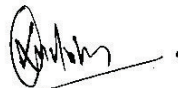


PROCEEDINGS OF THE 34<sup>TH</sup> AGM

Item No.	Particulars	Resolutions (Ordinary/Special)	Result
1	To receive, consider and adopt: (a) the audited financial statement of the Company for the financial year ended March 31, 2015; (b) the reports of the Board of Directors and Auditors thereon; (c) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.	Ordinary	Passed by requisite majority
2	Re-appointment of Mr. Gulu L. Mirchandani (Din: 0002664), as a Director who retires by rotation.	Ordinary	Passed by requisite majority
3	Ratification of appointment of statutory auditors of the Company and fixing their remuneration.	Ordinary	Passed by requisite majority
4	Re-appointment of Mr. Vijay J. Mansukhani (Din: 01041809), as a Managing Director of the Company and remuneration.	Special	Passed by requisite majority
5	Modification of remuneration of Mr. Gulu L. Mirchandani (Din: 0002664), Chairman and Managing Director of the Company.	Special	Passed by requisite majority
6	Remuneration of the Cost Auditors for the financial year ending March 31, 2016.	Ordinary	Passed by requisite majority

For MIRC Electronics Limited



Lalit Chendvankar  
Head - Corporate Affairs,  
Legal & Company Secretary

**MIRC Electronics Ltd**

Date of the AGM:	August 21, 2015
Total number of shareholders on record date:	59203
No. of shareholders present in the meeting either in person or through proxy:-	8
Promoters and Promoter Group	64
Public	8
No. of Shareholders attended the meeting through Video Conferencing:-	Not Applicable
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes In favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No.1 To receive, consider and adopt:(a) the audited financial statement of the Company for the financial year ended March 31, 2015; (b) the reports of the Board of Directors and Auditors thereon; (c) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.</b>							
<b>Mode of Voting: (Remote E-voting through CDSL)</b>							
Promoter and Promoter Group	122192638	109924600	89.96	109924600	0	100.00	0.00
Public Institutional Holders	820408	800000	97.51	800000	0	100.00	0.00
Public-Others	73221156	4178	0.01	4038	140	96.65	3.35
<b>Total(A)</b>	<b>196234202</b>	<b>110728778</b>	<b>56.43</b>	<b>110728638</b>	<b>140</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting: (Ballot paper received from postal Authorities)</b>							
Promoter and Promoter Group	122192638	0	0.00	0	0	0.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	3	0.00	3	0	100.00	0.00
<b>Total(B)</b>	<b>196234202</b>	<b>3</b>	<b>0.00</b>	<b>3</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Ballot paper received at AGM venue)</b>							
Promoter and Promoter Group	122192638	12268038	10.04	12268038	0	100.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	6765540	9.24	6765540	0	100.00	0.00
<b>Total(C)</b>	<b>196234202</b>	<b>19033578</b>	<b>9.70</b>	<b>19033578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B+C)</b>	<b>196234202</b>	<b>129762359</b>	<b>66.1263</b>	<b>129762219</b>	<b>140</b>	<b>99.99</b>	<b>0.01</b>



**MIRC Electronics Ltd**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:2: To appoint a Director in place of Mr. Gulu L. Mirchandani (DIN 00026664) who retires by rotation and being eligible, offers himself for re-appointment.</b>							
<b>Mode of Voting: (Remote E-voting through CDSL)</b>							
Promoter and Promoter Group	122192638	109924600	89.96	109924600	0	100.00	0.00
Public Institutional Holders	820408	800000	97.51	800000	0	100.00	0.00
Public-Others	73221156	4178	0.01	4027	151	96.39	3.61
<b>Total(A)</b>	<b>196234202</b>	<b>110728778</b>	<b>56.43</b>	<b>110728627</b>	<b>151</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting: (Ballot paper received from postal Authorities)</b>							
Promoter and Promoter Group	122192638	0	0.00	0	0	0.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	3	0.00	3	0	100.00	0.00
<b>Total(B)</b>	<b>196234202</b>	<b>3</b>	<b>0.00</b>	<b>3</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Ballot paper received at AGM venue)</b>							
Promoter and Promoter Group	122192638	12268038	10.04	12268038	0	100.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	6765540	9.24	6765540	0	100.00	0.00
<b>Total(C)</b>	<b>196234202</b>	<b>19033578</b>	<b>9.70</b>	<b>19033578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B+C)</b>	<b>196234202</b>	<b>129762359</b>	<b>66.13</b>	<b>129762208</b>	<b>151</b>	<b>99.99</b>	<b>0.01</b>



**MIRC Electronics Ltd**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes In favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:3 To ratify the appointment of statutory auditors of the company and to fix their remuneration</b>							
<b>Mode of Voting: (Remote E-voting through CDSL)</b>							
Promoter and Promoter Group	122192638	109924600	89.96	109924600	0	100.00	0.00
Public Institutional Holders	820408	800000	97.51	800000	0	100.00	0.00
Public-Others	73221156	4178	0.01	4038	140	96.65	3.35
<b>Total(A)</b>	<b>196234202</b>	<b>110728778</b>	<b>56.43</b>	<b>110728638</b>	<b>140</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting: (Ballot paper received from postal Authorities)</b>							
Promoter and Promoter Group	122192638	0	0.00	0	0	0.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	3	0.00	0	3	0.00	0.00
<b>Total(B)</b>	<b>196234202</b>	<b>3</b>	<b>0.00</b>	<b>0</b>	<b>3</b>	<b>0.00</b>	<b>100.00</b>
<b>Mode of Voting: (Ballot paper received at AGM venue)</b>							
Promoter and Promoter Group	122192638	12268038	10.04	12268038	0	100.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	6765540	9.24	6765540	0	100.00	0.00
<b>Total(C)</b>	<b>196234202</b>	<b>19033578</b>	<b>9.70</b>	<b>19033578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B+C)</b>	<b>196234202</b>	<b>129762359</b>	<b>66.13</b>	<b>129762216</b>	<b>143</b>	<b>99.99</b>	<b>0.01</b>



**MIRC Electronics Ltd**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding Shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
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Resolution No:4 To approve the re-appointment of Mr. Vijay J. Mansukhani (DIN 01041809) as a Managing Director of the Company and remuneration payable to him.

Mode of Voting: (Remote E-voting through CDSL)

Promoter and Promoter Group	122192638	109924600	89.96	109924600	0	100.00	0.00
Public Institutional Holders	820408	800000	97.51	800000	0	100.00	0.00
Public-Others	73221156	4178	0.01	4027	151	96.39	3.61
<b>Total(A)</b>	<b>196234202</b>	<b>110728778</b>	<b>56.43</b>	<b>110728627</b>	<b>151</b>	<b>99.99</b>	<b>0.01</b>

Mode of Voting: (Ballot paper received from postal Authorities)

Promoter and Promoter Group	122192638	0	0.00	0	0	0.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	3	0.00	0	3	0.00	0.00
<b>Total(B)</b>	<b>196234202</b>	<b>3</b>	<b>0.00</b>	<b>0</b>	<b>3</b>	<b>0.00</b>	<b>100.00</b>

Mode of Voting: (Ballot paper received at AGM venue)

Promoter and Promoter Group	122192638	12268038	10.04	12268038	0	100.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	6765540	9.24	6765540	0	100.00	0.00
<b>Total(C)</b>	<b>196234202</b>	<b>19033578</b>	<b>9.70</b>	<b>19033578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B+C)</b>	<b>196234202</b>	<b>129762359</b>	<b>66.13</b>	<b>129762205</b>	<b>154</b>	<b>99.99</b>	<b>0.01</b>



**MIRC Electronics Ltd**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:5 To approve the modification of the remuneration payable to Mr. Gulu L. Mirchandani (DIN 00026664), Chairman and Managing Director of the Company.</b>							
<b>Mode of Voting: (Remote E-voting through CDSL)</b>							
Promoter and Promoter Group	122192638	109924600	89.96	109924600	0	100.00	0.00
Public Institutional Holders	820408	800000	97.51	800000	0	100.00	0.00
Public-Others	73221156	4178	0.01	4027	151	96.39	3.61
<b>Total(A)</b>	<b>196234202</b>	<b>110728778</b>	<b>56.43</b>	<b>110728627</b>	<b>151</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting: (Ballot paper received from postal Authorities)</b>							
Promoter and Promoter Group	122192638	0	0.00	0	0	0.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	3	0.00	0	3	0.00	0.00
<b>Total(B)</b>	<b>196234202</b>	<b>3</b>	<b>0.00</b>	<b>0</b>	<b>3</b>	<b>0.00</b>	<b>100.00</b>
<b>Mode of Voting: (Ballot paper received at AGM Venue)</b>							
Promoter and Promoter Group	122192638	12268038	10.04	12268038	0	100.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	6765540	9.24	6765540	0	100.00	0.00
<b>Total(C)</b>	<b>196234202</b>	<b>19033578</b>	<b>9.70</b>	<b>19033578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B+C)</b>	<b>196234202</b>	<b>129762359</b>	<b>66.13</b>	<b>129762205</b>	<b>154</b>	<b>99.99</b>	<b>0.01</b>



**MIRC Electronics Ltd**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:6: To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016.</b>							
<b>Mode of Voting: (Remote E-voting through CDSI)</b>							
Promoter and Promoter Group	122192638	109924600	89.96	109924600	0	100.00	0.00
Public Institutional Holders	820408	800000	97.51	800000	0	100.00	0.00
Public-Others	73221156	4178	0.01	4028	150	96.41	3.59
<b>Total(A)</b>	<b>196234202</b>	<b>110728778</b>	<b>56.43</b>	<b>110728628</b>	<b>150</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting: (Ballot paper received from postal Authorities)</b>							
Promoter and Promoter Group	122192638	0	0.00	0	0	0.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	3	0.00	0	3	0.00	0.00
<b>Total(B)</b>	<b>196234202</b>	<b>3</b>	<b>0.00</b>	<b>0</b>	<b>3</b>	<b>0.00</b>	<b>100.00</b>
<b>Mode of Voting: (Ballot paper received at AGM venue)</b>							
Promoter and Promoter Group	122192638	12268038	10.04	12268038	0	100.00	0.00
Public Institutional Holders	820408	0	0.00	0	0	0.00	0.00
Public-Others	73221156	6765540	9.24	6765540	0	100.00	0.00
<b>Total(C)</b>	<b>196234202</b>	<b>19033578</b>	<b>9.70</b>	<b>19033578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B+C)</b>	<b>196234202</b>	<b>129762359</b>	<b>66.13</b>	<b>129762206</b>	<b>153</b>	<b>99.99</b>	<b>0.01</b>

