

**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 34<sup>th</sup> Annual General Meeting of**  
**Shareholders of MIRC Electronics Limited**  
Held on 21<sup>st</sup> August, 2015  
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 and postal ballot voting) on the resolutions as per the Annexure attached at the 34<sup>th</sup> Annual General Meeting of the Equity Shareholders of MIRC Electronics Limited held on 21<sup>st</sup> August, 2015 at 3.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes 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. Ms. Nidhi Kapashi and Mr. Jimit 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 Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll (including voting through remote e-voting and postal ballot 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.

Countersigned by  
C/o 211, Bldg. No.1, Sona Udyog Industrial Estate, Parsi Panchayat Road, Extn. of  
of Old Nagardas Road, Andheri (East), Mumbai - 400 069, (M) +91 9819196693

**For Mirc Electronics Limited**

**Chairman & Managing Director**



# Mahesh M. Darji

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

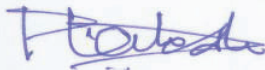
**Note:** Shareholders had been provided the facility of Remote E-voting and Postal ballot voting also. This report contains the result of consolidated voting (i.e. Remote E-voting, Postal Ballot Voting and through Poll at AGM) casted by the shareholders.

**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,

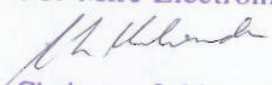


**Mahesh Darji**  
**Practicing Company Secretary**  
**Membership No. FCS 7175**  
**CP No. 7809**



Place: Mumbai

Date: 22/8/15

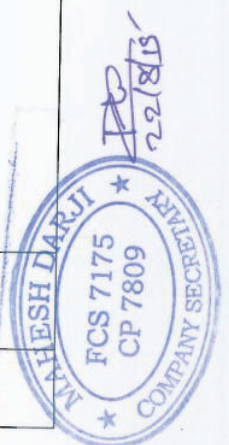
Countersigned by  
**For Mirc Electronics Limited**  
  
**Chairman & Managing Director**



Annexure to the Scrutinizer's Report

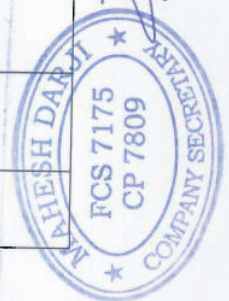
Result of Voting (through remote e-voting, postal ballot voting and physical ballot / poll at AGM):

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 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	Adoption of the audited financial statements along with consolidated audited financial statements of the Company for the year ended 31 <sup>st</sup> March, 2015	Ordinary	Remote E-Voting	26	110728638	99.99	03	140	0	0	0	
				Poll at AGM	41	19033578	100	0	0	04	398		
				Postal Ballot	01	03	100	0	0	01	70		
				<b>Total</b>	<b>68</b>	<b>129762219</b>	<b>99.99</b>	<b>03</b>	<b>140</b>	<b>0.01</b>	<b>05</b>	<b>468</b>	
2	2	Re-appointment of Mr. Gulu L. Mirchandani, as Director of the Company liable to retire by rotation	Ordinary	Remote E-Voting	24	110728627	99.99	05	151	0	0	0	
				Poll at AGM	41	19033578	100	0	0	04	398		
				Postal Ballot	01	03	100	0	0	01	70		
				<b>Total</b>	<b>66</b>	<b>129762208</b>	<b>99.99</b>	<b>05</b>	<b>151</b>	<b>0.01</b>	<b>05</b>	<b>468</b>	
3	3	Ratification of appointment of Statutory auditors of the Company and to fix their remuneration	Ordinary	Remote E-Voting	26	110728638	99.99	03	140	0	0	0	
				Poll at AGM	41	19033578	100	0	0	04	398		
				Postal Ballot	0	0	0	01	03	100	01	70	
				<b>Total</b>	<b>67</b>	<b>129762216</b>	<b>99.99</b>	<b>04</b>	<b>143</b>	<b>0.01</b>	<b>05</b>	<b>468</b>	



Countersigned by  
For Mirc Electronics Limited  
*(Signature)*

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 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	Approval for re-appointment of Mr. Vijay J. Mansukhani as a Managing Director of the Company and remuneration payable to him	Special	Remote E-Voting	24	110728627	99.99	05	151	0.01	0	0	
				Poll at AGM	41	19033578	100	0	0	0	398		
				Postal Ballot	0	0	0	01	03	100	01	70	
				Total	65	129762205	99.99	06	154	0.01	05	468	
5	5	Approval for the modification of the remuneration payable to Mr. Gulu L. Mirchandani, Chairman and Managing Director of the Company	Special	Remote E-Voting	24	110728627	99.99	05	151	0.01	0	0	
				Poll at AGM	41	19033578	100	0	0	0	398		
				Postal Ballot	0	0	0	01	03	100	01	70	
				Total	65	129762205	99.99	06	154	0.01	05	468	
6	6	Approval for remuneration of the Cost Auditors for the financial year ending March 31, 2016	Ordinary	Remote E-Voting	25	110728628	99.99	04	150	0.01	0	0	
				Poll at AGM	41	19033578	100	0	0	0	398		
				Postal Ballot	0	0	0	01	03	100	01	70	
				Total	66	129762206	99.99	05	153	0.01	05	468	



Countersigned by  
For Mirc Electronics Limited

*(Signature)*  
Chairman & Managing Director