

Date: December 09, 2024

To

Listing Compliance Department
M/s. BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Scrip code: 532850

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 Symbol: MICEL

Dear Sir/Madam,

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to the intimation submitted on December 06, 2024, we are enclosing herewith the Postal Ballot Notice together with Explanatory Statement, seeking approval of the Members for the Resolutions as mentioned in the Postal Ballot Notice dated December 06, 2024.

In compliance with the Ministry of Corporate Affairs General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, No. 09 / 2024 dated September 19, 2024 and the Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024,

The Postal Ballot Notice along with the Explanatory Statement, is being sent to the Members whose names have appeared in the Register of Members / Register of Beneficial Owners received from Venture Capital and Corporate Investments Private Limited, Registrar and Share Transfer Agents of the Company ("VCCIPL") and the Depositories as on **Friday, December 06, 2024** ("Cut-off date") and whose e-mail IDs are registered with the Company / Depositories.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to the Members. The e-voting facility will be available from **09:00 AM (IST) on Wednesday, December 11, 2024 to 05:00 PM (IST) on Thursday, January 09, 2025**. The consolidated voting results of postal ballot and e-voting will be declared on or before **Saturday, January 11, 2025**.

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: cs@mic.co.in.



The Postal Ballot Notice along with instructions regarding e-voting has also been uploaded on the website of the Company, viz. www.mic.co.in, and on the websites of Stock Exchanges, i.e., BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com).

Request you to take the same on record and oblige.

Thanking you
for **MIC Electronics Limited**



Lakshmi Sowjanya Alla
Company Secretary & Compliance officer

Encl: Postal Ballot Notice.

Notice of Postal Ballot (“Notice” or “Postal Ballot Notice”)

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below))

Dear Members.

NOTICE of Postal Ballot (“Notice”) is hereby given to the shareholders of MIC Electronics Limited (the “Company”) pursuant to the provisions of Section 108 and 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively “the Act”, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standards issued by Institute of Company Secretaries of India on General Meetings (“SS-2”), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for conducting postal ballot process through e-voting vide General Circulars Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, No. 09 / 2024 dated September 19, 2024 and the Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“Circulars”) any other applicable laws, rules and regulations and read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of special resolution for matter as considered in the Resolution appended below is proposed by the Board of Directors of the Company to be passed by the Members of MIC Electronics Limited (“the Company”) through postal ballot by way of remote electronic voting (“Postal Ballot”).

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with Venture Capital and Corporate Investments Private Limited (“VCCIPL”), the Company’s Registrar and Share Transfer Agent, and / or the Depository Participant(s). The hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company recommends approval of the shareholders for the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are annexed hereto.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent **on or before Thursday, January 09, 2025** (5.00 p.m. IST) by means of remote e-voting facility provided by the Company.

CIN: L31909TG1988PLC008652

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Telephone No’s: +91 40 27122222; +91 40 27133333 | Website: www.mic.co.in | Email id: cs@mic.co.in.



The Board of Directors of the Company (“the Board”) has appointed Mr. Y. Ravi Prasada Reddy (Membership No. F5783), Proprietor of M/s. RPR & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot (e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 and they have communicated their willingness to be appointed as Scrutinizer. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting from **09:00 AM (IST) on Wednesday, December 11, 2024 to 05:00 PM (IST) on Thursday, January 09, 2025**. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Central Depository Services Limited (‘CDSL’) for the purpose of providing remote e-voting facility to its Members. After completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Managing Director of the Company or to any other person authorized by him.

The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer’s Report will be made available on the website of the Company at www.mic.co.in and intimated to the Stock Exchanges, where the shares of the Company are listed, on or before **Saturday, January 11, 2025**. Additionally, the results will also be uploaded on the website of NSDL at www.evotingindia.com. The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **Thursday, January 09, 2025**.

SPECIAL BUSINESS

1. To consider the appointment of Mr. Penumaka Venkata Ramesh (DIN: 02836069) as an Independent Director of the Company for a term of 5 years w.e.f. October 15, 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 recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Penumaka Venkata Ramesh (DIN: 02836069) who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. October 15, 2024 having Independent Director Certificate No.: IDDB-DI-202409-065224, who meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from October 15, 2024 to October 14, 2029.

RESOLVED FURTHER THAT Mr. Penumaka Venkata Ramesh (DIN: 02836069), be and is hereby elected as Chairperson of the Board of Directors with effect from October 15, 2024 and he shall remain as Chairperson unless otherwise decided by the Board.

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.”

2. Approval of the material related party transactions 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 wholly-owned 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 ₹ 50,00,00,000/- (Rupees Fifty Crores), proposed to be entered during FY 2025-26 for availing/rendering of services, Purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses,

subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing 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 authorized 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) / Authorized 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."

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time."

3. **Approval of the material Related Party Transaction(s) with M/s. MICK Digital India 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. MICK Digital India Limited ('MICK')**, a wholly-owned 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 MICK, for an aggregate value of up to ₹ 50,00,00,000/- (Rupees Fifty Crores), proposed to be entered during FY 2025-26 for availing/rendering of services, Purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing 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 authorized 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) / Authorized 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."

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time."

4. **Approval of the material 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 ₹ 50,00,00,000/- (Rupees Fifty Crores), proposed to be entered during FY 2025-26 for availing/rendering of services, Purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

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."

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time."

Place: Hyderabad
Date: December 06, 2024

By the Order of the Board
For MIC Electronics Limited

Sd/-
Lakshmi Sowjanya Alla
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), each as amended and any other related provisions of the Act (including any statutory modifications or re-enactment thereof, for the time being in force) setting out material facts of the aforesaid items (Resolutions) is annexed hereto as **Annexure I** and forms part of this Postal Ballot Notice.
2. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., **Thursday, January 09, 2025**. Members may send their requests to cs@mic.co.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
3. The Company has appointed Mr. Y Ravi Prasada Reddy (Membership No. FCS 5783 and Certificate of Practice No.5360), Proprietor of RPR & Associates, Company Secretaries, Hyderabad, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny on or before **Saturday, January 11, 2025**. The Chairman, or any other person authorised by the Chairman, shall declare the results of the voting forthwith and the same will be communicated to the National Stock Exchange of India Limited and the BSE Limited and shall also be available on the Company’s website (www.mic.co.in) and on Central Depository Services (India) Limited (CDSL) weblink (www.evotingindia.com) as also displayed at the Registered Office of the Company. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e., **Thursday, January 09, 2025**, in terms of SS-2.
4. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e., Telugu) and shall be hosted on the Company’s website at www.mic.co.in. The said notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.

Cut-off Date

5. **The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is December 06, 2024 (hereinafter referred to as the “Cut-off Date”).**

A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares and partly paid-up shares as on the Cut-off Date only i.e. **December 06, 2024**, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

Dispatch of Postal Ballot Notice

6. This Postal Ballot Notice is being sent in electronic form to all the shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date and who have registered their email address in respect of electronic holdings with

the Depository through the concerned Depository Participants and in respect of physical holdings with VCCIPL.

7. Shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off date will only be considered eligible for the purpose of e-voting and such shareholders are requested to record their assent or dissent through remote e-voting facility only and **hard copy of this Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the shareholders for this Postal Ballot.**
8. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. The vote in this Postal Ballot cannot be exercised through proxy. Shareholders are requested to provide their assent or dissent through remote e- Voting only.
9. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to nonregistration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
10. A copy of this Postal Ballot Notice, Explanatory Statement and remote e-voting instructions are available on the Company's website (www.mic.co.in), CDSLs weblink at (www.evotingindia.com) and also on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

Remote E-Voting:

11. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the CDSLs remote e-voting facility to the shareholders to exercise their right to vote on the proposed resolutions electronically ("remote e-voting") through this Postal Ballot Notice.
12. **The remote e-voting period commences on Wednesday, December 11, 2024 (09:00 AM IST) to Thursday, January 09, 2025 (5.00 PM IST).** During this period, the shareholders of the Company holding fully paid-up and partly paid-up shares, either in physical form or in de-mat form, as on the Cut-off Date i.e., **December 06, 2024** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolutions is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
13. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at info@vccipl.com In case they are already registered for remote e-voting, they can use their existing User ID and password for e-voting.
14. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual de-mat account holders', by way of a single login credential, through their de-mat





accounts / websites of Depositories / Depository Participant(s) (“DP”). The detailed procedure for remote e-voting is given below.

15. The procedure for remote e-voting is as under:

Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in de-mat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in De-mat 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. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website https://www.cdslindia.com/ and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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/myeasitoken/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 https://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 e-voting 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 NSDL IDeAS facility, please visit the https://eservices.nsd.com. Open web browser by typing the following URL: https://eservices.nsd.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is



	<p>available at https://eservices.nSDL.com/ Select "Register Online for IDeAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 hold 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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders (holding securities in de-mat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your de-mat 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.</p>

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 de-mat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in De-mat 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 22-23058542-43.
Individual Shareholders holding securities in De-	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at

mat mode with NSDL

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.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the **EVSN 241203008** for the relevant on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) 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.
- (xi) 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, yvavifcs@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.
- (xii) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.
- 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.
 - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - 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.
- (xiii) 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 or to the Company Secretary of the Company @ cs@mic.co.in or to the Scrutinizer of the Postal Ballot Mr. Y Ravi Prasada Reddy yvavifcs@gmail.com.

ANNEXURE I TO POSTAL BALLOT NOTICE EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

The following Explanatory Statement sets out all material facts relating to the special business set out in the accompanying notice of the Postal Ballot dated January 05, 2024.

Item No. 1:

The Board of Directors appointed Mr. Penumaka Venkata Ramesh aged 65 years, as an Additional Director (Independent Director) of the Company, with effect from October 15, 2024 under Section 149, 150 and 152 of the Companies Act, 2013 and Article 86 of the Articles of Association of the Company.

Mr. Penumaka Venkata Ramesh (DIN: 02836069), was elected as Chairperson of the Board of Directors with effect from October 15, 2024 and he shall remain as Chairman unless otherwise decided by the Board.

Pursuant to amendment (effective from January 01, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Penumaka Venkata Ramesh 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. Penumaka Venkata Ramesh 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 from Mr. Penumaka Venkata Ramesh signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Penumaka Venkata Ramesh.

In the opinion of the Board, Mr. Penumaka Venkata Ramesh 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 his appointment. Mr. Penumaka Venkata Ramesh 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. Penumaka Venkata Ramesh has 40 years of senior executive leadership experience with the governments, international development organisations, and corporate enterprises in countries across Asia-Pacific, West Asia, Arab States, Europe, East and Southern Africa regions. He held senior assignments with Government of Andhra Pradesh, Government of India, United Nations Office for Project Services (UNOPS), United Nations Population Fund (UNFPA), International Fund for Agricultural Development (IFAD), World Bank, REC Ltd, UNO headquarters in New York and IFAD in Rome. His last assignment with the government was the principal advisor and chief-of-staff to the chief minister of Andhra Pradesh state in the rank of Cabinet Minister. Mr. Penumaka Venkata Ramesh (DIN: 02836069) is holding Independent Director Certificate No.: IDDB-DI-202409-065224.

Directorship(s) / Membership(s) in other Companies:

Directorship: S2W Agritech Private Limited & Sprint Management Consultants Private Limited

Membership: S2W Agritech Private Limited & Sprint Management Consultants Private Limited

Mr. Penumaka Venkata Ramesh 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 in Administration of well-governed large organizations, with an understanding of organizational 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. Administrative Experience – Experience in handling administration management of a large organization along with an understanding of accounting and financial statements.

The other details of Mr. Penumaka Venkata Ramesh 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 to this Notice.

Mr. Penumaka Venkata Ramesh is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any share in 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. Penumaka Venkata Ramesh shall be sitting fee and commission as permitted under the Companies Act, 2013.

The Board of Directors consider the appointment of Mr. Penumaka Venkata Ramesh as an Independent Director is in the interest of the Company and recommends the Special Resolution as set out at item no. 1 of this Notice for approval of Members.

Except Mr. Penumaka Venkata Ramesh, 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.

Annexure

Details of Director(s) seeking appointment/ re-appointment/ regularization pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 is given below:

A	Name	Mr. Penumaka Venkata Ramesh
B	Brief Profile	
	i) Age	65 years
	ii) Educational Qualification	<ul style="list-style-type: none"> • Bachelor of Medicine & Bachelor of Surgery, Christian Medical College, Vellore. • Residency in General Surgery (MS), Guntur Medical College, Guntur. • Indian Administrative Service (IAS) Officer's course, National Academy of Mussoorie. • Bachelor of Law (LLB). • Certificate in Financial Markets-Yale University, USA. • Certificate in Technology and Development-Harvard Kennedy School, USA.

	iii) Experience in specific functional area	Ramesh has 40 years of senior executive leadership experience with the governments, international development organisations, and corporate enterprises in countries across Asia-Pacific, West Asia, Arab States, Europe, East and Southern Africa regions. He held senior assignments with Government of Andhra Pradesh, Government of India, United Nations Office for Project Services (UNOPS), United Nations Population Fund (UNFPA), International Fund for Agricultural Development (IFAD), World Bank, REC Ltd, UNO headquarters in New York and IFAD in Rome.
	iv) Date of appointment on the board of the Company	October 15, 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. S2W Agritech Private Limited 2. Sprint Management Consultants Private Limited
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of Rs.02/- each held by the Director	500
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

Item No. 2, 3 & 4:

To Approve related party transactions for FY 2025-26 with M/s. SOA Electronics Trading LLC (SOA), M/s. MICK Digital India Limited (MICK) and M/s. RRK Enterprise Private Limited (RRK):

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. 2, 3 & 4 may or may not be at arm's length and in the ordinary course of business of the Company.

In terms of Regulation 23 of the SEBI Listing Regulations, inter alia, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of

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an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

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. 2, 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, MICK 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 November 12, 2024.

Further, the said transactions may 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 Managing Director of M/s. MIC Electronics Limited and Director of MICK Digital India Limited.

The Board recommend the Resolution Nos. 2, 3 & 4 of the Notice for approval of the members by way of an Ordinary Resolutions.

For Item No: 4

Information required to be disclosed in the Explanatory Statement under Regulation 23 of SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No	Description	Details
1	Name of the Related Party	RRK Enterprise Private Limited
2	Nature of Relationship	Holding Company
3	Name of Director(s) or Key Managerial personnel who is related,	Mr. Kaushik Yalamanchili



	if any	
4	Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement	The Company may have recurring transactions for the financial year 2025-26 with respect to availing/ rendering of services, Purchase/ sale of goods, purchase of fixed assets, other operating revenue/other income/recovery of expenses. The aggregate value of the Related party transaction shall not exceed INR 50 Crores.
5	Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any	Short term loans repayable on demand.
6	Percentage of the Company's annual consolidated turnover, for the financial year 2024-25	100%
7	Details about valuation/ arm's length and ordinary course of business	The pricing mechanism for recurring transactions is established based on past practices, adhering to the Arm's Length Principle Therefore, these transactions are conducted in the ordinary course of business and on an arm's length basis.
8	Justification as to why it is in the interests of the company	These transactions will support the company's long-term and short-term strategic goals.
9	Any other information that is relevant or important for the members to take a decision on the proposed resolution / Any other information that may be relevant	Nil

By the Order of the Board
For MIC Electronics Limited

Place: Hyderabad
Date: December 06, 2024

Sd/-
Lakshmi Sowjanya Alla
Company Secretary & Compliance Officer