

July 26, 2017

To, <b>BSE Limited</b> 25 <sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai-400 001	To, <b>The Manager - Corporate Compliance</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051
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Dear Sir/Madam,

**Sub: Compliance under Regulation 30(2), 42 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Script Code: BSE - 500279, NSE - MIRCELECTR**

This is to inform you that 36<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, August 18, 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 AGM dated May 22, 2017 for your record.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Register of Members and Share Transfer Book of the Company will remain closed from Friday, August 11, 2017 to Friday, August 18, 2017 (both days inclusive) for the purpose of AGM.

The Notice of the AGM along with the Explanatory Statement, Directors Report, Auditors Report and Audited Financial Statements of the Company for the year ended March 31, 2017 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.

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



**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

shares as on Friday, August 11, 2017 being the cut-off date to exercise their rights to vote by electronic means on all resolutions set out in the Notice of the AGM through e-voting facilitated by Central Depository Services (India) Ltd. Remote e-voting shall commence on Tuesday, August 15, 2017 (9.00 am) and ends on Thursday, August 17, 2017 (5.00 pm).

The notice of the AGM alongwith Annual Report is also available on the Company's website [www.onida.com](http://www.onida.com).

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.

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## 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](mailto:investors@onida.com), Website:- [www.onida.com](http://www.onida.com)

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

### NOTICE

NOTICE is hereby given that the **Thirty Sixth Annual General Meeting** of the members of **MIRC Electronics Limited** will be held on Friday, August 18, 2017 at 3.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Shyamsunder Dhoot (DIN: 06502107) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of statutory auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Company and the resolution passed by the members of the Company at the Thirty-Third Annual General Meeting of the Company held on Wednesday, September 3, 2014, for the appointment of M/s. S R B C & CO. LLP., Chartered Accountants, (Registration No. 324982E/E300003 with the Institute of Chartered Accountants of India), as the statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2018, be and is hereby ratified and that the Board of Directors of the Company, be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018.”

#### SPECIAL BUSINESS:

4. Re-appointment of Mr. Arvind Sharma (DIN: 01229072) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152(2) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of the Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on November 14, 2016, the approval of members of the Company be and is hereby accorded to the appointment of Mr. Arvind Sharma (having DIN: 01229072), who was appointed as an Additional Independent Director of the Company under the provisions of the Section 161 of the Companies Act, 2013 and whose term of appointment expires at this Annual General Meeting and in respect of whom a notice in writing has been received from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Arvind Sharma for the office of the Director of the Company be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Mr. Arvind Sharma (having DIN: 01229072), as an Additional and Independent Director by the Board of Directors of the Company with effect from November 14, 2016 for the period of 5 years, who fulfils the conditions of Independent Director as specified in the Companies Act, 2013 and rules made thereunder be and is hereby approved, confirmed and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to take such steps and to do all such acts, deeds, things as may be necessary, proper or expedient to give effect to this resolution.”

5. Re-appointment of Ms. Sujata Deshmukh (DIN: 07624836) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152(2) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of the Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on November 14, 2016, the approval of members of the Company be and is hereby accorded to the appointment of Ms. Sujata Deshmukh (having DIN: 07624836), who was appointed as an Additional Independent Director of the Company under the provisions of the Section 161 of the Companies Act, 2013 and whose term of appointment expires at this Annual General Meeting and in respect of whom a notice in writing has been received from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Sujata Deshmukh (having DIN: 07624836) for the office of the Director of the Company be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Ms. Sujata Deshmukh (having DIN: 07624836), as an Additional and Independent Director by the Board of Directors of the Company with effect from November 14, 2016 for the period of 5 years who fulfils the conditions of Independent Director as specified in the Companies Act, 2013 and rules made thereunder be and is hereby approved, confirmed and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to take such steps and to do all such acts, deeds, things as may be necessary, proper or expedient to give effect to this resolution.”

6. Remuneration of the Cost Auditors for the financial year ending March 31, 2018.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Suresh D. Shenoy, Cost Accountant, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid remuneration of Rs. 2,00,000/- p.a. plus service tax thereon and reimbursement of out of pocket expenses.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For MIRC Electronics Limited**

**Gulu L. Mirchandani  
Chairman & Managing Director  
DIN: 00026664**

**Place: Mumbai  
Date: May 22, 2017**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 THE ANNUAL REPORT;
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 (Forty-Eight) hours before the commencement of the Annual 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 (Twenty-Four) hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the Annual 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 present 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 Annual 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 Annual General Meeting;

8. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, August 11, 2017 to Friday August 18, 2017 (Both days inclusive);
9. Corporate members intending to send their authorized representatives at the Annual 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 Annual General Meeting;
10. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote;
11. Pursuant to the provisions of Section 124 and Section 125 of the Companies Act, 2013 and Section 205A and Section 205C of the erstwhile Companies Act, 1956, dividend for the financial year ended March 31, 2010 and dividend declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund (IEPF). In terms of the provisions of Section 125 of the Companies Act, 2013 and Section 205C of the erstwhile Companies Act, 1956, no claim shall lie against the Company or IEPF after the said transfer:

Financial Year	Type of dividend	Date of Declaration of Dividend	Last date of claiming Unpaid Dividend
2009-2010	Final	June 28, 2010	July 29, 2017
2010-2011	Final	June 24, 2011	July 25, 2018

12. Pursuant to the provisions of Section 124 and Section 125 of the Companies Act, 2013 and Section 205A and Section 205C of the erstwhile Companies Act, 1956, dividend for the financial year ended March 31, 2009 (Final Dividend), which remain unpaid and unclaimed for a period of seven years, have been transferred by the Company to the Investor Education and Protection Fund established by the Central Government.
13. All members who have either not received or have not encashed their dividend warrants for the financial years 2009-2010 and 2010-2011 are requested to approach the Company or its Registrar and Share Transfer Agent viz. Link Intime India Private Limited located at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai:- 400 083, immediately for collecting their unpaid dividends, if any;
 

**Attention of the members is drawn to the provisions of Section 124 (6) of the Companies Act, 2013 which require a Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (Seven) consecutive years or more.**
14. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 28, 2016 (date of last Annual General Meeting) on the website of the Company ([www.onida.com/investors](http://www.onida.com/investors)), as also on the website of the Ministry of Corporate Affairs;
15. 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. While making payment of dividend, Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such demat shares. 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;
16. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes thereon. Members are requested to use the new Share Transfer Form SH-4 for this purpose;
17. As a measure of economy, copies of the Annual Report will not be distributed at the venue of Annual General Meeting of the Company. The members are requested to bring their copies of Annual Report;
18. All the members are requested to register their e-mail id with the Registrar and Share Transfer Agent for the purpose of service of documents under Section 20 of the Companies Act, 2013 by e-mode instead of physical service of documents;
19. The members holding the shares in physical form can avail of the nomination facility in terms of Section 72 of the Companies Act, 2013, by furnishing Form SH. 13 (in duplicate) to the Company or the Registrar and Share Transfer Agent of the Company. The said form will be made available on request. In case of shares held in dematerialized form, a nomination form will have to be lodged by the members with their Depository Participants;
20. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. The members holding shares in physical form should submit their PAN to the Secretarial Department of the Company or the Registrar and Share Transfer Agent of the Company;
21. As per Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, details in respect of a director seeking appointment/re-appointment at the Annual General Meeting are separately annexed to this Notice;

22. The members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company Secretary of the Company at least 7 (seven) days before the date of Annual General Meeting;
23. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Rules made there under, electronic copy of the Annual Report and Notice of the Thirty Sixth Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting is being sent to all the members whose email ids are registered with the Company/Depository Participants(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 copies of the Abridged Financial Statements and Notice of the Thirty Sixth Annual 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;
24. The members may also note that the Notice of the Thirty Sixth Annual General Meeting and the Annual Report for financial year 2016-2017 will also be available on the website of the Company i.e. [www.onida.com](http://www.onida.com). For any communication, the shareholders may also send requests to the designated email id of the Company i.e. [investors@onida.com](mailto:investors@onida.com);
25. The Statement containing the salient features of the balance sheet, the statement of profit and loss and auditors' report on the Abridged Financial Statement, is sent to the members. Any member interested in obtaining hard copy of the full Annual Report, may write to the Registrar and Share Transfer Agent of the Company;
26. 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 Annual General Meeting) to exercise their right to vote at the Thirty Sixth Annual General Meeting of the Company (AGM) 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 Thirty Sixth AGM. 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 AGM. 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 AGM.

The Company has appointed Mr. Mahesh M. Darji, Practicing Company Secretary, (Membership No. F7175, CP 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 Tuesday, August 15, 2017 (9.00 a.m.) and ends on Thursday, August 17, 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 Friday, August 11, 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](http://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](http://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).
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- (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](http://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](mailto: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 e-mailed to [helpdesk.evoting@cdslindia.com](mailto: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 the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com);

27. 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. Friday, August 11, 2017;
28. 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. Friday, August 11, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting in the AGM. The person who is not a member as on the cut-off date should treat this Notice for information purpose only;
29. The scrutinizer, after scrutinising the votes cast at the AGM and through remote e-voting, will, not later than three days of conclusion of the AGM, 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](http://www.onida.com) and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges;

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.**

### **Item no. 4:**

The Board of Directors had appointed Mr. Arvind Sharma as an Additional and Independent Director of the Company with the effect from November 14, 2016, pursuant to the provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ('the Act') and he holds office as an Additional and Independent Director up to the date of ensuing Annual General Meeting. A notice has been received pursuant to the Section 160 of the Act, from a member along with a requisite deposit proposing his candidature for the office of a Director of the Company.

Mr. Arvind Sharma is a Bachelor of Science and holds PGDM from the Indian Institute of Management Ahmedabad- 1977 batch. In his last corporate role, Mr. Arvind Sharma was a member of Global Leadership Council of Leo Burnett Worldwide and Chairman of TLG India Pvt. Ltd., the India Subcontinent arm of the Publicis Groupe, spanning all of the Groupe's Media, Digital and New Media services. After spending over three and half decades in marketing and advertising, Mr. Arvind Sharma has recently turned tech & internet entrepreneur.

After leaving IIMA, Mr. Arvind Sharma spent his first few years in marketing with Voltas. He then switched to advertising. For over three decades Mr. Arvind Sharma has been closely associated with brands like Ariel, Cinthol, Complian, Coca-Cola, Chevrolet, Fiat, Glucon-D, Goodyear, Hitachi, Heinz, Marlboro, Limca, Maaza, McDonald's, Minutemaid, Old Spice, Pillsbury, Samsung, Thums Up, Tide, Telenor, Ultratech, Vicks Vaporub, Whisper. His clients included large local Indian groups like Bajaj, Godrej, HDFC, Reliance, Tatas & Wipro. He has been the copywriter behind a number of famous campaigns in India including 'Kya haal banaa rakha hai kuch lete kyon nahin' for Coldarin, the 'Aam Admi' campaign that brought the Congress-led UPA government to power.

Mr. Arvind Sharma is ex-president of the Advertising Agencies Association of India, ex-chairman of Advertising Standards Council of India, ex-chairman of Media Research Users' Council of India and founding Director of the Broadcast Audience Research Council of India. Mr. Arvind Sharma is also a member of the Board of Governors of Education Support Organization- an NGO focused on innovation in education at the primary & secondary school levels in India. Under the brand Gyanshala, ESO is currently involved in education of approx. 700,000 children across the country.

In the academic field, Mr. Arvind Sharma has been a guest faculty member at the Indian Institute of Management Ahmedabad since 2002. Mr. Arvind Sharma has also been teaching from time to time at Mica, ISB, IIT Bombay, NMIS and Symbiosis. He has been invited to speak at Harvard Business School, Wharton and Columbia.

In terms of Section 149(10) of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Arvind Sharma as an independent director for five consecutive years w.e.f. November 14, 2016.

Mr. Arvind Sharma has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has also given a declaration that he meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter of appointment of Mr. Arvind Sharma as an Independent Director stating the terms and conditions is available for inspection by the members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day of the Company upto the date of ensuing Annual General Meeting. In the opinion of Board of Directors Mr. Arvind Sharma fulfills the conditions for his appointment as Independent Director as specified in the Act and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends his appointment for acceptance by the members. None of the Directors, Key Managerial Personnel of the Company, and any of their relatives except Mr. Arvind Sharma is in any way concerned or interested in this resolution.

### **Item no. 5:**

The Board of Directors had appointed Ms. Sujata Deshmukh as an Additional and Independent Director of the Company with the effect from November 14, 2016, pursuant to the provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ('the Act') and she holds office as an Additional and Independent Director up to the date of ensuing Annual General Meeting. A notice has been received pursuant to the Section 160 of the Act, from a member along with a requisite deposit proposing her candidature for the office of a Director of the Company.

Ms. Sujata Deshmukh has spent the last 2 (two) decades working with organizations and their top teams with experience of having worked with more than a 100 clients. She has spent her consulting career conceptualizing and driving innovative initiatives around enhancing Top Team Effectiveness to drive business performance. She works with clients to create Succession Strategies and Leadership Pipelines by way of Assessment, Integrated Leadership Development and Coaching.

She has trained several CEOs and their teams with growth aspirations, change scenarios or those with slow moving businesses to re-examine ways of turning around performance. Ms. Sujata Deshmukh has unique insights around creating high performance teams, culture building, organization design, driving alignment around the way businesses are reviewed



and helping leadership teams to succeed in new environments. She has assessed more than a 1000 leaders using innovative assessment. Her assessment sessions encourage leaders to find patterns and drivers of behaviors and lead to real time breakthroughs in the session. Ms. Sujata Deshmukh has designed and worked through large format workshops (more than 200 people) and designed unique individual and group coaching formats which are interesting and unique. She uses a lot of story telling and story listening and custom designed leadership development programs.

She is regular speaker in various events and B Schools such as ISB, SP Jain and NITIE. She is National Board member of NHRDN.

A graduate of Mumbai University and MBA from XLRI, Jamshedpur.

In terms of Section 149(10) of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Ms. Sujata Deshmukh as an independent director for five consecutive years w.e.f. November 14, 2016.

Ms. Sujata Deshmukh has informed the Company that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She has also given a declaration that she meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter of appointment of Ms. Sujata Deshmukh as an Independent Director stating the terms and conditions is available for inspection by the members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day of the Company upto the date of ensuing Annual General Meeting. In the opinion of Board of Directors Ms. Sujata Deshmukh fulfills the conditions for her appointment as Independent Director as specified in the Act and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends her appointment for acceptance by the members. None of the Directors, Key Managerial Personnel of the Company, and any of their relatives except Ms. Sujata Deshmukh is in any way concerned or interested in this resolution.

**Item No. 6:**

On the recommendation of the Audit Committee, the Board of Directors in their meeting held on May 22, 2017 has approved the re-appointment and remuneration of Cost Auditor Mr. Suresh D. Shenoy, Cost Accountant, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 on an audit fees of Rs. 2,00,000/- (Rupees Two Lakhs only) p.a. plus service tax thereon, as applicable, besides travelling and other out of pocket expenses to be incurred by them for the purpose of such audit.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for approval of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

The Board recommends the Ordinary Resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 6 of the Notice.

**By order of the Board of Directors  
For MIRC Electronics Limited**

**Place: Mumbai  
Date: May 22, 2017**

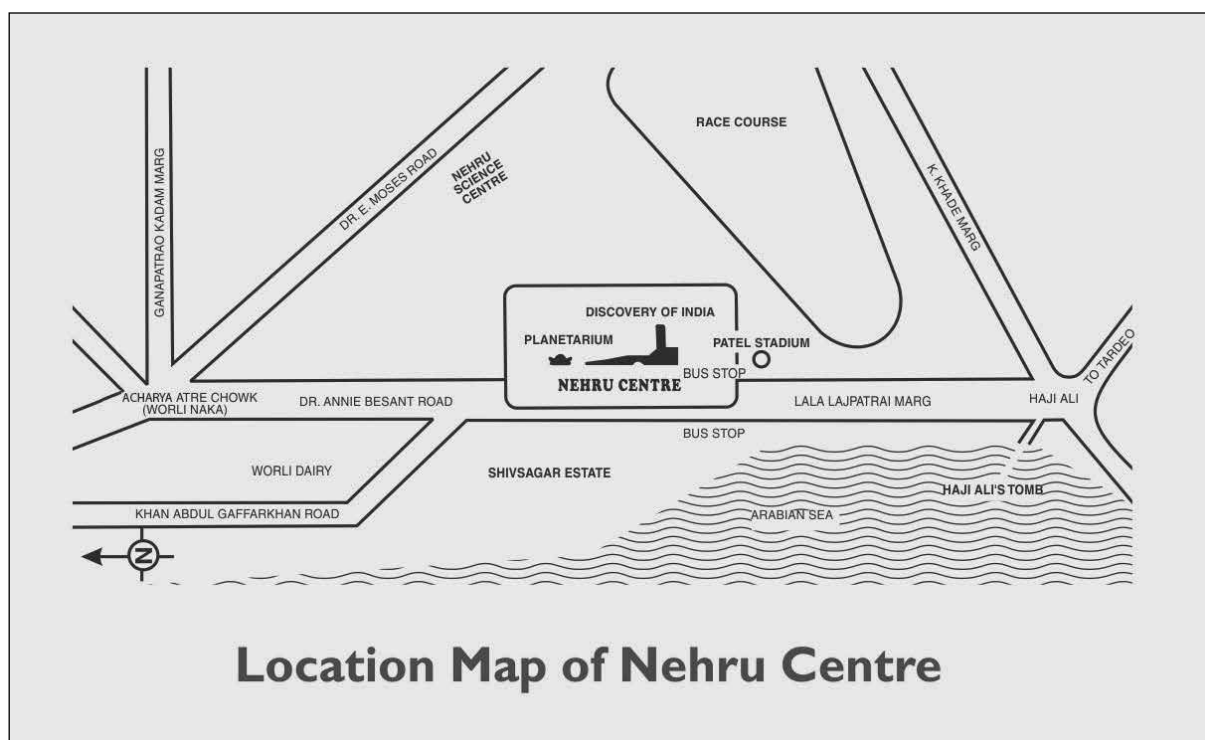
**Gulu L. Mirchandani  
Chairman & Managing Director  
DIN: 00026664**

## Details of Directors seeking re-appointment in the Thirty Sixth Annual General Meeting

As per Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Shyamsunder Dhoot	Mr. Arvind Sharma	Ms. Sujata Deshmukh
Date of Birth	April 01, 1960	June 10, 1956	December 16, 1974
Date of Appointment	February 16, 2013	November 14, 2016	November 14, 2016
Qualification	B.E. (Production)	Bachelor of Science and holds PGDM from the Indian Institute of Management Ahmadabad	Graduate of Mumbai University and MBA from XLRI, Jamshedpur
Expertise in specific functional areas	Implementing various projects including setting up of manufacturing facilities.	Marketing and Advertisement	In creating Succession Strategies and Leadership Pipelines by way of Assessment, Integrated Leadership Development and Coaching
Directorship held in other listed entities.	None	None	None
Membership of Committees of the Board of other listed entities.	None	None	None
Relationship, if any between Directors inter-se.	None	None	None
Shareholding (Number of equity shares of Re. 1 each)	Nil	Nil	Nil

### Route Map to AGM Venue



**MIRC ELECTRONICS LIMITED**

Regd. Office: Onida House, G-1, M.I.D.C, Mahakali Caves Road, Andheri (East), Mumbai – 400 093,  
CIN: L32300MH1981PLC023637 Website: www.onida.com

**ATTENDANCE SLIP**

**THIRTY SIXTH ANNUAL 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 Thirty Sixth Annual General Meeting of the Company held on Friday, August 18, 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 Annual General Meeting.

\_\_\_\_\_  
Member's/Proxy's Signature

EVSN (Electronic Voting Sequence Number)	*Default PAN
<b>170719019</b>	

\* 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. 26 to the Notice of Thirty Sixth Annual General Meeting dated May 22, 2017. The Voting period starts from Tuesday, August 15, 2017 ( 9:00 A.M.) and ends on Thursday, August 17, 2017 (5:00 P.M.). The voting module shall be disabled by CDSL for voting thereafter.