



Date: August 02, 2024

To

The Listing Compliance Department

M/s. BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001.

Scrip code: 532850 / MIC

The Listing Compliance Department

M/s. National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400 051.

Scrip code: MICEL

Dear Sir/Madam,

Sub: Notice of 36th Annual General Meeting for the FY 2023-24

Pursuant to the provisions of the Regulations 34, 44 and other applicable regulations of the SEBI (LODR) Regulations, 2015, we herewith enclose, the Notice of the 36th Annual General Meeting (AGM) to be held (physically) on Tuesday, August 27, 2024 at 11.00 A.M. at the Registered Office of the Company situated at Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051, India.

We herewith enclose the Notice of 36th AGM for the FY 2023-24 and also, the Notice of 36th AGM together with the 36th Annual Report of the Company is made available on the Company's website www.mic.co.in

The Register of Members and Share Transfer Books of the Company shall remain closed from August 22, 2024 to August 27, 2024 (both days inclusive) for the purpose of the 36th Annual General Meeting and further inform that the e-voting period will commence from **Saturday, August 24, 2024, at 9.00 A.M., and ends on Monday, August 26, 2024 at 5.00 P.M.**, and for the same the cut-of-date and record date is **Wednesday, August 21, 2024.**

The Company is providing its Shareholders, the facility to cast their vote by electronic means on all the resolutions set forth in the Notice through M/s. Central Depository Services (India) Limited (CDSL) e-voting platform at www.evotingindia.com

This is for the information and records of the Exchange.

Thanking you
for **MIC Electronics Limited**



Lakshmi Sowjanya Alla

Company Secretary & Compliance Officer

Encl: A/a.

CIN: L31909TG1988PLC008652

Regd. Office: Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana – 500051.
Telephone No's: +91 40 27122222; +91 40 27133333; Website: www.mic.co.in; Email id: info@mic.co.in.

Notice is hereby given that the Thirty Sixth (36th) Annual General Meeting of the Members of M/s. MIC Electronics Limited will be held at the registered office of the Company situated at Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051 on Tuesday, the 27th day of August 2024 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024, including Audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the year ended on March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sivanand Swamy Mitikiri (DIN: 10166966), who retires by rotation and being eligible offers himself for reappointment to the office of Director.

SPECIAL BUSINESS:

3. To Approve the Related Party Transaction(s) with M/s. SOA Electronics Trading LLC, Dubai, UAE.

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s) / arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with **M/s. SOA Electronics Trading LLC ('SOA')**, a Subsidiary company of M/s. MIC Electronics Limited and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and SOA, for an aggregate value of up to ₹ 25,00,00,000/- (Rupees Twenty-Five Crores), proposed to be entered during FY 2024-25.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

4. To Approve the Related Party Transaction(s) with M/s. RRK Enterprise Private Limited.

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with **M/s. RRK Enterprise Private Limited ('RRK')**, a holding company of M/s. MIC Electronics Limited and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and RRK, for an aggregate value of up to ₹ 35,00,00,000/- (Rupees Thirty Five Crores), proposed to be entered during FY 2024-25.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

5. To approve the re-appointment of Mr. Kaushik Yalamanchili (DIN: 07334243) as Managing Director of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Kaushik Yalamanchili, (DIN: 07334243) as Managing Director of the Company for a period of 3 years w.e.f. September 16, 2024 till September 15, 2027 who shall not be liable to retire by rotation and on terms and conditions and payment of monthly remuneration payable to him during the period of his continuance in the office of Managing Director of the Company as detailed hereunder.

1. Salary

Particulars	Monthly Remuneration (in ₹)
Basic Salary	8,18,064
House Rent Allowance	3,54,472
Other Allowances	77,381
Total Remuneration (₹)	12,49,917

2. Perquisites & Allowances in addition to the above;

- Company's Contribution towards Superannuation and Provident Fund as per rules of the Company.
- Gratuity & other long-term benefits as per Company Policy.
- Earned / Privilege Leaves – As per rules of the Company. Leaves accumulated but not availed during the tenure may be allowed to be en-cashed at the end of the tenure as per the Company Policy.
- Car – Provision of a Chauffeur driven car for the business purposes of the Company & Personal use.
- Such other benefits / amenities and other privileges as may from time to time be available to other executives of the Company and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

3. Other Benefits:

- Reimbursement of entertainment expenses actually and properly incurred in course of the business of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay remuneration by way of salary, allowances, perquisites and other benefits to Mr. Kaushik Yalamanchili, in respect of such financial year, as the Board of Directors may deem fit, subject to the limits and conditions prescribed in Schedule V to the Act for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution"

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To approve the re-appointment of Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195) as Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from December 09, 2019 to December 08, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she

meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the reappointment of Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195), as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from December 09, 2024 to December 08, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To approve the continuation of Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) as Non-Executive Non- Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed by the Members at the Annual General Meeting held on December 21, 2019 and pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or reenactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and based on recommendations of Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) as Non-executive Non-Independent Director of the Company, who attained beyond the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To approve the appointment of Mr. Deepayan Mohanty (DIN: 00196042) as Independent Director of the Company for a term of 5 years w.e.f. August 10, 2024:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), pursuant to the provisions of SEBI (LODR) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company on their meeting held on July 23, 2024, appointed Mr. Deepayan Mohanty (DIN: 00196042) having Independent Director Certificate No.: IDDB-DI-202407-062164, as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. August 10, 2024, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Deepayan Mohanty, as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from August 10, 2024 to August 09, 2029.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For MIC Electronics Limited

Date: July 23, 2024
Place: Hyderabad

Lakshmi Sowjanya Alla
Company Secretary & Compliance Officer

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE, THAT IS ALLOWED ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED, SIGNED AND DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person, who shall not act as a proxy for any other member.

Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

2. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the meeting. Members/ Proxies are requested to bring along with them Annual Reports being sent to them.

3. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/DP ID-Client ID to enable us to give you a duly filed attendance slip for your signature and participation at the meeting.
4. Members who hold shares in dematerialized form and want to change/correct the Bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code of their Bank to their Depository participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the Bank account details. The Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
5. Non-resident Indian Shareholders are requested to inform about the following immediately to the Share Transfer Agent or the concerned Depository as the case maybe: - a. the change of residential status on return to India for permanent settlement. b. the particulars of NRE Account with a Bank in India, if not furnished earlier.
6. Copy of the draft letters of appointment of Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and available @ www.mic.co.in.
7. The statement pursuant to Section 102 of the Companies Act, 2013, in respect of the SPECIAL BUSINESS to be transacted at the meeting is attached. The relevant details pursuant to regulations 26(4) and 36(3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this annual general meeting is also enclosed as Annexure A.
8. **The Share Transfer Books and Register of Members of the Company will remain closed from Thursday, August 22, 2024, to Tuesday, August 27, 2024 (both days inclusive).**
9. Shareholders desiring any information as regards to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
10. The registration of share transfers and other related correspondence will be dealt with, by the Company at M/s. Venture Capital and Corporate Investments Pvt Ltd, having its office at Door No. 4-50/P-II/57/4 & 5thFloor, Plot No. 57, Jayabheri Enclave, Phase II, Gachibowli, Seri Lingampally, Telangana - 500032.
11. The shareholders / members of the Company, who are having equity shares of the Company in physical form, are advised to get dematerialized of their respective equity shares by way of surrendering their physical share certificates to the Registrar and Share Transfer Agents (RTA) of the Company (i.e., M/s Venture Capital and Corporate Investments Pvt Ltd., Hyderabad) through their respective Depository Participants. The shareholders /members, who are not having demat accounts are requested to open the demat accounts and thereafter approach the RTA for dematerialization of their equity shares.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants Members holding shares in physical form can submit their PAN details to the RTA.
13. Electronic copy of the Annual Report for 2023-24 (including Notice of the 36th Annual General Meeting of the Company along with Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same.
14. In accordance with the MCA Circulars and SEBI Circulars, this Notice ('Notice') along with the 36th Annual Report for the FY 2023-24 is being sent only by e-mail to all the Members whose e-mail addresses are available in the beneficial ownership data of M/s. Central Depository Services (India) Limited and M/s. National Securities Depository Limited ('Depositories') and the record of M/s. Venture Capital and Corporate Investments Private Limited ('RTA'), Registrar and Share Transfer Agent of the Company and the physical copy of the Notice along with 36th Annual Report for the FY 2023-24 will not be sent to the Members of the Company.
15. Members holding shares in electronic form are requested to update the email id with their respective Depository Participants to receive all the communications in electronic mode.
16. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for FY 2023-24 will also be available on the Company's website www.mic.co.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days.
17. Voting through electronic means:- Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to cast their votes electronically on all resolutions set forth in the notice convening the 36th Annual General Meeting. The business may be transacted through e-voting services provided by M/s. Central Depository Services (India) Limited (CDSL).

The e-voting facility is available at the link www.evotingindia.com, the e-voting facility will be available on and from Saturday, August 24, 2024, at 9.00 A.M., and ends on Monday, August 26, 2024 at 5.00 P.M.

Mr. Y. Ravi Prasada Reddy, Proprietor of M/s. RPR & Associates (CP No. 5360), Practising Company Secretaries, Hyderabad, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of this AGM ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The

result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, depositories and RTA, and will also be displayed on the Company's website, www.mic.co.in.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Saturday, August 24, 2024, at 9.00 A.M., and ends on Monday, August 26, 2024 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (**record date**) of **Wednesday, August 21, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the eVoting is in progress as per the information provided by company. On clicking the eVoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the eVoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDLIDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for members holding Physical shares and shareholders other than individuals holding in Demat form:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For members holding shares in Demat Form or Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN 240727004 for the relevant on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mic.co.in, yrvifcs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xv) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.
1. For members holding Physical shares - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (xvi) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 TO THE ACCOMPANYING NOTICE DATED JULY 23, 2024.

Item No. 3 & 4

To Approve related party transactions for FY 2024-25 with M/s. SOA Electronics Trading LLC, and M/s. RRK Enterprise Private Limited:

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The transactions with the related parties as per resolution No. 3 & 4 may or may not be at arm's length and in the ordinary course of business of the Company. Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of the Company through ordinary resolution. Material Related Party Transaction means transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company proposes to enter into transactions of sale/purchase/supply/loan/debit note/ credit note/guarantee/ rendering and availing services etc., with related parties as provided in Resolution No. 3 & 4, from time to time, at the agreed terms of the transactions between the parties.

In respect of the transactions of sale/ purchase/ supply/ loan/ debit note/ credit note/ guarantee/ rendering and availing services etc., with SOA and RRK may or may not be in the ordinary course of business and on arm's length basis.

The Audit Committee and the Board of Directors has approved the said proposed related party transactions which were placed before them at their respective meetings held on May 21, 2024.

Further, the said transactions qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same. Information relating to transactions viz. names of the related parties and relationships, monetary value of the transactions is mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Kaushik Yalamanchili who is a Director & Shareholder in M/s. RRK Enterprise Pvt Ltd and a Chairman & Managing Director of M/s. MIC Electronics Limited.

The Board recommend the Resolution No. 3 & 4 of the Notice for approval of the members by way of an Ordinary Resolutions.

Item No. 5

To approve the re-appointment of Mr. Kaushik Yalamanchili (DIN: 07334243) as Managing Director of the Company;

The Board, at its meeting held on July 23, 2024, based on the recommendation made by the Nomination and Remuneration Committee at its meeting held on the same date, approved the re-appointment of Mr. Kaushik Yalamanchili as Managing Director of the Company, who is not liable to retire by rotation, for a further period of 3 years from September 16, 2024, to September 15, 2027 and recommended the same for the approval of shareholders at the ensuing AGM.

Mr. Kaushik Yalamanchili (DIN: 07334243) was appointed as Managing Director of the Company on September 16, 2021 for a period of 3 years. He was proposed to be re-appointed for another term of 3 years as Managing Director of the Company w.e.f. September 16, 2024.

The Company has received from Mr. Kaushik Yalamanchili

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The terms and conditions of his appointment are as follows:

a. Period of Appointment: Three years from September 16, 2024 to September 15, 2027.

b. Remuneration Details:

1. Salary

Particulars	Monthly Remuneration (in ₹)
Basic Salary	8,18,064
House Rent Allowance	3,54,472
Other Allowances	77,381
Total Remuneration (₹)	12,49,917

2. Perquisites & Allowances in addition to the above;
 - Company's Contribution towards Superannuation and Provident Fund as per rules of the Company.
 - Gratuity & other long-term benefits as per Company Policy.
 - Earned / Privilege Leaves – As per rules of the Company. Leaves accumulated but not availed during the tenure may be allowed to be en-cashed at the end of the tenure as per the Company Policy.
 - Car – Provision of a Chauffeur driven car for the business purposes of the Company & Personal use.
 - Such other benefits / amenities and other privileges as may from time to time be available to other executives of the Company and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.
3. Other Benefits:
 - Reimbursement of entertainment expenses actually and properly incurred in course of the business of the Company.

Minimum Remuneration not with standing anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Kaushik Yalamanchili, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment (s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.

- c. Termination: Mr. Kaushik Yalamanchili can be terminated by either party giving 3 months' notice in writing of such termination.
- d. Duties and Responsibilities: Mr. Kaushik Yalamanchili shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

Information in accordance with Schedule V of Companies Act, 2013:

I. General Information:

1	Nature of Industry: Electronic Components – design, development & manufacturing of LED video displays and lighting products.			
2	Date or expected date of commencement of commercial: commercial operations started in the year 1988.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: NA			
4	Financial performance based on given indications			(in Lakhs)
	Particulars	2023-24	2022-23	2022-21
	Turnover	5656.61	779.75	3233.57
	Net profit/ loss after Tax	6183.88	14.56	281.09
5	Foreign investments or collaborations, if any: NIL			

II. Information about the Appointee:

1	Background Details: Mr. Kaushik Yalamanchili is an Engineering Graduate in Mechanical Engineering and having experience in trading various commodities and was handling assignment in Singapore before his return to India in the month of March 2020. After his return, he has been inducted into the Board of M/s. RRK Enterprise Pvt Ltd, the Resolution Applicant, whose Resolution Plan of M/s. MIC Electronics Limited was approved by the Hon'ble NCLT, Hyderabad on 31.07.2019. He was appointed as Managing Director of the Board of M/s. MIC Electronics Limited for a period of 3 years w.e.f. September 15, 2021. Since his inception into the Board, he is playing active role in revival of M/s. MIC Electronics Ltd. He is actively involved in business operations, finance, human resources, and other functional areas of the company. Under his dynamic leadership, company is achieving continuous profits and immense growth. He is responsible for handling entire operations of the Company. Under his supervision, R & D activities are being carried out for various products, in continuation to our Railway products.
2	Past Remuneration: 24,00,000 PA
3	Recognition or awards: He received academic awards during his studies.
4	Job Profile and his suitability: He is a director of M/s. RRK Enterprise Pvt Ltd, the Resolution Applicant of M/s. MIC Electronics Limited whose Resolution Plan was approved by the Hon'ble NCLT and intends to run the Company successfully in the coming years with an aim of providing huge employment and to take the Company in to the list of top five in respective segment.
5	Remuneration proposed: Rs. 1,50,00,000/- per annum

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): The Nomination and Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the other Companies in the similar Industry and also other companies comparable with the size of the Company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed hereinabove. Considering professional qualifications, background, experience and competence of Mr. Kaushik Yalamanchili and the responsibility shouldered by him, the terms of remuneration are considered to be fair, just and reasonable.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: He is a director of M/s. RRK Enterprise Private Limited, holding company of MIC.

III. Other Information

1	Profit Details : During the financial year ended March 31, 2024, the Company has earned net profit of ₹ 6183.88 as against a net profit of ₹ 14.56 Lakhs last year. The Board is of the view that the proposed remunerations of Mr. Kaushik Yalamanchili, Managing Director is commensurate with rich knowledge and experience of the appointee in the field. Anyhow, the profits of the Company are adequate considering the limits on remuneration as per Section 197 of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement: The Company is taking various steps to increase the manufacturing capacities, which, the Company believes would improve realisation and save valuable interest costs for the Company. This trend is expected to continue resulting in better financial performance of the Company.
3	Expected increase in productivity and profit in measurable terms: Considering the favourable policy initiatives of the Government for electronics component (LED lights/ display boards) industry especially by Indian Railways, Electric Vehicles Industry, Oxygen Concentrators (Health care) Industry and other favourable factors as mentioned above, the various steps taken by the Company for reducing finance and operating cost and increasing efficiencies and the increased thrust of the Company on production, the Company is hopeful of further improving profitability in the years to come.

Relationship with other directors – Nil.

Shareholding in the Company – Nil.

Directorship in other companies:

1. Pradan Housing Private Limited
2. RRK Enterprise Private Limited
4. Traderich Securities LLP – Designated Partner
5. Ares Properties LLP – Designated Partner

As the Managing Director, Mr. Kaushik Yalamanchili shall perform such functions as may from time to time be entrusted to him by the Board, he shall be subject to the supervision and control of the Board of Directors. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The special resolution as set out against item no. 5 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on July 23, 2024.

The Board is of the opinion that the appointment of Mr. Kaushik Yalamanchili as Managing Director would be in the interest of the Company and it is desirable to avail services of Mr. Kaushik Yalamanchili as Managing Director due to his experience.

A brief profile of Mr. Kaushik Yalamanchili, including nature of his expertise and other disclosures as required under SEBI LODR Regulations, Secretarial Standards, is provided as Annexure A to this notice of this Annual Report.

The Board considered that the re-appointment of Mr. Kaushik Yalamanchili as Managing Director, is desirable considering his experience and hence recommends resolution no. 5 for your approval.

Mr. Kaushik Yalamanchili is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Except Mr. Kaushik Yalamanchili, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

To approve the re-appointment of Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195) as Independent Director of the Company:

Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195) is currently an Independent Director of the Company, Chairperson of the Nomination and Remuneration Committee and Member of the Audit Committee. Mrs. Karuna Gayathri Upadhyayula was appointed as an Independent Director of the Company by the Members at the 32nd Annual General Meeting of the Company held on December 31, 2020 for a period of 5 (five) consecutive years commencing from December 09, 2019 up to December 08, 2024 (both days inclusive) and is eligible for re-appointment for a

second term on the Board of the Company.

Based on the performance evaluation and recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on July 23, 2024, proposed the re-appointment of Mrs. Karuna Gayathri Upadhyayula as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from December 09, 2024 up to December 08, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mrs. Karuna Gayathri Upadhyayula holds bachelor's degree in law from Osmania University and she is an associate member of the Institute of Company Secretaries of India. She had over 8 years of experience in corporate laws, secretarial matters and compliance. The NRC taking into consideration the skills, expertise and competencies and based on the performance evaluation, concluded and recommended to the Board for the reappointment of Mrs. Karuna Gayathri.

The Company has received a declaration from Mrs. Karuna Gayathri Upadhyayula confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mrs. Karuna Gayathri Upadhyayula has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mrs. Karuna Gayathri Upadhyayula has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration and completion of online proficiency self-assessment test with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Board commends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Karuna Gayathri Upadhyayula and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Item No. 7

To approve the continuation of Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) as Non-Executive and Non- Independent Director of the Company:

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018, which requires continuance of any Non-Executive Director who has attained the age of 75 years after seeking the prior approval of shareholders by way of a Special Resolution.

Mr. Siva Lakshmanarao Kakarala, aged 79 years, is a Non-Executive Non-Independent Director and Promoter of the Company, who was appointed on the Board of the Company on August 07, 2019. In terms of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, members approval was taken on December 21, 2019. Based on the recommendation of Nomination and Remuneration Committee and approval of the Board, and in continuation to the resolutions passed earlier, members are requested to approve the continuation of Mr. Siva Lakshmanarao Kakarala on the Board, who attained the age of beyond 75 years.

The Board is of the opinion that Mr. Siva Lakshmanarao Kakarala's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non Independent Director will be beneficial to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Siva Lakshmanarao Kakarala, being appointee is in any way concerned or interested financially or otherwise, in the said resolution.

The Board recommends the special resolution as set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8

To approve the appointment of Mr. Deepayan Mohanty (DIN: 00196042) as Independent Director of the Company for a term of 5 years w.e.f. August 10, 2024:

The Board of Directors on the Board Meeting held on July 23, 2024, appointed Mr. Deepayan Mohanty (DIN: 00196042), as an Additional Director (Independent Director) of the Company, with effect from August 10, 2024 under Section 149, 150 and 152 of the Companies Act, 2013 and Article 86 of the Articles of Association of the Company.

Pursuant to amendment (effective from January 01, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Deepayan Mohanty shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Deepayan Mohanty is eligible to be appointed as an Independent Director for a term of (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 and a declaration of independence from Mr. Deepayan Mohanty signifying his candidature as an Independent Director of the Company.

In the opinion of the Board, Mr. Deepayan Mohanty fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Mr. Deepayan Mohanty is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Deepayan Mohanty is a seasoned professional with over three decades of experience across various industries, including commodity trading, trade finance, capital market trading, corporate treasury, and value investments. As the Founder and Managing Director of Hemera Group, he

has played a pivotal role in successfully executing global trades exceeding five billion US dollars. Mr. Deepayan Mohanty (DIN: 00196042) is holding Independent Director Certificate No.: IDDB-DI-202407-062164

Mr. Deepayan Mohanty meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Leadership experience of running large enterprise – Experience to overseeing strategic businesses of well-governed large organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- b. Finance and Accounting Experience – experience included overseeing various aspects such as cross-border finance, corporate treasury/ risk management, supply chain financing, and international logistics.

The other details of Mr. Deepayan Mohanty as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions are provided in Annexure-A to this Notice.

Mr. Deepayan Mohanty is not inter-se related with any other Director or Key Managerial Personnel of the Company

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cs@mic.co.in. The remuneration payable to Mr. Deepayan Mohanty shall be sitting fee and commission as permitted under the Companies Act, 2013.

The Board of Directors consider the appointment of Mr. Deepayan Mohanty as an Independent Director is in the interest of the Company and recommends the Special Resolution as set out at item no. 8 of this Notice for approval of Members.

Except Mr. Deepayan Mohanty, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

By Order of the Board
For MIC Electronics Limited

Date: July 23, 2024
Place: Hyderabad

Lakshmi Sowjanya Alla
Company Secretary & Compliance Officer

Annexure - A

Details of Director(s) seeking appointment/ re-appointment/ regularization at the Annual General Meeting (Pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 is given below:

A	Name	Mr. Kaushik Yalamanchili	Mrs. Karuna Gayathri Upadhyayula	Mr. Siva Lakshmanarao Kakarala	Mr. Deepayan Mohanty	Mr. Sivanand Swamy Mittikiri
B	Brief Profile					
	i) Age	30 Years (D.O.B. 07/03/1994)	33 Years (D.O.B. 04/05/1991)	79 years (D.O.B. 06/10/1944)	55 Years (D.O.B. 04/12/1968)	67 years (D.O.B. 01/05/1957)
	ii) Educational Qualification	Engineering Graduate in Mechanical Engineering	Associate Member of the Institute of Company Secretaries of India (ICSI) (LLB) from Osmania University Bachelor's Degree in Commerce from Osmania University	MA (Mathematics) and MS (Operations Research)	An alumnus of the prestigious Indian Institute of Technology, Kharagpur, and the Indian Institute of Management, Bangalore	ICAI, ICSI and LLB
	iii) Experience in specific functional area	Mr. Kaushik Yalamanchili is an engineering graduate in mechanical engineering. He is actively involved in business operations, finance, human resources, and other functional areas of the company. Under his dynamic leadership, company is achieving continuous profits and immense growth. He is responsible for handling entire operations of the Company. Under his supervision, R & D activities are being carried out for various products, in continuation to our Railway products.	Mrs. U K Gayathri, possesses over 8 years of experience in corporate laws, secretarial matters, and statutory compliances. She has the experience of dealing NCLT. She is a practising consultant to various companies.	Mr Siva Lakshmana Rao Kakarala is M.A. (Mathematics) from Andhra University and M.S. (Operations Research) from United States of America. He has vast experience in Banking and Financial Sectors in India and the USA; been involved in different industries including bulk drugs, software and electrical and electronics industries. He was also founder and Director of M/s. Natco Pharma Limited and founder and Director of M/s. Laan Research Private Limited.	Mr. Deepayn is a seasoned professional with over three decades of experience across various industries, including commodity trading, trade, finance, capital market trading, corporate treasury, and value investments. He has provided strategic direction to prominent financial entities, including the supply chain finance fund "Trade Credit Partners," based in the Cayman Islands, and the private equity fund "Silver Star," head quartered in Cyprus.	Mr. Sivanand is a qualified Company Secretary from the Institute of Company Secretaries of India and a qualified Chartered Accountant with Institute of Chartered Accountants of India and LLB graduate. He has around 32 plus years of experience in the finance and admin departments..
	iv) Date of appointment on the board of the Company	July 06, 2021	December 09, 2019	August 07, 2019	August 10, 2024	May 27, 2023
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. Pradan Housing Private Limited 2. RRK Enterprise Private Limited 3. Traderich Securities LLP 4. Ares Properties LLP	1. AGA Publications Limited 2. Ushnik Technologies Private Limited 3. Floppy Technologies Private Limited 4. Inatix Solutions Private Limited	1. M/s. Laan Research Private Limited	1. Hemetron Industries Private Limited 2. Hemera Resources Private Limited 3. Hemera India Private Limited	Nil

E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil	Nil	Nil	Nil	Nil
F	No. of shares of ₹ 02/- each held by the Director	Nil	Nil	16353191 (7.38%)	405	Nil
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil	Nil	Nil	Nil	Nil
H	Terms and Condition of appointment	As mentioned in explanatory statement	NA	NA	NA	NA
I	Number of meetings of the Board attended during the financial year 2023-24	Six out of Six meetings held during the year	Six out of Six meetings held during the year	Five out of Six meetings held during the year	NA	Five out of Six meetings held during the year
J	Remuneration last drawn	24,00,000 PA	NA	NA	NA	₹ 12,00,000/- per annum plus perquisites
K	Remuneration proposed to be drawn	1,50,00,000 PA	NA	NA	NA	₹ 12,00,000/- per annum plus perquisites