

**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 35th Annual General Meeting of
Shareholders of MIRC Electronics Limited
Held on Wednesday, 28th September, 2016
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 35th Annual General Meeting of the Equity Shareholders of MIRC Electronics Limited (the Company) held on 28th September, 2016 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. Aarti Parmar 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. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll (including voting through remote e-voting) 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, ACS

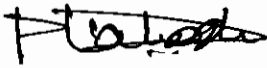
Note: Shareholders had been provided the facility of Remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and voting through Poll at AGM) casted by the shareholders.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,



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

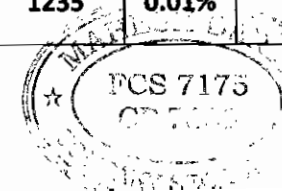
Place: Mumbai

Date: 29/09/2016

Annexure to the Scrutinizer's Report

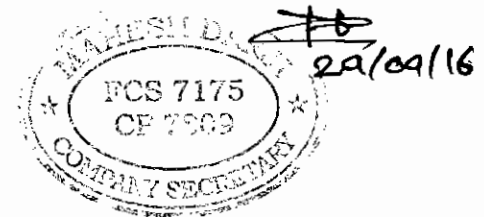
Result of Voting (through remote e-voting and physical ballot / poll at AGM):

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 (a)	To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31, 2016;	Ordinary	Remote E-Voting	29	89684824	99.99%	3	235	0.01%	0	0
				Poll at AGM	27	17642260	100%	0	0	0	1	40160917
				Total	56	107327084	99.99%	3	235	0.01%	1	40160917
2	2	To appoint a Director in place of Mr. Vijay J. Mansukhani (DIN: 01041809) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting	27	89683800	99.99%	4	1235	0.01%	1	24
				Poll at AGM	27	17642260	100%	0	0	0	1	40160917
				Total	54	107326060	99.99%	4	1235	0.01%	2	40160941



Handwritten signature and date: 22/09/16

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		
3	3	To ratify the appointment of statutory auditors of the Company and to fix their remuneration.	Ordinary	Remote E-Voting	29	89684824	99.99%	3	235	0.01%	0	0
				Poll at AGM	27	17642260	100%	0	0	0	1	40160917
				Total	56	107327084	99.99%	3	235	0.01%	1	40160917
4	4	To approve the re-appointment of Mr. Gulu L. Mirchandani (DIN: 00026664) as a Chairman & Managing Director of the Company and remuneration payable to him.	Special	Remote E-Voting	26	68262316	99.99%	3	235	0.01%	3	21422508
				Poll at AGM	21	5374222	100%	0	0	0%	7	52428955
				Total	47	73636538	99.99%	3	235	0.01%	10	73851463
5	5	To approve the re-appointment of Mr. Shyamsunder Dhoot (DIN: 06502107) as a Whole Time Director of the Company and remuneration payable to him.	Special	Remote E-Voting	28	89683824	99.99%	4	1235	0.01%	0	0
				Poll at AGM	27	17642260	100%	0	0	0	1	40160917
				Total	55	107326084	99.99%	4	1235	0.01%	1	40160917



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		
6	6	To approve the appointment of Mr. Kaval G. Mirchandani (DIN: 01179978) as a Director of the Company	Ordinary	Remote E-Voting	25	68261316	99.99%	4	1235	0.01%	3	21422508
				Poll at AGM	21	5374222	100%	0	0	0%	7	52428955
				Total	46	73635538	99.99%	4	1235	0.01%	10	73851463
7	7	To approve the appointment of Mr. Kaval G. Mirchandani (DIN: 01179978) as a Whole Time Director of the Company and remuneration payable to him.	Special	Remote E-Voting	25	68261316	99.99%	4	1235	0.01%	3	21422508
				Poll at AGM	21	5374222	100%	0	0	0%	7	52428955
				Total	46	73635538	99.99%	4	1235	0.01%	10	73851463
8	8	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.	Ordinary	Remote E-Voting	29	89684824	99.99%	3	235	0.01%	0	0
				Poll at AGM	27	17642260	100%	0	0	0	1	40160917
				Total	56	107327084	99.99%	3	235	0.01%	1	40160917



29/09/16.