14th August, 2025 **Ref. No. 39/2025-2026**

To, The Manager - Corporate Compliance BSE Limited 25th Floor, P.J. Towers, Dalal Street, Mumbai-400 001 Scrip Code: 500279	To, The Manager - Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 Symbol: MIRCELECTR

Sub: Compliance under Regulation 30(2) and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Respected Sir/Madam,

This is to inform you that Extra-Ordinary General Meeting **("EGM")** of the Company is scheduled to be held on Saturday, September 06, 2025 at 3.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"). In this regard and in compliance with the provisions of Regulation 30(2) read with Schedule III and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith EGM Notice.

The Notice of the EGM along with the Explanatory Statement is being sent electronically to those members whose e-mail IDs are registered with the Company/Depository Participant in compliance with Ministry of Corporate Affairs Circular No. 09/2024 dated 19th September, 2024 read together with Circular No. 09/2023 dated 25th September, 2023, Circular No. 10/2022 dated 28th December, 2022, Circular No. 02/2022 dated 5th May, 2022, Circular No. 21/2021 dated 14th December, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 02/2021 dated 13th January, 2021, Circular No. 20/2020 dated 5th May, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 14/2020 dated 8th April, 2020 and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 read together with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2024/001 dated 5th January, 2024, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020.

ONIDA
OWNER'S PRIDE

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules 2015, the Company is providing remote e-voting facility to its members holding shares as on Saturday, August 30, 2025 being the cut-off date to exercise their rights to vote by electronic means on all resolutions as set out in the Notice of the EGM through e-voting facilitated by Central Depository Services (India) Ltd. Remote e-voting shall commence on Wednesday, September 03, 2025 at 9.00 a.m. and ends on Friday, September 05, 2025 at 05:00 p.m. The facility of e-Voting shall also be made available during the EGM and the Members attending the EGM, who have not already cast their vote by remote e-Voting shall be eligible to cast their vote through e-voting at the EGM.

The notice of the EGM is also available on the Company's website www.onida.com.

You are requested to take the same on record and oblige.

Thanking You.

for MIRC Electronics Limited

KAVAL GULU MIRCHANDANI
Digitally signed by KAVAL GULU MIRCHANDANI
Date: 2025.08.14 19:17:27 +05'30'

Kaval Mirchandani
Managing Director
DIN: 01179978

Encl: - As above

MIRC ELECTRONICS LIMITED
Regd. Office: Onida House, G-1, MIDC, Mahakali Caves Road,
Andheri (East), Mumbai:-400 093
CIN : L32300MH1981PLC023637
www.onida.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF MIRC ELECTRONICS LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") ON SATURDAY 6TH SEPTEMBER, 2025, AT 3.00 P.M. (IST) TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS

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 23(1)(b), 42, 62 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") and the rules and regulations framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the memorandum of association and articles of association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time ("**SEBI (SAST) Regulations**") and all other applicable laws including the Foreign Exchange Management Act, 1999, the rules, regulations, directions, press notes, notifications, any other guidelines and clarifications issued thereunder and issued by the Reserve Bank of India ("**RBI**"), all applicable regulations, circulars, notifications issued by the Securities and Exchange Board of India ("**SEBI Regulations**"), and the Stock Exchanges on which the Equity Shares of the Company are listed and also by any other statutory/regulatory authorities and subject to all such other regulatory approvals, permissions, consents and/or sanctions of any regulatory authorities (including but not limited to approvals of the Stock Exchanges where the Equity Shares of the Company are listed) that may be required under applicable laws, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions, and which may be agreed to by the Board of Directors of the Company (the "**Board**", which term shall be deemed to include any empowered or authorized committees thereof constituted by the Board to exercise its powers including powers conferred hereunder or any person authorized by the Board or its committees for such purpose), the consent of the members of the Company ("**Members**") be and is hereby accorded to offer, issue and allot, by way of private placement on preferential basis, up to 8,89,49,900 (Eight Crore Eighty Nine Lakhs Forty Nine Thousand Nine Hundred) equity shares of the Company of face value of Re. 1/- (Rupee One only) each ("**Equity Shares**"), at Rs. 16.81/- (Rupees Sixteen and Eighty One Paise only) including a premium of Rs. 15.81/- (Rupees Fifteen and Eighty One Paise only), as determined under Regulation 164 of Chapter V of the SEBI ICDR Regulations, aggregating up to Rs. 149,52,47,819/- (Rupees One Hundred Forty Nine Crores Fifty Two Lakhs Forty Seven Thousand Eight Hundred and Nineteen only), for cash consideration, in one or more tranches ("**Preferential Issue**") to the following proposed allottees ("**Proposed Allottees**"):

Sr. No.	Name of Proposed Allottees (Names to be mentioned as per PAN Card)	Number of Equity Shares proposed to be issued (up to)	Total Investment (in INR)	Category
1.	Authum Investment & Infrastructure Limited	7,83,00,000	131,62,23,000	Public
2.	Vikram Kotak (HUF)	74,50,000	12,52,34,500	Public
3.	Jamish Investment Pvt. Ltd.	24,00,000	4,03,44,000	Public
4	APT Real Estates Private Limited	7,99,900	1,34,46,319	Public
	TOTAL	**8,89,49,900**	**149,52,47,819**	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Thursday, 07th day of August, 2025 **("Relevant Date"),** being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. 100% of the amount for the Preferential Issue shall be payable at the time of application to the Equity Shares.

b. The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottee from its bank account(s);

c. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

d. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

e. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

f. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company.

g. The Equity Shares to be issued and allotted pursuant to this resolution will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT the Equity Shares, issued to the Proposed Allottees, be listed on BSE Limited **("BSE")** and National Stock Exchange of India Limited **("NSE")** (collectively referred to as **"Stock Exchanges")** and that any director, company secretary and chief financial officer, be and is hereby severally authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories, viz. National Securities Depository Limited **("NSDL")** & Central Depository Services (India) Limited **("CDSL")** (collectively referred to as **"Depositories"**), and for the credit of such Equity Shares to the respective dematerialized securities accounts of the Proposed Allottees.

RESOLVED FURTHER THAT the company secretary, the chief financial officer, and any director of the Company be and is hereby severally authorized to modify, finalize and sign Form PAS-4 on behalf of the Company and to circulate it to the Proposed Allottees, with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges i.e., BSE and NSE within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the company secretary, the chief financial officer, and any director of the Company be and is hereby severally authorized to delegate all or any of the powers herein conferred to any committee of the Board or any Director(s) or officer(s) of the Company and to generally do all such acts, deeds and things as the Board may, in its absolute discretion, deem fit or necessary for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

a. to issue and allot Equity Shares pursuant to the Preferential Issue and to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to applicable regulatory authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Equity Shares to be allotted pursuant to the Preferential Issue, and subsequently for obtaining listing approval and trading approval for the Equity Shares allotted;

b. to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares;

c. maintaining a record of private placement offer letter in Form PAS 5;

d. signing and filing all such forms including e-forms, documents and papers including Form MGT 14, as may be required to be submitted to the Registrar of Companies/ Ministry of Corporate Affairs ("**MCA**") or any other authorities, in connection with the Preferential Issue;

e. to resolve and settle any questions, difficulty or doubt that may arise in regard to the issuance and allotment of the Equity Shares pursuant to the Preferential Issue, and utilization of Issue Proceeds, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the

Board in its absolute discretion shall deem fit;

f. to issue clarifications on the offer, issue and allotment of the Equity Shares and listing of the Equity Shares to be allotted pursuant to the Preferential Issue on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI LODR Regulations, and other applicable guidelines, rules and regulations;

g. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI LODR Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

h. to make necessary filings with the Stock Exchanges, Ministry of Corporate Affairs (MCA)/ the Registrar of Companies and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any regulatory or governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.

i. such other acts, deeds, matters and things as they may deem fit and proper in this regard.

j. Any other act incidental or ancillary to the above

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT the company secretary, the chief financial officer, and each director of the Company be and are hereby severally authorized to sign a certified true copy of this resolution and provide the same to whomsoever concerned."

By order of the Board of Directors
for MIRC Electronics Limited

Kaval Mirchandani
Chairman of the Meeting &
Managing Director
DIN: 01179978

Place: Mumbai
Date: August 13, 2025

Notes:

1. The Ministry of Corporate Affairs (**"MCA"**) vide its Circular No. 09/2024 dated September 19, 2024 read together with Circular No. 09/2023 dated September 25, 2023, Circular No. 10/2022 dated December 28, 2022, Circular No. 02/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020, Circular No. 17/ 2020 dated April 13, 2020 and Circular No. 14/ 2020 dated April 8, 2020 (collectively referred to as **"MCA Circulars"**), have permitted holding of the 01/2025-26 Extra-Ordinary General Meeting (**"EGM"**) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (**"Act"**), as amended from time to time and MCA Circulars, and Circulars issued by Securities and Exchange Board of India (**"SEBI"**) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read together with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (collectively referred to as **"SEBI Circulars"**), the EGM of the Company is being held through VC / OAVM.

2. A Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on a Poll instead of himself/herself and a Proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circulars, the EGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form is not annexed to this Notice.

3. Explanatory Statement pursuant to the provisions of Section 102 of the Act, setting out material facts concerning the business under Item No. 1 of the Notice in respect of special businesses to be transacted at the EGM is annexed to this Notice.

4. Relevant documents referred to in accompanying Notice and the explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to **investors@onida.com**.

5. Pursuant to Section 113 of the Act, the representatives of Corporate Members may be authorised for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.

   Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a certified true copy of the board resolution and/

or power of attorney, (PDF/JPG Format) if any, authorizing its representative to attend and vote on their behalf at the EGM. The said resolution/authorisation shall be sent to the Company through email at the designated email address of the Company i.e. investors@onida.com.

6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on website of the Company i.e. www.onida.com, website of the Stock Exchanges i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) respectively. For any communication, the shareholders may also send requests to the designated email address of the Company i.e. investors@onida.com. The Notice of EGM is also placed on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

7. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

8. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Members seeking any information/intend of asking any questions at the EGM are requested to send email to the designated email address of the Company i.e. investors@onida.com at least 7 days before the EGM.

10. In case of joint holders attending the Extra-Ordinary General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. Members who hold shares in the dematerialized form and want to change/correct the bank account details, should send the same immediately to their concerned depository participant and not to the Company. Members are also requested to give the MICR Code of their bank to their depository participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such demat shares. The Members who hold shares in physical form are requested to immediately notify any change of address to the Registrar and Share Transfer Agent of the Company in respect of their holding in physical form.

12. SEBI, vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, amended Regulation 40 of the SEBI (LODR) Regulations, 2015, pursuant to which after December 05, 2018, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. Therefore, the Members who are holding physical shares are requested to dematerialize their holdings at the earliest.

13. All the Members are requested to register their e-mail id with the Registrar and Share Transfer Agent of the Company for the purpose of service of documents under Section 20 of the Act, by e-mode instead of physical service of documents.

14. The Members holding the shares in physical form can avail of the nomination facility in terms of Section 72 of the Act, by furnishing Form SH. 13 (in duplicate) to the Company or the Registrar and Share Transfer Agent of the Company. The said form will be made available on request. In case of shares held in dematerialized form, a nomination form will need to be lodged by the Members with their Depository Participants.

15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit their PAN to the depository participants with whom they maintain their demat accounts. The Members holding shares in physical form should submit their PAN to the Company Secretarial Department of the Company or the Registrar and Share Transfer Agent of the Company.

16. The EGM will be held through VC/OAVM and hence Route Map and Attendance Slip are not annexed to this Notice.

17. After the EGM, the recorded transcript of the Meeting shall also be uploaded on the website of the Company, i.e. www.onida.com.

18. Information and other instructions relating to e-voting and joining virtual meeting are as under:

    In compliance with Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (LODR) Regulations, 2015 as amended from time to time, and MCA Circulars, the Company is pleased to provide its Members with facility of 'remote e-voting' to exercise their right to vote at the EGM of the Company by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

    The Members who have already cast their vote by remote e-voting prior to the EGM may also attend/ participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.

    The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the

commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

The Company has appointed CS Mahesh Darji, Practising Company Secretary, (Membership No. F7175, CP No. 7809 with the Institute of Company Secretaries of India) or failing him CS Nilesh Shah or failing him CS Hetal Shah of M/s. Nilesh Shah & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The instructions for Members for e-voting and joining virtual meeting are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The e-voting period begins on Wednesday, 3rd September, 2025 (9.00 a.m.) and ends on Friday, 5th September 2025 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 30th August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
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. • 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.

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

(ix) Click on the EVSN for the relevant MIRC Electronics Limited on which you choose to vote.

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@onida.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to

use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@onida.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 **(Seven) days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Registrar and Transfer Agent at rnt.helpdesk@in.mpms.mufg.com or Company at investors@onida.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

   If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

Item No. 1

Issuance of Equity Shares on a Preferential Basis:

Pursuant to the provisions of Section(s) 23, 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder ("**the Act**") further read with provisions of Chapter V - "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and on the terms and conditions as stipulated in the Act and the ICDR Regulations, the Company is eligible to undertake preferential allotment/private placement of such Equity Shares only after obtaining prior approval of the Members of the Company by way of special resolution.

Accordingly, the Board, at its meeting held on August 13, 2025, has, subject to the approval of the Members and such other approvals as may be required, approved raising of funds up to Rs. 149,52,47,819/- (Rupees One Hundred Forty Nine Crores Fifty Two Lakhs Forty Seven Thousand Eight Hundred and Nineteen only) by way of issuance of up to 8,89,49,900 (Eight Crore Eighty Nine Lakhs Forty Nine Thousand Nine Hundred) fully paid-up equity shares of the Company of face value of Re.1/- each, ("**Equity Shares**") at a price of Rs. 16.81/- (Rupees Sixteen and Eighty One Paise only) per share, including securities premium of Rs. 15.81/- (Rupees Fifteen and Eighty One Paise only) per share, ("**Issue Price**"), such price being not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for a cash consideration, to the below mentioned proposed allottees ("**Proposed Allotees**") each belonging to the Non-Promoter category, by way of preferential issue on a private placement basis ("**Preferential Issue**").

Sr. No.	Name of Proposed Allottees	Category	Maximum Nos. of Equity Shares proposed to be allotted	Proposed investment amount to be paid (in Rs.)
1.	Authum Investment & Infrastructure Limited	Public	7,83,00,000	131,62,23,000
2.	Vikram Kotak (HUF)	Public	74,50,000	12,52,34,500
3.	Jamish Investment Pvt. Ltd.	Public	24,00,000	4,03,44,000
4	APT Real Estates Private Limited	Public	7,99,900	1,34,46,319
	Total		**8,89,49,900**	**149,52,47,819**

The Proposed Allotees have confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), to subscribe to the Equity Shares to be issued pursuant to the Preferential Issue.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

1. Objects of the Issue and tentative timeline

The Company intends to utilize the proceeds of the Preferential Issue ("**Issue Proceeds**") towards the following objects ("**Objects**"). A tentative timeline for utilization of the Issue Proceeds is given below:

Sr. No.	Particulars	Estimated amount to be utilised for each of the Objects (~Rs. In crore)	Tentative timelines for utilization of Issue Proceeds*
1	Working Capital**	112.52 Crores	12 months
2	General Corporate Purposes***	37 Crores	12 months
	Total	**149.52 Crores**	

* Timeline given above for utilization of the fund shall be considered from the date of allotment of shares.

** As the business continues to grow, the funds will be utilized to support and sustain this growth trajectory. This includes meeting the increasing working capital requirements, scaling up operations, and ensuring timely execution of existing order book, thereby enabling the Company to fulfil current commitments and seize new business opportunities.

*** General Corporate Purpose includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable, including fees and expenses related to the Issue, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

Not more than 25% of the consideration received for allotment of Equity Shares shall be utilised for general corporate purposes.

The above utilization of proceeds of Preferential Issue has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they intent to do so.

In terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned Object of issue size may deviate +/- 10% depending upon future circumstances, as the Objects are based on the management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The Board of Directors / committee can invest the unutilized proceeds from the Preferential Issue lying in the monitoring account till the time not used for the purpose mentioned in the Notice at their discretion in compliance with the applicable laws. Further, General Corporate Purpose shall be inter alia utilized for the purpose of making payment / adjustment towards expenses incurred by the Company on conducting extra-ordinary general meeting, fees to advisors, processing fees to Stock Exchanges or deposits in scheduled commercial banks as permitted under applicable laws or at the discretion of the Board of Directors/committee.

Further, till such time the issue proceeds are fully utilised, the proceeds may be kept as Deposits/Investments with banks, subject to the applicable laws.

Interim Use of Issue Proceeds

Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, inter alia, invest the Issue Proceeds in money market instruments, creditworthy instruments, money market mutual funds, liquid fund, deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

2. Monitoring of utilization of funds

a) Given that the issue size exceeds Rs. 100 Crores (Rupees One Hundred Crores only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Acuite Ratings & Research Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the Issue Proceeds of the Preferential Issue ("Monitoring Agency").

b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

3. Relevant Date

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for the Equity Shares to be issued is Thursday, 7th August 2025, i.e. 30 (thirty) days prior to the date of this Extra-ordinary General Meeting.

4. **Basis or justification for the price (including the premium, if any) has been arrived at**

The Equity Shares of the Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together referred to as the "**Stock Exchanges**"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations, and NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the SEBI ICDR Regulations, the issue price at which the Equity Shares can be issued is Rs. 16.81, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 16.56 per equity share;

b) 10 (ten) trading days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. Rs. 16.79 per equity share.

The articles of association of the Company do not provide for any method of determination for valuation of shares which could result in a floor price higher than the price determined pursuant to the SEBI ICDR Regulations.

The Board has approved the issue price of Rs. 16.81 per share (including securities premium of Rs. 15.81/- per share), for issue of Equity Shares, by way of Preferential Issue being not less than the floor price computed in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, since the proposed allotment is more than 5% of the post issue fully diluted equity share capital of the Company to the Proposed Allottees, as per the proviso to Regulation 166A (1) of the SEBI ICDR Regulations, the pricing of the Securities to be allotted shall be higher of the following:

1. Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares)

   OR

2. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations

The Management of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottee at Rs. 16.81/- per share being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Valuation Report received from Mr. Bhavesh M. Rathod, an Independent Registered Valuer – Securities and Financial Assets, having Registration No.IBBI/RV/06/2019/10708, Independent Registered Valuer, in terms of Regulation 164 and 166A of the SEBI ICDR Regulations and Section 62 of the Act has been hosted on the website of the Company which can be accessed at https://www.onida.com/new-announcements/

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

5. The amount which the Company intends to raise by way of such securities

Up to Rs. 149,52,47,819/- (Rupees One Hundred Forty Nine Crores Fifty Two Lakhs Forty Seven Thousand Eight Hundred and Nineteen only) through the issue of fully paid-up Equity Shares of the Company of face value of Re. 1/- each.

Further, for the purpose of giving effect of the proposed Preferential Issue of up to 8,89,49,900 (Eight Crore Eighty Nine Lakhs Forty Nine Thousand Nine Hundred) fully paid-up Equity Shares for an amount up to Rs. 149,52,47,819/- (Rupees One Hundred Forty Nine Crores Fifty Two Lakhs Forty Seven Thousand Eight Hundred and Nineteen only) for cash and in terms of Regulation 162A of the SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board of the Directors of the Company has appointed Acuite Ratings & Research Limited, a Credit Rating Agency registered with the SEBI, as monitory agency for the proposed Preferential Issue to monitor the proceeds of the issue.

6. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Equity Shares is proposed to be made to the Proposed Allotees, belonging to the 'Non-Promoter' (i.e. Public) category, as follows:

Sr. No.	Name of Proposed Allottees	category	Maximum Nos. of Equity Shares proposed to be allotted	Proposed investment amount to be paid (in Rs.)
1.	Authum Investment & Infrastructure Limited	Public	7,83,00,000	131,62,23,000
2.	Vikram Kotak (HUF)	Public	74,50,000	12,52,34,500
3.	Jamish Investment Pvt. Ltd.	Public	24,00,000	4,03,44,000
4	APT Real Estates Private Limited	Public	7,99,900	1,34,46,319
		Total	**8,89,49,900**	**149,52,47,819**

7. The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as the price

The Company has not made any preferential allotment during the current financial year 2025-26.

8. Maximum number of securities to be issued (particulars of the offer), including date of passing of Board resolution

The Board at its meeting held on August 13, 2025 has, subject to approval of the Members and such other approvals as may be required, approved the issuance of upto 8,89,49,900 (Eight Crore Eighty Nine Lakhs Forty Nine Thousand Nine Hundred) fully paid-up Equity Shares of the Company of face value of Re.1/- each, at a price of Rs. 16.81/- per share (including securities premium of Rs. 15.81/- per share), aggregating up to Rs. 149,52,47,819/- (Rupees One Hundred Forty Nine Crores Fifty Two Lakhs Forty Seven Thousand Eight Hundred and Nineteen only), for cash consideration, by way of a preferential issue on a private placement basis to the Proposed Allotees (as mentioned in the above resolution).

9. The intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The entire Preferential Issue of Equity Shares is proposed to be made to persons belonging to the Non-Promoter (i.e. Public) category.

None of the Directors, Promoters / Promoter Group, Key Managerial Personnel or Senior Management of the Company intend to subscribe to Equity Shares, pursuant to this Preferential Issue.

10. Shareholding pattern of the issuer before and after Preferential Issue:

The shareholding pattern of the Company before and after the Preferential Issue is as follows:

Sr. No.	Category of Shareholder(s)	Pre – Issue		Post – Issue (Indicative)	
		(based on benpos dated 08th August, 2025)			
		No. of shares Held	% of share holding	No. of shares held	% of share holding
A	**Promoters & Promoter Group Holding**				
1	Indian				
a)	Individual	33614073	11.99	33614073	9.10
b)	Bodies Corporate	50849509	18.14	50849509	13.77
c)	Others	65188187	23.24	65188187	17.65
	Sub-Total (A)(1)	**149651769**	**53.37**	**149651769**	**40.52**
2	Foreign	-	-	-	-
	Sub- Total (A)(2)	**-**	**-**	**-**	**-**
	Total Promoters & Promoter Group Holding (A)	**149651769**	**53.37**	**149651769**	**40.52**
B	**Non-Promoters Holding**				
1	**Institutional Investors**	17901	0.00	17901	0.00
	Sub-Total (B)(1)	**17901**	**0.00**	**17901**	**0.00**
2	**Non-Institutions**				
	Private corporate bodies	10269910	3.66	91769810	24.84
	Key Managerial Personnel	17	0.00	17	0.0000
	Indian public	110792246	39.51	110792246	29.99
	Others (including NRIs/HUF)	9710621	3.46	17160621	4.65
	Sub-Total (B)(2)	**130772794**	**46.63**	**219722694**	59.48
	Total Public Shareholding (B)	**130790695**	**46.63**	**219740595**	**59.48**
	Total (A)+(B)	**280442464**	**100**	**369392364**	**100**

The pre and post-preferential shareholding percentage has been calculated assuming that all the outstanding convertible warrants, issued and allotted by the Company earlier, will be fully converted into Equity Shares, without taking into consideration any potential dilution which may happen due to allotment of Equity Shares as a result of exercise of the options issued under the Employee Stock Options Scheme of the Company.

11. Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Members, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s) or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time.

12. Change in control if any consequent to Preferential Issue:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

13. Principal terms of assets charged as securities

Not applicable.

14. **Material terms of raising such securities**

The material terms for the Preferential Issue of Equity Shares to the Proposed Allottee(s) are set out below:

a. Lock-in:

The Equity Shares allotted, pursuant to this issue, shall be locked-in, in accordance with Chapter V of the SEBI ICDR Regulations.

b. Rights:

The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company.

15. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s), wherever applicable:

S r . No.	Details of the proposed Allottee	PAN	Category/ Class of proposed Allottee	Ultimate Beneficial Owner of the proposed Allottee	Pre-issue Share holding	% to Pre Issue Capital	No of Equity Shares proposed to be allotted	Post-issue Shareholding	% to post issue capital
1	Authum Investment & Infrastructure Limited	AADCS2471H	Public	Alpana Dangi	2,00,946	0.07%	7,83,00,000	7,85,00,946	21.25%
2	Vikram Kotak (HUF)	AADHV2426G	Public	Vikram Kotak	Nil	Nil	74,50,000	74,50,000	2.02%
3	Jamish Investment Pvt. Ltd.	AAACJ8884A	Public	Nimish Shah	Nil	Nil	24,00,000	24,00,000	0.65%
4	APT Real Estates Private Limited	AAFCA9967L	Public	Ashish Singhania & Vivek Singhania	Nil	Nil	7,99,900	7,99,900	0.22%

16. The percentage of the post-Preferential Issue capital that may be held by the Proposed Allottee(s) and change in control, if any, in the Company consequent to the Preferential Issue:

Sr. No.	Name of the Proposed Allotees	*Pre-preferential shareholding		*Post-preferential shareholding	
		(based on benpos dated 08th August, 2025)			
		No. of Securities	% of shareholding	No. of Securities	% of shareholding
1	Authum Investment & Infrastructure Limited	2,00,946	0.07%	7,85,00,946	21.25%
2.	Vikram Kotak (HUF)	Nil	Nil	74,50,000	2.02%
3.	Jamish Investment Pvt. Ltd.	Nil	Nil	24,00,000	0.65%
4.	APT Real Estates Private Limited	Nil	Nil	7,99,900	0.22%
	Total	**2,00,946**	**Total**	**8,91,50,846**	

*The pre and post-preferential shareholding percentage has been calculated assuming that all the outstanding convertible warrants, issued and allotted by the Company earlier, will be fully converted into Equity Shares, without taking into consideration any potential dilution which may happen due to allotment of Equity Shares as a result of exercise of the options issued under the Employee Stock Options Scheme of the Company.

There will be no change in the composition of the Board nor any change in the control and management of the Company consequent to the Proposed Preferential Issue.

17. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of Objects

No contribution is being made by the Promoters or Directors of the Company, either as part of the Preferential Issue of Equity Shares or separately, in furtherance of the Objects.

18. Undertaking:

The Company hereby undertakes that:

a) Neither the Company nor any of its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable;

b) Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;

d) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;

e) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;

f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allotees;

g) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the SEBI LODR Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

h) The Company shall be making application seeking in-principle approval to the Stock Exchange(s) where its Equity Shares are listed on the same day when this Notice will be sent for seeking Members approval by way of special resolution.

19. The current and proposed status of the Allottee(s) post Preferential Issue namely, promoter or non-promoter

As mentioned above, the Proposed Allotees are persons belonging to Non-Promoter (Public) Category, and such status will continue to remain the same post the Preferential Issue.

20. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not Applicable, as the Company has not proposed to issue the Equity Shares for consideration other than cash.

21. Lock-in period

The pre-preferential allotment shareholding of the Proposed Allottees (if any) and the Equity Shares to be allotted pursuant to this issue shall be subject to lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

22. Practicing Company Secretary's Certificate

The certificate from Mr. Mayank Arora, Partner of M/s. Mayank Arora & Co., Company Secretaries, (Membership No. F10378, CP No. 13609 with the Institute of Company Secretaries of India), certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, shall be made available for inspection by the Members of the Company during the meeting and will also be made available on the website of the Company under New Announcements tab of investor section at the following web link: https://www.onida.com/new-announcements/

23. Disclosures as per Regulation 163(1)(j) of the SEBI (ICDR) Regulations, 2018 pertaining to the Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

The Current and proposed status of the Proposed Allottees post the Preferential Issue is "Non-Promoter"

24. Other disclosures

a) The Proposed Allottee(s) have confirmed that they have not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottee(s) have further confirmed that they are eligible under the SEBI ICDR Regulations to participate in the Preferential Issue.

b) The Company shall submit an application for in-principle approval to the Stock Exchange(s) where its Equity Shares are listed on the same day this Notice is sent to the Members to seek their approval by way of special resolution.

c) The pre- preferential holding of the proposed allotee(s), if any is in dematerialized form.

d) The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice save and except to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of Equity Shares to the Proposed Allotees is being sought by way of special resolution as set out at Item No. 1 of the Notice.

The Board of Directors believe that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommend the resolutions set out at Item No. 1 of the Notice for approval by the Members of the Company as a Special Resolution.

By order of the Board of Directors
for MIRC Electronics Limited

Kaval Mirchandani
Chairman of the Meeting &
Managing Director
DIN: 01179978

Place: Mumbai
Date: August 13, 2025