CIN No: L31909TG1988PLC008652

MIC Electronics Limited

A-4/II, Electronic Complex, Kushaiguda, Hyderabad - 500062,India
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www.mic.in www.micelectronics.com

ISO 9001:2008 ISO 14001:2004 Certified Company

Monday, August 24, 2015

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

Dear Sir / Madam,

Sub : Scrutinizer Reports of Extraordinary General Meeting held on 22nd August 2015.

With reference to the above subject please see attached E-voting, Physical Voting and Consolidated Voting Scrutinizer Reports for your information and records.

Resolutions are considered as below.

1. Consent of the shareholders has been obtained for Increasing of Authorised Share Capital of the company from 40 Crores to 50 Crores (i.e increasing by 10 Crores of Authorised Share Capital divided into 5 Crores equity shares, Face Value of Rs.2/-).

2. On Preferential Allotment of 20 Million Equity Shares Management has brought to the notice of members that the proposed investors informed to the company prior to EGM that they would be requiring more time for the investment. Hence the resolution on this item was not moved.

   Note : Consent given by the Shareholders due to investors decision the resolution for Preferential Allotment of 20 Million Equity Shares was not moved.

3. Consent of the shareholders has been obtained for 33 Million Preferential Convertible Equity Share Warrants to the follwing:

S. No.	Name of the Applicant	No. of Warrants
1	Leyard (Hong Kong) Co. Limited	3,00,00,000
2	Shri Puja Kamineni	30,00,000
	Total	**3,30,00,000**

M/s. Leyard (Hong Kong) Co. Limited is a wholly owned subsidiary of M/S. Leyard Optoelectric Co. Ltd., China and Ultimate beneficial owners is also M/S. Leyard Optoelectric Co. Ltd.

Thanking you,

Yours truly,

For MIC Electronics Limited

(Malleswara Durga Prasad)
CFO & CS

Encl : As Above

Consolidated Scrutinizers Report
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management and Administration) Rules, 2014 as amended]

To
The Chairman,
Extra-ordinary General Meeting,
Of M/s. MIC Electronics Limited,
Hyderabad.

Dear Sir,

I, Srinivasa Rao Vattikuti, Practising Company Secretary, have been appointed as Scrutinizer by the Board of Directors of MIC Electronics Limited (the Company) for the purpose of:

a) Scrutinizing the e-voting process for the items to be transacted at the Extra-ordinary General Meeting held on 22 August, 2015

b) To scrutinize the physical ballot voting process at the Extra-ordinary General Meeting at 11.15 am on 22.08.2015 for the shareholders present and not opted to vote through the e-voting process.

The Management is responsible to ensure compliance with the Requirements of Section 108 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. My responsibility as a scrutinizer for the voting process of voting through electronic voting and physical ballot is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against' the resolutions stated in EGM Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL).

The Registrar and Share Transfer Agent (RTA), M/s. Central Depository Services Limited (CDSL), has provided the e-voting system for recording the electronic votes of the shareholders on all the items of the business sought to be transacted at the Extra-ordinary General Meeting of the Company. The Service Provider has set up e-voting facility on their website: http://evotingindia.co.in. Accordingly, the Scrutinizer's Report on the process of e-voting was submitted to the Chairman on 24th day of August, 2015.

The Company has also allowed physical voting through ballot system for those shareholders, who are present at the meeting and have not opted to vote through the e-voting process at the Company's EGM held on 22nd day of August, 2015 at 11.15 a.m. The concerned report on the physical ballot voting was submitted the Chairman on 24th day of August, 2015

We hereby submit our consolidated Scrutinizer's Report on the result of voting through remote electronic voting and physical ballot as under:



1-10-122/1, # G2, Venkat Villa, Street No.10,Ashok Nagar, Hyderabad - 20. Email : srvattikutiassociates@gmail.com

RESULTS FOR VOTES CASTED THROUGH E-VOTING AND PHYSICAL VOTING

RESOLUTION 1 – ORDINARY RESOLUTION – INCREASE OF AUTHORISED CAPITAL AND ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	86	20563141	99.97
(ii)	Votes against	6	6273	0.03
	TOTAL	92	20569414	100.00
		Total no. of folios voted	Total no. of votes cast by them	
iii)	Invalid votes	0	0	

RESOLUTION 2 – SPECIAL RESOLUTION: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO INVESTORS

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	85	20562769	99.97
(ii)	Votes against	7	6645	0.03
	TOTAL	92	20569414	100.00
		Total no. of folios voted	Total no. of votes cast by them	
iii)	Invalid votes	0	0	

Note: The above resolution 2 was withdrawn by the company at the Extra-ordinary General meeting. But, shareholders were casted their votes as above. Hence we have reported the results herein.

RESOLUTION 3 – SPECIAL RESOLUTION: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO INVESTORS

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	86	20563141	99.97
(ii)	Votes against	6	6273	0.03
	TOTAL	92	20569414	100.00
		Total no. of folios voted	Total no. of votes cast by them	
iii)	Invalid votes	0	0	

S R VAITHEESWARAN & ASSOCIATES Hyd.

We further confirm that the Registers and Records which were generated including the Registers maintained by us in respect of the votes casted through e-means are being maintained in electronic form.

The electronic data and all other relevant records/papers relating to e-voting shall remain in our safe custody and will be handed over to Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Thanking You,

Yours faithfully
For **S R Vattikuti & Associates,**
Company Secretaries,

V. Srinivasa Rao
Proprietor,
C P No. 13966,
ACS No. 37141

Date: 24.08.2015
Place: Hyderabad

Countersigned by:
For MIC Electronics Limited

Malleswara Durga Prasad
Company Secretary & CFO

To
The Chairman,
Extra-ordinary General Meeting,
Of M/s. MIC Electronics Limited,
Hyderabad.

Dear Sir,

SUB: Scrutinizers Report on the Process of Electronic Voting.
REF: Notice of Extra-ordinary General Meeting.

I, Srinivasa Rao Vattikuti, Practising Company Secretary, have been appointed as Scrutinizer by the Board of Directors of MIC Electronics Limited (the Company) for the purpose of:

a) Scrutinizing the e-voting process for the items to be transacted at the Extra-ordinary General Meeting held on 22 August, 2015

b) To scrutinize the physical ballot voting process at the Extra-ordinary General Meeting at 11.15 am on 22.08.2015 for the shareholders present and not opted to vote through the e-voting process.

The Company is responsible to ensure compliance with the Requirements of Section 108 and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

In this regard, it has availed the services of M/s. Central Depository Services Limited (herein referred to as the CDSL/Service Provider) who has provided the e-voting system on their website: http://evotingindia.co.in. The Items proposed to be transacted at the Extra-ordinary General Meeting were displayed on the website to facilitate easy voting for the shareholders.

As a Scrutinizer, we are obliged to Report on the process of e-voting and ascertain the requisite majority on e-voting carried out as per the provisions of the Act. We have monitored the e-voting process and Certify that the electronic voting process was conducted in a Fair and Transparent Manner and do here by report that:

1. August 14, 2015 was considered as cut-off date to ascertain the shareholder(s) entitled to vote for the items that were to be transacted at the Extra-ordinary General Meeting.

2. The e-voting remained open from 09.00 am on 19.08.2015 to 06.00 pm on 21.08.2015.

3. Upon conclusion of the e-voting period, the votes were un-blocked at around 10.53 A.M. on 24.08.2015 in the presence of Ms. Sailaja Lankalapalli and Mr. K. Santosh. We further confirm that the witnesses are not in employment with the Company.

Thereafter upon downloading/receiving necessary information, the no. of shares voted "in favour" or "against" or "invalidated votes" were ascertained.

We forthwith submit a Scrutinizers' Report as per Rule 20 (xi) of the Companies (Management and Administration) Rules, containing the voting results for every resolution under e-voting as follows:

S R VATTIKUTI & ASSOCIATES Hyd. Company Secretaries

RESULTS FOR VOTES CASTED THROUGH ELECTRONIC MEANS

I. SPECIAL BUSINESS:

RESOLUTION 1 – ORDINARY RESOLUTION – INCREASE OF AUTHORISED CAPITAL AND ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	37	20372733	99.97
(ii)	Votes against	2	5502	0.03
	TOTAL	39	20378235	100.00
		Total no. of folios voted	Total no. of votes cast by them	
iii)	Invalid votes	0	0	

RESOLUTION 2 – SPECIAL RESOLUTION: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO INVESTORS

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	36	20372361	99.97
(ii)	Votes against	3	5874	0.03
	TOTAL	39	20378235	100.00
		Total no. of folios voted	Total no. of votes cast by them	
iii)	Invalid votes	0	0	

Note: The above resolution 2 was withdrawn by the company at the Extra-ordinary General meeting. But, shareholders were casted their votes as above. Hence we have reported herein.

RESOLUTION 3 – SPECIAL RESOLUTION: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO INVESTORS

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	37	20372733	99.97
(ii)	Votes against	2	5502	0.03
	TOTAL	39	20378235	100.00
		Total no. of folios voted	Total no. of votes cast by them	
iii)	Invalid votes	0	0	



We further confirm that the Registers and Records which were generated including the Registers maintained by us in respect of the votes casted through e-means are being maintained in electronic form.

The electronic data and all other relevant records/papers relating to e-voting shall remain in our safe custody and will be handed over to Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Thanking You,

Yours faithfully
For **S R Vattikuti & Associates,**
Company Secretaries,



V.Srinivasa Rao,
Proprietor,
C P No. 13966,
ACS No. 37141

Date: 24.08.2015
Place: Hyderabad

S R Vattikuti & Associates
Company Secretaries

To
The Chairman,
Extra-ordinary General Meeting,
Of M/s. MIC Electronics Limited,
Hyderabad.

Dear Sir,

SUB: Scrutinizers Report on the Process of Physical Voting conducted at the EGM.
REF: Notice of Extra-ordinary General Meeting.

I, Srinivasa Rao Vattikuti, Practising Company Secretary, have been appointed as Scrutinizer by the Board of Directors of MIC Electronics Limited (the Company) for the purpose of:

a) Scrutinizing the e-voting process for the items to be transacted at the Extra-ordinary General Meeting held on 22 August, 2015

b) To scrutinize the physical ballot voting process at the Extra-ordinary General Meeting at 11.15 am on 22.08.2015 for the shareholders present and not opted to vote through the e-voting process.

We hereby report the following on the voting conducted at the EGM for those shareholders who were present and have not voted through the e-voting process:

1. Specimen signatures registered with The Registrar and Share Transfer Agent, (RTA), and depositories were duly verified.
2. Votes casted through electronic means shall prevail over the votes casted through a physical ballot form, if member has voted through both electronic and physical means. However there were no shareholders who voted through both the means.
3. Ballots found defective or incomplete or improper through any means were treated invalid hence not counted for the purpose of voting.

Thereafter upon ascertain the number of shares voted "in favour" or "against" or "invalidated votes" for every resolution voted at the EGM, We forthwith submit the following report:

RESULTS FOR PHYSICAL BALLOT PROCESS AT THE EGM

I. SPECIAL BUSINESS:

RESOLUTION 1 – ORDINARY RESOLUTION – INCREASE OF AUTHORISED CAPITAL AND ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	49	190408	99.60
(ii)	Votes against	4	771	0.40
	TOTAL	53	191179	100.00
		Total no. of folios voted	Total no. of votes cast by them	
iii)	Invalid votes	0	0	

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RESOLUTION 2 – SPECIAL RESOLUTION: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO INVESTORS

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	49	190408	99.60
(ii)	Votes against	4	771	0.40
	TOTAL	53	191179	100.00
		Total no. of folios voted	Total no. of votes cast by them	
iii)	Invalid votes	0	0	

Note: The above resolution 2 was withdrawn by the company at the Extra-ordinary General meeting. But, shareholders were casted their votes as above. Hence we have reported herein.

RESOLUTION 3 – SPECIAL RESOLUTION: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO INVESTORS

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	**Votes in favour**	49	190408	99.60
(ii)	**Votes against**	4	771	0.40
	TOTAL	53	191179	100.00
		Total no. of folios voted	Total no. of votes cast by them	
iii)	**Invalid votes**	0	0	

We hereby confirm that we are maintaining the Registers generated from the Service Provider including the registers maintained by us in electronic mode. The electronic data and all other relevant records/papers relating to voting shall remain in our safe custody and will be handed over to Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Thanking You,

Yours faithfully
For **S R Vattikuti & Associates,**
Company Secretaries,

S R VATTIKUTI & ASSOCIATES Hyd. Company Secretaries

V.Srinivasa Rao,
Proprietor,
C. P. No. 13966

Date: 24.08.2015
Place: Hyderabad