CIN No: L31909TG1988PLC008652

**MIC Electronics Limited**

A-4/II, Electronic Complex, Kushaiguda, Hyderabad - 500062,India
Ph: +91 40 27122222 Fax: +91 40 27133333
www.mic.in www.micelectronics.com

ISO 9001:2008 ISO 14001:2004 Certified Company

mic driving innovation

Friday, February 24, 2017

The Secretary
National Stock Exchange of India Limited
Mumbai-400051

Dear Sir / Madam,

Sub: Notice of Extra-ordinary General Meeting – Reg.

With reference to the above, please see attached Notice of Extra-ordinary General Meeting (EGM) which is schedule to be held on 20th March 2017 at 11.00 AM at the registered office of the company situated at A4, Electronic Complex, Kushaiguda, Hyderabad – 500062 to transit the following business:

1. Increase of Authorised Capital and alteration of the Clause V of the Memorandum of Association.
2. Conversion of debt into equity shares.

This is for your information and records.

Thanking you

Yours truly

For MIC Electronics Limited

(M S Murali Krishnan)
Company Secretary

MIC ELECTRONICS LIMITED Hyd

Encl : As above

# MIC Electronics Limited

**CIN L31909TG1988PLC008652**

Reg. Office - A-4, Electronic Complex, Kushaiguda, Hyderabad – 500 062, India

## NOTICE

**NOTICE** is hereby given that the Extraordinary General Meeting of the Members of the Company will be held on Monday the 20th day of March 2017 at 11.00 AM at the registered office of the Company situated at A-4, Electronic Complex, Kushaiguda, Hyderabad – 500062 to transact the following business:

**SPECIAL BUSINESS:**

**1. Increase of Authorised Capital and alteration of the Clause V of the Memorandum of Association:**

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

"RESOLVED THAT pursuant to provisions of sections 13, 61, 64 and other applicable provisions, if any of Companies Act, 2013, the Authorised Share Capital of the company be and is hereby increased from Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- (Rupees Two Only) to Rs. 54,00,00,000 (Rupees Fifty Four Crores Only) divided into 27,00,00,000 (Twenty Seven Crores) Equity Shares of Rs. 2/- (Rupees Two Only) i.e., additional Rs. 4,00,00,000 (Rupees Four Crores Only) by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT the additional equity shares shall rank pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted by the following new Clause:

V. The Authorised Share Capital of the Company is Rs.54,00,00,000 (Rupees Fifty Four Crores only) divided into 27,00,00,000 (Twenty Seven Crores) Equity Shares of Rs. 2/- (Rupees Two only) each with a power to increase and reduce the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company for the time and to vary modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Companies Act or provided by the regulations for the time being. "

**2. Conversion of debt into equity shares :**

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

"RESOLVED THAT pursuant to the provisions of 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the various stock exchanges where the shares of the Company are listed or to be listed, the applicable guidelines and clarifications issued by the **Government of India (GOI), Securities and Exchange Board of India (SEBI)** and any other statutory or regulatory authorities and clarifications thereon issued from time to time and subject to all statutory, regulatory and government approvals, consents, permissions and/or sanctions as may be necessary including RBI, and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company (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 powers conferred on the Board by this resolution) and in accordance with the **Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 Chapter VII**, **SEBI (Substantial Acquisition of Shares ant Takeovers) Regulations, 2011** as amended/modified from time to time (the "SEBI ICDR Regulations"), and the enabling provisions of the Memorandum and Articles of

Association of the Company consent by members of the company hereby accorded to issue, offer and allot up to 4,32,93,974 (Four Crores Thirty Two Lakhs Ninety Three Thousand Nine Hundred and Seventy Four Only) Equity Shares to the List of Allottees as given below, on preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit, each equity share of Rs.2/- each (Rupees Two only) each fully paid up at a premium of Re. 18/- (Rupees Eighteen Only) per equity share aggregating loans amounting Rs. 86,58,79,480/- (Rupees Eighty Six Crores Fifty Eighty Lakhs Seventy Nine Thousand Four Hundred and Eighty Only) being conversion of secured / unsecured loans and trade credits into Equity Shares, such equity shares shall rank pari passu in all respects including entitlement for dividend with the then existing equity shares of the Company, on such terms and conditions as the Board may think fit.

| S. No. | Name | Secured/ Unsecured loan Amount | No. of Equity Shares |
|---|---|---|---|
| 1 | Malaxmi Infra Ventures (India) Prt. Ltd. | 28,17,86,940 | 1,40,89,347 |
| 2 | Arkay Energy (Rameswarm) Ltd. | 18,00,00,000 | 90,00,000 |
| 3 | L&T Finance Limited | 10,76,92,320 | 53,84,616 |
| 4 | SREI Equipment Finance Ltd. | 10,40,00,000 | 52,00,000 |
| 5 | Bhagyanagar Investments & trading Pvt. Ltd. | 9,46,63,360 | 47,33,168 |
| 6 | Kiran Impex Pvt. Ltd. | 4,30,00,000 | 21,50,000 |
| 7 | Laan Research Pvt. Ltd. | 4,00,00,000 | 20,00,000 |
| 8 | Sriba Sea Base Pvt. Ltd. | 82,36,860 | 4,11,843 |
| 9 | SMIC360 Entertainment Solutions Pvt. Ltd. | 32,00,000 | 1,60,000 |
| 10 | Gowravajhula Venu Madhav (Proprietor of Xpressions 360 Firm) | 15,00,000 | 75,000 |
| 11 | K M Kurian (Partner of AV 360 Partnership Firm) | 4,50,000 | 22,500 |
| 12 | Bollina Anil Kumar (Partner of AV 360 Partnership Firm) | 4,50,000 | 22,500 |
| 13 | Kongara Rajesh Kumar (Partner of AV 360 Partnership Firm) | 4,50,000 | 22,500 |
| 14 | Gowravajhula Venu Madhav (Partner of AV 360 Partnership Firm) | 4,50,000 | 22,500 |
| | **Total** | **86,58,79,480** | **4,32,93,974** |

RESOLVED FURTHER THAT:

i) the equity shares to be offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the provisions of SEBI ICDR Regulations;

ii) the relevant date for the purpose of determining the price of the above mentioned issue of the Equity shares in accordance with the SEBI ICDR Regulations be fixed as 18th February 2017 being the 30th day prior to 20th March 2017 (i.e. the 30th day prior to the date on which meeting of the general body of shareholders is held in terms of 62 (1) (c) and other applicable provisions of the Companies Act, 2013 to consider the proposed issue);

iii) the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, without being required to seek any further consent or approval of the Company in the general body meeting of shareholders, subject however to compliance with the provisions of all applicable law, guidelines, notification, rules and regulations;

iv) the Board be and is hereby authorized to accept any amendments, modifications, variations and alterations as the GOI, SEBI or any other regulatory authority may stipulate in that behalf; and

v) the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or Committee of Directors or any other employee or officer of the Company (as it may consider appropriate) to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or incidental to this resolution and to settle any question, difficulty or doubt that may arise from time to time in regard to the offer/issue and allotment of equity shares, to the Investor, as per the details mentioned above and further to do all such acts, deeds, matters and things and to finalise and execute all documents, papers, agreements, deeds and writings as may be necessary, desirable or expedient as it may deem fit."

By order of the Board
For MIC Electronics Limited
Sd/-
Dr. M V Ramana Rao
(Managing Director)
DIN : 00010301

Place: Hyderabad
Date: 18-02-2017

**NOTES:**

a) The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the special business under Item Nos. 1 and of the Notice, are annexed hereto.

b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE 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 a proxy on behalf of not more than fifty (50) 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 a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

c) Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.

d) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the 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.

e) Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

f) Documents referred to in the accompanying Notice and Explanatory Statement is available for inspection at the Registered Office of the Company during office hours between 9.30 a.m. and 5.00 p.m. on all working days prior to the date of the Extraordinary General Meeting.

g) Members may address their Correspondence to Registrar and Share Transfer Agents of the Company M/s. Venture Capital and Corporate Investments Private Limited Unit: MIC Electronics Limited H.No:12-10-167, Bharatnagar, Hyderabad - 500018 or to the registered office of the company.

h) Members holding shares in electronic mode requested to intimate any change in their address and / or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. The Members holding shares in physical form are requested to advise any change of address and / or bank mandate immediately to M/s.Venture Capital and Corporate Investments Pvt.Ltd., 12-10-167, Bharat Nagar, Hyderabad – 500018.

i) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

j) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Venture Capital and Corporate Investments Pvt. Ltd., 12-10-167, Bharat Nagar, Hyderabad –500 018.

k) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

l) Copies of the Extra-ordinary General Meeting are being sent by electronic mode only to all the Members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Extra-ordinary General Meeting are being sent by the permitted mode.

m) In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form Members desirous of making nominations may procure the prescribed form from the Registrar& Share Transfer Agent M/s. Venture Capitaland Corporate Investments Pvt. Ltd., 12-10-167,Bharat Nagar, Hyderabad - 500 018 and have it duly filled and sent back to them.

n) In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the EGM.

o) The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Extra-ordinary General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.

p) The Notice of Extra-ordinary General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

q) Members may also note that the Notice of the Extra-ordinary General Meeting will be available on the Company's website www.mic.in.

r) The board of directors has appointed M/s. S R Vattikuti& Associates, Practicing Company Secretaries(C.P No. 13966) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

s) E- voting cut of date is 10th March 2017, E-voting opens from 17th March 2017 at 9.00 AM and ends on 19th March 2017 at 5.00 PM.

t) The Company has designated an exclusive email id viz. cs@mic.co.in to enable the investors to post their grievances.

u) Instructions for members for voting electronically are as under:

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 17th March, 2017 at 09.00 hours ISF and ends on 19th March, 2017 at 17.00 hours (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 10 day of March, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.comand voted on an earlier voting of any company, then your existing password is to be used.

(vii) 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)<br><br>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (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.<br>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 (iv). |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(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.comand 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 on.
- The list of accounts linked in the login 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 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.

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

**Item No. – 1:**

The present Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores). In view of the proposal for issue of further Shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- (Rupees Two Only) to Rs. 54,00,00,000 (Rupees Fifty Four Crores Only) divided into 27,00,00,000 (Twenty Seven Crores) Equity Shares of Rs. 2/- (Rupees Two Only) i.e., additional Rs. 4,00,00,000 (Rupees Four Crores only) by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 2/- (Rupees Two only) each.

The Board of directors at their meeting held on 18th February 2017 approved the proposal for increase in Authorised Share Capital of the Company and consequent amendments to the Memorandum of Association of the Company.

Increase in Authorised Share Capital would necessitate amendment of Clause V of the Memorandum of Association of Company and would require member's approval by passing an Ordinary Resolution.

None of the directors may be considered to be interested or concerned in this Resolution.

**Item No. – 2:**

Keeping in view the growing business requirements, and the ability to compete with the peer group in the existing and future markets, your Company needs to strengthen its financial position and net worth by augmenting medium and long term resources loans raised during the financial years 2010-11 to 2014-15 as secured and un secured loans. These loans were given to the company for immediate working capital requirements for expansion of the existing business of the company. The Lender agreed to convert (which right is hereinafter referred to as "the conversion right") Loan or trade credits into fully paid-up equity shares of the Company at the price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies. The Company has accordingly proposed to enhance its equity base by Conversion of above loans or trade credits of Rs.86,58,79,480/- into 4,32,93,974 Equity Shares of the Company.

None of the directors may be considered to be interested or concerned in this Resolution.

**Disclosures, which are required to be given in terms of Regulation 73 of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 for Preferential Issues are as under:**

**(a) The object of the issue through preferential offer**

Reduction of debt portion or trade credits by converting them into Equity, thereby reducing finance cost which will improve the profitability and net-worth of the company.

**(b) Proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer :**

There is no intention of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

**(c) Proposed time within which allotment will be completed:**

The Equity shares of the Company shall be allotted within fifteen (15) days from the date of the Extra-Ordinary General Meeting i.e. on or before 4th April 2017 provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority, if applicable including Stock Exchange, the allotment shall be expected to be completed within fifteen (15) days from the date of receipt of such approval.

The Company confirms that the proposed preferential allotments are in compliance with its conditions of continuous listing.

The Company undertakes that issue price of the Equity shares will be recomputed in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.

**(d) Shareholding pattern of the Company before and after the proposed preferential issue of the Equity Shares:**

| Category | Pre-issue equity holding as per shareholding pattern as on 17-02-2017 | % | As on Relevant date Pending Warrants (Holdings to be Converted into equity shares) | % | Issue Equity Shares to be Allotted | % | Equity holding post exercise of Warrants and shares (as an assumption that all the Warrants are exercised) | % |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | |
| **PROMOTER GROUP** | | | | | | | | |
| A. Promoter & Promoter Group | 35237347 | 19.91 | - | 0.00 | - | 0.00 | 35237347 | 13.91 |
| B. Person acting in concert with the Promoter | - | 0.00 | - | 0.00 | - | 0.00 | - | 0.00 |
| **Total Promoters holding** | **35237347** | **19.91** | **-** | **0.00** | **-** | **0.00** | **35237347** | **13.91** |
| Foreign Bodies Corporate participating in the offer | - | 0.00 | - | 0.00 | - | 0.00 | - | 0.00 |
| Other Foreign Institutional, Investors/Mutual Funds not participating in the offer | - | 0.00 | - | 0.00 | - | 0.00 | - | 0.00 |
| Bank and Financial Institutions | 341439 | 0.19 | - | 0.00 | - | 0.00 | 341439 | 0.13 |
| Foreign Individuals | - | 0.00 | - | 0.00 | - | 0.00 | - | 0.00 |
| Body Corporate | 26637746 | 15.05 | 30000000 | 90.91 | 43128974 | 99.62 | 99766720 | 39.39 |
| NRI/OCBs | 10763675 | 6.08 | - | 0.00 | - | 0.00 | 10763675 | 4.25 |
| Others Including Public And Trustees | 103980138 | 58.76 | 3000000 | 9.09 | 165000 | 0.38 | 107145138 | 42.31 |
| **Total Public holding** | **141722998** | **80.09** | **33000000** | **100.00** | **43293974** | **100.00** | **218016972** | **86.09** |
| **Total** | **176960345** | **100.00** | **33000000** | **100.00** | **43293974** | **100.00** | **253254319** | **100.00** |

The figures in the shareholding pattern are on the assumption that all the warrants will be subscribed by the subscribers, to the full number of warrants authorized to be issued and allotted pursuant to the shareholders resolution and all the warrants will be exercised. However, if any warrants are not issued or allotted or any warrants are not exercised, the shareholding pattern will vary and change correspondingly. In case the if the Allottees exercises the warrants in the same financial year, then they will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as and when it is applicable.

**(e) The ultimate beneficial owners of body corporate:**

1. Malaxmi Infra Ventures (India) Pvt. Ltd.

| Name of the shareholder | % of Holding |
|---|---|
| Y Harish Chandra Prasad | 94.95 |
| Y Tejaswini | 0.05 |
| Garnet Infrastructure and power ventures pvt ltd | 4.99 |
| **TOTAL** | **100.00** |

2. Arkay Energy (Rameswarm) Ltd.

| Name of the shareholder | % of Holding |
|---|---|
| Ind-Barath Power Infra Limited | 96.34 |
| Tidel Park Limited | 1.32 |
| K. Raghu Ramakrishna Raju | 0.03 |
| K. Rama Devi | 0.03 |
| D. Madhusudhana Reddy | 0.03 |
| Lucas TVS Limited | 0.56 |
| Bimetal Bearings Limited | 0.41 |
| Delphi TVS Diesel Systems Limited | 0.36 |
| India Japan Lighting Private Limited | 0.31 |
| Simpson & Company Limited | 0.26 |
| B.V.S Prasad | 0.00 |
| S. Srinivasulu | 0.00 |
| V. Perraju | 0.00 |
| M V Basivi Reddy | 0.00 |
| Captive consumers (differential voting) | 0.35 |
| **TOTAL** | **100.00** |

3. L&T Finance Limited.

| Name of the shareholder | % of Holding |
|---|---|
| L&T Finance Holdings Limited | 100.00 |
| **TOTAL** | **100.00** |

L&T Finance Holdings Limited is a listed entity at National Stock Exchange of India Limited and BSE Limited

4. SREI Equipment Finance Ltd.

| Name of the shareholder | % of Holding |
|---|---|
| SREI Infrastructure Finance Limited | 100.00 |
| **TOTAL** | **100.00** |

SREI Infrastructure Finance Limited is a listed entity at National Stock Exchange of India Limited and BSE Limited

5. Bhagyanagar Investments & trading Pvt. Ltd.

| Name of the shareholder | % of Holding |
|---|---|
| Mr. S. Ravinder Reddy | 33.33 |
| Mr. L. Nageshwar Reddy | 66.67 |
| **TOTAL** | **100.00** |

6. Kiran Impex Pvt. Ltd.

| Name of the shareholder | % of Holding |
|---|---|
| V. Naasaraiah | 44.63 |
| V. Satyavathi | 32.80 |
| V. Kiran | 22.58 |
| **TOTAL** | **100.00** |

7. Laan Research Pvt. Ltd.

| Name of the shareholder | % of Holding |
|---|---|
| Kakarala, Venkata Rangarao | 50 |
| Kakarala SIva Lakshmanarao | 50 |
| **TOTAL** | **100.00** |

8. Sriba Sea Base Pvt. Ltd.

| Name | % of Holding |
|---|---|
| K. Raghu Rama Krishna Raju | 40.90 |
| K. Rama Devi, | 40.58 |
| Bull Power Vyapar Limited | 1.16 |
| Top Grain Agency Private Limited | 2.35 |
| Abhijeet Cemnt Limited | 0.70 |
| Kaniksha Merchants Private Limited | 2.35 |
| Magnolia Marketing Private Limited | 2.46 |
| Orpat Commercial Private Limited | 2.11 |
| Shrihari Tradex Private Limited | 2.46 |
| Sraboni Sales Private limited | 1.41 |
| Subhlabh Intrade Private Limited | 1.17 |
| Suktara Trade Link Private Limited | 2.35 |
| **Total** | **100.00** |

9. SMIC360 Entertainment Solutions Pvt. Ltd.

| Name of the shareholder | % of Holding |
|---|---|
| Suresh Productions Private Limited | 33.33 |
| Gowravajhula Venu Madhav | 33.33 |
| R Ramachandran | 33.34 |
| **TOTAL** | **100.00** |

10. Xpressions 360 is Proprietary firm against the said liability allotted to the Proprietor

| Name of the shareholder | % of Holding |
|---|---|
| Gowravajhula Venu Madhav | 100.00 |
| **TOTAL** | **100.00** |

11. A V 360 is a Partnership firm against the said liability shares allotted to the partners.

| Name of the shareholder | % of Holding |
|---|---|
| K M Kurian | 25.00 |
| Bollina Anil Kumar | 25.00 |
| Kongara Rajesh Kumar | 25.00 |
| Gowravajhula Venu Madhav | 25.00 |
| **Total** | **100.00** |

**(f) <u>The Pre and post preferential holding of allottees and the percentage of post preferential issue capital:</u>**

| S.No | Name of the Proposed Allottee | No. of Equity shares to be allotted through current issue | % of current issue | No. of equity after Allotment | % of Shareholding Excluding pending Warrants | No. of equity after Allotment including pending warrants | % of Shareholding Including pending Warrants |
|---|---|---|---|---|---|---|---|
| 1 | Malaxmi Infra Ventures (India) Prt. Ltd. | 1,40,89,347 | 32.54 | 1,40,89,347 | 6.40 | 1,40,89,347 | 5.56 |
| 2 | Arkay Energy (Rameswarm) Ltd. | 90,00,000 | 20.79 | 90,00,000 | 4.09 | 90,00,000 | 3.55 |
| 3 | L&T Finance Limited | 53,84,616 | 12.44 | 53,84,616 | 2.44 | 5,384,616 | 2.13 |
| 4 | SREI Equipment Finance Ltd. | 52,00,000 | 12.01 | 52,00,000 | 2.36 | 52,00,000 | 2.05 |
| 5 | Bhagyanagar Investments & trading Pvt. Ltd. | 47,33,168 | 10.93 | 47,33,168 | 2.15 | 47,33,168 | 1.87 |
| 6 | Kiran Impex Pvt. Ltd. | 21,50,000 | 4.97 | 21,50,000 | 0.98 | 21,50,000 | 0.85 |
| 7 | Laan Research Pvt. Ltd. | 20,00,000 | 4.62 | 20,00,000 | 0.91 | 20,00,000 | 0.79 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 8 | Sriba Sea Base Pvt. Ltd. | 4,11,843 | 0.95 | 4,11,843 | 0.19 | 4,11,843 | 0.16 |
| 9 | SMIC360 Entertainment Solutions Pvt. Ltd. | 1,60,000 | 0.37 | 1,60,000 | 0.07 | 1,60,000 | 0.06 |
| 10 | Xpressions 360 | 75,000 | 0.17 | 75,000 | 0.03 | 75,000 | 0.03 |
| 11 | K M Kurian | 22,500 | 0.05 | 22,500 | 0.01 | 22,500 | 0.01 |
| 12 | Bollina Anil Kumar | 22,500 | 0.05 | 22,500 | 0.01 | 22,500 | 0.01 |
| 13 | Kongara Rajesh Kumar | 22,500 | 0.05 | 22,500 | 0.01 | 22,500 | 0.01 |
| 14 | G Venu Madav | 22,500 | 0.05 | 22,500 | 0.01 | 22,500 | 0.01 |
| | **Total** | 4,32,93,974 | 100.00 | 4,32,93,974 | 19.66 | 4,32,93,974 | 17.10 |

**Note :** Pre-preferential shareholding of allottees is as relevant date is **NIL.** Post issued capital excluding convertible equity share warrants is 22,02,54,319 Equity Shares. 3,30,00,000 convertible equity share warrants pending for conversion as on relevant date.

**(g) Change in control:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

**(h) Relevant Date:**

The "Relevant Date" for the purpose of determining the price of the Equity Shares being allotted pursuant to these resolutions is 18th February 2017, being the date thirty (30) days prior to the date of this meeting.

**(i) Pricing and Pricing Certificate :**

The issue price of the Equity Shares to 18th February 2017 is calculated in accordance with SEBI ICDR Regulations 2009. We re-compute the price of securities in case of any required conditions in terms of the provisions of this regulation's.

Copy of the certificate from Pavuluri & Co., certifying that the issue of equity shares is being made in accordance with the requirements of SEBI ICDR Regulations shall be placed before the shareholders at the EGM.

**(j) Lock-in:**

The Equity Shares to be allotted pursuant to the proposed special resolution shall be subject to lock-in in accordance with SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Allottees, if any, shall be locked in from the Relevant Date up to the period of six months from the date of preferential allotment.

**(k)** The Company has not made any preferential issue of securities during the current year.

**(l) Undertaking**:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottees.

By order of the Board
For MIC Electronics Limited
Sd/-
(Dr. M V Ramana Rao)
Managing Director
DIN : 00010301

Place: Hyderabad
Date: 18-02-2017

# MIC Electronics Limited

A-4/II, Electronic Complex, Kushaiguda, Hyderabad – 500 062

**FORM NO. MGT – 11**

**PROXY FORM**

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

Name of the Member(s): _____ E-mail ID: _____

Registered Address :

Folio No./ Client ID: _____ DP ID: _____

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

1.Name: _____E-mail Id: _____

Address:_____

Signature:_____ or failing him.

2.Name: _____E-mail Id: _____

Address:_____

Signature:_____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on 20th March 2017 at 11.00 AM at A-4/II, Electronic Complex, Kushaiguda, Hyderabad – 500062 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

| Resolution No. | Resolution | For | Against | Abstain |
|---|---|---|---|---|
| **Special Business** | | | | |
| 1 | Increase of Authorised Capital and alteration of the Clause V of the Memorandum of Association | | | |
| 2 | Conversion of Debt into Equity Shares | | | |

Signed: this _____ day of _____ 2017

Signature of Member(s): _____

Signature of the Proxy holder(s):_____

Affix Revenue Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ATTENDANCE SLIP**

**(Please complete this attendance slip and hand it over at the entrance of the Hall)**

Registered Folio No./ DP ID no / Client ID no:

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | | | | | | |

Number of Shares held:

| | | | | | |
|---|---|---|---|---|---|
| | | | | | |

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the Twenty-seventh Extra-ordinary General Meeting of the Company on 20th March 2017 at 11.00 AM at A-4/II, Electronic Complex, Kushaiguda, Hyderabad – 500062.

_____ Name of the member / proxy

_____ Signature of member / proxy

BOOK-POST
PRINTED MATTER

*If Undelivered please return to*

**MIC Electronics Limited**
A-4/II, Electronic Complex,
Kushaiguda,
Hyderabad - 500062.