

August 29, 2019

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

Dear Sir/ Madam,

**Sub: Compliance under Regulation 30(2) 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 38<sup>th</sup> Annual General Meeting (AGM) was held on August 28, 2019.

The Chairman has ordered a poll on all the resolutions from Item Nos. 1 to 9 of the notice of 38<sup>th</sup> AGM. All the resolutions were passed (including votes cast through remote e-voting) with requisite majority. The proceeding of the resolutions passed is enclosed herewith.


B] 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 38<sup>th</sup> AGM in the prescribed format.

C] 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 38<sup>th</sup> AGM.

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

Thanking You,

For MIRC Electronics Limited

  
Lalit Chendvankar  
Head - Corporate Affairs,  
Legal & Company Secretary



Encl: - As above

**MIRC ELECTRONICS LIMITED**

Regd. Office: Onida House, G-1, M.I.D.C., Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Tel.: +91-22-6697 5777, 2820 0435 Fax : +91-22-2820 2002

CIN No.: L32300MH1981PLC023637. Website: www.onida.com

## MIRC ELECTRONICS LIMITED

PROCEEDINGS OF THE 38<sup>TH</sup> 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, 2019; (b) the reports of the Board of Directors and Auditors thereon;	Ordinary	Passed by requisite majority
2	Re-appointment of Mr. Gulu Mirchandani (DIN: 00026664), as a Director who retires by rotation.	Ordinary	Passed by requisite majority
3	Re-appointment of Mr. Kaval Mirchandani (DIN: 01179978) as a Whole Time Director of the Company for period of 3 years w.e.f. May 26, 2019.	Special	Passed by requisite majority
4	Appointment of Mr. Sanjay Munshi, (DIN: 08355427) as a Director of the Company.	Ordinary	Passed by requisite majority
5	Appointment of Mr. Sanjay Munshi (DIN: 08355427) as a Whole Time Director of the Company for period of 3 years w.e.f. February 12, 2019.	Special	Passed by requisite majority
6	Re-appointment of Mr. Gulu Mirchandani (DIN: 00026664), as a Chairman and Managing Director of the Company for period of 3 years w.e.f. December 01, 2019.	Special	Passed by requisite majority
7	Re-appointment of Mr. Carlton Pereira (DIN: 00106962) as an Independent Director of the Company for a second term of 5 (five) consecutive years i.e. up to September 2, 2024.	Special	Passed by requisite majority
8	Re-appointment of Mr. Rafique Malik (DIN: 00521563) as an Independent Director of the Company for a second term of 5 (five) consecutive years i.e. up to September 2, 2024.	Special	Passed by requisite majority
9	Remuneration of the Cost Auditors for the financial year ending March 31, 2020.	Ordinary	Passed by requisite majority



## MIRC ELECTRONICS LIMITED

Regd. Office: Onida House, G-1, M.I.D.C., Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Tel.: +91-22-6697 5777, 2820 0435 Fax : +91-22-2820 2002

CIN No.: L32300MH1981PLC023637. Website: www.onida.com

## MIRC ELECTRONICS LIMITED - VOTING RESULTS

Date of the AGM:	28.08.2019
Total number of shareholders on record date:	57058
No. of shareholders present in the meeting either in person or through proxy:-	
Promoters and Promoter Group	8
Public	45
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, 2019 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	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000
	Poll		66649	0.0545	66649	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>122192638</b>	<b>100.0000</b>	<b>122192638</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3504635	3225993	92.0493	3225993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3225993</b>	<b>92.0493</b>	<b>3225993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	105255346	1624037	1.5429	1614022	10015	99.3833	0.6167
	Poll		3479637	3.3059	3479637	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5103674</b>	<b>4.8488</b>	<b>5093659</b>	<b>10015</b>	<b>99.8038</b>	<b>0.1962</b>
<b>Total</b>		<b>230952619</b>	<b>130522305</b>	<b>56.5148</b>	<b>130512290</b>	<b>10015</b>	<b>99.9923</b>	<b>0.0077</b>



## MIRC ELECTRONICS LIMITED

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Gulu Mirchandani (DIN: 00026664), 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000
	Poll		66649	0.0545	66649	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>122192638</b>	<b>100.0000</b>	<b>122192638</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3504635	3225993	92.0493	3225993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3225993</b>	<b>92.0493</b>	<b>3225993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	105255346	1624037	1.5429	1614012	10025	99.3827	0.6173
	Poll		3479637	3.3059	3479637	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5103674</b>	<b>4.8488</b>	<b>5093649</b>	<b>10025</b>	<b>99.8036</b>	<b>0.1964</b>
<b>Total</b>		<b>230952619</b>	<b>130522305</b>	<b>56.5148</b>	<b>130512280</b>	<b>10025</b>	<b>99.9923</b>	<b>0.0077</b>



## MIRC ELECTRONICS LIMITED

Resolution Required : (Special)		3 - To approve the re-appointment and remuneration of Mr. Kaval Mirchandani (DIN: 01179978) as a Whole Time Director of the Company for period of 3 years w.e.f. May 26, 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
		[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000
	Poll		66649	0.0545	66649	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>122192638</b>	<b>100.0000</b>	<b>122192638</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3504635	3225993	92.0493	3225993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3225993</b>	<b>92.0493</b>	<b>3225993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	105255346	1624037	1.5429	1613012	11025	99.3211	0.6789
	Poll		3479637	3.3059	3479637	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5103674</b>	<b>4.8488</b>	<b>5092649</b>	<b>11025</b>	<b>99.7840</b>	<b>0.2160</b>
<b>Total</b>		<b>230952619</b>	<b>130522305</b>	<b>56.5148</b>	<b>130511280</b>	<b>11025</b>	<b>99.9916</b>	<b>0.0084</b>



## MIRC ELECTRONICS LIMITED

Resolution Required : (Ordinary)		4 - To approve the appointment of Mr. Sanjay Munshi, (DIN: 08355427) as a Director 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000
	Poll		66649	0.0545	66649	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>122192638</b>	<b>100.0000</b>	<b>122192638</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3504635	3225993	92.0493	3225993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3225993</b>	<b>92.0493</b>	<b>3225993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	105255346	1624037	1.5429	1613012	11025	99.3211	0.6789
	Poll		3479637	3.3059	3479637	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5103674</b>	<b>4.8488</b>	<b>5092649</b>	<b>11025</b>	<b>99.7840</b>	<b>0.2160</b>
<b>Total</b>		<b>230952619</b>	<b>130522305</b>	<b>56.5148</b>	<b>130511280</b>	<b>11025</b>	<b>99.9916</b>	<b>0.0084</b>



## MIRC ELECTRONICS LIMITED

Resolution Required : (Special)		5 - To approve the appointment of Mr. Sanjay Munshi (DIN: 08355427) as a Whole Time Director of the Company for period of 3 years w.e.f. February 12, 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
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000
	Poll		66649	0.0545	66649	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>122192638</b>	<b>100.0000</b>	<b>122192638</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3504635	3225993	92.0493	3225993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3225993</b>	<b>92.0493</b>	<b>3225993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	105255346	1624037	1.5429	1613012	11025	99.3211	0.6789
	Poll		3479637	3.3059	3479637	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5103674</b>	<b>4.8488</b>	<b>5092649</b>	<b>11025</b>	<b>99.7840</b>	<b>0.2160</b>
<b>Total</b>		<b>230952619</b>	<b>130522305</b>	<b>56.5148</b>	<b>130511280</b>	<b>11025</b>	<b>99.9916</b>	<b>0.0084</b>



## MIRC ELECTRONICS LIMITED

**Resolution Required : (Special)** **6 - To approve the re-appointment of Mr. Gulu Mirchandani (DIN: 00026664), as a Chairman and Managing Director of the Company for period of 3 years w.e.f. December 01, 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
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000
	Poll		66649	0.0545	66649	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>122192638</b>	<b>100.0000</b>	<b>122192638</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3504635	3225993	92.0493	3225993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3225993</b>	<b>92.0493</b>	<b>3225993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	105255346	1624037	1.5429	1614012	10025	99.3827	0.6173
	Poll		3479637	3.3059	3479637	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5103674</b>	<b>4.8488</b>	<b>5093649</b>	<b>10025</b>	<b>99.8036</b>	<b>0.1964</b>
<b>Total</b>		<b>230952619</b>	<b>130522305</b>	<b>56.5148</b>	<b>130512280</b>	<b>10025</b>	<b>99.9923</b>	<b>0.0077</b>





## MIRC ELECTRONICS LIMITED

Resolution Required : (Special)		7 - To approve the re-appointment of Mr. Carlton Pereira (DIN: 00106962) as an Independent Director of the Company for a second term of 5 (five) consecutive years, i.e. up to September 2, 2024.						
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000
	Poll		66649	0.0545	66649	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>122192638</b>	<b>100.0000</b>	<b>122192638</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3504635	3225993	92.0493	3225993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3225993</b>	<b>92.0493</b>	<b>3225993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	105255346	1624037	1.5429	1612912	11125	99.3150	0.6850
	Poll		3479637	3.3059	3479637	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5103674</b>	<b>4.8488</b>	<b>5092549</b>	<b>11125</b>	<b>99.7820</b>	<b>0.2180</b>
<b>Total</b>		<b>230952619</b>	<b>130522305</b>	<b>56.5148</b>	<b>130511180</b>	<b>11125</b>	<b>99.9915</b>	<b>0.0085</b>



## MIRC ELECTRONICS LIMITED

Resolution Required : (Special)		8 - To approve the re-appointment of Mr. Rafique Malik (DIN: 00521563) as an Independent Director of the Company for a second term of 5 (five) consecutive years, i.e. up to September 2, 2024.						
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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000
	Poll		66649	0.0545	66649	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>122192638</b>	<b>100.0000</b>	<b>122192638</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3504635	3225993	92.0493	3225993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3225993</b>	<b>92.0493</b>	<b>3225993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	105255346	1624037	1.5429	1612912	11125	99.3150	0.6850
	Poll		3479637	3.3059	3479637	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5103674</b>	<b>4.8488</b>	<b>5092549</b>	<b>11125</b>	<b>99.7820</b>	<b>0.2180</b>
<b>Total</b>		<b>230952619</b>	<b>130522305</b>	<b>56.5148</b>	<b>130511180</b>	<b>11125</b>	<b>99.9915</b>	<b>0.0085</b>



## MIRC ELECTRONICS LIMITED

Resolution Required : (Ordinary)			9 - To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020.					
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
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	122192638	122125989	99.9455	122125989	0	100.0000	0.0000
	Poll		66649	0.0545	66649	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>122192638</b>	<b>100.0000</b>	<b>122192638</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3504635	3225993	92.0493	3225993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3225993</b>	<b>92.0493</b>	<b>3225993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	105255346	1624037	1.5429	1614012	10025	99.3827	0.6173
	Poll		3479637	3.3059	3479637	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5103674</b>	<b>4.8488</b>	<b>5093649</b>	<b>10025</b>	<b>99.8036</b>	<b>0.1964</b>
<b>Total</b>		<b>230952619</b>	<b>130522305</b>	<b>56.5148</b>	<b>130512280</b>	<b>10025</b>	<b>99.9923</b>	<b>0.0077</b>



**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 38<sup>th</sup> Annual General Meeting of  
Members of MIRC Electronics Limited  
Held on Wednesday, 28<sup>th</sup> August, 2019  
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 38<sup>th</sup> Annual General Meeting of the Members of MIRC Electronics Limited (the Company) held on 28<sup>th</sup> August, 2019 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. Juhi Shah 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.

*M.D.*  
28/08/19



# Mahesh M. Darji

Practicing Company Secretary  
B.Com, DBM, LLB, FCS

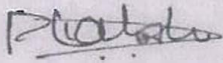
Note: Shareholders had been provided the facility of Remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and voting through Poll at Annual General Meeting) cast by the shareholders.

## Recommendation:

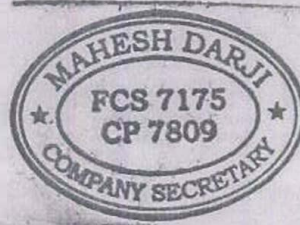
All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,



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



UDIN: F007175A000005514

Place: Mumbai  
Date: 28.08.2019

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						Invalid Votes/Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
1	1	To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.	Ordinary	Remote E-Voting	35	126966004	99.99%	4	10015	0.01%	0	0
				Poll at AGM	33	3546286	100%	0	0	0%	0	0
				Total	68	130512290	99.99%	4	10015	0.01%	0	0
2	2	To appoint a Director in place of Mr. Gulu Mirchandani (DIN: 00026664), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting	34	126965994	99.99%	5	10025	0.01%	0	0
				Poll at AGM	33	3546286	100%	0	0	0%	0	0
				Total	67	130512280	99.99%	5	10025	0.01%	0	0
3	3	To approve the re-appointment and remuneration of Mr. Kaval Mirchandani (DIN: 01179978) as Whole Time Director of the Company for period of 3 years w.e.f. May 26, 2019	Special	Remote E-Voting	33	126964994	99.99%	6	11025	0.01%	0	0
				Poll at AGM	33	3546286	100%	0	0	0%	0	0
				Total	66	130511280	99.99%	6	11025	0.01%	0	0



28/08/19

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
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
4	4	To approve the appointment of Mr. Sanjay Munshi, (DIN: 08355427) as a Director of the company.	Ordinary	Remote E-Voting	33	126964994	99.99%	6	11025	0.01%	0	0
				Poll at AGM	33	3546286	100%	0	0	0%	0	0
				<b>Total</b>	<b>66</b>	<b>130511280</b>	<b>99.99%</b>	<b>6</b>	<b>11025</b>	<b>0.01%</b>	<b>0</b>	<b>0</b>
5	5	To approve the appointment of Mr. Sanjay Munshi, (DIN: 08355427) as a Whole Time Director of the company for period of 3 years w.e.f. February 12, 2019.	Special	Remote E-Voting	33	126964994	99.99%	6	11025	0.01%	0	0
				Poll at AGM	33	3546286	100%	0	0	0%	0	0
				<b>Total</b>	<b>66</b>	<b>130511280</b>	<b>99.99%</b>	<b>6</b>	<b>11025</b>	<b>0.01%</b>	<b>0</b>	<b>0</b>
6	6	To approve the re-appointment of Mr. Gulu Mirchandani, (DIN: 00026664) as a Chairman and Managing Director of the company for period of 3 years w.e.f. December 01, 2019.	Special	Remote E-Voting	34	126965994	99.99%	5	10025	0.01%	0	0
				Poll at AGM	33	3546286	100%	0	0	0%	0	0
				<b>Total</b>	<b>67</b>	<b>130512280</b>	<b>99.99%</b>	<b>5</b>	<b>10025</b>	<b>0.01%</b>	<b>0</b>	<b>0</b>



Handwritten signature and date: 28/08/19

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
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
7	7	To approve the re-appointment of Mr. Carlton Pereira, (DIN: 00106962) as an Independent Director of the company for a second term of 5 (five) consecutive years, i.e. up to September 2, 2024.	Special	Remote E-Voting	32	126964894	99.99%	7	11125	0.01%	0	0
				Poll at AGM	33	3546286	100%	0	0	0%	0	0
				Total	65	130511180	99.99%	7	11125	0.01%	0	0
8	8	To approve the re-appointment of Mr. Rafique Malik (DIN: 00521563) as an Independent Director of the Company for a second term of 5 (five) consecutive years, i.e. up to September 2, 2024.	Special	Remote E-Voting	32	126964894	99.99%	7	11125	0.01%	0	0
				Poll at AGM	33	3546286	100%	0	0	0%	0	0
				Total	65	130511180	99.99%	7	11125	0.01%	0	0
9	9	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020.	Ordinary	Remote E-Voting	34	126965994	99.99%	5	10025	0.01%	0	0
				Poll at AGM	33	3546286	100%	0	0	0%	0	0
				Total	67	130512280	99.99%	5	10025	0.01%	0	0



28/08/19