

**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 37<sup>th</sup> Annual General Meeting of**  
**Members of MIRC Electronics Limited**  
Held on Thursday, 23<sup>rd</sup> August, 2018  
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) on the resolutions as per the Annexure attached at the 37<sup>th</sup> Annual General Meeting of the Members of MIRC Electronics Limited (the Company) held on 23<sup>rd</sup> August, 2018 at 3.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box 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. Mr. Rakesh Achhpal and Ms. Khyati Trivedi 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 signatures of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. There were no poll papers which were found defective or invalid.
4. The result of the poll (including voting through remote e-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.



# Mahesh M. Darji

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

**Note:** Shareholders had been provided the facility of Remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and voting through Poll at Annual General Meeting) cast 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



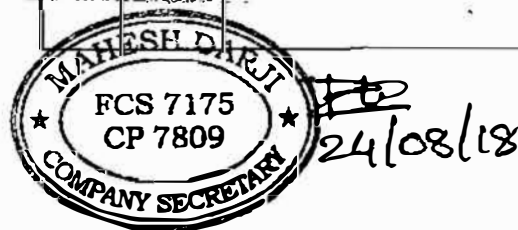
Place: Mumbai

Date: 24.08.2018

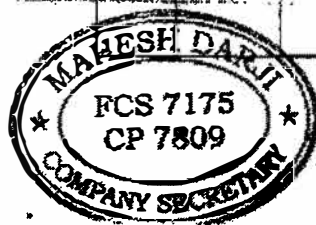
**Annexure to the Scrutinizer's Report**

**Result of Voting (through remote e-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 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	To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon	Ordinary	Remote E-Voting	30	122322349	99.99	3	6	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				<b>Total</b>	<b>55</b>	<b>127565798</b>	<b>99.99</b>	<b>4</b>	<b>7</b>	<b>0.01</b>	<b>0</b>	<b>0</b>
2	2	To appoint a Director in place of Mr. Kaval Mirchandani (DIN. 01179978), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting	29	122321349	99.99	4	1006	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				<b>Total</b>	<b>54</b>	<b>127564798</b>	<b>99.99</b>	<b>5</b>	<b>1007</b>	<b>0.01</b>	<b>0</b>	<b>0</b>
3	3	To re-appoint statutory auditors of the Company and to fix their remuneration	Ordinary	Remote E-Voting	30	122322349	99.99	3	6	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				<b>Total</b>	<b>55</b>	<b>127565798</b>	<b>99.99</b>	<b>4</b>	<b>7</b>	<b>0.01</b>	<b>0</b>	<b>0</b>



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 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	To approve modification of remuneration of Mr. Shyamsunder Dhoot, Whole-Time Director of the Company for the balance period from September 13, 2017 to February 15, 2019.	Special	Remote E-Voting	29	122322299	99.99	4	56	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	54	127565748	99.99	5	57	0.01	0	0
5	5	To approve re-appointment and remuneration of Mr. Vijay J. Mansukhani as Managing Director of the Company for period of 3 years w.e.f. April 01, 2018.	Special	Remote E-Voting	28	122321299	99.99	5	1056	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	53	127564748	99.99	6	1057	0.01	0	0
6	6	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019.	Ordinary	Remote E-Voting	30	122322349	99.99	3	6	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	55	127565798	99.99	4	7	0.01	0	0



24/08/18

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					Voting in Favour (Assent)			Voted Against (Dissent)			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		
7	7	To consider adoption of new Articles of Association of the Company.	Special	Remote E-Voting	29	122322199	99.99	4	156	0.01	0	0
				Poll at AGM	25	5243449	99.99	1	1	0.01	0	0
				Total	54	127565648	99.99	5	157	0.01	0	0



24/08/18