



18th January, 2024

Ref. No. 57/2023-2024

To, The Manager - Corporate Compliance BSE Limited 25 th 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. 25 th Floor, A Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel (East), Mumbai:-400 013
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Ref. Scrip Code: BSE - 500279, NSE - MIRCELECTR

Sub: Disclosure of Scrutinizer's Report and Voting Results in respect of the Postal Ballot, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/Madam,

This is further to our letter Ref. No. 49/2023-2024 dated 14th December, 2023 enclosing the copy of Postal Ballot Notice seeking approval of members for appointment of Ms. Nandini Ramsinghka (DIN: 03570647) as an Independent Woman Director and approval of 'MIRC Electronics Employee Stock Option Plan, 2023'.

We further inform that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company conducted the Postal Ballot as set out in the notice of Postal Ballot dated 2nd November, 2023.

Remote e-voting process concluded on Wednesday, 17th January, 2024 at 5.00 p.m. (IST) post which the scrutinizer submitted her report on the results of the postal ballot. Based on the report of the scrutinizer, we hereby inform that the members of the Company have duly passed the special resolutions for the appointment of Ms. Nandini Ramsinghka (DIN: 03570647) as an Independent Woman Director of the Company and for approval of the 'MIRC Electronics Employee Stock Option Plan, 2023'.

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

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



OWNER'S PRIDE

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of the Voting Results and Scrutinizer's Report in this behalf for your record.

The Voting Results and the Scrutinizer's Report are being uploaded on the Company's website www.onida.com.

Thanking you.

for MIRC Electronics Limited

Gulu L. Mirchandani
Chairman & Managing Director
DIN: 00026664

Encl: A/a

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Ragini Chokshi & Co.

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

Tel. : 022-2283 1120
022-2283 1134

Date : 18/01/2024

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
MIRC Electronics Limited
CIN: L32300MH1981PLC023637
Onida House, G-1, M.I.D.C, Mahakali Caves Road,
Andheri (East), Mumbai 400 093

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practicing Company Secretaries, having office at 34, 5th Floor, Kamer Building, Cawasji Patel Street, Mumbai 400 001, have been appointed as the Scrutinizer by the Board of Directors of MIRC Electronics Limited (the "Company") at its Meeting held on November 2, 2023, for Scrutinizing Postal Ballot process conducted in accordance with the Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") for holding general meetings/conducting Postal Ballot process through Remote e-voting vide General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 read with latest circular being No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars"), and Secretarial Standard on General Meetings ("SS-2"), in a fair and transparent manner in respect of the Special Resolutions stated in the Postal Ballot Notice ("Notice") dated November 2, 2023:

1. Approval of appointment of Ms. Nandini Mansinghka as an Independent Woman Director of the Company.
2. Approval of 'MIRC Electronics Employee Stock Option Plan, 2023'.

We, submit our report as under:

- 1) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder including Circulars issued by the MCA.

- 2) In accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), the Company has completed dispatch of Notice to the Members of the Company, whose name appeared on the Register of Members/Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, December 8, 2023 through e-mail on Thursday, December 14, 2023, to those Members whose e-mail IDs were registered with the Company/Depository Participant(s).
- 3) In accordance with the provisions of the Companies Act, 2013, the Company has published advertisement in newspapers i.e. Financial Express and Navshakti on Friday, December 15, 2023.
- 4) In accordance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with rules made thereunder the Company has provided to its Members, the facility to cast their vote by Remote e-voting on the resolutions set forth in the Notice. The Company has engaged the Central Depository Services (India) Limited ('CDSL') as an agency to provide Remote e-voting facility. The Remote e-voting period commenced from 9.00 a.m. (IST) on Monday, December 18, 2023 and ended at 5.00 p.m. (IST) on Wednesday, January 17, 2024.
- 5) Members whose name appeared on the Register of Members/Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, December 8, 2023 were entitled to vote on the resolution stated in the Notice.
- 6) The Remote e-voting module was disabled and blocked by CDSL for voting on Wednesday, January 17, 2024 at 5:00 p.m.
- 7) After the end of Remote e-voting period i.e. 5:00 p.m. (IST) on Wednesday, January 17, 2024, I have unblocked the electronic votes and downloaded the Remote e-voting Report from website of the CDSL (www.evotingindia.com.) in the presence of two witnesses, Mr. Durvesh Padte & Ms. Divya Gohil who are not in the employment of the Company. They have signed below in confirmation of the e-voting results being downloaded in their presence.


Mr. Durvesh Padte


Ms. Divya Gohil

- 8) Votes casted by the Members through Remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
- 9) The result of voting is as under:



Resolution No. 1: Special Resolution

1. Approval of appointment of Ms. Nandini Mansinghka as an Independent Woman Director of the Company:

Details of Remote e-voting

Remote e-voting		
1.	Number of Members who participated in e-voting	177
2.	Number of Valid E-voters	177
3.	Number of Invalid E-voters	-

Summary of Remote e-voting

Particulars	Remote e-voting		
	No. of Members	No. of shares	% of shares voted
Assented to Resolution	155	126,736,975	99.99
Dissented to Resolution	22	8,150	0.01
Invalid Votes	0	0	0
Total valid votes	177	126,745,125	100

No. of Members who cast their vote	No. of shares voted by them	% of total Paid up Equity Share Capital
177	126,745,125	54.88

Resolution No. 2: Special Resolution

Approval of 'MIRC Electronics Employee Stock Option Plan, 2023' :

Details of Remote e-voting

Remote e-voting		
1.	No. of Members who participated in e-voting	175
2.	No. of Valid E-voters	175
3.	No. of Invalid E-voters	0

Summary of Remote e-voting

Particulars	Remote e-voting		
	No. of Members	No. of shares	% of shares voted
Assented to Resolution	141	126,713,841	99.98
Dissented to Resolution	34	31,094	0.02
Invalid Votes	0	0	0
Total valid votes	175	126,744,935	100

No. of Members who cast their vote	No. of shares voted by them	% of total Paid up Equity Share Capital
175	126,744,935	54.88



10) Based on the aforesaid results, I report that, All the Special Resolutions as stated in the Postal Ballot Notice dated November 2, 2023, have been passed with requisite majority.

11) All the relevant records of voting process given/provided/maintained in electronic mode will be provided to the Company Secretary of the Company for safe keeping.

You may accordingly declare the result of the Remote e-voting.


Thanking You,

Place: Mumbai

Date: January 18, 2024

Countersigned
for MIRC Electronics Limited




Gulu Mirchandani
Chairman & Managing Director
DIN: 00026664

For Ragini Chokshi & Co,
Company Secretaries



Ragini Chokshi
Membership No -F2390
C.P. No- 1436
UDIN : F002390E003250131



Mirc Electronics Ltd

Resolution Required :Special			1 - Approval of appointment of Ms. Nandini Mansinghka as an Independent Woman 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	123242638	123212111	99.9752	123212111	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
	Total		123212111	99.9752	123212111	0	100.0000	0.0000
Public Institutions	E-Voting	2311967	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	105398014	3533014	3.3521	3524864	8150	99.7693	0.2307
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3533014	3.3521	3524864	8150	99.7693	0.2307
Total		230952619	126745125	54.8793	126736975	8150	99.9936	0.0064

Mirc Electronics Ltd

Resolution Required :Special			2 - Approval of 'MIRC Electronics Employee Stock Option Plan, 2023'					
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	123242638	123212111	99.9752	123212111	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
	Total		123212111	99.9752	123212111	0	100.0000	0.0000
Public Institutions	E-Voting	2311967	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	105398014	3532824	3.3519	3501730	31094	99.1199	0.8801
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3532824	3.3519	3501730	31094	99.1199	0.8801
Total		230952619	126744935	54.8792	126713841	31094	99.9755	0.0245