

December 04, 2017

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,

Sub: Compliance under Regulation 30(2) and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Script Code: BSE - 500279, NSE - MIRCELECTR

This is to inform you that Extra Ordinary General Meeting (EGM) of the Company is scheduled to be held on Wednesday, December 27, 2017 at 3.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai:-400018. In this regard and in compliance with the requirement of Regulation 30(2) read with Schedule III and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of EGM dated December 02, 2017 for your record.

The Notice of the EGM is being sent to the Members at the postal address or emailed to email address, registered with the Company/Depository participant (DP) as the case may be and is also available on the Company's website www.onida.com.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules 2015, the Company is providing remote e-voting facility to its members holding shares as on Wednesday, December 20, 2017 being the cut-off date to exercise their rights to vote by electronic means on the resolution set out in the Notice of the EGM through e-voting facilitated by Central Depository Services (India) Ltd. Remote e-voting shall commence on Sunday, December 24, 2017 (9.00 am) and ends on Tuesday, December 26, 2017 (5.00 pm).

You are requested to take the same on record and oblige.

Thanking You,

Yours truly,
For MIRC Electronics Limited


Lalit Chendvankar
Head - Corporate Affairs,
Legal & Company Secretary

Encl: A/a.

MIRC ELECTRONICS LIMITED



MIRC ELECTRONICS LIMITED

Regd. Office: Onida House, G-1, MIDC, Mahakali Caves Road, Andheri (East), Mumbai-400 093

CIN: L32300MH1981PLC023637

Email Id: investors@onida.com Website: www.onida.com

Phone No. 022-6697 5777, Fax No. 022-2820 2002

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of MIRC Electronics Limited will be held on Wednesday, December 27, 2017 at 3.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, to transact the following business:

SPECIAL BUSINESS:

1) Issue of equity shares on preferential basis:

To consider and, if thought fit, to give your assent or dissent to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules there under (the **“Act”**), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed there under as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), the Registrar of Companies (the **“RoC”**) and the Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**) and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act (**“FEMA”**) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches, on preferential basis, up to 1,92,00,000 equity shares of face value of Re. 1/- each (Rupee One only) fully paid-up for cash at issue price of Rs. 37.53/- (including premium of Rs. 36.53/-) per share determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations as on the Relevant Date, to the below mentioned proposed non-promoter allottees and on such other terms and conditions as may be approved by the Board (**“Preferential Issue”**).

Sr. No	Name of the proposed allottee	Category	PAN	No of equity shares to be proposed	Total consideration payable (Rs.)
1	Mr. Ashish Kacholia	Non Promoter-Individual	AADPK0757F	80,75,000	30,30,54,750
2	Mr. Nisarg Vakharia	Non Promoter- Individual	ADAPV9777C	10,00,000	3,75,30,000
3	Mr. Pritesh Talakshi Chedda	Non Promoter- Individual	AEWPC2898C	50,000	18,76,500
4	Mr. Sachin Kasera	Non Promoter- Individual	ALRPK7229H	5,00,000	1,87,65,000
5	Bengal Finance & Investment Pvt. Ltd.	Non Promoter- Body Corporate	AABCB7225Q	80,75,000	30,30,54,750
6	Ms. Preeti Kacholia	Non Promoter- Individual	AADPK7245A	2,00,000	75,06,000
7	Seven Hills Capital	Non Promoter-Partnership Firm	ACYFS1942H	4,00,000	1,50,12,000
8	Synthetic Fibres Trading Co.	Non Promoter-Partnership Firm	AAJFS9831L	4,00,000	1,50,12,000
9	Vrandavan Associates	Non Promoter-Partnership Firm	AARFM5001G	5,00,000	1,87,65,000
Total				1,92,00,000	72,05,76,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the equity shares is November 27, 2017 i.e. 30 days prior to the date of shareholders meeting for approving the aforesaid Preferential Issue.

RESOLVED FURTHER THAT aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The proposed allottees shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- c) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations;
- d) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and
- f) Allotment shall only be made in dematerialized form.

RESOLVED FURTHER THAT Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited & National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 1/- (Rupee One only) each of the Company.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, Mr. Gulu Mirchandani, Chairman and Managing Director and Mr. Vijay Mansukhani, Managing Director and Mr. Kaval Mirchandani, Whole Time Director and Mr. Lalit Chendvankar, Head - Corporate Affairs, Legal & Company Secretary of the Company be and are hereby severally authorised on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the aforesaid equity shares on the relevant stock exchange(s) as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the Stock Exchanges where the securities of the Company are listed, including sub-delegating the above powers to any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2) **Issue of Convertible Warrants on preferential basis:**

To consider and, if thought fit, to give your assent or dissent to the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules there under (the "**Act**"), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed there under as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Registrar of Companies (the "**RoC**") and the Stock Exchanges where the shares of the Company are listed ("**Stock Exchanges**") and subject to requisite approvals, consents,

permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act (“**FEMA**”) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot on preferential basis upto 1,92,00,000 Convertible Warrants (hereinafter referred to as the “**Warrants**”) (1 Warrant convertible into 1 Equity Share of face value of Re.1/- each) to the below mentioned proposed non-promoter allottees (hereinafter referred to as “**Warrant Holder(s)**”) being a person other than Promoter and /or Promoter Group, at a minimum price of Rs. 37.53/- (including premium of Rs. 36.53/-) per share aggregating up to a maximum amount of Rs. 72,05,76,000/- (Rupees Seventy Two Crores Five Lakhs and Seventy Six Thousand only) as may be arrived at in accordance with the SEBI ICDR Regulations as on the ‘Relevant Date’ i.e. November 27, 2017 (“**Preferential Issue**”).

Sr. No	Name of the proposed allottee	Category	PAN	No of Warrants to be proposed	Total consideration payable (Rs.)
1	Mr. Ashish Kacholia	Non Promoter-Individual	AADPK0757F	73,25,000	27,49,07,250
2	Mr. Nisarg Vakharia	Non Promoter- Individual	ADAPV9777C	20,00,000	7,50,60,000
3	Mr. Pritesh Talakshi Chedda	Non Promoter- Individual	AEWPC2898C	50,000	18,76,500
4	Mr. Sachin Kasera	Non Promoter- Individual	ALRPK7229H	10,00,000	3,75,30,000
5	Bengal Finance & Investment Pvt. Ltd.	Non Promoter- Body Corporate	AABCB7225Q	73,25,000	27,49,07,250
6	Ms. Preeti Kacholia	Non Promoter- Individual	AADPK7245A	2,00,000	75,06,000
7	Seven Hills Capital	Non Promoter-Partnership Firm	ACYFS1942H	4,00,000	1,50,12,000
8	Synthetic Fibres Trading Co.	Non Promoter-Partnership Firm	AAJFS9831L	4,00,000	1,50,12,000
9	Vrandavan Associates	Non Promoter-Partnership Firm	AARFM5001G	5,00,000	1,87,65,000
Total				1,92,00,000	72,05,76,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the Warrants is November 27, 2017 i.e. 30 days prior to the date of shareholders meeting for approving the aforesaid Preferential Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares in one or more tranches as may be required to be issued and allotted upon exercise of option by the Warrant Holder/(s) and the equity shares issued on conversion of said Warrants shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT:

- The Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and the SEBI ICDR Regulations;
- An amount equivalent to at least 25% (Twenty Five per cent) of the total consideration, shall become payable for the Warrants on or before the date of the allotment of Warrants and balance 75% (Seventy Five per cent) of the total consideration shall be paid before the exchange of Warrants for equity shares, otherwise said amount shall be forfeited, in case the option to acquire equity shares is not exercised within a period of 18 months from the date of issue of Warrants. The amount paid against Warrants shall be adjusted / set off against the price payable for the resultant equity shares;
- Subject to applicable provisions of law, such Warrants, may at the option of the Warrant Holder/(s), be exercised for equity shares of the Company, within 18 months from the date of allotment, and on such terms and the conditions, in such form and manner as the Board and the Warrant Holder/(s) may, in their absolute discretion, think fit;
- The equity shares to be issued and allotted by the Company upon exercise of the Warrants in the manner aforesaid shall be in dematerialized form; and
- The Warrants and pursuant to conversion of Warrants, the equity shares to be allotted to the proposed allottee, shall be under lock-in for such period as may be prescribed under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, Mr. Gulu Mirchandani, Chairman and Managing Director and Mr. Vijay Mansukhani, Managing Director and Mr. Kaval Mirchandani, Whole Time Director and Mr. Lalit Chendvankar, Head - Corporate Affairs, Legal & Company Secretary of the Company be and are hereby severally authorised on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the equity shares to be issued pursuant to the conversion of the Warrants, on the relevant stock exchange(s) as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the Stock Exchanges where the securities of the Company are listed, including sub-delegating the above powers to any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors
of MIRC Electronics Limited

Place: Mumbai
Date: December 02, 2017

Gulu L. Mirchandani
Chairman & Managing Director

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IS ENCLOSED ALONG WITH THIS NOTICE.
2. The Proxy form, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. During the period beginning 24 hours before the time fixed for the commencement of the Extra Ordinary General meeting and ending with the conclusion of the Extra Ordinary General meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. For the convenience of the members, Attendance Slip is annexed to this Notice. The members/ proxy holders are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue.
6. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the Extra Ordinary General Meeting is annexed to this Notice.
7. Relevant documents referred to in accompanying Notice and statement are open for the inspection by the members at the Registered Office of the Company on all working day (except Saturday) during business hours up to date of the Extra Ordinary General Meeting.
8. Corporate members intending to send their authorized representatives at the Extra Ordinary General Meeting are requested to send a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
9. In case of joint holders attending the Extra Ordinary General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The members who hold shares in physical form are requested to immediately notify any change of address to the Registrar and Share Transfer Agent of the Company in respect of their holding in physical form.
11. All the members are requested to register their e-mail id with the Registrar and Share Transfer Agent of the Company for the purpose of service of documents under Section 20 of the Companies Act, 2013 by e-mode instead of physical service of documents.
12. Pursuant to Section 101 of the Companies Act, 2013 read with rules made there under, electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose e-mail ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. The members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the website of the Company i.e. www.onida.com. For any communication, the members may also send requests on the designated email id of the Company i.e. investors@onida.com.
14. Information and other instructions relating to e-voting are as under:

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with facility of 'remote e-voting' (e-voting from a place other than venue of the Extra Ordinary General Meeting) to exercise their right to vote at the Extra Ordinary General Meeting of the Company (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting to enable the members to cast their vote electronically.

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the EGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.

The Company has appointed Mr. Mahesh M. Darji, Practising Company Secretary, (Membership No. F7175, C.P. No. 7809 with the Institute of Company Secretaries of India), as the Scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Sunday, December 24, 2017 (9.00 a.m.) and ends on Tuesday, December 26, 2017 (5.00 p.m.). During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, December 20, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue;
- (iii) The members should log on to the e-voting website www.evotingindia.com;
- (iv) Click on Shareholders;
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login;
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used;

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details or DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab;
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
- (xii) Click on the EVSN for the relevant MIRC Electronics Limited on which you choose to vote;
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details;
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote;
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote;
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page;
- (xviii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system;
- (xix) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com;

15. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Wednesday, December 20, 2017.

16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, December 20, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting in the EGM. The person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
17. The scrutinizer, after scrutinising the votes cast at the EGM and through remote e-voting, will, not later than three days of conclusion of the EGM, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.onida.com and on the website of CDSL. The results shall simultaneously be communicated to the stock exchanges.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2 To issue equity shares on preferential basis and to issue Warrants on preferential basis

Your Company's business is growing and the funds are required by the Company for augmenting long term capital resources, working capital requirement and for general corporate purposes.

It is proposed to raise funds by issue of equity shares and warrants through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board of Directors of the Company give below disclosures that are required to be given in the explanatory statement to the special resolution to be passed under Section 42 of the Companies Act, 2013 and in terms of the SEBI (ICDR) Regulations, 2009.

1. **Object and activities for which proceeds of the Issue to be utilised:** The purpose of the issue of equity shares and warrants are to meet the long term working capital requirements, general corporate purpose and such other purpose as the Board may decide.
2. **Relevant date and pricing of the issue:** The issue price of equity shares and Warrants convertible into the Equity Shares shall be Rs. 37.53/- (Rupees Thirty Seven and Fifty Three Paise only) per equity share. The relevant date for the purpose of the preferential offer as above shall be November 27, 2017 i.e. 30 days prior to the date of passing of Special Resolution at the Extra-Ordinary General Meeting to be held on December 27, 2017.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended till date. The issue of equity shares issued and allotted in terms of the special resolution, shall rank pari passu in all respect with the existing equity shares. A Certificate to that effect has been obtained from the Statutory Auditors of the Company which is also available for inspection at the Registered Office of the Company.

3. **Intention of the promoters or their associates and relatives to subscribe to the offer:** None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any shares pursuant to this preferential issue of equity shares.
4. **Proposed time within which the allotment shall be completed:** The allotment of equity shares and Warrants convertible into the Equity Shares shall be completed within a period of 15 days from the date of passing of these resolutions by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approvals. If the allotment of instrument is not completed within a period of 15 days from the date of these resolutions, a fresh consent of the shareholders shall be obtained.
5. **Shareholding pattern before and after the offer:** The shareholding pattern of the proposed non-promoter allottees, before and after the preferential allotment would be as follows:-

Sr. No.	Name of the proposed allottee along with PAN and Address	Equity Shares (Nos)	Warrants (Nos)	Pre Shareholding	Post Shareholding	% of post shareholding [#]	Category
1	Mr. Ashish Kacholia PAN: AADPK0757F Address: 702-B, Poonam Chambers A Wing, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra, India-400018	80,75,000	73,25,000	Nil	1,54,00,000	6.16%	Non Promoter-Individual

Sr. No.	Name of the proposed allottee along with PAN and Address	Equity Shares (Nos)	Warrants (Nos)	Pre Shareholding	Post Shareholding	% of post shareholding [#]	Category
2	Mr. Nisarg Vakharia PAN: ADAPV9777C Address: Britto Villa, Ground Floor, St. Paul Road, Bandra (West), Mumbai-400050, Maharashtra, India	10,00,000	20,00,000	Nil	30,00,000	1.20%	Non Promoter-Individual
3	Mr. Pritesh Talakshi Chedda PAN: AEWPC2898C Address: 101, Rajnigandha, Shankar Lane, Kandivali (W), Mumbai-400067	50,000	50,000	Nil	1,00,000	0.04%	Non Promoter-Individual
4	Mr. Sachin Kasera PAN: ALRPK7229H Address: 2105, 6A, Whispering Palms, Lokhandwala, Kandivali (East), Mumbai, Maharashtra, India-400101	5,00,000	10,00,000	6,00,000	21,00,000	0.84%	Non Promoter-Individual
5	Bengal Finance & Investment Pvt. Ltd. PAN: AABC7225Q Address: 2-B, Unit No.10, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai-400 059	80,75,000	73,25,000	Nil	1,54,00,000	6.16%	Non Promoter-Corporate
6	Ms. Preeti Kacholia PAN: AADPK7245A Address: Devdeep Bungalow, 1st Floor, Tagore Road, Santacruz (West), Mumbai-400054	2,00,000	2,00,000	Nil	4,00,000	0.16%	Non Promoter-Individual
7	Seven Hills Capital PAN: ACYFS1942H Address: 4D, 4th Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai-400 023	4,00,000	4,00,000	Nil	8,00,000	0.32%	Non Promoter-Partnership Firm
8	Synthetic Fibres Trading Co. PAN: AAJFS9831L Address: 4D, 4th Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai-400 023	4,00,000	4,00,000	Nil	8,00,000	0.32%	Non Promoter-Partnership Firm
9	Vrandavan Associates PAN: AARFM5001G Address: 202, Wing 2A, Versova Horizon View CHS., 7 Bungalow, Andheri West, Mumbai-400061	5,00,000	5,00,000	Nil	10,00,000	0.40%	Non Promoter-Partnership Firm

[#]Note—The above post issue pattern is based on the assumption of full subscription of the Warrants and the subsequent allotment of equity shares on conversion of Warrants.

The shareholding pattern of the Company, before and after the preferential allotment would be as follows:

S r . No	Category	Pre preferential issue (As on 30.09.2017)		Post preferential issue#	
		No of Shares	%	No of Shares	%
A	Promoter holding:-				
	1. Indian				
	Individual	8,03,16,570	37.93	8,03,16,570	32.11
	Body Corporate	4,18,76,068	19.78	4,18,76,068	16.74
	Sub Total	12,21,92,638	57.71	12,21,92,638	48.85
	2. Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	12,21,92,638	57.71	12,21,92,638	48.85
B	Non Promoter holding :-				
	1. Institutional Investors	42,38,933	2.00	42,38,933	1.69
	2. Non Institutional				
	Private Corporate Bodies	2,96,97,694	14.02	4,50,97,694	18.03
	Directors	0	0.00	0	0.00
	Indian Public	4,92,81,513	23.28	7,22,81,513	28.89
	Others (Including NRIs)	63,41,841	2.99	63,41,841	2.54
	Sub Total (B)	8,95,59,981	42.29	12,79,59,981	51.15
	Grand Total (A) + (B)	21,17,52,619	100.00	25,01,52,619	100.00

#Note—The above post issue pattern is based on the assumption of full subscription of the Warrants and the subsequent allotment of equity shares on conversion of Warrants.

6. **The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:** The Identity of the proposed allottees and percentage of post issued capital that may be held by them is as under:

Sr. No.	Name of the Proposed Allottee along with PAN and Address	Post Issue Holdings#	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee
1	Mr. Ashish Kacholia PAN: AADPK0757F Address: 702-B, Poonam Chambers A Wing, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra, India-400018	80,75,000	Non-Promoter- Individual
2	Mr. Nisarg Vakharia PAN: ADAPV9777C Address: Britto Villa, Ground Floor, St. Paul Road, Bandra (West), Mumbai-400050, Maharashtra, India	10,00,000	Non-Promoter- Individual
3	Mr. Pritesh Talakshi Chedda PAN: AEWPC2898C Address: 101, Rajnigandha, Shankar Lane, Kandivali (W), Mumbai-400067	50,000	Non-Promoter- Individual

Sr. No.	Name of the Proposed Allottee along with PAN and Address	Post Issue Holdings [#]	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee
4	Mr. Sachin Kasera PAN: ALRPK7229H Address: 2105, 6A, Whispering Palms, Lokhandwala, Kandivali(East), Mumbai, Maharashtra, India-400101	11,00,000	Non-Promoter- Individual
5	Bengal Finance & Investment Pvt. Ltd. PAN: AABC7225Q Address: 2-B, Unit No.10, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai-400 059	80,75,000	Non Promoter- Body Corporate. Mr. Suresh Kumar Agarwal is a promoter cum director cum shareholder and ultimate beneficiary owner.
6	Ms. Preeti Kacholia PAN: AADPK7245A Address: Devdeep Bungalow, 1st Floor, Tagore Road, Santacruz (West), Mumbai-400054	2,00,000	Non-Promoter- Individual
7	Seven Hills Capital PAN: ACYFS1942H Address: 4D, 4th Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai-400 023	4,00,000	Non-Promoter- Partnership firm consisting of following partners: Mr. Krishnakumar Murlidhar Karwa Ms. Priti Krishnakumar Karwa Krishnakumar Karwa HUF - Krishnakumar Karwa - Karta Raunak Krishnakumar Karwa
8	Synthetic Fibres Trading Co. PAN: AAJFS9831L Address: 4D, 4th Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai-400 023	4,00,000	Non-Promoter- Partnership firm consisting of following partners: Ms. Priti Krishnakumar Karwa Mr. Satyanarayan Bankatlal Karwa Raunak Krishnakumar Karwa
9	Vrandavan Associates PAN: AARFM5001G Address: 202, Wing 2A, Versova Horizon View CHS., 7 Bungalow, Andheri West, Mumbai-400061	5,00,000	Non-Promoter- Partnership firm consisting of following partners: Mr. Rajiv P Shroff Ms. Madhavi K Shroff

Note: The aforesaid post shareholding pattern has been prepared without considering the conversion of convertible warrants.

There is no change of control in the issuer consequent to the preferential issue.

7. **An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so:** As the shares of the Company are listed with the National Stock Exchange of India Limited and BSE Limited for more than six (6) months, the same is not applicable to the Company.
8. **An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees:** As the shares of the Company are listed with the National Stock Exchange of India Limited and BSE Limited for more than six (6) months, the same is not applicable to the Company.
9. **Payment terms:** Full consideration for equity shares shall be paid by the Investors before the time of allotment of such shares. Warrant holders shall pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2009 on or before the allotment of Warrants and the remaining balance shall be paid on or before the allotment of equity shares upon conversion of Warrants. If the option to acquire equity shares pursuant to conversion of Warrants is not exercised within 18 months from the date of allotment of Warrants, the amount paid under this clause shall be forfeited by the Company.

10. **Approvals:** The Company is taking necessary steps to obtain the required approvals from the Stock Exchanges, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.
11. **SEBI Takeover code:** In terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the investors are not required to and do not intend to make an open offer and comply with formalities related to an open offer for this preferential allotment.
12. **Holding of shares in the Demat Account, non-disposal of shares by the proposed allottees and lock-in period of shares:** The proposed allottees are holding their entire pre-issued shareholding in the Demat form and they have not sold or disposed off any equity share of the Company during the six months period prior to the relevant date of issue of equity shares and /or Warrants on preferential basis.

The equity shares allotted and issued on preferential basis and allotted pursuant to conversion of Warrants shall be locked-in for a period of one year from the date of Trading approval of those shares and the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of preferential allotment as per Regulation 78(6) SEBI (ICDR) Regulations, 2009. The Warrants allotted on preferential basis shall be locked-in till conversion.
13. **Auditors Certificate:** Auditor's Certificate confirming that the proposed issue of equity shares are in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 will be available for inspection up to the date of the Extra-Ordinary General Meeting at the Registered Office of the Company on any working day and also at the place of the meeting on the meeting day.
14. **The total number of shares or other securities to be issued:** 1,92,00,000 equity shares and 1,92,00,000 Convertible Warrants converted into equal number of Equity Shares upon conversion (1 warrant will be converted into 1 Equity Share).
15. **The class or classes of persons to whom the allotment is proposed to be made:** Non Promoter & Non – QIBs
16. **The change in control, if any, in the company that would occur consequent to the preferential offer:** The allotment of equity shares would not result in any change in the control or management of the affairs of the Company.
17. **The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:** Not Applicable
18. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
19. **Approval under the Companies Act, 2013:** Under Section 42 read with 62 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2009 and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, the consent of the members is been sought for authorising the Board to offer, issue and allot equity shares to the investors on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

None of the Directors and Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the aforesaid resolution except to the extent of their shareholding, if any.

The Board of directors recommends the passing of this resolution as a Special Resolution as set out in item No. 1 and item No. 2 of the Notice.

By order of the Board of Directors
of MIRC Electronics Limited

Place: Mumbai
Date: December 02, 2017

Gulu L. Mirchandani
Chairman & Managing Director

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MIRC ELECTRONICS LIMITED

Regd. Office: Onida House, G-1, M.I.D.C, Mahakali Caves Road, Andheri (East), Mumbai 400093

CIN: L32300MH1981PLC023637, Email ID:- investors@onida.com, Website:- www.onida.com

Phone No. 022-6697 5777, Fax No: 022-2820 2002

Form No. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L32300MH1981PLC023637
Name of the Company : MIRC Electronics Limited
Registered Office : Onida House, G-1, M.I.D.C, Mahakali Caves Road, Andheri (East), Mumbai 400093
Name of the Member(s) :
Registered address :
E-mail ID :
Folio No./DP ID-Client ID : _____ No. of Shares: _____

I/We, _____ being the Member(s) of _____ shares of the above named company, hereby appoint

1.	Name:	E-mail ID:	
	Address:	Signature:	or failing him/her
2.	Name:	E-mail ID:	
	Address:	Signature:	or failing him/her
3.	Name:	E-mail ID:	
	Address:	Signature:	or failing him/her

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, December 27, 2017 at 3.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolution and in such manner as are indicated below:

Resolution No.	Description	For*	Against*
1	Issue of equity shares on preferential basis		
2	Issue of convertible warrants on preferential basis		

Signed this.....day of.....2017

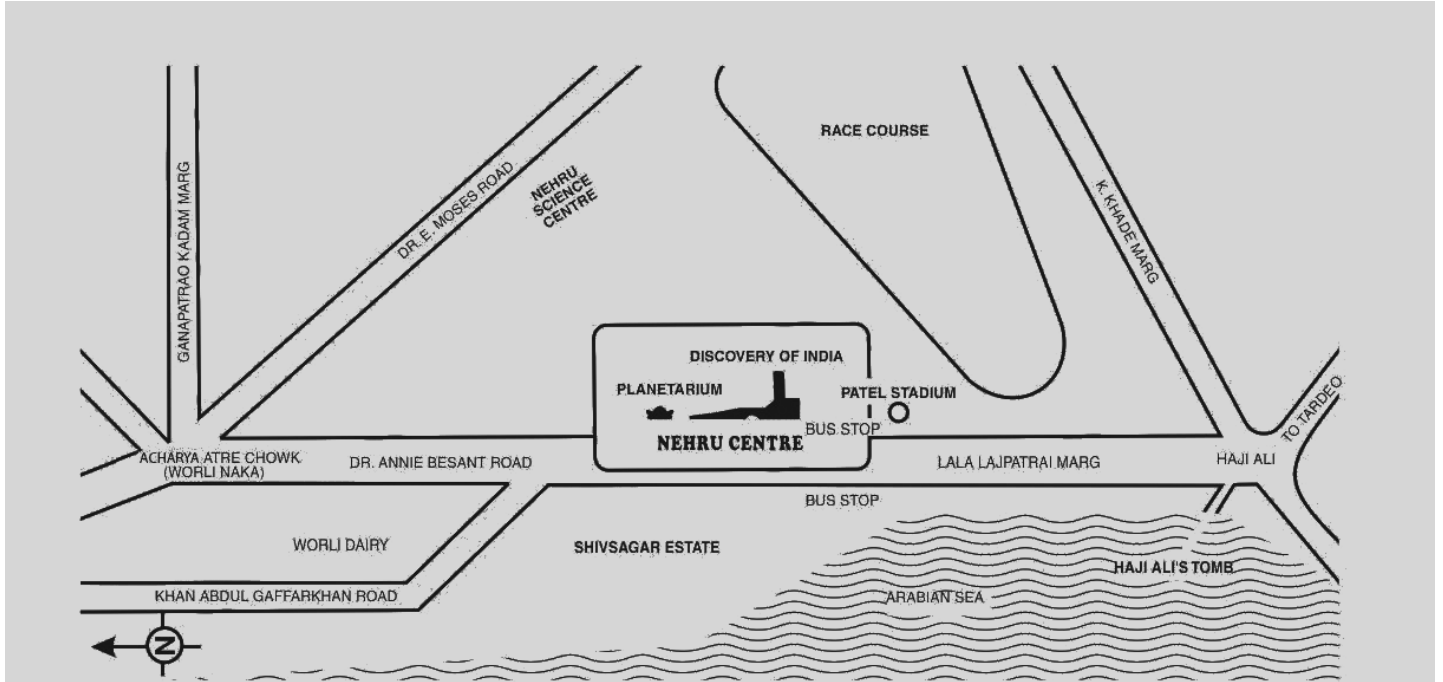
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Notes:

Signature of Shareholder

- * 1. Member may vote either for or against each resolution. Please put a 'X' in the box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- * 2. A proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- * 3. This form of proxy, to be effective, should be deposited at the Registered Office of the Company at Onida House, G-1, M.I.D.C, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

Route Map to EGM Venue



Location Map of Nehru Centre

MIRC ELECTRONICS LIMITED

Regd. Office: Onida House, G-1, M.I.D.C, Mahakali Caves Road, Andheri (East), Mumbai 400093

CIN: L32300MH1981PLC023637, Email ID:- investors@onida.com, Website:- www.onida.com

Phone No. 022-6697 5777, Fax No: 022-2820 2002

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./DP ID-Client ID : _____ No. of Shares: _____

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Wednesday, December 27, 2017 at 3.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018.

Note: Please complete this slip and hand it over at the entrance of the venue of the Extra Ordinary General Meeting.

Member's/Proxy's Signature

EVSN (Electronic Voting Sequence Number)	*Default PAN
171130011	

* Only member who have not updated their PAN with Company/Depository Participant shall use default PAN in the Pan field.

Note: Please read the instructions printed under the Note No. 14 to the Notice of Extra Ordinary General Meeting dated December 02, 2017. The voting period starts from Sunday, December 24, 2017 and ends on Tuesday, December 26, 2017. The voting module shall be disabled by CDSL for voting thereafter.