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, July 31, 2015

To
The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051.

Dear Sir / Madam,

Sub : .Extraordinary General Meeting Notice – Reg.

Scrip Code : MIC

With reference to the above subject please see attached Extraordinary General Meeting Notice scheduled to be held on 22nd August, 2015.

This is for your information and records.

Kindly acknowledged the receipt of the same.

Thanking you,

Yours truly,

For MIC Electronics Limited

(Malleswara Durga Prasad)
CFO & CS

Encl: EGM Notice

MIC Electronics Limited

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 Saturday, the 22nd August 2015 at 11.15 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. 40,00,00,000 (Rupees Forty Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 2/- (Rupees Two Only) to 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) i.e., additional Rs. 10,00,00,000 (Rupees Ten Crores Only) by creation of additional 5,00,00,000 (Five 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. 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) 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. Issue of equity shares on preferential basis to Investors:

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 Sections 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof), the listing agreements 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 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 as amended/modified from time to time (the "SEBI ICDR Regulations"), the consent of the Company be and is hereby accorded to the Board to issue, offer and allot upto 2,00,00,000 (Two Crores Only) Equity Shares to **M/s. Leyard (Hong Kong) Co. Limited** (a subsidiary of Leyard Optoelectric Co. Ltd., China, www.leyard.com) 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 Rs.23/- (Rupees Twenty Three Only) per equity share aggregating to Rs.25/- (Rupees Twenty Five) of which a sum of Rs. 50,00,00,000 (Rupees Fifty Crores) would be payable before allotment of the 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. Such terms and conditions as the Board may think fit.
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 **23rd July 2015** being the 30th day prior to **22nd August 2015** (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 authorised 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 authorised 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 authorised 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."

3. Issue of Warrants convertible into equity shares on preferential basis to Investors:

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 Sections 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof), the listing agreements entered into by the Company with the various stock exchanges where the shares of the Company are 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 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 as amended/modified from time to time (the "SEBI ICDR Regulations"), the consent of the Company be and is hereby accorded to the Board to issue, offer and allot upto 3,30,00,000 (Three Crores Thirty Lakhs Only) warrants (the "Warrants") to Investors, as per the list mentioned below on preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit. Each Warrant, on exercise, entitling the holder thereof to apply for and be allotted one (1) equity share of Rs.2/- each (Rupees Two only) per Warrant, which exercise may be made within a period not exceeding eighteen (18) months from the date of allotment of the Warrants, in one or more tranches, in accordance with SEBI ICDR Regulations and other relevant guidelines/regulations as may be applicable, such that the equity shares to be issued on exercise of Warrants so issued or allotted, aggregate to 3,30,00,000 (Three Crores Thirty Lakhs Only) equity shares of Rs. 2/- (Rupees Two only) each fully paid up at a premium of Rs.23/- (Rupees Twenty three Only) per equity share warrant aggregating to Rs.25/- (Rupees Twenty Five) of which a sum of Rs. 6.25 /- (Six Rupees and Paise Twenty Five Only) per Warrant (being 25% of the subscription price per warrant) which is Rs. 20,62,50,000 (Rupees Twenty Crores Sixty Two Lakhs Fifty Thousand Only) would be payable at the time of allotment of the Warrants and Rs. 18.75/- (Rupees Eighteen and Paise Seventy Five Only) per warrant (i.e., being balance 75% of the subscription price per warrant) which is Rs. 61,87,50,000 (Rupees Sixty One Crores Eighty Seven Lakhs Fifty Thousand Only) to be paid within 18 months from the date of allotment, such equity shares to be allotted to the holders of the Warrants on exercise shall rank pari passu in all respects including entitlement for dividend with the then existing equity shares of the Company. The proposed Investor Warrants shall be allotted in the following proposition on such terms and conditions and in such manner as the Board may think fit.

S. No.	Name of the Applicant	No. of Warrants
1	Leyard (Hong Kong) Co. Limited (a subsidiary of Leyard Optoelectric Co. Ltd., China, www.leyard.com)	3,00,00,000
2	Mrs. Shri Puja Kamineni	30,00,000
	Total	**3,30,00,000**

RESOLVED FURTHER THAT:

i) the equity shares to be offered on exercise of Warrants 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 Warrants (and the equity shares to be allotted on exercise thereof) in accordance with the SEBI ICDR Regulations be fixed as **23rd July 2015** being the 30th day prior to **22nd August 2015** (i.e. the 30th day prior to the date on which meeting of the general body of shareholders is held in terms of Section 62 (1) (c) and other applicable provisions of the Companies Act, 2013 to consider the proposed issue);

iii) the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the Warrants and 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 authorised 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 authorised 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 Warrants or fresh equity shares on exercise of Warrants, as per the list 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)

Place : Hyderabad
Date : 25-07-2015

NOTES:

a) 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 enclosed instrument of proxy in order to be effective, must be deposited at the registered office of the Company, duly completed and signed not less than 48 hours before the meeting.

b) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting.

c) Members attending the meeting are requested to complete and bring the attendance slip enclosed with the EGM Notice and hand over the attendance slip duly signed at the entrance of the meeting hall.

d) The relevant Explanatory Statement in respect of the Special Business set out above, as required by Section 102 (2) of the Companies Act, 2013 is annexed hereto.

e) 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 6.00 p.m. on all working days prior to the date of the Extraordinary General Meeting.

f) 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.

g) The shareholders who have not en-cashed the dividend warrant(s) so far for the financial year 2008-09 are requested to make their claim to the Company.

h) Pursuant to provisions of Sec 124 of the Companies Act, 2013, the amount of dividend remaining unclaimed for the period of 7 years from the date that becomes due for payment are required to be transferred by the company to the Investor Education and Protection fund.

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

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

(A) **In case of members receiving e-mail:**

i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

ii) Log on to the e-voting website www.evotingindia.com.

iii) Click on "Shareholders" tab to cast your votes.

iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with company name - "MIC ELECTRONICS LIMITED" from the drop down menu and click on "SUBMIT"

v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	**For Members holding shares in Physical Form**
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
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 the first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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.	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

vi After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # $ %& *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii) Click on the relevant EVSN on which you choose to vote.

ix) 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.

x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xi) 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.

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

(B) In case of members receiving the physical copy of Notice of EGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

I. Please follow all steps from sl. no. (ii) to sl. no. (xii) above as mentioned in (A) to cast vote.

II. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

III. The voting period begins on 19th August 2015 at 9.00 AM and ends on 21st August 2015 at 6.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

IV. 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.

V. Mr. Srinivasa Rao Vattikuti, Practicing Company Secretaries (COP No. 13966) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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

Item No. – 1:

The present Authorised Share Capital of the Company is Rs. 40,00,00,000 (Rupees Forty Crores). In view of the proposal for issue further Shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 40,00,00,000 (Rupees Forty Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 2/- (Rupees Two Only) to 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) i.e., additional Rs. 10,00,00,000 (Rupees Ten Crores only) by creation of additional 5,00,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupees Two only) each.

The Board of directors at their meeting held on 25th July 2015 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 to amendment 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 & 3:

Pursuant to the Section 62(1) (c) and other applicable provisions of the Companies Act, 2013 provides, inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to strategic investors in the manner laid down in Section 62 (1) (c) read with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 Chapter VII (the "SEBI ICDR Regulations"), unless the shareholders in general meeting decide otherwise by way of a special resolution.

The special resolution has been proposed under the provisions of Section 62 (1) (c)and other applicable provisions of the Companies Act, 2013 in view of the fact that the warrants and equity shares proposed to be issued by the Company on preferential basis as per the list mentioned above.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62 (1) (c) and other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Act and the SEBI ICDR Regulations as applicable to the Company, subject to the regulations, guidelines and clarifications issued by the GOI, SEBI and in terms of the provisions of the listing agreements executed by the Company with the stock exchanges, where the Company's securities are presently listed.

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

Item No. 2: Relates to the proposal by the Company to issue and allot 2,00,00,000 (Two Crores Only) Equity Shares to **M/s. Leyard (Hong Kong) Co. Limited** (a subsidiary of Leyard Optoelectric Co. Ltd., China) on preferential 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 Rs.23/- (Rupees Twenty three Only) per equity share aggregating to Rs.25/- (Rupees Twenty Five only) of which a sum of Rs. 50,00,00,000 (Rupees Fifty Crores only) would be payable at the time of exercise of the Equity Shares on or before the date of allotment, such equity shares to be allotted to the holders of the Equity shall rank pari passu in all respects including entitlement for dividend with the then existing equity shares of the Company.

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

Item No. 3: Relates to the proposal by the Company to issue and allot 3,30,00,000, (Three Crores Thirty Lakhs Only) equity share warrants, to the below mentioned allottees,of Rs.2/- (Rupees Two only) each fully paid up at a premium of Rs.23/- (Rupees Twenty three Only) per equity share warrant aggregating to Rs.25/- (Rupees Twenty Five only) of which a sum of Rs. 6.25 /- (Six Rupees and Twenty Five Paise Only) per Warrant (being 25% of the subscription price per warrant) which is Rs. 20,62,50,000 (Rupees Twenty Crores Sixty Two Lakhs Fifty Thousand Only) would be payable at the time of exercise of the Warrants and Rs. 18.75/- (Rupees Eighteen and Seventy Five Paise Only) per warrant (i.e., being balance 75% of the subscription price per warrant) which is Rs. 61,87,50,000 (Rupees Sixty One Crores Eighty Seven Lakhs Fifty Thousand Only) has to be paid within the period of 18 months from the date of allotment to exercise the conversion option. However, if the option to acquire shares is not exercised within the period of 18 months from the date of allotment, then the amount paid upfront per Warrant shall be forfeited. The exercise price of Warrants has been calculated as per SEBI ICDR Regulations. The Warrants will be converted into Equity Shares in the ratio of 1:1.

S. No.	Name of the Applicant	No. of Warrants
1	Leyard (Hong Kong) Co. Limited (a subsidiary of Leyard Optoelectric Co. Ltd., China, www.leyard.com)	3,00,00,000
2	Mrs. Shri Puja Kamineni	30,00,000
	Total	**3,30,00,000**

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

The proposed preferential issue shall not result in any change in the management control of the Company

The consent of the shareholders is being sought pursuant to the provision of Section 62 (1) (c) and other applicable provisions of the Companies Act, 2013 Hence, the Company proposes resolution as mentioned in the accompanying notice

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

To exploit the large existing business opportunities in the fields of high end LED Displays, LED Lighting and Centralised Control & Monitoring Systems for both the segments of LED Displays and LED Lighting.

Also to focus all the associated areas in the field of LED products and components to enable the creation of a holistic LED Ecosystem in the country and for both the companies to evolve as leaders in the LED technologies nationally and internationally"

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

Category	Pre-issue equity holding as per shareholding pattern as on 25th July 2015.	%	Pending Warrants Holdings to be Converted into equity shares	%	Fresh Issue Warrants Holdings to be Allotted	%	Issue Equity Shares to be Allotted	%	Equity holding post exercise of Warrants and shares (as an assumption that all the Warrants are exercised)	%
P R O M O T E R GROUP										
A. Promoter & Promoter Group	19842277	15.23	15395070	33.01	0	0.00	0	0.00	35237347	15.32
B. Person acting in concert with the Promoter	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total Promoters holding	19842277	15.23	15395070	33.01	0	0.00	0	0.00	35237347	15.32
Foreign Bodies Corporate participating in the offer	0	0.00	0	0.00	30000000	90.91	20000000	100.00	50000000	21.74
Other Foreign Institutional, Investors/Mutual Funds not participating in the offer	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Bank and Financial Institutions	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Foreign Individuals	1395000	1.07	5000	0.01	0	0.00	0	0.00	1400000	0.61
Body Corporate	7590784	5.82	25342000	54.33	0	0.00	0	0.00	32932784	14.32
NRI/OCBs	8289170	6.36	1050000	2.25	0	0.00	0	0.00	9339170	4.06
Others Including Public And Trustees	93201044	71.52	4850000	10.40	3000000	9.09	0	0.00	101051044	43.94
Total Public holding	110475998	84.77	31247000	66.99	33000000	100.00	20000000	100.00	194722998	84.68
Total	130318275	100.00	46642070	100.00	33000000	100.00	20000000	100.00	229960345	100.00

Note : Pre-issue equity holding as per shareholding pattern includes allotment of 1,13,95,000 share warrants conversion into equity shares, which was approved by the board of directors at their meeting held on 25th July 2015.

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.

(d) The Pre and post preferential holding of allottees are as below along with beneficiary owners in case of body corporate:

S.No	Name of the Proposed Allottee	No. of Warrants to be allotted / After Conversion of Warrants into Equity shares allotted after conversion 1:1	%	No. of Equity shares allotted to be allotted	%	Total No. of equity shares after conversion	%
1	Leyard (Hong Kong) Co.Limited (a subsidiary of Leyard Optoelectric Co. Ltd., China)	3,00,00,000	90.91	2,00,00,000	100.00	5,00,00,000	21.74
2	Mrs. Shri Puja Kamineni	30,00,000	9.09	0	0	30,00,000	1.30
	Total	3,30,00,000	100.00	2,00,00,000	100.00	5,30,00,000	23.04

Note : Pre-preferential shareholding of allottees is NIL. Percentage calculation includes pending convertible equity share warrants is also considered.

(e) Proposed time within which allotment will be completed:

The Warrants and 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 5th September 2015 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 warrants will be recomputed in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.

(f) The ultimate beneficial owners of the shares and the percentage of post preferential issue capital :

M/s. Leyard (Hong Kong) Co. Limited is a wholly owned subsidiary of M/S. Leyard Optoelectric Co. Ltd., China, and the percentage of post preferential issue capital would be 21.74% (including convertible equity share warrants).

(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 and Warrants being allotted pursuant to these resolutions (including the equity shares to be issued on conversion of the Warrants) is **23rd July 2015**, being the date thirty (30) days prior to the date of this meeting.

(i) Pricing and Pricing Certificate :

The issue price of the Warrants and Equity Shares to investors 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 Shri DVM Gopal, Practicing Company Secretary, certifying that the issue of Warrants and equity shares is being made in accordance with the requirements of SEBI ICDR Regulations shall be placed before the shareholders at the EGM.

(j) Tenure in the case of conversion of warrants into equity shares :

The tenure of the convertible Equity Share warrants shall not exceed 18 months from the date of allotment.

(k) 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. In the case of Warrants, the lock period shall be computed from the date of conversion. 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.

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

(m) 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 allottee.

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

Place: **Hyderabad**
Date: **25-07-2015**

MIC Electronics Limited

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

ATTENDANCE SLIP

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Saturday, 22nd August, 2015 at 11.15 A.M at registered office of the company.

Name of the Shareholder:
Name of Proxy: No.of Shares held:
Signature of Member / Proxy: Regd. Folio No. / *Client id:

Applicable for members holding shares in Electronic Form.

Note: PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

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: L31909TG1988PLC008652
Name of the company: MIC ELECTRONICS LIMITED
Registered office: A-4, Electronic Complex, Kushaiguda, Hyderabad – 500 062,India

Name of the member(s):
Registered Address:
E-mail Id:
Folio No./Client Id: DP ID:

I/we, being the member(s) of _____shares of the above named Company, hereby appoint

1. Name:……
   Address :.....
   E-mail Id:
   Signature: ……., or failing him as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Members of the Company will be held on Saturday, the 22nd August 2015 at 11.15 AM at the registered office of the Company situated at A-4, Electronic Complex, Kushaiguda, Hyderabad – 500062 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	Vote For	Vote Against
1	Increase of Authorised Capital and alteration of the Clause V of the Memorandum of Association:		
2	Issue of equity shares on preferential basis to Investors:		
3	Issue of Warrants convertible into equity shares on preferential basis to Investors:		

Signed this …….. day of ……2015

Signature ……..

Affix Re. 1/- Revenue Stamp

Note: The proxy form duly completed should be deposited at the Registered Office of the Company not less than Forty Eight Hours before the time fixed for holding the meeting.

BOOK-POST

If Undelivered please return to

MIC Electronics Limited
A-4, Electronic Complex, Kushaiguda,
Hyderabad – 500 062,India