



OWNER'S PRIDE

POSTAL BALLOT RESULTS

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and amended from time to time, the consent of the members of the Company had been sought by means of postal ballot and e-voting for the approval of the preferential issue of warrant as detailed out in the notice dated May 13, 2015. The last date for receipt of the postal ballot forms from the members of the Company was June 24, 2015.

Accordingly, the Company has made necessary arrangements for conducting postal ballot and e-voting process in fair and transparent manner. The Company has engaged Central Depository Services (India) Limited (CDSL), Mumbai to provide e-voting facility to the members of the Company. The Company has appointment Mr. Nilesh G. Shah, Practicing Company Secretary, as a scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

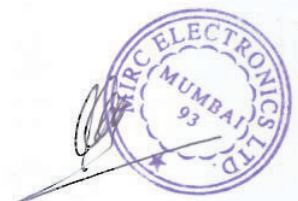
After completion of scrutiny of the ballot paper received and vote casts through e-voting, the scrutinizer Mr. Nilesh G. Shah has submitted his report on June 25, 2015.

Pursuant to receipt of the scrutinizer report, the result of the postal ballot and e-voting are hereby declared today i.e. June 26, 2015. The details of resolution along with summary of e-voting and postal ballot are given below:

Resolution No: 1: Preferential issue of warrant under section 42, 62(1)(c) of the Companies Act, 2013 (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	59	19084418	99.99
Voting Through Electronic Means	27	109934585	99.99
Total	86	129019003	99.99



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



OWNER'S PRIDE

(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	4	1453	0.01
Voting Through Electronic Means	5	15540	0.01
Total	9	16993	0.01

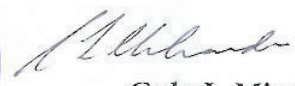
(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	8	9196
Voting Through Electronic Means	0	0
Total	8	9196

Based on the scrutinizer report as summarized above, it is declared that the resolution is duly passed with requisite majority.

For MIRC Electronics Limited




Gulu L. Mirchandani
Chairman & Managing Director

Place: Mumbai

Date: June 26, 2015

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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, M.I.D.C.,
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 Committee of Board of Directors of MIRC Electronics Limited ('the Company') has vide resolution passed on 13th May, 2015, 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 13th May, 2015:

- Preferential issue of warrant under section 42, 62(1)(c) of the Companies Act, 2013.

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, Nilesh G. Shah, was appointed as a Scrutinizer by MIRC Electronics Limited for the purpose of 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.

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

Countersigned by
For Mirc Electronics Limited

[Signature]

Chairman & Managing Director

21st Floor, 21st and 22nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardes Road, Andheri (East), Mumbai - 400 093
Tel: 2836 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 3416 Email: ngshah.cs@gmail.com



Ref _____

by the Central Depository Services Limited ('CDSL'), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice of Postal Ballot dated 13th May, 2015 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 08th May, 2015 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 to cast 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 Wednesday, 24th June, 2015, 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 Monday, 25th May, 2015 at 09.00 a.m. up to Wednesday, 24th June, 2015 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.
7. The details containing list of Shareholders who voted 'for' or 'against' the resolution 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.

Countersigned by
For Mirc Electronics Limited

A. M. Mahabadi

Chairman & Managing Director

211 (B) 1st Floor, Smta Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Anchar (East),
Mumbai - 400 068 Tel.: 2820 7824 / 2820 3582 E-mail: nilesh@ngshah.com

211 (B) 1st Floor, Smta Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Anchar (East), Mumbai - 400 068.
Tel.: 2836 3419 E-mail: nsshah.cs@gmail.com



Ref: _____

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: Preferential issue of warrant under section 42, 62(1)(c) of the Companies Act, 2013 (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
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(iii) Invalid Votes:

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Voting Through Electronic Means	0	0
Total	8	9196

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

Counter Signed by
For Mirc Electronics Limited


Chairman & Managing Director

211 (Balk Shree) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Mumbai - 400 083, Tel: 2820 7824 / 2820 3582 E-mail: nilesh@ngshah.com

304-A, Poojara Sagar, Poojara Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel: 2836 3415 Email: ngshah.cs@gmail.com



25/06/15

NILESH G. SHAH B. Com. (LL.B.), F.C.S.

Company Secretaries

Ref. _____

Recommendation:

The resolution 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.

Thanking You,

(Signature)
.. 25/06/15

Nilesh G. Shah
Practicing Company Secretaries
Membership No.: FCS 4554
CP No. 2631

Place: Mumbai

Dated: 25.06.2015



Countersigned by
For Mirc Electronics Limited

(Signature)
Chairman & Managing Director

MIRC ELECTRONICS LIMITED

Date of the AGM/EGM/Declaration of result of Postal Ballot (Including e-voting):	26.06.2015
Total number of shareholders on record date (cutoff date for reckoning the voting rights of the shareholders) i.e. 8th May, 2015.	60676
No. of shareholders present in the meeting either in person or through proxy:- Promoters and Promoter Group Public	Postal Ballot Postal Ballot
No. of Shareholders attended the meeting through Video Conferencing:- Promoters and Promoter Group Public	Postal Ballot Postal Ballot

Details of Agenda:

Resolution No. 1 : Preferential issue of warrant under section 42, 62(1)(c) of the Companies Act, 2013.

Resolution Required : Special Resolution

Mode of Voting : Postal Ballot (Including e-voting)

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	122192638	122192638	100.00	122192638	0	100.00	
Public Institutional Holders	1018908	0	0.00	0	0	0.00	0.00
Public-Others	73022656	6852554	9.38	6826365	16993	99.62	0.25
Total	196234202	129045192	65.76	129019003	16993	99.98	0.01

Invalid Votes

9196

For Mirc Electronics Limited



Chairman & Managing Director