

December 22, 2014

To, 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
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Dear Sir/Madam,

Script Code: BSE - 500279, NSE - MIRCELECTR

Sub: Result of Postal Ballot (Including E-voting) & Scrutinizer's Report.

We have to inform you that the Members of the Company through the postal ballot (physical / electronic voting) have approved all items as Special Resolutions set forth in the postal ballot notice dated November 07, 2014 on December 22, 2014 are as given below;

1. Approval of Borrowing Limits of the Company
2. Approval for creation of charges on the assets of the Company
3. Re-appointment of Mr. Kaval G. Mirchandani, a relative of Directors as 'Vice President - Corporate Strategy'

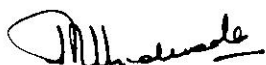
We are enclosing herewith Scrutinizer's Report of Mr. Nilesh G. Shah, Practicing Company Secretary on the Result of postal ballot (including e-voting).

Kindly bring to the notice of the members and oblige.

Thanking You,

Yours truly,

For MIRC Electronics Limited



Aashay Khandwala
Head - Corporate Affairs,
Legal & Company Secretary

Encl: A/a

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

Ref: _____

Report of Scrutinizer In Respect of Postal Ballot Process
[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
Onida House, G-1, MIDC,
Mahakali Caves Road,
Andheri (East),
Mumbai 400 093

Dear Sir,

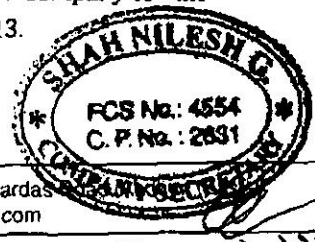
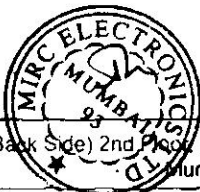
SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of MIRC Electronics Limited ('the Company') has vide resolution passed on 07th November, 2014, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolution as set out in the notice dated 07th November, 2014:

- ❖ To approve borrowing Limits for the Company under Section 180(1)(c) of the Companies Act, 2013;
- ❖ For creation of Charge on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013;
- ❖ Re-appointment of Mr. Kaval G. Mirchandani, a relative of Directors as 'Vice President - Corporate Strategy'

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of clause 35B(i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited.

I, Mr. Nilesh G. Shah, was appointed as a Scrutinizer by MIRC Electronics Limited for the purpose of the conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matters as required under the provisions of the Companies Act, 2013.



211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas
Mumbai - 400 069. Tel : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel : 2836 3419 Email : ngshah.cs@gmail.com

20/12/2014

Company Secretaries

Ref _____

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice of Postal Ballot dated 07th November, 2014 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date of 7th November, 2014 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the Shareholders of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to 06.00 p.m. on Friday, 19th December, 2014, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from Tuesday 18th November, 2014 at 09.00 a.m. up to Friday, 19th December, 2014 till 6.00 p.m.
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.



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7. The details containing list of Shareholders who voted 'for' or 'against' the resolution put to vote was downloaded from the e-voting website of CDSL.
8. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the shareholders through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
10. A summary of the Postal Ballot Forms received and votes casted (including e-voting) by Shareholders of the Company is as under:

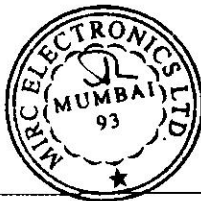
Resolution No: 1 : Approval of Resolution for Borrowing Limits of the Company (Special Resolution):

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	75	24081527	99.98
Voting Through Electronic Means	27	105774893	99.99
Total	102	129856420	99.98

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	8	5829	0.02
Voting Through Electronic Means	8	16366	0.01
Total	16	22195	0.02



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20/12/2014

NILESH G. SHAH

B. Com. LLB (G), F.C.S

Company Secretaries

Ret _____

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	30	15824
Voting Through Electronic Means	0	0
Total	30	15824

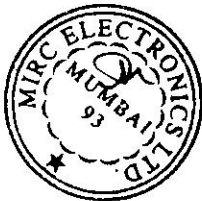
Resolution No: 2 : Approval for creation of charges on the assets of the Company (Special Resolution):

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	75	24082511	99.98
Voting Through Electronic Means	26	105774393	99.98
Total	101	129856904	99.98

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	8	4845	0.02
Voting Through Electronic Means	9	16866	0.02
Total	17	21711	0.02



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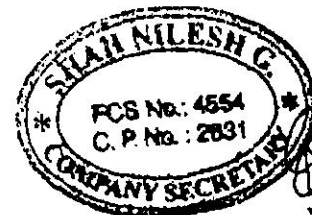
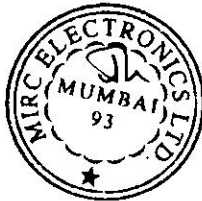
Resolution No: 3 : Re-appointment of Mr. Kaval G. Mirchandani, a relative of Directors as 'Vice President - Corporate Strategy' (Special Resolution):

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	72	24029388	99.96
Voting Through Electronic Means	23	88592767	99.98
Total	95	112622155	99.98

Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	9	8668	0.04
Voting Through Electronic Means	11	17893	0.02
Total	20	26561	0.02



29/12/2014

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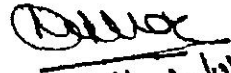
(ii) Invalid Votes:

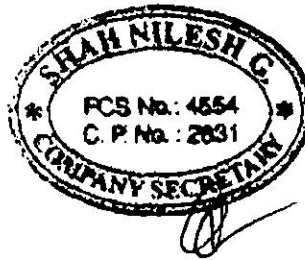
Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	32	65124
Voting Through Electronic Means	1	17180599
Total	33	17245723

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary for safe keeping.

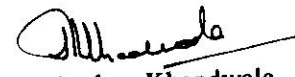
Recommendation: The resolutions should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,


20/12/2014
Nilesh G. Shah
Practicing Company Secretaries
Membership No. : FCS 4554
CP No. 2631
Place: Mumbai
Dated: 20.12.2014



CERTIFIED TRUE COPY
For MIRC Electronics Limited


Aashay Khandwala
Head - Corporate Affairs,
Legal & Company Secretary