

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

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1. For Quarter Ended : 30th June, 2015
2. ISIN : INE831A01028
3. Face Value : Re.1/-
4. Name of the Company : MIRC ELECTRONICS LIMITED
5. Registered Office Address : Onida House, G-1, MIDC,
Mahakali Caves Rd.,
Andheri (E),
Mumbai 400 093.
6. Correspondence Address : Same as above.
7. Telephone & Fax Nos. : Tel: 66975829 & Fax: 28202002
8. Email Address : muthuelango@onida.com
9. Name of the Stock Exchanges where the Company's Securities are Listed. : BSE Limited
National Stock Exchange of India Limited

| No. of Shares | % of Total Issued Capital |
|---------------|---------------------------|
|---------------|---------------------------|

- | | | | |
|---|---|------------|--------|
| 10. Issued Capital | : | *196482202 | 100.00 |
| 11. Listed Capital (Exchange wise as per Company records) Stock Exchange as mentioned under Col. No.9 | : | 196234202 | 99.87 |
| 12. Held in Dematerialized form in CDSL | : | 18868614 | 9.60 |
| 13. Held in Dematerialized form in NSDL | : | 172335611 | 87.71 |
| 14. Physical | : | 5029977 | 2.56 |
| 15. Total No. of Shares (12+13+14) | : | 196234202 | 99.87 |

***Excludes 37,352 Equity Shares issued on Right Basis kept in abeyance till the discharge of the Court(s) Order / technical objection, if any.**

Contd...2



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:: 2 ::

16. Reasons for difference if any between : (10 & 11), (10 & 15) , (11 &15) : The Issued Capital is more than the Listed Capital & Total No. of Shares by 248000 Equity Shares on account of forfeiture of the said shares at the Board Meeting held on 7th December, 2009. The same has been effected by BSE & NSE also.

17. Certifying the details of changes in Share Capital during the quarter under consideration as per Table below:

| | |
|--|------|
| Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify) | N.A. |
| Number of Shares | N.A. |
| Applied/Not Applied for Listing | N.A. |
| Listed on Stock Exchange (Specify Names) | N.A. |
| Whether Intimated to CDSL | N.A. |
| Whether Intimated to NSDL | N.A. |
| In-principal Approval pending for SE (specify names) | N.A. |

18. Register of Members is updated (Yes/No) If not, updated upto which date : YES
19. Reference of previous quarter with regards to excess dematerialised shares, if any. : N.A.
20. Has the Company resolved the matter mentioned in point No.19 above in the current quarter? if not, reason why. : N.A.

Contd...3



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21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

(21 Days are interpreted as per Regulation 55A of the Securities and Exchange Board of India (Depositories and Participants)(Second Amendment) Regulations 2003 inserted vide Notification dated 02.09.2003 issued by SEBI.)

| Total No. of Demat Requests | No. of Requests | No. of shares | Reason for Delay |
|-------------------------------|-----------------|---------------|------------------|
| Confirmed after 21 days | NIL | NIL | N.A. |
| Pending for more than 21 days | NIL | NIL | N.A. |

22. Name, Telephone & Fax No. of the Compliance Officer of the Company

: MR. MUTHU ELANGO. (w.e.f 15.05.2015)
CFO
Tel: (022) 6697 5657 & FAX: (022) 28202002

23. Name, Address, Tel. & Fax No. Regn. No. of the Auditor

: JAYSHREE S. JOSHI
F.C.S.1451 C.P.487
JAYSHREE DAGLI & ASSOCIATES
Company Secretaries
Off.No.5, 1st Flr, Rajabhadur Comp.,
Bldg.No.5, 43,Tamarind Lane, Fort,
Mumbai - 23.
Tel:22622342 Fax: 22622341

24. Appointment of Common Agency for Share Registry work (If yes (name & Address))

: LINK INTIME INDIA PVT. LTD.
C-13 Pannalal Silk Mills Comp.,
L.B.S. Marg, Bhandup (W),
Mumbai - 400 078.

25. Any other details that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company Changed its name etc.)

:(i)Company had obtained 'In principle Approval' from NSE vide their letter dated 11.06.2015 for issue of Equity Shares of Re.1 each arising on conversion of warrant to be issued on preferential basis in terms of clause 24(a) of the Listing Agreement.

(ii) Company had obtained 'In principle Approval' from BSE vide letter dated 07.07.2015 for issue of 1 warrant of Rs.22.75 Cr. Convertible into Equity Shares of Re.1/- each to non-Promoter on Preferential basis in terms of clause 24(a) of the Listing Agreement.

For **JAYSHREE DAGLI & ASSOCIATES**
COMPANY SECRETARIES


JAYSHREE S. JOSHI
F.C.S. 1451, C.P.487