defined benefit contribution	2017	194.40	-	-
Post employment defined benefits	2017	16.04	-	-
Lalit Mohan Chendvankar				
Remuneration including defined benefit contribution	2018	37.36	-	-
Post employment defined benefits	2018	0.37	-	-
Remuneration including defined benefit contribution	2017	32.58	-	-
Post employment defined benefits	2017	0.47	-	-
Subrat Nayak				
Remuneration including defined benefit contribution	2018	47.71	-	-
Post employment defined benefits	2018	1.02	-	-
Remuneration including defined benefit contribution	2017	45.00	-	-
Post employment defined benefits	2017	0.97	-	-
Sitting Fees				
Mr. Rafique Malik	2018	2.40	-	-
	2017	2.20	-	-
Mr. Carlton Pereira	2018	2.00	-	-
	2017	2.40	-	-
Mr. Arvind Sharma	2018	1.20	-	-
	2017	0.60	-	-
Ms. Radhika Piramal	2018	-	-	-
	2017	1.00	-	-
Ms. Sujata Deshmukh	2018	0.70	-	-
	2017	0.50	-	-

Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2018, the Company has not recorded any impairment of receivables relating to amounts owed by related parties . This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Loans to Related party

The loan outstanding as on 1st April, 2016 to Adino Telecom Limited is unsecured and repayable on demand, The loan was repaid by Adino Telecom Limited in the financial year 2016-17. Interest was charged at 15%

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

₹ in Lacs

Nature of transactions	Year	Key management Personnel (1)	Relatives of key management Personnel (2)	Enterprise over which any person described in (1) & (2) is having significant influence (3)
Receivable				
Gita Mirchandani				
Rent Deposit given	2018	-	10.42	-
	2017	-	127.64	-
	2016	-	136.52	-
Marissa Mansukhani				
Rent Deposit given	2018	-	-	-
	2017	-	-	-
	2016	-	2.98	-
Akshay Mansukhani				
Rent Deposit given	2018	-	0.89	-
	2017	-	0.89	-
	2016	-	0.89	-
Ayesha Mansukhani				
Rent Deposit given	2018	-	0.89	-
	2017	-	0.89	-
	2016	-	0.89	-
G.L.Mirchandani (HUF)				
Rent Deposit given	2018	-	-	-
	2017	-	-	-
	2016	-	51.46	-
G.L.Mirchandani				
Rent Deposit given	2018	2.59	-	-
	2017	119.82	-	-
	2016	119.82	-	-
Gulita Wealth Advisors Private Limited				
Rent Deposit	2018	-	-	1,000.00
	2017	-	-	1,000.00
	2016	-	-	1,000.00
V.J. Mansukhani (HUF)				
Rent Deposit	2018	-	-	-
	2017	-	-	-
	2016	2.59	-	-
Kaval Mirchandani				
Inter corporate deposit	2018	-	-	-
	2017	-	-	-
	2016	108.08	-	-
Adino Telecom Limited				
Debtors	2018	-	-	4.29
	2017	-	-	4.29
	2016	-	-	9.10
Interest Receivable	2018	-	-	35.07
	2017	-	-	35.07
	2016	-	-	27.16
Inter corporate deposits given	2018	-	-	-
	2017	-	-	-
	2016	-	-	125.00

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

₹ in Lacs

Nature of transactions	Year	Key management Personnel (1)	Relatives of key management Personnel (2)	Enterprise over which any person described in (1) & (2) is having significant influence (3)
Adino Electronics Limited				
Debtors	2018	-	-	5.45
	2017	-	-	5.45
	2016	-	-	5.45
Payable				
Iwai Electronics Private Limited				
Creditors payable	2018	-	-	6.38
	2017	-	-	12.73
	2016	-	-	38.06
Remuneration payable				
G. L. Mirchandani				
Remuneration	2018	7.64	-	-
Post employment defined benefits	2018	105.92	-	-
Remuneration	2017	7.64	-	-
Post employment defined benefits	2017	103.36	-	-
Remuneration	2016	7.64	-	-
Post employment defined benefits	2016	99.44	-	-
V. J. Mansukhani				
Remuneration	2018	10.14	-	-
Post employment defined benefits	2018	145.15	-	-
Remuneration	2017	10.14	-	-
Post employment defined benefits	2017	142.59	-	-
Remuneration	2016	10.14	-	-
Post employment defined benefits	2016	138.67	-	-
Kaval Mirchandani				
Remuneration	2018	2.66	-	-
Post employment defined benefits	2018	6.67	-	-
Remuneration	2017	2.66	-	-
Post employment defined benefits	2017	5.75	-	-
Remuneration	2016	2.66	-	-
Post employment defined benefits	2016	5.63	-	-
S. K. Dhoot				
Remuneration	2018	3.48	-	-
Post employment defined benefits	2018	15.25	-	-
Remuneration	2017	2.63	-	-
Post employment defined benefits	2017	12.76	-	-
Remuneration	2016	2.63	-	-
Post employment defined benefits	2016	7.15	-	-
G. Sundar				
Remuneration	2018	17.53	-	-
Post employment defined benefits	2018	112.32	-	-
Remuneration	2017	16.04	-	-
Post employment defined benefits	2017	99.29	-	-
Remuneration	2016	15.08	-	-
Post employment defined benefits	2016	83.25	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

₹ in Lacs

Nature of transactions	Year	Key management Personnel (1)	Relatives of key management Personnel (2)	Enterprise over which any person described in (1) & (2) is having significant influence (3)
Lalit Mohan Chendvankar				
Remuneration	2018	2.96	-	-
Post employment defined benefits	2018	1.19	-	-
Remuneration	2017	2.55	-	-
Post employment defined benefits	2017	0.82	-	-
Remuneration	2016	2.55	-	-
Post employment defined benefits	2016	0.35	-	-
Subrat Nayak				
Remuneration	2018	3.85	-	-
Post employment defined benefits	2018	2.09	-	-
Remuneration	2017	3.47	-	-
Post employment defined benefits	2017	1.07	-	-
Remuneration	2016	2.02	-	-
Post employment defined benefits	2016	0.10	-	-

46. The Company has incurred a net loss in its immediately three preceding financial years. Thus in accordance with Section 135 (5) of the Companies Act, 2013, the Company is not required to provide / spend any amount under Corporate Social Responsibility.

47 Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that are derived directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarized as below:

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises two types of risk: currency rate risk and interest rate risk. Financial instruments affected by market risks include loans and borrowings, deposits and foreign currency receivables and payables. The sensitivity analysis in the following sections relate to the position as at 31st March, 2018 and 31st March, 2017. The analysis exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

(i) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Companies operating activities that is buying of Raw Material and Finished Goods from international buyers. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. The Company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12 month period for hedges of purchases . The Company hedges its exposure to fluctuations on the translation into INR of its imports operations.This foreign currency risk Is hedged by using foreign currency forward contracts.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Following table analysis foreign curreny assets and liabilities as on balance sheet date

	31st March, 2018		31st March, 2017		1st April, 2016	
	Foreign currency in lacs	₹ in Lacs	Foreign currency in lacs	₹ in Lacs	Foreign currency in lacs	₹ in Lacs
Foreign currency liabilities						
In USD	171.44	11,173.82	172.95	11,216.56	320.95	21,262.31
in RMB	15.22	157.51	44.36	421.00	282.16	2,888.80
in AED	-	-	0.07	1.21	-	-
in JPY	-	-	-	-	7.64	4.51
Foreign currency Assets						
In USD	2.97	193.65	2.12	137.78	4.17	276.13

Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Company profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company exposure to foreign currency as on 31st March, 2018 is tabulated below.

		Effect on profit before tax	Effect on pre tax equity
31st March, 2018	Rupee depreciates by Re.1 against USD	(168.47)	(168.47)
	Rupee appreciate by Re.1 against USD	168.47	168.47
31st March, 2017	Rupee depreciates by Re.1 against USD	(170.83)	(170.83)
	Rupee appreciate by Re.1 against USD	170.83	170.83
31st March, 2016	Rupee depreciates by Re.1 against USD	(316.78)	(316.78)
	Rupee appreciate by Re.1 against USD	316.78	316.78

Notes :

1. +/- Gain / Loss
2. The impact of depreciation / appreciation on foreign currency other than USD on profit before tax of the Company is not material.

Derivative financial instruments

The Company holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rate on foreign currency exposure. The counterparty for these contracts is generally a Bank. These derivative financial instruments are valued based on quoted prices for similar asset and liabilities in active markets or inputs that is directly or indirectly observable in the marketplace. The following table gives details in respect of outstanding foreign exchange forward and option contracts.

Outstanding Contracts

Particulars	31st March, 2018		
	Foreign currency in lacs	Nominal value ₹ in lacs	Fair value ₹ in lacs
Forward contracts			
In USD	31.34	2,127.13	(79.47)
Total	**31.34**	**2,127.13**	**(79.47)**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	31st March, 2017		
	Foreign currency in lacs	Nominal value ₹ in lacs	Fair value ₹ in lacs
Forward contracts			
In USD	86.23	5,110.83	(125.51)
Total	**86.23**	**5,110.83**	**(125.51)**

Particulars	1st April, 2016		
	Foreign currency in lacs	Nominal value ₹ in lacs	Fair value ₹ in lacs
Forward contracts			
In USD	17.15	1,166.81	(12.46)
Total	**17.15**	**1,166.81**	**(12.46)**

Fair value in () denotes liability.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial Instrument will fluctuate because of changes in market interest rates.

The Company's borrowings are commercial banks to meet the working capital requirements for operation of the business. The banks generally charge the card rate to the Company based on Annual appraisal by internal and external ratings. There is no major fluctuation on those interest rates charged by the bank during the period under audit.

If the interest rates had been 50 basic points higher or lower and all the other variables were held constant, the effect of interest expense for the respective financial years and consequent effect on company's profit in that financial year would have been as below.

	31st March, 2018		31st March, 2017	
	50 bps increase	50 bps decrease	50 bps increase	50 bps decrease
Interest expense on loan	911.66	845.30	1,531.75	1,419.73
Effect on profit befor tax	33.18	(33.18)	56.01	(56.01)

(b) Credit risk management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a fianancial loss. The Company is exposed to credit risk from its operating activities (primarly trade receivables) and from its financing activities including foreign exchange transactions. The company generally deals with parties which has worthiness based on companys internal assessment.

	31st March, 2018	31st March, 2017	1st April, 2016
Trade receivable	13,410.36	12,503.53	12,419.07
Loans	-	-	125.00
Other financial assets	1,398.93	1,791.34	3,841.80

Refer Note 10 for credit risk and other information in respect of trade receivables. Other receivables as stated above are due from the parties under normal course of the business and the Company has made provision as per ECL model. The Company has not acquired any credit impaired asset. There was no modification in any financial assets.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. The Company assessed the concentration of risk with respect to its debt and concluded it to be low.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Maturity Profile of Companies Financial Liablities based on contractual undiscounted payments

₹ In lacs

	On demand	Less than 3 Months	3 to 12 Months	1 to 5 years	> 5 years	Total
Year Ended March 2018						
Non Current Borrowings	-	-	-	287.50	-	287.50
Borrowings - Cash credit	1,723.30	-	-	-	-	1,723.30
Borrowings - Buyers Credit	-	784.30	-	-	-	784.30
Borrowings - FCNRB	-	2,025.09	-	-	-	2,025.09
Trade payables	-	13,903.55	2,033.38	-	-	15,936.93
Acceptance	-	5,233.93	448.25	-	-	5,682.18
Unclaimed dividends	23.85	-	-	-	-	23.85
Current maturities of Long-term borrowings from Indusind Bank	-	55.56	166.66	-	-	222.22
Interest accrued on borrowings	-	30.41		-	-	30.41
Others payables						
Dealer Deposits	104.43	-	-	-	-	104.43
Employee Benefits	-	1,272.77		-	-	1,272.77
Creditors for Capital items	-	0.36	-	-	-	0.36
Derivative contracts payable	-	79.48	-	-	-	79.48
	1,851.58	**23,385.45**	**2,648.29**	**287.50**	**-**	**28,172.82**
Year Ended March 2017						
Non Current Borrowings	-	-	-	537.03	-	537.03
Borrowings - Cash credit	9,961.50	-	-	-	-	9,961.50
Borrowings - Buyers Credit	-	4,072.64	-	-	-	4,072.64
Borrowings - FCNRB	-	1,944.53	-	-	-	1,944.53
Trade payables	-	11,879.59	2,358.82	-	-	14,238.41
Acceptance	-	2,777.89	268.93	-	-	3,046.82
Unclaimed dividends	47.43	-	-	-	-	47.43
Current maturities of Long-term borrowings from Indusind Bank	-	55.56	166.66	-	-	222.22
Interest accrued on borrowings	-	47.82	-	-	-	47.82
Others payables						
Dealer Deposits	108.68	-	-	-	-	**108.68**
Employee Benefits	-	1,598.23	-	-	-	**1,598.23**
Creditors for Capital items	-	0.60	-	-	-	**0.60**
Derivative contracts payable	137.98	-	-	-	-	**137.98**
	10,255.59	**22,376.86**	**2,794.41**	**537.03**	**-**	**35,963.89**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

₹ In lacs

	On demand	Less than 3 Months	3 to 12 Months	1 to 5 years	> 5 years	Total
Year Ended March 2016						
Non Current Borrowings	-	-	-	709.71	-	**709.71**
Borrowings - Cash credit	13,191.56	-	-	-	-	**13,191.56**
Borrowings - Buyers Credit	-	5,771.28	-	-	-	**5,771.28**
Interest free loan from promoter / Director	94.84	-	-	-	-	**94.84**
Trade payables	-	13,929.42	1,687.11	-	-	**15,616.53**
Acceptance	-	4,344.87	447.43	-	-	**4,792.30**
Unclaimed dividends	57.89	-	-	-	-	**57.89**
Current maturities of Long-term borrowings from Indusind Bank	-	55.56	166.66	-	-	**222.22**
Interest accrued on borrowings	-	67.79	-	-	-	**67.79**
Others payables						
Dealer Deposits	113.48	-	-	-	-	**113.48**
Employee Benefits	-	1,190.88	-	-	-	**1,190.88**
Creditors for Capital items	-	2.06	-	-	-	**2.06**
Derivative contracts payable	24.86	-	-	-	-	**24.86**
	13,482.63	**25,361.86**	**2,301.20**	**709.71**	**-**	**41,855.40**

48 a) Standards issued but not yet effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective. The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standards:

Ind AS 115 - Revenue from Contracts with Customers

In March 2018, the Ministry of Corporate Affairs had notified Ind AS 115 (Revenue from Contracts with Customers) which would be applicable to the Company for accounting periods beginning on or after 1st April 2018. This Standard establishes the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The Company is evaluating the requirements of the standard and its impact on its financial statements.

Amendments to Ind AS 12 - Recognition of Deferred Tax Assets for Unrealised Losses

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. These amendments are effective for annual periods beginning on or after 1st April, 2018. These amendments are not expected to have any material impact on the Company.

Dividend distribution to equity shareholders of the Company

The Company recognises a liability to make dividend distributions to its equity holders when the distribution is authorised and the distribution is no longer at its discretion. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. In case of Interim Dividend, the liability is recognised on its declaration by the Board of Directors.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

b) Changes in accounting policies and disclosures

New and amended standards and interpretations

The Company applied for the first time certain amendments to the standards, which are effective for annual periods beginning on or after 1st April, 2017. The nature and the impact of each amendment is described below:

Amendments to Ind AS 7 Statement of Cash Flows: Disclosure Initiative

The amendments require entities to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). The Company has provided the information for the current period.

49 The Company considers entire business under one segment i.e. Consumer Durable products. Further, there is no separately identifiable geographical segment and hence no reporting is made for segment.

50 There are no Micro and Small Enterprises, to whom the Company owes dues. This information as required to be disclosed under the Micro Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

51 Significiant events after the reporting period

There were no significiant adjusting events that occurred subsequent to the reporting period other than the events disclosed in the relevant notes.

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Regn. No. 324982E/E300003
Chartered Accountants

per Jayesh Gandhi
Partner
Membership No. 037924

Place : Mumbai
Date : 17th May, 2018

For and on behalf of the Board of Directors of
MIRC Electronics Limited

Subrat Nayak
Chief Financial Officer

G. L. Mirchandani
Chairman and Managing Director

Lalit Chendvankar
Head Corporate Affairs,
Legal and Company Secretary

V. J. Mansukhani
Managing Director

MIRC ELECTRONICS LIMITED

Regd. Office: Onida House, G-1, M.I.D.C, Mahakali Caves Road, Andheri (East), Mumbai - 400 093,
CIN: L32300MH1981PLC023637 Website: www.onida.com

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L32300MH1981PLC023637

Name of the Company: MIRC Electronics Limited

Registered Office: Onida House, G-1, M.I.D.C, Mahakali Caves Road, Andheri (East), Mumbai 400093

Name of the Member(s):
Registered address:
E-mail ID:
Folio No./DP ID-client ID : ____ No. of Shares: __________________

I/We, ________________________________being the Member(s) of___________________ shares of the above named company, hereby appoint.

1.	Name:	E-mail ID:	
	Address:	Signature:	or failing him/her
2.	Name:	E-mail ID:	
	Address:	Signature:	or failing him/her
3.	Name:	E-mail ID:	
	Address:	Signature:	or failing him/her

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Thirty Seventh Annual General Meeting of the Company, to be held on Thursday, August 23, 2018 at 3:00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No	Description	For*	Against*
1	To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Kaval Mirchandani (DIN. 01179978), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To re-appoint statutory auditors of the Company and to fix their remuneration.		
4	To approve modification of remuneration of Mr. Shyamsunder Dhoot, Whole-Time Director of the Company for the balance period from September 13, 2017 to February 15, 2019.		
5	To approve re-appointment and remuneration of Mr. Vijay J. Mansukhani as Managing Director of the Company for period of 3 years w.e.f. April 01, 2018.		
6	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019.		
7	To consider adoption of newly substituted Articles of Association of the Company.		

Signed this.............day of...............2018

Affix Re 1
Revenue
Stamp

Signature of shareholder

Notes:

* 1. Member may vote either for or against each resolution. Please put a 'X' in the box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. A proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

3. This form of proxy, to be effective, should be deposited at the Registered Office of the Company at Onida House, G-1, M.I.D.C, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

MIRC Electronics Ltd. Onida House, G-1, M.I.D.C. Mahakali Caves Road, Andheri (E), Mumbai - 400 093.
Institutional enquiries: corporate.sales@onida.com.

www.facebook.com/onida.live | twitter.com/onidaalive | YouTube www.youtube.com/onidalive | @ Mail us at response@onida.com