

**MIC ELECTRONICS LIMITED**

Registered Office: Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051

CIN: L31909TG1988PLC008652 | Tele No.: 040 - 27122222

E-Mail: cs@mic.co.in | Website: www.mic.co.in

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

(Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

**Dear Member(s),**

Notice is hereby given that Extra-Ordinary General Meeting ("EGM") No. 01/2025-26, of the Members of MIC Electronics Limited ("the Company") is scheduled to be held on Monday, December 01, 2025 at 11:45 a.m. at the registered office of the Company situated at Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051 to transact the following special business in the accordance with Section 108 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force hereinafter referred to as the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "Rules"), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

**SPECIAL BUSINESS:**

- 1. To consider and approve the issue and allotment of securities of the Company to raise funds up to ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only) through Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers, in one or more tranches:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62, 71, and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, each as amended and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the **"Companies Act"**) and subject to such approvals, permissions, consents and sanctions as may be necessary from, and under the rules, regulations, guidelines issued by, the Government of India (**"GOI"**), the Reserve Bank of India (**"RBI"**), Ministry of Finance (Department of Economic Affairs), Ministry of Corporate Affairs, and all other Ministries / Departments of the Government of India, Securities and Exchange Board of India (**"SEBI"**), BSE Limited (**"BSE"**), National Stock Exchange of India Limited (**"NSE"**) and together with the BSE, the **"Stock Exchanges"**) and / or any other competent authorities, and such other approvals, permissions, consents and sanctions as may be necessary in terms of the provisions of the Foreign Exchange Management Act, 1999 (**"FEMA"**) and the rules and regulations framed thereunder as amended, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, and the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (**"DPIIT"**), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), each as amended from time to time, the uniform listing agreement entered into by the Company with the Stock Exchanges on which the equity shares (having face value of ₹ 2/- only each) (**"Equity Shares"**) of the Company are listed and the enabling provisions of the Memorandum

and Articles of Association of the Company, and in accordance with the rules, regulations and guidelines issued by the GOI, RBI, SEBI, Stock Exchanges and any competent authorities (herein after referred to as **“Applicable Regulatory Authorities”**) and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard including the lenders and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any Committee(s) constituted / to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution thereof), the approval of the Members of the Company, be and is hereby accorded to create, offer, issue and allot, such number of fully paid-up Equity Shares and / or Convertible Bonds (**“CBs”**), and / or non-convertible instruments and / or any other instruments and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the **“Securities”**) or any combination of the Securities, in one or more tranches, denominated in Rupee or denominated in one or more foreign currencies, , through one of more private offerings or Qualified Institutions Placement (**“QIP”**) and / or any combination thereof, through issue of an offer document and / or preliminary placement document, placement document or other permissible / requisite offer document to any eligible person, including Qualified Institutional Buyers as defined under the SEBI ICDR Regulations (**“QIBs”**) in accordance with Chapter VI of the SEBI ICDR Regulations or otherwise, and / or to any person including resident or non-resident investors (whether institutions, body corporates, mutual funds, trusts and / or individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors (other than individuals, corporate bodies and family offices), qualified foreign investors, insurance companies, pension funds, Foreign Institutional Investors, Indian and / or Multilateral Financial Institutions, Non-Resident Indians, whether they be holders of Equity Shares of the Company or not (collectively called the **“Investors”**) as may be decided by the Board in its discretion, and permitted under applicable laws and regulations, in consultation with the lead managers, for an aggregate consideration not exceeding **₹ 250,00,00,000/- (Rupees Two hundred and Fifty Crores only)** (inclusive of such premium as may be fixed on such Securities), by offering such Securities at such time or times, at such price or prices (payable in cash or kind or in exchange of / upon conversion of existing Securities), at a discount or premium to the market price or prices permitted under applicable laws, with authority to retain oversubscription up to such percentage as may be permitted (within the aggregate limit of ₹ 250 Crores only), in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers and / or other advisors, or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares to be issued and allotted, fixing of record date or book closure, if required, as the Board in its absolute discretion may deem fit and appropriate, in each case, subject to the applicable laws.

**RESOLVED FURTHER THAT** in the event the Company proposes to issue and allot any Securities by way of Qualified Institutions Placement (**“QIP”**) to Qualified Institutional Buyers (**“QIBs”**) in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as **“Eligible Securities”** within the meaning of SEBI ICDR Regulations):

- I. The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- II. The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Act and/ or SEBI ICDR Regulations and relevant laws/ guidelines, from time to time;

- III. The Equity Shares which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible Securities being offered through QIP, have been listed on a stock exchange for a period of at least one year, calculated on a date prior to issuance of this notice to shareholders of the Company;
- IV. The Equity Shares created, offered, issued and allotted under the Issue in terms of this resolution or allotted upon conversion of the equity linked instruments issued in QIP shall rank pari-passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- V. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be,
  - a. the date of meeting in which the Board or duly constituted Committee thereof decides to open the issue, in accordance with Regulation 171(b) (i) of the SEBI ICDR Regulations and other applicable law;
  - b. in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
- VI. The Eligible Securities (excluding warrants) shall be allotted as fully paid up and in dematerialized form;
- VII. The issuance and allotment of the Securities by way of the QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be made at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("Floor Price"), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations inter-alia,
  - a. issuance of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on share capital;
  - b. issuance of Equity Shares by way of rights issue;
  - c. consolidation of its outstanding Equity Shares;
  - d. division of its outstanding Equity Shares including by way of stock split;
  - e. reclassification of any of its Equity Shares into other securities of the Company; and
  - f. such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

However, the Board, or a duly constituted Committee thereof in consultation with the book running lead manager, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;
- VIII. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as rights issue, stock split or consolidation of shares, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profits or reserves, or any such capital or corporate restructuring;
- IX. In accordance with Regulation 176(3) under Chapter VI of SEBI ICDR Regulations, no partly paid-up Equity Shares or other Securities shall be issued / allotted;
- X. The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time;
- XI. No single allottee shall be allotted more than 50% of the proposed issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee; and a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage thereof, such minimum portion may be allotted to other QIBs;
- XII. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;

- XIII. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment; and
- XIV. Application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

**RESOLVED FURTHER THAT:**

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the underlying equity shares shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the offer document(s).

**RESOLVED FURTHER THAT** the issue of Equity Shares underlying the Securities to the holders of the Securities shall, inter alia, be subject to the following terms and conditions, subject to compliance with applicable law:

- (a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of any merger, amalgamation, takeover or any other re-organisation or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** the net proceeds from the issue of Equity Shares would be utilised at various stages for the usage of one or more, or any combination of the following: (i) for acquisition of domestic/ foreign business units/ Companies engaged in the same or similar lines of business in which the Company operates. (ii) repayment or prepayment of debt availed by the Company and / or its Subsidiaries, (iii) working capital requirements of the Company and its Subsidiaries, (iv) cash margin for non-fund based working capital including letters of comfort, (v) investment in Subsidiaries, (vi) capital expenditure, (vii) any cost incurred towards the objects of the issue, or (viii) general corporate purposes or such other purpose(s) as may be permissible under applicable laws, as may be determined by the Board or a duly authorised committee thereof..

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Management Committee of the Board be and is hereby authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more Stock Exchange(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, the draft offer document, offer letter, offer document, preliminary placement document or placement document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, monitoring agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications, as applicable (including those to be filed with the regulatory authorities, if any) (the “**Transaction Documents**”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “**Ancillary Documents**”) as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s) of Securities, including the class of the Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue / conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and / or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s) of Securities.

**RESOLVED FURTHER THAT** all the aforesaid powers and authorities be and are hereby further sub-delegated to the Management Committee of the Board and that the said Management Committee be and is hereby authorised to sign and execute such letters, deeds, documents, writings, etc. including but not limited to allotment of securities, and to do all such acts, deeds, matters and things as might be required in connection with the issue of the Securities which in the opinion of the said Management Committee ought to have been done, executed and performed in relation to issue of the Securities as aforesaid and the matters incidental and ancillary thereto as duly and effectually as the Board could have done without further reference to the Board.”



**2. To consider and approve the proposal of raising of funds by issuance of Foreign Currency Convertible Bonds (FCCBs) on a Private Placement Basis not exceeding USD 15 Million in one or more tranches:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 55, 62 (1)(c), 71, 179 and other relevant provisions, if any, of the Companies Act, 2013 (**“the Act”**), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or reenactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**); the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the **“FCCB Scheme”**), Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended, issued by Reserve Bank of India (**“RBI”**), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force); the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (**“FDI Policy”**) and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (**“GOI”**), Ministry of Finance (Department of Economic Affairs) (**“MoF”**), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (**“MCA”**), RBI, the Securities and Exchange Board of India (**“SEBI”**), BSE Limited, National Stock Exchange of India Limited (together the **“Stock Exchanges”**) and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the **“Appropriate Authorities”**) to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include any Committee(s) constituted / to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution thereof)), approval of the Members of the Company be and is hereby accorded to the Board, and the Board be and is hereby authorized to raise funds by way of issuance of equity shares, preference shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue, and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/ requisite offer documents, Foreign Currency Convertible Bonds (**FCCBs**) (whether fully or partly paid) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depository Receipts (**GDRs**) and/or American Depository Receipts (**ADRs**) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company (**“Securities”**) at the option of the Company and/ or the security holders, denominated and subscribed to in foreign currency by eligible persons as determined by the Board in its discretion, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/ or Underwriters and/or Arrangers and/or other advisors, subject to applicable laws;

provided that the aggregate amount to be raised by issuance of such Securities shall not exceed **USD 15 Million** (inclusive of such premium as may be fixed on such Securities) in one or more tranches to be subscribed in Indian Rupees or its equivalent amount in any foreign currencies as may be necessary.

**RESOLVED FURTHER THAT** in the event of issuance of FCCBs, pursuant to the provisions of the FCCB Scheme, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or any Committee duly authorized by the Board decides to open the issue of such securities and the pricing shall be determined by the Board.

**RESOLVED FURTHER THAT** the Board duly authorized by the Board be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the securities are to be issued, number of securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank *pari passu* in all respects with the existing securities of the Company in all respects, if any;

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of securities, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of securities including the number of securities that may be offered, face value of securities, rate of interest, discount, conversion ratio and proportion thereof, security for creation of charge, timing for issuance of such securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering Memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and take all steps

which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, monitoring agencies and all such agencies as may be involved or concerned in the issue and to remunerate and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of the Securities on one or more stock exchange(s) as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the securities are hereby approved by the members.”

By Order of the Board  
**For MIC Electronics Limited**

Place: Hyderabad  
Date: November 05, 2025

Sd/-  
**Lakshmi Sowjanya Alla**  
Company Secretary & Compliance Officer



**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**“Act”**) in respect of the businesses set out at Item Nos. 1 & 2 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (‘EGM’) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty-Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EGM is enclosed along with this notice.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
6. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
7. To support the ‘Green Initiative’, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
8. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. The Notice of the EGM is also posted on the website of the Company at [www.mic.co.in](http://www.mic.co.in).
9. In accordance with the MCA Circulars and SEBI Circulars, this Notice of EGM is being sent only by e-mail to all the Members whose e-mail addresses are available in the beneficial ownership data of M/s. Central Depository Services (India) Limited and M/s. National Securities Depository Limited (‘Depositories’) and the record of M/s. Venture Capital and Corporate Investments Private Limited (‘RTA’), Registrar and Share Transfer Agent of the Company and the physical copy of the Notice of EGM will not be sent to the Members of the Company unless any member has requested for a physical copy of the same.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during 9.00 a.m. to 5.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holiday) up to the date of the EGM of the Company.
11. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

12. Members are requested to intimate change in their address if any immediately to M/s. Venture Capital and Corporate Investments Private Limited, the Company's Registrar and Share Transfer Agents, at their office at "AURUM", Door No.4-50/P-11/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave, Phase – II, Gachibowli, Hyderabad, Telangana – 500032. Email Id: info@vccipl.com.
13. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s. Venture Capital and Corporate Investments Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
14. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
15. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. At present the Company's equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited. Members are informed that the script of the Company have been activated both in Central Depositories Services Limited ("CDSL") and National Securities Depository Limited ("NSDL") and may be dematerialized under the ISIN- INE287C01037.
17. The route map to the EGM venue is given herein.
18. **Voting through Electronic means:**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to the Members, a facility to exercise their right to vote on the resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services ("**remote e-voting**") provided by Central Depository Services (India) Limited.
  - II. The facility for voting through Polling Paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- III. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**
  - i. **The voting period begins on Friday, November 28, 2025 (09:00 A.M.) and ends on Sunday, November 30, 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 (record date) Tuesday, November 25, 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.

- 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 **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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where</li> </ol>

	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 <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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**

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

- v. Login method for Remote e-Voting 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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- 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: 251104007** for the relevant MIC 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](http://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](mailto: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 - [cs@mic.co.in](mailto:cs@mic.co.in) (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE.**

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 **Company/RTA email id**.
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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, (CDS) 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

19. Mr. Y Ravi Prasada Reddy, Proprietor of M/s. RPR & Associates, Company Secretaries, (C.P No.5360) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting by show of hands is not allowed.
21. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
22. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.mic.co.in](http://www.mic.co.in) and on the website of CDSL.

The same will be communicated to the stock exchanges where the Company shares are listed viz. BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges").

By Order of the Board  
**For MIC Electronics Limited**

Place: Hyderabad  
Date: November 05, 2025

Sd/-  
**Lakshmi Sowjanya Alla**  
Company Secretary & Compliance Officer

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 TO THE ACCOMPANYING EGM NOTICE DATED NOVEMBER 05, 2025.**

**Item No. 1. To consider and approve the issue and allotment of securities of the Company to raise funds up to ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only) through Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers, in one or more tranches:**

**Particulars of the issuance of Securities:** The Company intends to raise funds to explore strategic growth opportunities and continues to evaluate various avenues for expansion and achieving growth. The Company proposes to raise funds aggregating up to ₹ 250 crores (Rupees Two Hundred and Fifty Crores only) through the issuance of any instrument or security, including equity shares, fully or partly convertible debentures, nonconvertible debentures along with warrants, and any other equity-based securities or any combination thereof (collectively, “Securities”), in one or more tranches and/ or one or more issuances, simultaneously or otherwise, whether rupee denominated or denominated in one or more foreign currencies, including by way of qualified institutions placement(s), preferential allotment or private placement(s), and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors, through a placement document and/or other permissible offer documents, to any eligible person including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, subject to member approval as an enabling authorization to the Board to issue and allot Securities in accordance with applicable laws without requiring further member approval at the time of such issuances.

**Board approval:** The Board, at its meeting held on November 05, 2025, approved the issuance of Securities, subject to members’ approval, at such price and on such terms and conditions as may be deemed appropriate by the Board/its duly constituted committee, considering market conditions and other relevant factors, subject to requisite regulatory approvals. The Board/Committee may adopt any of the mechanisms described above to meet the Company’s objectives without the need for fresh shareholder approval.

**Objects of the Issue:** The proceeds are proposed to be used for one or more of the following objects or any combination thereof:

(i) for acquisition of domestic/ foreign business units/ Companies engaged in the same or similar lines of business in which the Company operates. (ii) repayment or prepayment of debt availed by the Company and / or its Subsidiaries, (iii) working capital requirements of the Company and its Subsidiaries, (iv) cash margin for non-fund based working capital including letters of comfort, (v) investment in Subsidiaries, (vi) capital expenditure, (vii) any cost incurred towards the objects of the issue, or (viii) general corporate purposes within the limits permitted under applicable law, not exceeding 25% of Net Proceeds after issue expenses, or such other purpose(s) as may be permissible under applicable laws, to be utilized in such manner and proportion and within such timelines as determined by the Board/Committee. Pending utilization, proceeds may be invested in accordance with applicable laws.

**Listing and regulatory approvals:** The Securities allotted would be listed on BSE Limited and National Stock Exchange of India Limited where the Company’s equity shares are listed, subject to obtaining requisite approvals.

**QIP specific terms (if applicable):** If the Issue is by way of a qualified institutions placement,

a) allotment shall be completed within 365 days from passing the special resolution or such other time as permitted under the SEBI ICDR Regulations; and

b) pricing shall be determined in accordance with Chapter VI of the SEBI ICDR Regulations and applicable law, subject to appropriate adjustments for corporate actions. No allotment shall be made, directly or indirectly, to any QIB who is a promoter or any person related to promoters. The Board/Committee may, in consultation with the book running lead manager, offer a discount of up to 5% or such other percentage as permitted under

applicable law on the floor price. Securities allotted under QIP shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange or as otherwise permitted under SEBI ICDR Regulations.

**Enabling nature and flexibility:** The special resolution is an enabling resolution to permit issuance in one or more tranches, at such time(s), price(s), to such person(s), and on such detailed terms as the Board/Committee may determine in compliance with applicable laws and in consultation with advisors, considering market conditions. The Company has not identified the investors, quantum per investor, or the timeline for allotment as on date; therefore, specific allottee details and resulting post-issue shareholding patterns are not provided. Necessary disclosures will be made as and when decisions are taken.

**Approvals under the Companies Act and LODR:** Since the proposed issuance may involve issue of Equity Shares to persons other than existing members, approval is sought pursuant to Sections 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules thereunder, as well as the SEBI LODR Regulations, 2015, as amended.

**Ranking:** Equity Shares created, offered, issued and allotted, including upon conversion of any eligible securities, shall rank pari passu in all respects with the existing equity shares of the Company, subject to the terms of issue and placement documents.

**Change in control:** There will be no change in control pursuant to the proposed issue.

**Promoter participation:** If the Issue is through QIP, promoters will not participate in the Issue. None of the directors, key managerial personnel or promoters intend to participate or subscribe to Securities in the Issue.

**Interest of directors and KMPs:** None of the directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any.

**Board recommendation:** The Board considers the proposal to be in the interest of the Company and recommends the resolution for approval of members as a Special Resolution for item no. 1.

**Item No. 2. To consider and approve the proposal of raising of funds by issuance of Foreign Currency Convertible Bonds (FCCBs) on a Private Placement Basis not exceeding USD 15 Million in one or more tranches:**

The Board of Directors (hereinafter called the “Board”) at its meeting held on November 05, 2025 has approved raising of funds, inter alia, by way of issuance of equity shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue, qualified institutions placement and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (whether fully or partly paid) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company (“Securities”) for an aggregate amount of USD 15 Million or its equivalent amount in any foreign currencies as may be necessary.

The Company intends to raise funds to explore strategic growth opportunities and address the working capital needs of both the Company and its subsidiaries. These funds will support potential synergies through strategic

acquisitions, enabling the integration of complementary businesses, the expansion of market presence, and the enhancement of operational efficiency.

Additionally, maintaining adequate working capital is essential for smooth operations, ensuring healthy cash flow, meeting client obligations, and seizing immediate business opportunities without financial constraints. This strategic initiative is designed to strengthen the Company's stability and growth, ultimately delivering maximum value to its stakeholders. Hence, the Board believes that the Company should have necessary approvals now for accessing various opportunities for growth capital / fund raising at this juncture to be well placed to take advantage of emerging growth opportunities. The Board has therefore approved an adequate pool size of up to USD 15 Million to address the abovementioned. The proceeds of the issue shall be used in compliance of RBI master directions/any other regulatory issued form from time to time

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The proposed enabling Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the aforementioned issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof), considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

**The relevant date** (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws.

For the purposes of clarity: In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

Issuance of Securities may result in the issuance to investors who may not be the members of the Company. Therefore, consent of the members is being sought, for passing the Special Resolution as set out in the Notice, pursuant to applicable provisions, of the Companies Act, 2013, as amended ("Act") and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Listing Regulations, as amended.

The proposed issue of the Securities shall be within the overall borrowing limits of ₹ 1250 Crores of the Company as approved by the Members pursuant to Section 180(1)(c) of the Companies Act, 2013, in their 37<sup>th</sup> Annual General Meeting of the Company held on September 29, 2025.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the



quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

Section 62(1)(c) of the Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot.

Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the other 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. 2 of the Notice except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/institutions in which they are directors or members.

The Board recommends the enabling Special Resolution set out at Item Nos. 2 of the Notice for approval of the Members.

By Order of the Board  
**For MIC Electronics Limited**

Place: Hyderabad  
Date: November 05, 2025

Sd/-  
**Lakshmi Sowjanya Alla**  
Company Secretary & Compliance Officer

**M/s. MIC ELECTRONICS LIMITED**

(CIN: L31909TG1988PLC008652)

Regd. Off: Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051.

Email: cs@mic.co.in | website: www.mic.co.in

**Form 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]

Regd. Folio No :	DPID :
No of Shares Held :	Client ID :

I, \_\_\_\_\_ being the member of M/s. MIC Electronics Limited holding \_\_\_\_\_ equity shares of the above-named Company, hereby appoint-

Name &amp; Address:

Email ID:

and whose signature(s) appended below as my proxy to attend and vote, in case of a poll, for me and on my behalf at the Extra-ordinary General Meeting of the Company, to be held on Monday, December 01, 2025 at 11.45 A.M., at the registered office of the Company situated at Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051 and at any adjournment thereof in respect of resolutions indicated below:

S. No	Resolution (s)	Vote	
		For	Against
Special Business			
1	To consider and approve the issue and allotment of securities of the Company to raise funds up to ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only) through Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers, in one or more tranches (Special Resolution)		
2	To consider and approve the proposal of raising of funds by issuance of Foreign Currency Convertible Bonds (FCCBs) on a Private Placement Basis not exceeding USD 15 Million in one or more tranches (Special Resolution)		

Signed this \_\_\_\_\_ day of November, 2025.

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.

**M/s. MIC ELECTRONICS LIMITED**

(CIN: L31909TG1988PLC008652)

Regd. Off: Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051.

Email: cs@mic.co.in | website: www.mic.co.in

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the member attending: \_\_\_\_\_

Member's Folio No/ Client ID: \_\_\_\_\_

No. of shares held: \_\_\_\_\_

Name of Proxy: \_\_\_\_\_ (To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the Extra-ordinary General Meeting of the M/s. MIC Electronics Limited, to be held on Monday, December 01, 2025 at 11.45 A.M., at the registered office of the Company situated at Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051.

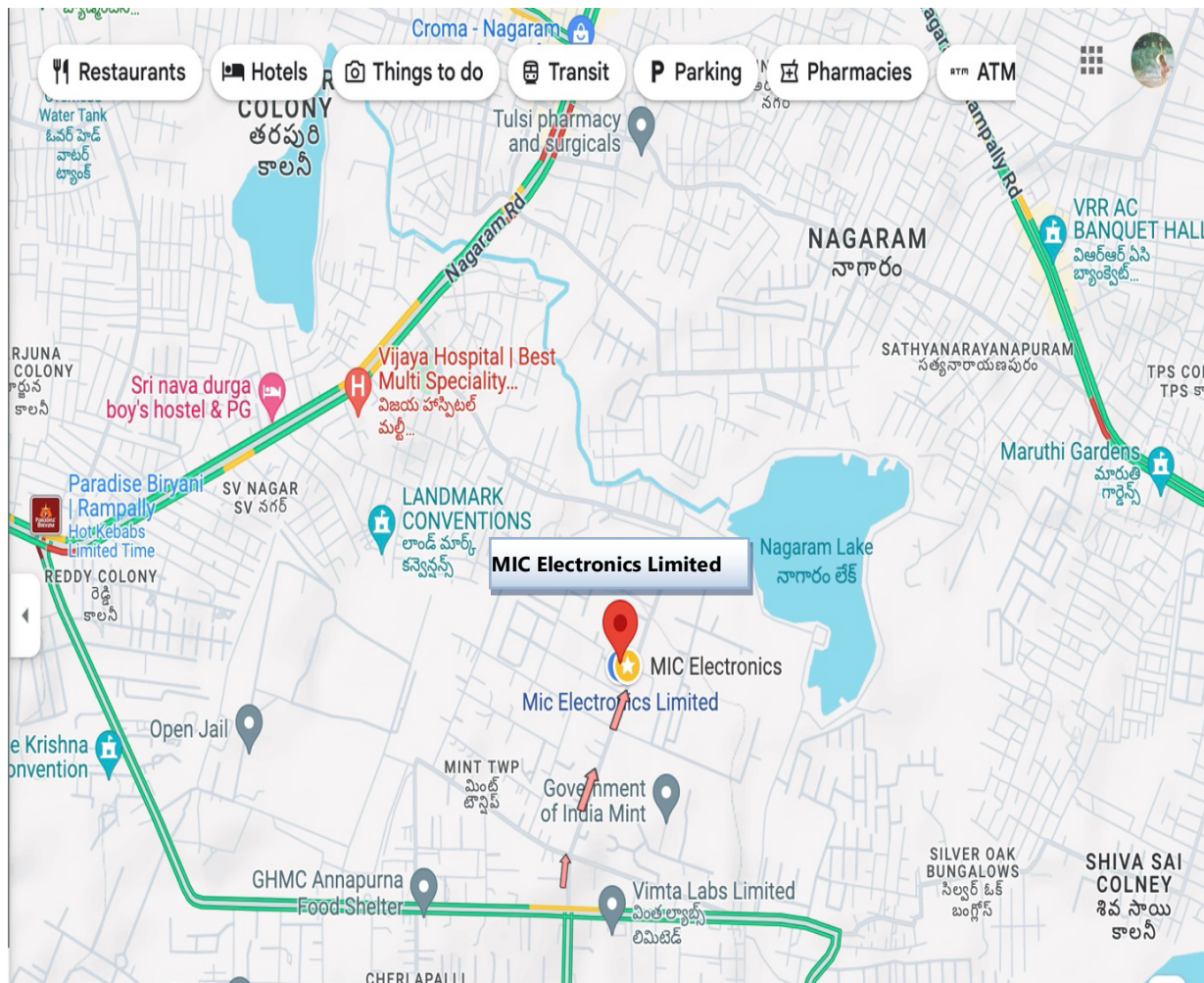
..... Member's / Proxy's Signature

**Note:**

1. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
2. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

### **ROUTE MAP FOR THE EGM VENUE**

In terms of the Requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India; route map for the location of the venue of the Extra-ordinary General Meeting is given below:



**M/s. MIC ELECTRONICS LIMITED**

(CIN: L31909TG1988PLC008652)

Regd. Off: Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051.

Email: cs@mic.co.in | website: www.mic.co.in

**Form No.MGT-12**
**POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)I of the Companies (Management and Administration Rules, 2014)

CIN	L31909TG1988PLC008652		
Name of the Company	M/s. MIC ELECTRONICS LIMITED		
Registered Office	Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051.		
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client ID		DP ID	
Number of Equity shares held			

In respect of Extra-ordinary General Meeting of the Company, I hereby exercise my vote in respect of Special Resolutions enumerated below by recording my assent or dissent to the said Resolutions in the following manner:

S. No	Resolution (s)	Vote	
		For	Against
Special Business			
1	To consider and approve the issue and allotment of securities of the Company to raise funds up to ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only) through Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers, in one or more tranches (Special Resolution)		
2	To consider and approve the proposal of raising of funds by issuance of Foreign Currency Convertible Bonds (FCCBs) on a Private Placement Basis not exceeding USD 15 Million in one or more tranches (Special Resolution)		

Place: Hyderabad

Date: December 01, 2025

(Signature of the Shareholder / Proxy)