
**SEVENTH ANNUAL REPORT
2017-2018**

electronics



MYSTIC

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Krishan Khadaria	Director
Mr. Manoj Bhatia	Director
Mr. Tarun Keram	Director
Mrs. Asha Khadaria	Additional Director
Mr. Mohit Khadaria	Managing Director
Mrs. Niraali Thingalaya (appointed w.e.f. 30.05.2018)	Additional Director

Ms. Manisha Swami	Company Secretary
Mr. Rajesh Agrawal	Chief Financial Officer

AUDIT COMMITTEE

Mr. Manoj Bhatia	Chairman
Mr. Krishan Khadaria	Member
Mr. Tarun Keram	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Manoj Bhatia	Chairman
Mr. Krishan Khadaria	Member
Mr. Tarun Keram	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Tarun Keram	Chairman
Mr. Krishan Khadaria	Member
Mr. Manoj Bhatia	Member

AUDITORS

M/s. Bansal Bansal & Co.
Chartered Accountants, Mumbai

BANKERS

Axis Bank Ltd.
ICICI Bank Ltd.
IDBI Bank Ltd.
Kotak Mahindra Bank

REGISTERED OFFICE

401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400 058
Tel. No.: 26778155 / 26797750 / 32459097
CIN : L72300MH2011PLC221448
Email id.: electronics.mystic@gmail.com
Website : www.mystic-electronics.com

REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Bldg., Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (E), Mumbai - 400 059.
Tel.: 022-62638200 Fax: 022-62638299
E-mail: info@bigshareonline.com

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NOTICE

Notice is hereby given that the **Seventh Annual General Meeting** of the Members of Mystic Electronics Limited will be held on **Saturday, 29th September, 2018, at 11:30 a.m. at** Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai-400 053 to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of Mr. Krishan Khadaria as a Director liable to retire by rotation:

To appoint Mr. Krishan Khadaria (holding DIN: 00219096) as Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To regularize and appoint **Mrs. Asha Khadaria** (DIN: 00219112) as Non-Executive Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement), 2015, **Mrs. Asha Khadaria (DIN: 00219112)** who was appointed as an Additional Director who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice from the member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, whose term of office shall be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts , deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to file e-forms to the Registrar of Companies, Mumbai."

4. To regularize and appoint **Mr. Mohit Khadaria (DIN: 05142395)** as Executive Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement), 2015, **Mr. Mohit Khadaria (DIN: 05142395)** who was appointed as an Additional Director of the Company and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice from the member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts , deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to file e-forms to the Registrar of Companies, Mumbai."

5. To appoint **Mr. Mohit Khadaria** (DIN: 05142395) as Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with schedule V thereof, the recommendation of Nomination & Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded to appoint Mr. Mohit Khadaria as Managing Director of the Company for a period of 5 years commencing from 14th December, 2017 to 13th December, 2022 on such remuneration and terms and conditions as set out in the Explanatory Statement annexed with the notice herewith with liberty and authority to the Board of Directors/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board/Nomination and Remuneration Committee and Mr. Khadaria.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to file e-forms to the Registrar of Companies, Mumbai."

6. To appoint **Mrs. Niraali Santosh Thingalaya** (DIN: 08125213) as an Independent Director of the Company and in this regard to consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mrs. Niraali Santosh Thingalaya (DIN:08125213)**, who has been appointed as Additional Director by the Board of Directors of the Company w.e.f. 30th May, 2018 in terms of Section 161(1) of the Act and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from 30th September 2018 upto 29th September, 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to file e-forms to the Registrar of Companies, Mumbai."

**By and on behalf of the Board
For Mystic Electronics Limited**

Sd/-
Krishan Khadaria
Director
DIN: 00219096

Registered Office:

401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400 058

Place : Mumbai

Dated: 24th August, 2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxies submitted on behalf of limited companies, LLP, etc., must be supported by appropriate resolution/authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 a proxy for any other person or shareholder.

2. The members/ proxies are requested to bring their copy of the Annual Report to the meeting along with duly filled in attendance slips for attending the meeting.
3. Members / Proxy coming to attend the Annual General Meeting are requested to carry their original photo ID (passport/driving license/ voter's card/PAN card) proof with them for the purpose of verification at the venue.
4. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
5. 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.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting
7. A Statement pursuant to Section 102 of the Act and Secretarial Standard on General Meetings (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 in respect of Director retiring by rotation and being re-appointed along with the directors appointed has been provided in the "**ANNEXURE I**" to this Notice.
9. The Register of Members and the share transfer books of the Company shall remain closed from **Saturday, 22nd September, 2018 to Saturday 29th September, 2018**, (both days inclusive).
10. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to M/s. Bigshare Services Private Limited, Company's Registrar & Share Transfer Agent, in respect of their holding in physical shares, quoting Folio No.
11. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013 read with the Rules made thereunder are requested to send the prescribed Form SH-13 to the Registered Office of the Company. Any change or cancellation of the nomination already given is to be given in Form SH-14. Form SH-13 and Form SH-14 are available on the Company's website for download.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website- www.mystic-electronics.com

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.
14. The Securities and Exchange Board of India (SEBI) has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

In accordance with the amendments to Regulation 40 of the Listing Regulations, made effective from 8th June, 2018 the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effective transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

15. Electronic copy of the annual report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report for 2017-18 are been sent to them. The Notice of the Meeting is also posted on the website of the Company www.mystic-electronics.com.
16. To support the green initiatives of the Government, members who have not registered their e-mail address so far are requested to register their e-mail address, in respect of their electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agent of the Company i.e. M/s. Bigshare Services Private Limited., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059.
17. In Accordance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies(Management and Administration) Rules, 2014 and amendment thereto and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulation's, 2015, the Company has engaged the services of National Securities Depositories Limited (NSDL) to provide remote e-voting facility to all the members to enable them to cast their votes electronically in respect of the business to be transacted at the Meeting. ***The instruction for remote e-voting are annexed separately and form part of this Notice.*** Members who would have cast their vote by remote e-voting may attend the Meeting, but shall not be able to vote at the Meeting. Such member will also not be allowed to change or cast vote again. Members attending the Meeting who would have not already cast their vote by e-voting shall be able to exercise their right to vote at the Meeting through Ballot Papers. ***The Members, whose names appears in the Register of Members/ list of Beneficial Owners as on Saturday, 22nd September, 2018, being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. A person, who is not a member as on the cut-off date 22nd September, 2018 should treat this Notice for information purpose only.***
18. Any person who becomes a member of the Company after the dispatch of the Notice of the Meeting and holding shares as on the cut-off date ***22nd September, 2018***, may obtain the User ID and Password by sending an email request to the RTA.

19. **A ROUTE MAP** giving directions of the venue of the meeting is annexed to the Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual report 2017-18 will also be available on the website of the Company (www.mystic-electronics.com) for download.
20. The Notice of the Meeting is being placed on the website of the Company viz., www.mystic.electronics.com and on the website of BSE viz., www.bseindia.com.
21. **Board of Directors has appointed Mr. Arvind Dhanraj Baid**, Practicing Chartered Accountants (Membership No. 155532) as the Scrutinizers for scrutinizing the process of remote e-voting and Poll (Ballot forms) at the Meeting venue in a fair and transparent manner.
22. The Scrutinizer shall, immediately after the conclusion of the meeting count the votes count at the Meeting and thereafter, unblock the votes cast through remote e-voting in presence of at least two witnesses not in employment of the Company and shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the Meeting. The Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose shall declare the results of remote e-voting and voting at the Meeting venue through Ballot form. The result declared along with the Scrutinizer Report shall be placed on the Company's website (www.mystic.electronics.com), Stock Exchange website (www.bseindia.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the results are declared and simultaneously communicated to BSE Limited.
23. Members desirous for any information or queries on accounts/financial statements or relating thereto are requested to send their queries at least ten days in advance to the Company at its Registered Office/Corporate Office address to enable the Company to collect the relevant information and answer them in the meeting.
24. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e. Monday to Friday, up to the date of the Meeting.

Voting through electronic means:

25. The instructions for members for voting electronically are as under:-

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM 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 ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2018 (9:00 am) and ends on 28th September, 2018 (5:00 pm) both days inclusive. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

➤ **Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

- b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****.

- c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

➤ **Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to caarvindhaid@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

**By and on behalf of the Board
for Mystic Electronics Limited**

Sd/-
Krishan Khadaria
Director
DIN: 00219096

Registered Office:

401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400 058

Place: Mumbai

Dated: 24th August, 2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out the material facts relating to the business mentioned at item No. 3 to 6 of the accompanying notice dated 24th August, 2018.

ITEM NO. 3 & 4

Mrs. Asha Khadaria & Mr. Mohit Khadaria was appointed as Additional Directors by the Board of Directors of the Company at their meeting held on 14th December, 2017 with an immediate effect in terms with the provisions of Section 161 of the Companies Act, 2013. As per the provisions of Section 161 of the Companies Act, 2013, the term of office of Mrs. Asha Khadaria & Mr. Mohit Khadaria is upto the period of this Annual General Meeting of the Company and are eligible for appointment as Directors of the Company in terms with the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013.

In the above regards, the Company has received request in writing from a member of the Company proposing their candidature for appointment as Directors of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of these two directors on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 & 4 for adoption.

None of the Directors and Key Managerial Personnel of the Company/ their relatives except Mr. Krishan Khadaria, Mrs. Asha Khadaria & Mr. Mohit Khadaria are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolutions set out in Item No. 3 & 4 of the Notice for approval by the members.

ITEM NO. 5

In terms with the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with schedule V thereof, the Board of Directors of the Company, on recommendation of the Nomination Remuneration Committee, subject to the approval of members of the Company in the ensuing Annual General Meeting, appointed Mr. Mohit Khadaria as Managing Director of the Company at their meeting held on 14th December, 2017 for the period of five years commencing from 14th December, 2017 to 13th December, 2022.

The terms and conditions including remuneration approved by the Board and Nomination & Remuneration Committee, subject to the approval of the members of the Company with liberty and authority to the Board of Directors/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board/Nomination and Remuneration Committee and Mr. Khadaria, are as under:

Effective date of appointment :	14th December, 2017
Term of appointment :	5 years
Basic Salary sought to be paid:	Presently, the remuneration is nil, however the Company will pay the same on monthly basis as and when Company achieves the growth in profits.
Allowances & Perquisites:	Mr. Khadaria shall be entitled for the allowances as may be approved and determined by the Board and Nomination & Remuneration Committee.

Incentive	As may be determined by the Nomination & Remuneration Committee from time to time.
Reimbursement of expenses	Reimbursement of actual medical expenses incurred for self and family, club fees for 2 clubs, provision of car(s), telephone, cell phone expenses and other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects and any other perquisites, benefits or amenities as per the Company's scheme(s) in force from time to time.

None of the Directors and Key Managerial Personnel of the Company/ their relatives except Mr. Krishan Khadaria, Mrs. Asha Khadaria & Mr. Mohit Khadaria are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolutions set out in Item No. 5 of the Notice for approval by the members.

ITEM NO. 6

Mrs. Niraali Santosh Thingalaya (DIN: 08125213) was appointed as an Additional Director of the Company by the Board of Directors of the Company at their meeting held on 30th May, 2018 with immediate effect. As per the provisions of Section 161 of the Companies Act, 2013, the term of office of Mrs. Thingalaya is upto the period of this Annual General Meeting of the Company

She has submitted the declaration of Independence, as required pursuant to section 149 (7) of the Companies Act, 2013 stating that she meets the criteria of independence as provided in section 149(6) and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Mrs. Thingalaya is not disqualified from being appointed as a Director in terms of section 164 of the Act.

In respect of the appointment of Mrs. Niraali Santosh Thingalaya, a notice in writing in the prescribed manner, as required by section 160 of the Companies Act, 2013 and Rules made thereunder, has been received by the Company, regarding her candidature for the office of the director for the period 5 Years commencing from 30th September, 2018 to 29th September, 2023 and whose office shall not be liable to retire by rotation.

According to section 152 of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013, in the opinion of the Board, the proposed appointment of Mrs. Thingalaya as an Independent Director fulfills the conditions specified in the Act and the Rules made thereunder as also the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and that the proposed appointment of Mrs. Thingalaya is independent of the Management.

None of the Directors and Key Managerial Personnels of the Company/ their relatives, except Mrs. Niraali Santosh Thingalaya are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolutions set out in Item No. 6 of the Notice for approval by the members.

**By and on behalf of the Board
for Mystic Electronics Limited**

Registered Office:
401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400 058

Sd/-
Krishan Khadaria
Director
DIN: 00219096

Place: Mumbai
Dated: 24th August, 2018

ANNEXURE I

INFORMATION PURSUANT TO THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 IN RESPECT OF APPOINTMENT/RE-APPOINTMENT OF DIRECTORS

Name of Director	Krishan Khadaria	Asha Khadaria	Mohit Khadaria	Niraali Thingalaya
DIN	00219096	00219112	05142395	08125213
Date of Birth & Age	15/05/1961 & 57 Years	11/07/1964 & 54 Years	15/10/1986 & 31 Years	13/08/1978 & 40 Years
Nationality	Indian	Indian	Indian	Indian
Date of appointment	30/08/2011	14/12/2017	14/12/2017	30/05/2018
Educational Qualification	B.com, Chartered Accountant and Bachelor of Law	Bachelor's degree in Arts	Masters in Electrical Engineering	Masters in Commerce
Brief profile and nature of their expertise in specific functional areas	Mr. Khadaria, Director, Promoter and founder of the Company, is a qualified Chartered Accountant as well as a Bachelor of Law and is specialized in auditing, taxation, business and corporate legal and financial consultant, loan and lease syndication, capital market operations.	Mrs. Khadaria, Director, is also one of the promoters of the Company. She has a rich and diverse experience of over 25 years. She also has years of experience in the field of Investment activities.	Mr. Mohit, is a Managing Director and one of the promoters of the Company, by profession he is an Electrical Engineer. He is extremely passionate about technology and its applications to enhancement of human day-to-day life. His experience with Lutron Electronics (www.lutron.com) as an Embedded Software Engineer has allowed him to pursue that passion in creating cutting edge products in Residential and Commercial Lighting Automation.	Mrs. Niraali has experience of 10 Years in the Film & Media Industry. Likewise she has 5 years' experience as an Assistant Editor in a Regional Magazine. Being Master in Commerce she has wide experience in finance and accounts
Memberships/Chairmanships of other Public Companies (includes only Audit Committees and Stakeholders Relationship Committee)	Mukta Agriculture Limited - Audit Committee (Member) - Stakeholders Relationship Committee (Member) Nouveau Global Ventures Limited - Audit Committee (Member)	Nouveau Global Ventures Limited - Stakeholders Relationship Committee (Member)	NONE	NONE
List of directorship held in other Companies as on closure of financial year 2017-18	1. Mukta Agriculture Limited 2. Nouveau Global Ventures Limited 3. Rajat Commercial Enterprises Pvt Ltd 4. Mitesh Poly Pack Pvt Ltd 5. Golden Meadows Export Private Limited	1. Mukta Agriculture Limited 2. Nouveau Global Ventures Limited 3. Laxmiramuna Investments Private Limited 4. Pearl Arcade Amusement Private Limited	1. Mukta Agriculture Limited 2. Ona Farms Private Limited 3. Mosiby Foods & Beverages Private Limited 4. Rajat Commercial Enterprises Pvt Ltd 5. Mitesh Poly Pack Pvt Ltd	Mukta Agriculture Limited

	6. Kashish Multi Trade Private Limited 7. Forever Flourishing Finance & Investments Private Limited 8. Nouveau Shares & Securities Limited 9. Attribute Shares And Securities Private Limited 10. Laxmiramuna Investments Private Limited 11. Thai Malai Golf Resort & Spa Private Limited 12. Bhaskar Realty Private Limited 13. Anutham Property Developers Private Limited 14. Slogan Infotech Private Limited 15. Kasturi Overseas Private Limited 16. Pearl Arcade Consultant Private Limited 17. Navyug Telefilms Pvt Ltd		6. Golden Medows Export Private Limited 7. Kashish Multi Trade Private Limited 8. Suman Multitrade Private Limited 9. Forever Flourishing Finance & Investments Private Limited 10. Attribute Shares And Securities Private limited 11. Bhaskar Realty Private Limited 12. Anutham Property Developers Private Limited 13. Ad-hash Technolabs Private Limited 14. Kasturi Overseas Private Limited 15. Pearl Arcade Amusement Private Limited	
Shareholding in the Company	7,26,070 Equity Shares	4,13,761 Equity Shares	3,975 Equity Shares	NIL
Relationship with other Director	Not related to any Director of the Company except Mr. Mohit Khadaria & Mrs. Asha Khadaria	Not related to any Director of the Company except Mr. Mohit Khadaria & Mr. Krishan Khadaria	Not related to any Director of the Company except Mr. Krishan Khadaria & Mrs. Asha Khadaria	Not related to any Director of the Company.
No. of Board Meetings attended during the FY2017-18	8 of 8	2 of 8	2 of 8	Not Applicable



ROUTE MAP OF THE VENUE

OF THE 7TH ANNUAL GENERAL MEETING OF THE COMPANY,
TO BE HELD ON 29th September, 2018 at Conference Room, Axis Bank,
Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053.



VENUE of the Meeting : Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053.

Prominent Landmark: Lokhandwala Complex,

DIRECTOR'S REPORT

To,
The Members,
MYSTIC ELECTRONICS LIMITED

Your Directors are pleased to present the **7th Annual Report** along with the Audited Accounts for the Financial Year ended 31st March, 2018.

1. FINANCIAL PERFORMANCE OF THE COMPANY

(Rs. In Lacs)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
Profit/(Loss) before interest, depreciation, tax and Extra Ordinary Items	(384.08)	(192.88)
Less: Depreciation/amortization	0.92	1.37
Profit/(Loss) before interest, tax and Extra Ordinary Items	(385.00)	(194.25)
Less: Finance Costs	2.40	2.58
Profit/(Loss) before tax and Extra Ordinary Items	(387.40)	(196.83)
Less: Provision for taxes on income		
-- Current tax	-	2.52
-- Deferred tax liability / (asset)	0.37	1.12
Profit/(Loss) after Tax & Extra Ordinary Items	(387.77)	(200.47)
Other comprehensive income/(Loss)	(364.09)	17.68
Total comprehensive income/(Loss) for the year	(751.86)	(182.79)

2. STATE OF COMPANY'S AFFAIRS

Your Directors regret to report that the company has continued to incur losses amounting to Rs. 3,87,76,751/- in the financial year under review as compared to losses incurred during the previous financial year.

Due to losses in the previous years, your directors are striving to recover the losses and have been exploring the other prospective growth avenues so as to restore the Company's financial position.

3. DIVIDEND & RESERVES

Your Directors do not recommend any dividend for the year ended 31st March, 2018 and no amount was transferred to Reserves.

4. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2018 is Rs. 19,76,62,480/- (Rupees Nineteen Crores Seventy-Six Lakh Sixty-Two Thousand Four Hundred and Eighty Only) divided into 1,97,66,248 (One Crore Ninety-Seven Lakh Sixty-Six Thousand Two Hundred and Forty-Eight) Equity Shares of the face

value of Rs. 10/- each. During the year under review, the Company has not issued any shares with or without differential voting rights. It has neither issued employee stock options nor Sweat Equity Shares and does not have any scheme to fund its employees to purchase the shares of the Company.

5. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Director retires by rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Krishan Khadaria, Director of the Company, retires by rotation, at the forthcoming Annual General Meeting (AGM) and, being eligible, offers himself for re-appointment. Your Directors recommend his re-appointment as Director of the Company.

Appointment and cessation of Directors during the year:

Pursuant to Sections 149, 161 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board of Directors had at its meeting held on 14th December, 2017, appointed Mrs. Asha Khadaria and Mr. Mohit Khadaria as Additional Directors of the Company with immediate effect. The requisite resolution for approval of their appointment as Directors is being proposed in the notice of the AGM for the approval of the members.

During the year under review, Mrs. Kartikee Yadav who was appointed as an Additional Director by the Board of directors at their meeting held on 14th February, 2017 and her term got ceased with effect from 26th September, 2017 i.e. date of 6th AGM of the Company, as an Additional Director due to her non-regularization on the Board as a Director with the approval of members at their meeting.

After the closure of financial year ended 31st March, 2018, the Board has appointed Mrs. Niraali Santosh Thingalaya as an Additional Director of the Company in the Non-executive Independent Director's category, at their meeting held on 30th May, 2018. The requisite resolution for approval of her appointment as Directors is being proposed in the notice of the AGM for the approval of the members.

Appointment and Cessation of KMP during the year:

During the year under review, Ms. Parvati Nirban, Manager of the Company tendered her resignation as Manager of the Company which was approved and accepted by the Board at their meeting held on 14th September, 2017 with immediate effect.

As per provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and rules made thereunder the Board of Directors of the Company had appointed Mr. Mohit Khadaria as Managing Director of the Company for the period of 5 years which was subjected to the approval of the members of the Company at the ensuing AGM. In regards with his appointment, requisite resolution for approval of his appointment as a Managing Director is being proposed in the notice of the AGM for the approval of the members.

Information regarding the directors seeking appointment/ re-appointment:

The Resume/ Profile and other information regarding the directors seeking appointment/re-appointment as required by the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SS-2 of ICSI have been given in the Notice convening the 7th AGM of the Company.

Familiarization Program:

In terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company periodically organizes a program in order to familiarize Independent Directors with the Company's operations. The details of familiarization programme have been posted on the website of the Company under the web link:

<http://www.mystic-electronics.com/investors.html>.

Key Managerial Personnel:

As on date, Mr. Rajesh Agrawal, CFO, Mr. Mohit Khadaria, Managing Director & Miss. Manisha Swami, Company Secretary are the KMP of the Company.

None of the Directors are disqualified from being appointed as Directors as specified in section 164 of Companies Act, 2013.

6. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company,

confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the F.Y. ended 31st March, 2018.

7. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 of the Act the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts for the financial year ended 31st March, 2018 on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

8. MEETINGS OF THE BOARD

During the year under review, 8 (Eight) meetings of the Board of Directors were held. For details of the meetings of the board, please refer to the Corporate Governance Report, which forms part of this report.

9. COMMITTEES OF THE BOARD

Pursuant to requirement under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has constituted various committees of Board such as:

- a) **Audit Committee;**
- b) **Nomination & Remuneration Committee; and**
- c) **Stake Holders Relationship Committee.**

The details with respect to the composition, powers, roles, terms of reference, number of meetings held, attendance at the meetings etc. of statutory committees are given in detail in the Corporate Governance Report, which forms part of this Report.

10. DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES

Your Company does not have any subsidiary, joint ventures and associate company for the year ended 31st March, 2018.

11. EMPLOYEE STOCK OPTION SCHEME

Presently, the Company does not have a scheme for grant of stock options to its employees.

12. PARTICULARS OF EMPLOYEES

The information as per the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Rules forms part of this Report. However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(2) of the Rules, the Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees under Rule 5(2) and 5(3) of the Rules. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company.

The statement of Disclosure of Remuneration under Section 197(12) of the Act read with the Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") is mentioned below.

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year 2017-18:

Not applicable as your Company is not providing any remuneration to the Directors of the company.

2. Percentage increase in remuneration of each Director, CFO and Company secretary : *No Sitting fees or remuneration was paid to the Directors & there was no increment during the financial year in the remuneration of CFO & Company Secretary.*
3. The percentage increase in the median remuneration of employees in the Financial Year 2017-18: *During the Financial Year under review your company has not made any increase in the salary of the employee.*
4. The number of permanent employees on the rolls of company: *Three (as on 31st March, 2018)*
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
Not applicable as the Company has not increased the salary of any of the employee other than key managerial personnel during the last financial year. There are no other exceptional circumstances for increase in the remuneration of key managerial personnel and increase in remuneration has been in accordance with the Company's policies.
6. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

13. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has in place a formal policy for prevention of sexual harassment of its women employees in line with "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no complaints filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

14. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Since the Company is neither engaged in any manufacturing activity nor the Company has any manufacturing unit, therefore there prescribed particulars with regards to compliance of rules relating to conservation of Energy and Technology absorption pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule - 8 (3) of the Companies (Accounts) Rules, 2014 are not applicable on your Company.

15. FOREIGN EXCHANGE EARNINGS AND OUT-GO :

During the period under review there were no foreign exchange earnings or out flow.

16. DEPOSITS

During the year under review, your Company has not invited or accepted any deposits from the public in terms of Chapter V of the Companies Act, 2013 and no amount of principal or interest was outstanding in respect of deposits from the public as on the date of balance sheet.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of loans and Investments covered under section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 for the financial year 2017-18 are given in the Notes on financial statement referred to in the Auditors' Report.

18. RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, your Company has formulated a policy on related party transactions which is available on Company's website at <http://www.mystic-electronics.com/investors.html>.

Omnibus approval was obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and at arm's length basis. Pursuant to Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all related party transactions were placed before the Audit Committee, for their review and approval.

There were no material related party

transactions entered into by the Company during the financial year under review. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Act in Form AOC-2 is not applicable to your Company.

The related party disclosures as specified in Para A of Schedule V read with Regulation 34(3) of the Listing Regulations are given in the Financial Statements.

19. STATUTORY AUDITORS & AUDITORS' REPORT

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, **M/s. Bansal Bansal & Company, Chartered Accountants (Registration No. 100986W)**, were appointed as statutory auditors of the Company for the period of 5 years from the conclusion of the 4th Annual General Meeting (AGM) held on 30th September, 2015 till the conclusion of the 9th AGM.

In accordance with the Section 40 of the Companies (Amendment) Act, 2017, the appointment of Statutory Auditors is not required to be ratified at every AGM. Thus, M/s. Bansal Bansal & Company will continue to hold office till the conclusion of 9th AGM.

The Auditor's Report on financial statements is a part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. During the year, the Statutory & internal Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

20. SECRETARIAL AUDITORS & AUDITORS' REPORT

Pursuant to the provisions of Section 204 of the Act, **Mr. Shivhari Jalan**, a Practicing Company Secretary had been appointed to undertake the secretarial audit of the Company for the financial year 2017-18. The Secretarial Audit Report is annexed herewith as **ANNEXURE II**, which forms an integral part of this report.

During the year, the Secretarial Auditors had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3) (ca) of the Act.

The responses of your Directors on the observations made by the Secretarial Auditor are as follows:-

Response to point no.1:

The observation is itself self explanatory and the management is committed to streamline in future.

21. CORPORATE GOVERNANCE

In compliance with the Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance is given as Annexure and forms an integral part of this Annual Report. A Certificate from the statutory auditors, M/s. Bansal Bansal & Co confirming compliance of the conditions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended to the Corporate Governance Report as **ANNEXURE III**. A Certificate of the MD and CFO of the Company in terms of Regulation 17(8) of the Listing Regulations is also enclosed as **ANNEXURE IV**.

22. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return of the Company in Form MGT-9 is available on the website of the company at www.mystic-electronics.com and also annexed as **ANNEXURE V** and forms an integral part of this report.

23. CORPORATE SOCIAL RESPONSIBILITIES INITIATIVES

The prerequisite in terms of Section 135 of the Companies Act, 2013 of corporate social responsibility does not apply to the Company.

24. INTERNAL CONTROL SYSTEMS

The Company has adequate and robust Internal Control System, commensurate with the size, scale and complexity of its operation. The Internal Control System is placed to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. Internal Audit is carried out in a programmed way and follow up actions were taken for all audit observations. Your Company's Statutory Auditors have, in their report, confirmed the adequacy of the internal control procedures.

25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report have been given separately forming part of the Annual Report as **ANNEXURE-VI**.

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has formed a Whistle Blower Policy for establishing a vigil mechanism for directors and employees to report genuine concerns regarding unethical behavior and mismanagement, if any. The said mechanism also provides for strict confidentiality, adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate cases. No personnel have been denied access to the Audit Committee pertaining to the Whistle Blower Policy.

The said Whistle Blower Policy has been disseminated on the Company's website at <http://www.mystic-electronics.com/pdfs/WhistleblowerPolicy.pdf>.

27. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of Section 134(3), Section 149(8) and Schedule IV of the Act read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Annual Performance Evaluation of the Board, the Directors as well as Committees of the Board has been carried out. The performance evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by Nomination & Remuneration Committee, details of which are provided in the Corporate Governance Report.

The performance evaluation of the Independent Directors was carried out by the entire Board and the performance evaluation of the Non-Independent Directors was carried out by the Independent Directors in their separate meeting. The Board of Directors expressed their satisfaction with the evaluation process

28. RISK MANAGEMENT

Your Company continues to have an effective risk management. The Management continuously oversees the risk management process including identification, impact assessment and drawing mitigation plans. The details of risks perceived by the Management are annexed as part of the Management Discussion Analysis Report.

29. DIRECTORS' APPOINTMENT AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, KMP and other employees of the Company. The details of this policy are explained in the Corporate Governance Report.

The said policy is available on the Company's website at <http://www.mystic-electronics.com/pdfs/NominationRemunerationPolicy.pdf>

30. LISTING

Shares of your Company are continued to be listed on BSE Limited. Listing fees has already been paid for the financial year 2018-19.

31. MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments, affecting the financial position of the Company, between the end of the financial year of the Company i.e. 31st March, 2018 and the date of this Report.

32. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS / COURTS / TRIBUNALS

There are no significant or material orders passed by the Regulators or Courts or Tribunals which impacts the going concern status of the Company and its future operations.

33. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- i) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- ii) No change in nature of business.

34. GREEN INITIATIVES

The Company supports and pursues the "Green Initiative" of the Ministry of Corporate Affairs, Government of India. The Company has effected electronic delivery of Notice of Annual General Meeting and Annual Report to those

Members whose e-mail IDs were registered with the Company/ Depository Participants. The Companies Act, 2013 and the underlying rules as well as Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permit the dissemination of financial statements and annual report in electronic mode to the Members.

For members who have not registered their email addresses, physical copies are sent in the permitted mode. Your Directors are thankful to the Members for actively participating in the Green Initiative and seek your continued support for implementation of the green initiative.

35. ACKNOWLEDGEMENT

Your Directors express deep sense of appreciation to the members, investors, bankers, service providers, customers, and other business constituents for their continued faith, abundant assistance and cooperation extended to the Company. Your Directors would like to make a special mention of the support extended by the various Departments of Government of India, the State Governments, particularly, the Tax Authorities, the Ministry of Commerce, Ministry of Corporate Affairs, Securities and Exchange Board of India and others and look forward to their continued support in all future endeavors.

Your Directors also sincerely appreciate the high degree of professionalism, commitment and dedication displayed by employees at all levels thereby contributing largely to the growth and success of the Company.

**By and on behalf of the Board
For Mystic Electronics Limited**

Sd/-
Krishan Khadaria
Director
DIN: 00219096

Sd/-
Mohit Khadaria
Managing Director
DIN: 05142395

Registered Office:
401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400 058

**Place: Mumbai
Dated: 24th August, 2018**

ANNEXURE VI**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT****➤ OVERVIEW**

We, Mystic Electronics Limited, is engaged actively in the business of trading of electronic products such as mobile handsets, computer hardware and software etc. and has successfully completed seven years in its trading business. Due to financial difficulties your company is not in profits but we are in the process of diversifying and expanding its existing business activities into newer areas to attain profits during the years which shall be beneficial for the growth of the Company and its members.

➤ INDUSTRY STRUCTURE AND DEVELOPMENTS

The electronics industry is going through an exciting phase due to revolutionary changes in technology, the launch of innovative products and the challenge of global competition. This has made it necessary for electronic product to focus on continuous improvements in order to stay ahead of the pack. Survey participants also shared some insights about emerging technology trends that will shape the market in India, and create more efficient, user-friendly products by using better production techniques.

Most electronics companies, especially consumer electronics, are shifting towards popular ad campaigns to boost their sales, like embracing aggressive social strategies (e.g. by going online) to target young audience & build brand loyalty among them. Your Company is also aware of the industrial scenario and being alert, focuses mainly on long-term goals, steady and profitable development. Your Company will diversify its scope and business arena by entering into other e-commerce ventures which will be in the interest of the investors of the Company at the large.

➤ OPPORTUNITIES

- Due to capital intensive nature of the industry threat is low.
- Threat in this industry is low as there is no

substitute for electronic products so there is huge scope of growth in future.

- Due to increasing competition and globalization, large varieties and kinds of electronic products are easily available in the markets thereby resulting in satisfaction of growing customer demands.
- Market for electronics is expected to expand at a CAGR of 66.1 per cent during 2015-20. The demand for electronics hardware in India is projected to increase to USD139 billion by 2018.
- Era of digitalization open lot many opportunities.

➤ RISKS & CONCERNS

- Due to fast changing market & new evolving Technologies obsolescence is a major concern.
- Faster delivery of goods requires proper stocking.
- Competitive rivalry is quite high in this sector, as players use innovation and product differentiation to beat peers.

➤ OUTLOOK

A growing customer base and increased penetration of consumer durables have provided enough scope for the growth of the Indian electronics sector. Consumer electronics is expected to be the major driver for the Indian electronics industry in the coming financial year. In addition, increased broadband penetration in the country will open up further avenues of growth for the electronics industry. Considering the huge demand for communication and broadband equipment, including mobile handsets and their accessories, this segment is also likely to drive the demand for electronic components and products. Since, the market have good scope of growth in terms of business, your Company assures for the better performance in future and hope to improve its turnover and earn profits as well.

➤ **INTERNAL CONTROLS SYSTEMS AND ADEQUACY**

The Company has an adequate system of internal controls to ensure that transactions are properly authorized, recorded, and reported, apart from safeguarding its assets. The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the Company's internal audit function, which submits reports periodically to the Management and the Audit Committee of the Board.

Moreover, the Company has appointed **M/s. LLB & Co.**, Chartered Accountants (Firm Registration no. 117758W), Chartered Accountants, Mumbai, as its Internal Auditors and they periodically test the efficacy of the prevailing internal control systems submitted their report to the Audit Committee.

➤ **FINANCIAL PERFORMANCE**

The financial performance is covered in the Director's Report and the same can be referred to by the shareholders.

➤ **MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT**

The Company's human resource continues to be the valuable asset of the company. The team has remained as committed as ever and produced results that are considered significant.

During the year under review, industrial relations have generally remained healthy, cordial and harmonious.

CAUTIONARY STATEMENT:

Statements in foregoing paragraphs of this report describing the current industry structure, outlook, opportunities, etc., may be construed as "forward looking statements", based on certain assumptions of future events over which the Company exercises no control. Therefore, there can be no guarantee as to their accuracy. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be implied by these forward looking statements. Such risks and uncertainties include, but

are not limited to: growth, competition, domestic & international economic conditions affecting demand, supply & price conditions, changes in Government regulations, tax regimes and other statutes.

**By and on behalf of the Board
For Mystic Electronics Limited**

Sd/-
Krishan Khadaria
Director
DIN: 00219096

Sd/-
Mohit Khadaria
Managing Director
DIN: 05142395

Registered Office:
401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400 058

Place: Mumbai
Dated: 24th August, 2018

SHIV HARI JALAN
B.COM., F.C.A., F.C.S.
COMPANY SECRETARY

ANNEXURE - II

1055, Level 10, Hubtown Solaris, N. S. Phadke Mark, Andheri East West Flyover, Andheri (East),
Mumbai - 400 069, Telephone: 22075834, 22075835, 26836215, Mobile: 98690 35834.
Email : shivharijalancs@gmail.com

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018
[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014]

To,
The Members,
Mystic Electronics Limited
401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400058.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mystic Electronics Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the period under review)

- d) Securities and exchange board of India (Share based employee benefits) Regulations, 2014; (Not applicable to the company during the period under review)
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the period under review)
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the period under review).
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the company during the period under review)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the period under review).
- (vi) The company has informed that there are no other laws which are specifically applicable to the company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *The company has not charged interest on loan given to parties except two party including loan given to parties which are doubtful of recovery pursuant to provision of section 186 (7) of the Companies Act, 2013.*

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views if any are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company had no specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

SHIV HARI JALAN
COMPANY SECRETARY
FCS No: 5703
C.P.NO: 4226

Place : Mumbai
Date : 14.08.2018

This report is to be read with my letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

SHIV HARI JALAN
B.COM., F.C.A., F.C.S.
COMPANY SECRETARY

'ANNEXURE A'

1055, Level 10, Hubtown Solaris, N. S. Phadke Mark, Andheri East West Flyover,
Andheri (East), Mumbai- 400 069, Telephone: 22075834, 22075835, 26836215,
Mobile: 98690 35834. Email : shivharijalancs@gmail.com

To,

The Members,

Mystic Electronics Limited

401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400 058.

My Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Place : Mumbai
Date : 14.08.2018

SHIV HARI JALAN
COMPANY SECRETARY
FCS No: 5703
C.P.NO: 4226

ANNEXURE V

Form No. MGT-9

EXTRACT OF ANNUAL RETURNAs on the financial year ended 31ST March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAIL

i) CIN:-	L72300MH2011PLC221448
ii) Registration Date	August 30, 2011
iii) Name of the Company	Mystic Electronics Limited
iv) Category / Sub-Category of the Company	Company Limited by shares Indian Non-Goernment Company
v) Address of the Registered office and contact details	401/A, Pearl Arcade, Opp P.K. Jewellers, Dawood Baug Lane, Off. J.P. Road, Andheri (W), Mumbai- 400058 Tel: 022-6778155 / 26783178 / 26797780 Website: www.mystic-electronics.com
vi) Whether listed company Yes / No	Yes listed with Bombay Stock Exchange
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PRIVATE LIMITED 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri East, Mumbai- 400059 Tel: 022- 62638200; Fax : 022- 62638299 Email id.: info@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

S I. No.	Name and Description of main products / services	% to the turnover of the Company
1	Sale of Products and Services	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(i) Category-wise Share Holding**

Category of Shareholders	No. Shares held at the beginning of the year				No. Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individuals/ HUF	1148064	-	1148064	5.81	1148064	-	1148064	5.81	-
Central Govt	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. Shares held at the beginning of the year				No. Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
State Govt(s)	-	-	-	-	-	-	-	-	-
Bodies Corp	-	-	-	-	-	-	-	-	-
Banks/ FI -	-	-	-	-	-	-	-	-	-
Any Other (Group Co.)	1935741	-	1935741	9.79	1935741	-	1935741	9.79	-
SubTotal (A)(1)	3083805	-	3083805	15.60	3083805	-	3083805	15.60	-
(2) Foreign									
NRIs- Individuals	-	-	-	-	-	-	-	-	-
Other - Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp	-	-	-	-	-	-	-	-	-
Banks/ FI -	-	-	-	-	-	-	-	-	-
Any Other -	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	3083805	0	3083805	15.60	3083805	0	3083805	15.60	0
B. Public Shareholding									
1. Institutions									
Mutual Funds	-	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-	-
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
SubTotal(B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	5151941	4709	5156650	26.09	4905567	4709	4910276	24.84	(1.25)
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	329886	82774	412660	2.09	330673	82042	412715	2.09	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	5035903	6067282	11103185	56.17	4977657	6375238	11352895	57.44	1.26

Category of Shareholders	No. Shares held at the beginning of the year				No. Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
c) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
d) Others (Specify)	-	-	-	-	-	-	-	-	-
i) Trusts	-	-	-	-	-	-	-	-	-
ii) Clearing Member	6958	-	6958	0.04	3568	-	3568	0.02	(0.02)
iii) Directors Relatives	-	-	-	-	-	-	-	-	-
iv) Employee	-	-	-	-	-	-	-	-	-
v) NRI	321	169	490	0.00	320	169	489	0.00	(0.00)
vi) Overseas Bodies Corporate	-	-	-	-	-	-	-	-	-
vii) Unclaimed Suspense Account	-	-	-	-	-	-	-	-	-
e) Corporate Body NBFC	2500	-	2500	0.01	2500	-	2500	0.01	0.00
SubTotal(B)(2)	10527509	6154934	16682443	84.40	10220285	6462158	16682443	84.40	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	10527509	6154934	16682443	84.40	10220285	6462158	16682443	84.40	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	13611314	6154934	19766248	100.00	13304090	6462158	19766248	100.00	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Navyug Telefilms Private Limited	759906	3.84	-	759906	3.84	-	0.00
2.	Krishan Khadaria	726070	3.67	-	726070	3.67	-	
3.	Golden Medows Export Pvt. Ltd.	511110	2.59	-	511110	2.59	-	0.00
4.	Asha Khadaria	413761	2.09	-	413761	2.09	-	0.00
5.	Attribute Shares & Securities Pvt. Ltd.	372913	1.89	-	372913	1.89	-	0.00
6.	Mumbadevi Finance Investment Company Pvt. Ltd.	215802	1.09	-	215802	1.09	-	0.00
7.	Forever Flourshing Finance & Investment Pvt. Ltd.	43815	0.22	-	43815	0.22	-	0.00
8.	Kashish Multi Trade Pvt. Ltd.	32195	0.16	-	32195	0.16	-	0.00
9.	Mohit Khadaria	3975	0.02	-	3975	0.02	-	0.00
10.	Sushila Devi Raghunath Prasad Khadaria	2839	0.01	-	2839	0.01	-	0.00
11.	Mohini Krishan Khadaria	1419	0.01	-	1419	0.01	-	0.00
		3083805	15.60	-	3083805	15.60	-	0.00

(iii) Change In Promoters' Shareholding (please specify, if there is no change)

Note: During the year under review, no change has occurred in the Promoters shareholding.

Sl. No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Navyug Telefilms Private Limited	759906	3.84	759906	3.84
2.	Krishan Khadaria	726070	3.67	726070	3.67
3.	Golden Medows Export Private Limited	511110	2.59	511110	2.59
4.	Asha Khadaria	413761	2.09	413761	2.09
5.	Attribute Shares and Securities Pvt. Ltd	372913	1.89	372913	1.89
6.	Mumbadevi Finance Investment Company Pvt. Ltd.	215802	1.09	215802	0.98
7.	Forever Flourishing Finance & Investment Pvt. Ltd	43815	0.22	43815	0.22
8.	Kashish Multi Trade Private Limited	32195	0.16	32195	0.16
9.	Mohit Khadaria	3975	0.02	3975	0.02
10.	Sushila Devi Raghunath Prasad Khadaria	2839	0.01	839	0.01
11.	Mohini Krishan Khadaria	1419	0.01	1419	0.01

(iv) Shareholding Pattern of Top Ten-Shareholders (Other than Directors, Promoters and Holders Of GDRS And ADRS):

Sr. No.	Name	No. of Shares at the beginning of the year	% of total shares of the Company	Date	Increase / Decrease in shareholding	Reason	Cumulative No. of Shares at the end of the year	% of total shares of the Company
1	Sanjay Singal - HUF	10,00,000	5.06	31.03.2017	0	No Change	10,00,000	5.06
				31.03.2018	0	CLOSING	10,00,000	5.06
2	Sanjay Singal	10,00,000	5.06	31.03.2017	0	No Change	10,00,000	5.06
				31.03.2018	0	CLOSING	10,00,000	5.06
3	Aarti Singal	10,00,000	5.06	31.03.2017	0	No Change	10,00,000	5.06
				31.03.2018	0	CLOSING	10,00,000	5.06
4	Octopus Infotel Private Ltd.	4,92,195	2.49	31.03.2017	0	No Change	492,195	2.49
				31.03.2018	0	CLOSING	492,195	2.49
5	Bagri Consultancy And Services Private Limited	4,71,677	2.39	31.03.2017	0	No Change	471,677	2.39
				31.03.2018	0	CLOSING	471,677	2.39
6	Praveen Kumar Agarwal	283,950	1.44	31.03.2017	0	No Change	283,950	1.44
				31.03.2018	0	CLOSING	283,950	1.44
7	Rajkumar Gulab Badgujar	2,50,000	1.26	31.03.2017	0	No Change	2,50,000	1.26
				31.03.2018	0	CLOSING	2,50,000	1.26
8	Shree Narayan Agarwal	2,50,000	1.26	31.03.2017	0	No Change	2,50,000	1.26
				31.03.2018	0	CLOSING	2,50,000	1.26
9	Pradeep Kumar	2,50,000	1.26	31.03.2017	0	No Change	2,50,000	1.26
				31.03.2018	0	CLOSING	2,50,000	1.26
10	Manish Uppal	2,50,000	1.26	31.03.2017	0	No Change	2,50,000	1.26
				31.03.2018	0	CLOSING	2,50,000	1.26
11	Bushan Kumar Uppal	2,50,000	1.26	31.03.2017	0	No Change	2,50,000	1.26
				31.03.2018	0	CLOSING	2,50,000	1.26

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Mr. Krishan Khadaria, Promoter Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	726070 -	3.67 -	- 726070	- 3.67
2	Mr. Tarun Keram, Independent Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	- -	- -	- -	- -
3	Mr. Manoj Bhatia, Independent Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	- -	- -	- -	- -
4	* Mrs. Asha Khadaria, Additional Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	4,13,761 -	2.09 -	- 4,13,761	- 2.09
5	* Mr. Mohit Khadaria Managing Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	3975 -	0.02 -	- 3975	- 0.02
6	Mr. Rajesh Agarwal, Chief Financial Officer At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	255 -	0.00 -	- 255	- 0.00
7	Miss Manisha Swami, Company Secretary At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	- -	- -	- -	- -
8	**Ms. Kartikee Yadav, Additional Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	- -	- -	- -	- -

*Mr. Mohit Khadaria & Mrs. Asha Khadaria were appointed by the Board at their meeting held on 14.12.2017.

**Ms. Kartikee Yadav ceased to be a director of the Company w.e.f. 26.09.2017.

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loan	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial Year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loan	Deposit	Total Indebtedness
Change in Indebtedness during the financial year				
+ Addition	-	-	-	-
- Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, ~~Whole-time Directors and/or Manager:-~~**

Your Company does not pay any remuneration to Mr. Mohit Khadaria, Managing Director of the Company.

B. Remuneration to other Directors :

1. Independent Directors: NIL
2. Other Non-Executive Directors: NIL

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.55	9.00	13.55
	(b) Value of perquisites u/s. 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	--	--	--
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission			
	- as % of profit	--	--	--
	- others, specify...	--	--	--
	Others, please specify	--	--	--
	Total (A)	4.55	9.00	13.55

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

By and on behalf of the Board
for Mystic Electronics Limited

Sd/-
Krishan Khadaria
Director
DIN: 00219096

Sd/-
Mohit Khadaria
Managing Director
DIN: 05142396

Place: Mumbai
Date: 24th August, 2018

CORPORATE GOVERNANCE REPORT

Corporate Governance is a set of defined principles, processes and systems which govern a Company. The elements of Corporate Governance are independence, transparency, accountability, responsibility, compliance, ethics, values and trust. The Company believes that business excellence is the reflection of the professionalism and ethical values of its management and employees. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholder value, keeping in view the needs and interests of all its Stakeholders. The Company ensures to comply with the requirements of Corporate Governance listed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations').

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At Mystic Electronics Limited, we believe and continuously endeavor to achieve good governance through timely disclosures, transparency, accountability and responsibility in all our dealings with the employees, shareholders, clients and community at large. The Board of Directors represents the interest of the Company's Stakeholders and continuously strives for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards through compliance with the Code of Conduct adopted by the Company.

2. BOARD OF DIRECTORS

2.1 Size and Composition of the Board

The Company's Board of Directors ('the Board') is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties so as to provide appropriate directions with regard to leadership, vision, strategy, policies, monitoring, supervision, accountability to shareholders and to achieve greater levels of performance on a sustained basis as well as adherence to the best practices of Corporate Governance.

The Board of your Company has a good mix of Executive and Non-Executive Directors including Independent Directors. As on 31st March, 2018, the Board of Directors consists of 5 (five) Directors, of which 2 (two) are Independent Directors, 2 (two) are Non-Executive and Non Independent including women Director and 1 (One) is Executive Director (MD). The Company does not have permanent Chairman on the Board of the Company, Board appoints Chairman in every Board Meeting. The names and category of the Directors, their outside Directorships, their other Membership and Chairmanship of Board Committees as on 31st March, 2018 are mentioned hereunder.

The names and category of the Directors, their outside Directorships, their other Membership and Chairmanship of Board Committees as on 31st March, 2018 are mentioned hereunder.

Name of Director	Category	Attendance		Other Board Representations		
		Board Meeting	Last AGM	Directorships in Companies including this company	Committees* Membership	Committees* Chairmanship
Mr. Krishan Khadaria	Non-executive and Promoter	8 of 8	Yes	18	5	0
*Mr.Mohit Khadaria	Managing Director& Promoter	2 of 8	NA	16	0	0
Mr. Manoj Bhatia	Non-Executive and Independent	8 of 8	Yes	7	1	5
Mr. Tarun Keram	Non-Executive and Independent	8 of 8	Yes	7	2	0
*Mrs. Asha Khadaria	Non-Executive and Promoter	2 of 8	NA	5	1	0

**Mr. Mohit Khadaria & Mrs. Asha Khadaria were appointed as Additional Director and Managing Director respectively by the Board of Directors of the Company at their meeting held on 14th December, 2017 with immediate effect*

#Chairmanships/ Memberships Committee only include Audit Committee and Stakeholders Relationship Committee.

None of the Directors on the Board is a member in more than 10 (ten) Committees and Chairman of more than 5 (five) Committees across all the public companies in which he/she is a Director. The Independent Directors of the Company do not serve in more than the prescribed number of companies as independent directors in terms of the requirements of the Listing Regulations.

2.2 Board Meeting held during the financial year ended 31st March, 2018

During the year under review, the Board met 8(Eight) times i.e. on 30th May, 2017 (*the meeting was adjourned till 6th June, 2017 for some unavoidable reasons and later on it got cancelled and freshly held on 19.06.2017*), 19th June, 2017, 1st July, 2017, 23rd August, 2017, 14th September, 2017, 14th December, 2017, 14th February, 2018 & 31st March, 2018. The interval between two Board meetings was well within the maximum period mentioned under Section 173 of the Act and the Listing Regulation.

2.3 No. of shares held by Non-executive directors & Disclosure of relationship between director's inter-se

None of the Directors except for Mr. Krishan Khadaria & Mrs. Asha Khadaria, Non-Executive Directors of the Company who holds 7,26,070 & 4,13,761 Equity shares respectively of the Company, none of the other Non-executive Directors held any equity shares or convertible instruments of the Company during the financial year ended 31st March, 2018. Mr. Mohit Khadaria, Managing director of the Company also holding 3975 Equity Shares of the Company.

Furthermore, none of the Directors had any relationships inter-se except Mr. Krishan Khadaria, Mr. Mohit Khadaria & Mrs. Asha Khadaria.

2.4 Familiarisation Programme

In terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company periodically organize a program in order to familiarise Independent Directors with the Company's operations. The details of familiarisation programme have been posted on the website of the Company under the web link: <http://www.mystic-electronics.com/investors.html>.

2.5 Independent Directors' Separate Meeting

Pursuant to Schedule IV of the Act read with Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Independent Directors met on 14th December, 2017 without attendance of Non- Independent Directors and Members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole. The Board of Directors also discussed on the quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably performs their duties.

3. AUDIT COMMITTEE

The Audit Committee acts as the link between the management, the Statutory and Internal Auditors and the Board of Directors of the Company

Composition & Attendance of the Committee:

As on 31st March, 2018, the Audit Committee comprises of 3 (Three) members. All members of the Audit Committee are Non-Executive Directors, out of whom 2 (two) are Independent Directors. The composition of the Audit Committee is in compliance with the Regulation 18 of Listing Regulations and the provisions of Section 177 of the Act and rules made thereunder. During the year under review, the audit committee met 4 times: (i) 30th May, 2017 (this was adjourned till 6th June, 2017 & later on it got cancelled) (ii) 19th June, 2017 (iii) 14th September, 2017 (iv) 14th December, 2017 and (v) 14th February, 2018. The maximum gap between any two Committee Meetings was less than one hundred and twenty days.

The details of composition of the Audit Committee and attendance at the meeting during the financial year are as under.

Name	Category	Position	No. of Meetings	
			Attended	Held
Mr. Manoj Bhatia	Non-executive Independent Director	Chairman	4	5
Mr. Tarun Keram	Non-executive Independent Director	Member	4	5
Mr. Krishan Khadaria	Non-executive Director	Member	5	5

The Chairman of the Audit Committee has attended the last AGM of the Company held on 26th September, 2017. Audit Committee meetings are also attended by CFO, representatives of the Statutory Auditors, Internal Auditors and other executives as required.

The Committee mandatorily reviews information such as internal audit reports related to internal control weakness, management discussion and analysis of financial condition and result of operations, statement of significant related party transactions and such other matters as prescribed.

The powers, role and terms of reference of the Audit Committee includes the matters as specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, besides other terms as referred by the Board. The broad terms of reference includes; oversight of financial reporting process, review of financial results and related information, approval of related party transactions, review of internal financial controls, risk management, performance of statutory and internal auditors, audit process, relevant compliances, appointment and payment to auditors etc.

4. **NOMINATION & REMUNERATION COMMITTEE**

Pursuant to Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 178 of the Companies Act, 2013 the Company has constituted a Nomination and Remuneration Committee.

Composition & Attendance of the Committee

As on 31st March, 2018, Nomination and Remuneration Committee comprises of 3 (three) Non-Executive Directors, out of whom 2 (two) Directors are Independent Directors. During the year, the Committee met twice on 1st December, 2017 & 31st March, 2018.

The composition of the Nomination and Remuneration Committee is in compliance with the Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the provisions of Section 178 of the Act and rules made thereunder. The details of composition of the Nomination and Remuneration Committee and the attendance at the meeting during the financial year are as under:

Name	Category	Position	No. of Meetings	
			Attended	Held
Mr. Tarun Keram	Non Executive Independent Director	Chairman	2	2
Mr. Krishan Khadaria	Non-executive Director	Member	2	2
Mr. Manoj Bhatia	Non Executive Independent Director	Member	2	2

The powers, role and terms of reference of the Nomination and Remuneration Committee includes the matters as specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, besides other terms as referred by the Board. The broad terms of reference includes formulation of remuneration policy, set criteria for determining qualifications, positive attributes and independence of a director, formulation of criteria for evaluation of performance of independent directors & the Board and criteria for appointment of directors and senior management.

Performance Evaluation of Directors

The Nomination & Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated.

The criteria for performance evaluation are as follows:

- **Role & Accountability**
 - Understanding the nature and role of Independent Directors' position.
 - Understanding of risks associated with the business.
 - Application of knowledge for rendering advice to management for resolution of business issues.
 - Offer constructive challenge to management strategies and proposals.
 - Active engagement with the management and attentiveness to progress of decisions taken.
- **Objectivity**
 - Non-partisan appraisal of issues.
 - Own recommendations given professionally without tending to majority or popular views.
- **Leadership & Initiative**
 - Heading Board Sub-committees.
 - Driving any function or identified initiative based on domain knowledge and experience.
- **Personal Attributes**
 - Commitment to role & fiduciary responsibilities as a Board member.
 - Attendance and active participation.
 - Proactive, strategic and lateral thinking.

The evaluation process includes review, discussion and feedback from the directors in reference to set criteria. Evaluation of Performance of the Board, its Committees, every Independent Director and Non-Independent Directors for the Financial Year 2017-18 has been carried out following the manner and process as per the policy in this respect. The Directors are satisfied with the performance and evaluation.

5. REMUNERATION OF DIRECTORS

There is no pecuniary relationship or transaction between the Company and any of the Non-Executive Directors of the Company except the payment of rent to Mr. Krishan Khadaria for using the premises as registered office of the Company.

None of the directors including independent director(s) of the Company had received remuneration including sitting fees during the year under review. The Company does not have any stock option scheme. None of our Directors are eligible for any severance fees.

In accordance with the relevant provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Remuneration Policy have been adopted by the board of the Company and which have been disclosed in the Director's Report which forms part of the Annual Report as **ANNEXURE VII** and is also available on the Company's website www.mystic-electronics.com.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee oversees, inter alia, timely redressal of shareholders' grievances such as issues involving transfer and transmission of shares, issue of duplicate certificates, recording dematerialization / re-materialization, non-receipt of dividend, annual report etc. The Committee also reviews the systems and procedure followed to resolve investor complaints and suggests several measures for improvement as may be necessary.

The Committee comprises of 3 (three) directors out of which Chairman is Mr. Manoj Bhatia-Non-Executive Independent Director. The Committee met 4 (four) times during the financial year viz. 15th June, 2017, 23rd August, 2017, 13th October, 2017 & 31st March, 2018.

The details of composition of the Committee and the attendance at meeting are as under.

Name	Category	Position	No. of Meetings	
			Attended	Held
Mr. Manoj Bhatia	Non Executive Independent Director	Chairman	4	4
Mr. Krishan Khadaria	Non-executive Director	Member	4	4
Mr. Tarun Keram	Non Executive Independent Director	Member	4	4

Compliance Officer

Miss Manisha Swami, Company Secretary is designated as Compliance Officer of the Company. The designated e-mail ID for investor service and correspondence is manisha.ngvl@gmail.com & electronics.mystic@gmail.com.

Complaints/Queries received from Shareholders

During the year, the Company has received 6 (Six) complaints, which has been timely resolved to the satisfaction of the Complainant and there was no investor complaint pending as on 31st March, 2018. The status of complaints, if any, is periodically reported to the Committee.

7. GENERAL BODY MEETINGS

7.1 The details of the last three Annual General Meetings are given below:

AGM	Financial Year	Date	Time	Location
6th AGM	2016-17	26.09.2017	11:00 am	Vyanjan Banquet Hall, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road, Andheri (West), Mumbai - 400102
5th AGM	2015-16	19.09.2016	11:30 am	Pratap's Wild Dining Banquet, 3rd Floor, Om Heera Panna Mall, Oshiwara, Andheri(W), Mumbai - 400058
4th AGM	2014-15	30.09.2015	11:30 am	Confrence Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (W), Mumbai-400 053.

7.2 Special Resolution:

the following are the details of special resolutions passed at the last three AGM.

Date of AGM	Summary of Special Resolution passed
26.09.2017	NONE
19.09.2016	NONE
30.09.2015	<ol style="list-style-type: none"> Appointment of M/s. Bansal Bansal & Company, Chartered Accountants (Registration No. 100986W), as Statutory Auditors of the Company in place of M/s. CPM & Associates, Chartered Accountants (Firm Registration No. 114923W). To approve Existing Material Related Party Contracts and Arrangements under Clause 49 of the Equity Listing Agreement

	3. To approve transactions with related party contracts under section 188 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement
	4. To increase the borrowing Power of the Company
	5. To approve investment limit up to Rs. 100 Crores

7.3 Details of Resolution passed through Postal Ballot:

The Company has not passed any Special Resolution through Postal ballot last year and there is no resolution proposed to be passed by postal ballot at this ensuing Annual General Meeting.

8. MEANS OF COMMUNICATION

Quarterly/Annual Results	The results of the Company are published in the newspapers and intimated to the Stock Exchanges as required under the Listing Regulations.
Newspapers in which results are generally published	The Active Times and Mumbai Lakshwadeep, regional daily newspapers.
Website, where displayed	www.mystic-electronics.com
Official news releases	All the official news releases are displayed on the above mentioned website of the Company.
Presentation made to institutional investors or to the analysts	During the year, no presentations were made to institutional investors or to the analysts.

9. GENERAL SHAREHOLDER INFORMATION

9.1 Annual General Meeting & Book Closure:

Saturday, 29th September, 2018 at 11:30 am at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (W), Mumbai - 400053

Book Closure period: 22nd Sept. 2018 to 29th Sept. 2018

9.2 Financial Year: 1st April to 31st March

9.3 Dividend payment date: Not Applicable.

9.4 Listing on Stock Exchanges: The Company's Shares are listed on BSE Limited,

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400023.

Stock Code: 535205

ISIN Number: INE159O01025

9.5 Payment of Annual Listing Fees: The Company has paid annual listing fee for the financial year 2018 - 19 to the BSE within the stipulated time.

9.6 Financial Results:

First Quarter Results	:	by August 14
Half Year Results	:	by November 14
Third Quarter Results	:	by February 14
Annual Results	:	by May 30

9.7 Registrar and Share Transfer Agent:

BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri East, Mumbai - 400 059.

Email id.: info@bigshareonline.com

9.8 Outstanding GDR / ADR / Warrants Or any Convertible Instruments, Conversion Dates and likely impact on equity: Not Applicable

9.9 The Equity Shares of the Company are not suspended from trading on Stock exchange so the disclosure in this regards is not required.

9.10 Share Transfer System:

With a view to provide a prompt and efficient service to the investors the Company has entered into an agreement with Bigshare Services Pvt. Limited, Registrar & Transfer Agents registered with SEBI.

To supplement to the prompt services given by the Registrar & Transfer Agent the Stakeholders Relationship Committee meets as and when there are transfers/transmission of shares for the approvals of periodical transfers, issue of share certificates, splitting of shares etc. Share transfers are registered and returned within 15 days from the date of lodgement if documents are complete in all respects. All requests for dematerialization of shares are processed and confirmation thereof is sent to the shareholders within 7 to 15 days of the receipt thereof.

As per the requirement of Regulation 40(9) of the SEBI (Listing Obligation & Disclosures Requirements) Regulation, 2015, company has regularly obtained the necessary certificate from a company secretary in practice and submitted the same to BSE Limited on half-yearly basis, confirming due compliance of share transfer related activities by the Company.

9.11 Stock Market Price On BSE:

The High/Low of the market price of the Company's equity shares traded on the BSE Limited during the financial year ended 31st March, 2018 are as follows:

Share Price (Rs.)

Month	High	Low	Close
April, 2017	101.00	73.60	73.60
May, 2017	72.00	69.95	72.00
June, 2017	71.95	61.75	61.75
July, 2017	60.00	53.20	53.20
August, 2017	53.20	50.55	53.00
September, 2017	No Trading		
October, 2017	50.35	50.35	50.35
November, 2017	52.70	50.10	50.10
December, 2017	No Trading		
January, 2018	50.00	50.00	50.00
February, 2018	48.00	48.00	48.00
March, 2018	No Trading		

9.12 Shareholding Pattern As On 31st March, 2018

	CATEGORY	Nos. of Equity Shares	TOTAL %
A	Promoters Holding		
1	Indian Promoters	3083805	15.60
2	Foreign Promoters	0	0.00
	SUB TOTAL (A)	3083805	15.60
B.	Public Shareholding		
1.	Institutional Investors	0	0.00
2.	Non-Institutional Investors		
	Individuals:		
	Having Nominal Share Capital up to Rs. 2 Lakh	708475	3.58
	Having Nominal Share Capital in excess of Rs. 2 Lakh	11057135	55.94
	NBFCs registered with RBI	2500	0.013
	Bodies Corporate	4910276	24.84
	Clearing Member	3568	0.018
	Non Resident Indians	489	0.0025
	SUBTOTAL (B)	16682443	84.40
	TOTAL (A+B)	19766248	100.00

9.13 DEMATERIALISATION OF SHARES AND LIQUIDITY

On 8th June 2018, SEBI has notified vide Notification No. SEBI/LAD-NRO/GN/2018/24 by issuing SEBI (Listing Obligations And Disclosure Requirements) (Fourth Amendment) Regulations, 2018 that except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. The Securities and Exchange Board of India vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has also mandated submission of Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form.

The said measure of SEBI is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

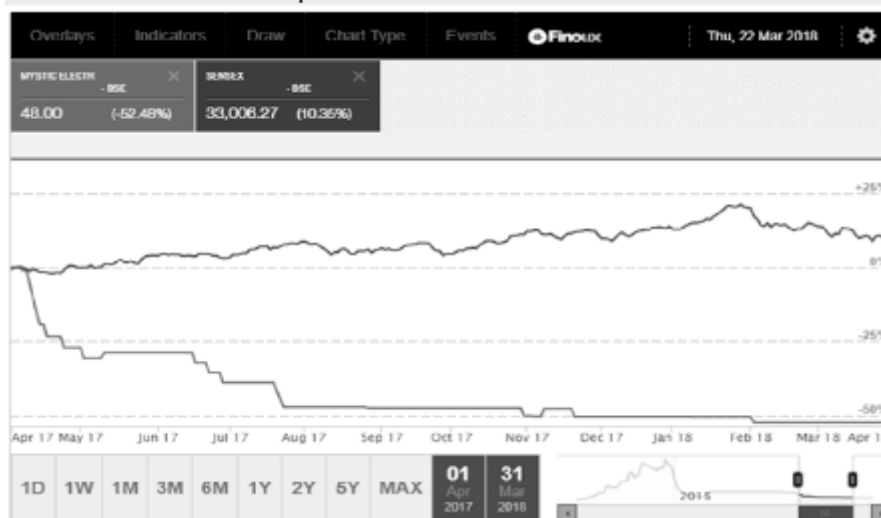
*Shareholders who continue to hold shares in physical form are advised to dematerialize their shares before **5th December, 2018**. For any clarification, assistance or information, relating to dematerialization of shares the Company's RTA may be contacted.*

9.14 Distribution Schedule Of Shareholding As On 31st March, 2018

Range (in Rs.)	Total Shareholders	% of Total Shareholders	Total Holding in Rupees	% of Total Capital
1 to 5000	1064	68.5567	871120	0.4407
5001 - 10000	67	4.3170	491500	0.2487
10001 - 20000	68	4.3814	1033090	0.5227
20001 - 30000	38	2.4485	999260	0.5055
30001 - 40000	22	1.4175	790130	0.3997
40001 - 50000	18	1.1598	840990	0.4255
50001 - 100000	60	3.8660	4527990	2.2908
100001 and above	215	13.8531	188108400	95.1665
TOTAL	1552	100	197662480	100.00

9.15 Dematerialization of Shares as on 31st March, 2018

From	No. of Shares	% of Total
Held in dematerialized form in CDSL	8391251	42.45
Held in dematerialized form in NSDL	4912839	24.85
Physical	6462158	32.69
Total	19766248	100.00

9.16 Performance in comparison to broad-based indices

9.17 Plant Location: The Company does not have any manufacturing facility.

9.18 Equity Shares in suspense account: No equity shares are lying in the suspense account. Hence, no further disclosure / details to mention in this regard.

9.19 Address for investors correspondence

Registered Office: 401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai - 400 058
Tel. No.: 26778155 / 26797750 / 32459097
Email id.: electronics.mystic@gmail.com

Registrar & Transfer Agents : Bigshare Services Pvt Ltd,
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road Marol, Andheri East, Mumbai 400059
Email id.: info@bigshareonline.com

10. OTHER DISCLOSURES**10.1 Related Party Transactions**

During the year under review, there were no materially significant transactions with related parties that may have potential conflict with the interest of the Company at large. Related Party Transactions have been disclosed in the notes to financial statements. The Company has formulated policy for determining Material Subsidiaries and Policy on dealing with Related Party Transactions. The said policies are hosted on the Company's website www.mystic-electronics.com

10.2 During the last 3 years, the Company has paid the penalty of Rs. 3,71,662/- for delayed submission of various clauses/ regulations under the Listing Agreement/SEBI (Listing Obligation & Disclosures Requirements) Regulation, 2015. Apart from this the Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets and thus there were no further penalties imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority.

10.3 The Company does not have any subsidiary.

10.4 Vigil Mechanism & Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

Your Company hereby affirms that no Director/ employee have denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy has been disclosed on the Company's website under the web link <http://www.mystic-electronics.com/investors.html> and circulated to all the Directors/employees.

10.5 Compliance with mandatory and non-mandatory requirements

The Company has complied with all the applicable mandatory requirements under various Regulations of the SEBI (Listing Obligation & Disclosures Requirements) Regulation, 2015. The Company has obtained a Certificate from Statutory auditor of the Company to this effect and the same is annexed in this report as well.

The Company has complied non-mandatory requirements of Listing Regulations as follows:

- (i) The Board:** the Company doesn't bear any expenses of the Non-Executive Chairman's Office.
- (ii) Shareholders Rights:** The Company regularly does statutory filings as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the BSE Ltd and also update the website of the Company on the regular basis. The financial results as and when approved by the Board are hosted in the investor column of the Company's website from which the shareholders can easily access and obtain the requisite information of the Company.
- (iii) Modified Opinion(s) in Audit Report:** The Auditor's opinion on the Financial Statements is unmodified;
- (iv) The Separate posts of Chairperson and CEO:** The Company does not have permanent Chairman on the Board;
- (v) Reporting of Internal Auditor:** The Internal Auditor of the Company reports directly to the Audit Committee and

10.6 Commodity price risk or foreign exchange risk and hedging activities :- N.A.

10.7 Disclosure of Accounting Treatment in preparation of Financial Statement

The Company has prepared financial statements in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable.

10.8 Reconciliation of Share Capital

A qualified practicing Chartered Accountant carried our reconciliation of share capital to reconcile the total admitted equity share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed equity shares. The reconciliation statement of share capital confirms that the total issued capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held in NSDL & CDSL.

10.9 Review of Compliance Report by the Board

The Company has in place a proper system to enable the Board to review on a quarterly basis the Compliance Report pertaining to all applicable laws to the Company and also to assess the steps taken by the Company to rectify instances of non-compliances, if any.

10.10 CEO/ Managing Director & CFO Certification:

The Managing Director and CFO of the Company have certified to the Board of Directors, inter alia, the accuracy of the financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the Listing Regulations for the financial year ended 31st March, 2018 which is enclosed as Annexure and forms part of this report.

11. COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS

Your Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of Sub regulation (2) of Regulation 46 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

12. CODE OF CONDUCT

The Board had laid down a Code of Conduct for its Members and Senior Management Personnel of the Company. All the Board Members affirmed compliance with the Code of Conduct. The same is also available on the website of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct for the financial year ended 31st March, 2018 and a declaration to this effect duly signed by Managing Director of the Company is appended to this report as **ANNEXURE VIII**.

13. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

As per the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has devised the Code of Conduct to regulate, monitor and report trading by insiders in Company's Securities. This code is applicable to all Directors and designated employees. During the year under review, there has been due compliance with the code by the Company and all insiders.

14. AUDITOR'S CERTIFICATION ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, which is attached as "**ANNEXURE III**" herewith.

**By and on behalf of the Board
for Mystic Electronics Limited**

**Sd/-
Krishan Khadaria
Director
DIN: 00219096**

**Sd/-
Mohit Khadaria
Managing Director
DIN: 05142395**

**Place: Mumbai
Date: 24th August, 2018**

ANNEXURE VIII**DECLARATION ON ADHERENCE TO THE CODE OF CONDUCT**

In accordance with by SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, I hereby confirm and declare that, all the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for them for the financial year ended 31st March, 2018.

**By and on behalf of the Board
for Mystic Electronics Limited**

**Sd/-
Mohit Khadaria
Managing Director
DIN: 05142395**

**Place: Mumbai
Date: 24th August, 2018**

ANNEXURE IV**CEO / MANAGING DIRECTOR AND CFO CERTIFICATION**

To
**The Board of Directors,
Mystic Electronics Limited**

Dear Sir(s)/ Ma'am,

We **Mohit Khadaria (Managing Director) and Rajesh Agrawal (Chief Financial Officer) of Mystic Electronics Limited**, have reviewed the financial statements and the cash flow statement of the Company for the financial year ended 31st March, 2018 and that to the best of our knowledge and belief, we hereby certify that:

- A. 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violate of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. we have indicated to the Auditors and the Audit Committee that:
1. there are no significant change in internal control over financial reporting during the year;
 2. there are no significant change in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
 3. there are no instances of significant fraud of which we are aware and which involve management or any employees, having significant role in the Company's internal control system over financial reporting.

**By and on behalf of the Board
for Mystic Electronics Limited**

**Sd/-
Mohit Khadaria
Managing Director**

**Sd/-
Rajesh Agarwal
CFO**

**Place: Mumbai
Date: 24th August, 2018**

ANNEXURE IIICERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Mystic Electronics Limited..

We have examined the compliance conditions of corporate governance by **Mystic Electronics Limited** ('the Company') for the year ended 31st March 2018, as specified in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given by the Company and the representations made by the Directors and the Management, we certify that subject to the observations mentioned in the Secretarial Audit Report the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of the Schedule V of the Listing Regulations during the period ended 31st March, 2018.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Bansal Bansal & Co.
Chartered Accountants
FRN: 100986W

Sd/-
JATIN BANSAL
Partner
M. No.:135399

Place : Mumbai
Date : 24th August, 2018

ANNEXURE VII**APPOINTMENT AND REMUNERATION POLICY OF DIRECTORS,
KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES****1. OBJECTIVE:**

We design our Remuneration Policy to attract, motivate and retain the Directors, KMP and other employees who are the drivers of organization's success and help us to run the company successfully and to retain our industry competitiveness.

2. POLICY ON BOARD DIVERSITY:

The Board of Directors shall have the optimum combination of Directors including one Woman Director from different areas/fields like production, Technology management, Finance, Sales & marketing, Human Resources, Administration etc or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

2.1 Policy for Appointment and Removal of Director, Senior Management Personnel & KMP:**❖ Selection Criteria for Directors:**

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

- i) Skills and Experience:** The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.
- ii) Age Limit:** The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.
- iii) Directorship:** The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Companies Act, 2013 or under the Listing Agreement requirements.
- iv) Independence:** The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the Listing Agreement requirements.

The policy provides that while appointing a Director to the Board, due consideration will be given to:

- Approvals of the Board and/or shareholders of the Company in accordance with the Companies Act, 2013 ; and
- The Articles of Association of the Company.

❖ Selection Criteria for Senior Management Personnel & KMP

For the purpose of this policy Senior Management shall mean all the members of management one level below the executive directors, including all functional heads of the Company. The policy provides that the candidate should have appropriate qualifications, functional expertise and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the Company.

❖ Removal:**i) Directors & KMPs:**

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director and KMP subject to the provisions and compliance of the Companies Act, 2013 rules and regulations thereunder.

ii) Senior Management Personnel:

The Senior Management Personnel shall retire as per the prevailing policy of the Company. The Committee will have the discretion to retain the Senior Manager Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company based on the recommendation of Board of Directors.

3. PERFORMANCE EVALUATION OF DIRECTORS:

The Nomination & Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

3.1 Role & Accountability

- Understanding the nature and role of Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

3.2 Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

3.3 Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

3.4 Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

4. REMUNERATION FOR DIRECTORS, KMP AND OTHER EMPLOYEES:**4.1 Key Principles for determining Remuneration:**

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

- **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.

- **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.
- **Recognition:** Utilize effective practices that are supported by innovative programs that reinforce our desired culture and make us a special place to work.
- **Annual Performance Linked Enhancement-** Enhancement that recognizes the performance of the resource keeping in view the achievement of organizational goals & Departmental goals.
- **Competitive compensation:** Total target compensation and benefits are comparable to peer companies in the same industry and commensurate to the qualifications and experience of the concerned individual.

4.2 Remuneration:

a. **Remuneration to Managing/Whole-time /Executive -Director**

The NRC shall ensure that the Remuneration/ Compensation/ Commission etc. to be paid to Managing Director(s), C.E.O., Whole-time Directors, Manger, if any are in accordance with the provisions of Chapter XIII (Sections 196 to 203) read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

b. **Remuneration to Non- Executive / Independent Director:**

The NRC may recommend remuneration / compensation / commission and a suitable sitting fee, to non-executive directors as may be prescribed under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014subject to ceiling/ limits mentioned therein or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

c. **Remuneration to KMP:**

The Committee will recommend the remuneration to be paid to the KMP to the Board for their approval as per the provisions of the Act/ Policy of the Company. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Directors or KMPS of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and variable pay reflecting short and long term performance objective appropriate to the working of the Company and its goals.

d. **Remuneration to Senior Management Personnel:**

The Committee will recommend the remuneration to be paid to the Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate senior management of the quality required to run the Company successfully. The same should be reviewed periodically to make any adjustment based on the market. The remuneration of such persons shall be in accordance with performance criteria defined for the role thorough performance management system to achieve the company's goal. The remuneration should be a balance of fixed and incentive pay which will be determined by fixed pay components and executive incentives scheme applicable to their level as and when in place.

5. FAMILIARIZATION PROGRAM

The Management will familiarize the Independent Directors on the following:

- 5.1 Company's History, Structure and the Business Model;
- 5.2 Memorandum & Articles of Association of the Company;
- 5.3 Past 3 (three) years accounts and any important factors in the accounts of the Company;
- 5.4 Interaction with other Directors on the Board and with the Senior Executives of the Company.

6. REVIEW AND AMENDMENT:

- i. The Nomination & Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- ii. The Nomination & Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the Nomination & Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

INDEPENDENT AUDITOR'S REPORT

REPORT ON THE STANDALONE IND FINANCIAL STATEMENTS

We have audited the accompanying Ind AS financial statements of **MYSTIC ELECTRONICS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

BASIS OF OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible

for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

OTHER MATTER

The financial statements of partnership firm's and joint venture are unaudited and have been furnished to us by the Management and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect of these partnership firms and joint venture, is based solely on such unaudited financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit

and Loss, and the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on the financial position in the Ind AS financial statements - refer Note 29 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Bansal Bansal & Co.
Chartered Accountants
FRN: 100986W

Sd/-
Jatin Bansal
Partner
Membership No.:135399

Place : Mumbai
Date : 30th May, 2018

ANNEXURE - A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 of the Auditors Report of Even date to the Members of **MYSTIC ELECTRONICS LIMITED**.

1. In respect of its Fixed Assets :

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
- b. We are informed that the Company has carried out physical verification of fixed assets during the year. Necessary effect has been given in the accounts. However, we are informed that the effect was not significant.
- c. According to information and explanations given to us and on the basis of examination of the documents, the title deeds of the immovable property included in the fixed assets are registered in the name of the Company.

2. In respect of its inventories:

- a. The inventories have been physically verified by the management during the year except stock lying with third parties for which the confirmations are obtained. In our opinion, the frequency of verification is reasonable.
- b. The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company is maintaining stock records and discrepancies noticed were not significant between book records and physical verification.

3. a. As per the information and explanation given to us, the company has granted unsecured loan to one body corporate covered in the register maintained under section 189 of The Companies Act, 2013.
- b. In the case of the loan granted to the body corporate listed in the register maintained under section 189 of The Act, the

borrower has been regular in the payment of the interest as stipulated. The terms of arrangement do not stipulate any repayment schedule and the loan is repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the company in respect of repayment of the principal amount.

- c. The amount is over due by Rs. 5,06,49,796 in respect of the loan granted to the body corporate listed in the register maintained under section 189 of the Act
4. As per the information and explanations given to us, there are no transactions during the year in respect of loans, investments, guarantees and security in contravention to section 185 and 186 of Companies Act, 2013.
5. The Company has not accepted any deposits from public.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the company
7. a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing the undisputed statutory dues except few cases for TDS including provident fund, employees' state insurance, income-tax, sales tax, customs duty, service tax, GST, excise duty, cess and other material statutory dues as applicable with the appropriate authorities except with insignificant delay.
- b. According to the information and explanations given to us, there are no disputed liability of the Company in respect of Income-tax, Sales Tax, Service Tax, Customs duty, Excise duty, Stamp duty and Cess as at 31st March 2018.
- c. According to the information and explanations have any dues on account of investor given to us and based on our examination of education and protection fund

- 8) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable
- 10) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- 11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration. Accordingly, paragraph 3(xi) of the Order is not applicable
- 12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in Ind AS financial statements as required by the applicable accounting standards. applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Bansal Bansal & Co.
Chartered Accountants
FRN: 100986W

Sd/-
Jatin Bansal
Partner
Membership No.:135399

Place : Mumbai
Date : 30th May, 2018

Annexure - B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **MYSTIC ELECTRONICS LIMITED** ("the Company") as of 31st March 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the

maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Bansal Bansal & Co.
Chartered Accountants
FRN: 100986W**

**Place : Mumbai
Date : 30th May, 2018**

**Sd/-
Jatin Bansal
Partner
Membership No.:135399**

BALANCE SHEET AS AT 31ST MARCH, 2018

Amount in Rs. (₹)

PARTICULARS	NOTE NO.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
ASSETS				
Non- current Assets				
Property, Plant & Equipment	3	44,045	135,607	45,088
Investments in Property		-	-	-
Financial Assests				
Investments	4	254,751,483	56,798,237	46,210,493
Loans	-	-	-	-
Other Financial Assets	5	12,917,425	162,234,614	155,239,101
Deferred tax assets (net)	6	-	34,911	146,606
Total Non-current Assets		267,712,953	219,203,369	201,641,288
Current Assets				
Inventories	7	-	3,413,787	13,870,502
Financial Assests				
Trade Receivables	8	1,359,402	58,729,063	58,729,063
Cash and Cash Equivalents	9	869,370	606,919	17,707,868
Loans	10	55,826,172	145,189,062	166,526,000
Other Financial Assets	11	74,015,000	94,223,000	89,533,164
Other Current Assets		-	-	-
Total Current Assets		132,069,944	302,161,831	346,366,597
TOTAL ASSETS		399,782,897	521,365,200	548,007,885
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	12	197,662,480	197,662,480	197,662,480
Other Equity	13	201,816,683	277,002,688	295,281,870
Total Equity		399,479,163	474,665,168	492,944,350
Non- current Liabilities				
Financial Liabilities		-	-	-
Borrowings		-	-	-
Other Financial Liabilities		-	-	-
Deferred Tax Liabilities (net)	6	2,018	-	-
Other Non-Current Liabilities		-	-	-
Total - Non-current Liabilities		2,018	-	-
Current Liabilities				
Financial Liabilities				
Borrowings	14	-	-	1,544,939
Trade Payables	15	-	42,876,229	47,568,855
Other Financial Liabilities	16	-	1,194,481	-
Other Current Liabilities	17	301,716	2,629,323	5,949,742
Total Current Liabilities		301,716	46,700,032	55,063,536
TOTAL EQUITY AND LIABILITIES		399,782,897	521,365,200	548,007,885
Contingent liabilities and commitments (To the extent not provided for)	29			
Basis of preparation, measurement and significant accounting policies	1			
First time adoption of Ind AS	2			

The accompanying notes are an integral part of these financial statements

For Bansal Bansal & Co
Chartered Accountants
FRN : 100986W

Sd/-
Jatin Bansal
Partner
Mem. No : 135399

Place : Mumbai
Date : 30th May, 2018

For and on behalf of Board of Directors
Mystic Electronics Limited

Sd/-
Mohit Khadaria
Managing Director
DIN : 05142395

Sd/-
Krishan Khadaria
Director
DIN :00219096

Sd/-
Rajesh Agarwal
CFO

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Amount in Rs. (₹)

PARTICULARS	NOTE NO.	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Revenue			
Revenue from Operations	18	5,032,837	34,027,263
Other Income	19	4,510,493	8,275,655
Total Revenue		9,543,331	42,302,918
Expenses			
Purchases of Stock-In-Trade	20	-	15,587,272
Change in Inventory	21	3,413,787	10,456,715
Employee Benefits Expenses	22	2,190,572	4,452,797
Financial Costs	23	239,890	258,314
Depreciation	24	91,562	137,443
Other Expenses	25	42,347,342	31,093,488
Total Expenses		48,283,153	61,986,029
Profit Before Tax		(38,739,822)	(19,683,111)
Tax Expense:			
- Current Tax		-	252,120
- Deferred Tax		36,929	111,695
Profit/(Loss) For The Year (A)		(38,776,751)	(20,046,926)
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified subsequently to profit or loss			
Net fair value gain/(loss) on investments in equity instruments through OCI		(36,409,254)	1,767,745
OTHER COMPREHENSIVE INCOME FOR THE YEAR (B)		(36,409,254)	1,767,745
TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A)+(B)		(75,186,005)	(18,279,181)
Earning per share	28		
Basic and Diluted (Rs.)			
Basic		(1.96)	(1.01)
Diluted		(1.96)	(1.01)
Basis of preparation, measurement and significant accounting policies	1		
First time adoption of Ind AS	2		

The accompanying notes are an integral part of these financial statements

For Bansal Bansal & Co

Chartered Accountants

FRN : 100986W

Sd/-

Jatin Bansal

Partner

Mem. No : 135399

Place : Mumbai

Date : 30th May, 2018

For and on behalf of Board of Directors**Mystic Electronics Limited**

Sd/-

Mohit Khadaria

Managing Director

DIN : 05142395

Sd/-

Krishan Khadaria

Director

DIN :00219096

Sd/-

Rajesh Agarwal

CFO

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Amount in Rs. (₹)

Sr. No.	Particulars	For the year ended 31-03-2018	For the year ended 31-03-2017
A.	Cash Flow from Operating Activities:		
	Net profit/(Loss) before tax & extra ordinary items	(75,186,005)	(18,279,181)
	<u>Adjustment for:</u>		
	- Depreciation and amortisation of Fixed Assets	91,562	137,443
	- Re-Measurement gain/(loss) of fair value of Equity Instrument	36,409,254	(1,767,745)
	- Dividend Received	(170,310)	(16,000)
	- Interest Received	(3,955,495)	(8,259,655)
	- Deferred Tax	36,929	111,695
	- Provision for Tax	-	-
	Operating profit/(loss) before working capital changes	(42,774,065)	(28,073,443)
	<u>Changes in Operating Assets and Liabilities</u>		
	(Increase)/Decrease in Loans & Advances	258,888,080	9,651,589
	(Increase)/Decrease in Trade Receivables	57,369,661	-
	(Increase)/Decrease in Inventories	3,413,787	10,456,715
	Increase/(Decrease) in Current Liabilities	(46,398,316)	(8,363,503)
	Cash Generated from Operations	273,273,211	11,744,801
	Net Cash from Operating activities	230,499,146	(16,328,642)
B.	Cash Flow From Investing Activities:		
	(Acquisition)/Sale of PPE and Intangible Assests	-	(227,962)
	(Acquisition)/Sale of Investments	(234,362,500)	(8,820,000)
	- Interest Received	3,955,495	8,259,655
	- Dividend Received	170,310	16,000
	Net Cash from Investing activities	(230,236,694)	(772,307)
C.	Cash Flow From Financing Activities:		
	Net Cash from Financing activities	-	-
	Net increase in Cash and Cash Equivalents	262,452	(17,100,949)
	Cash & Cash Equivalents (Opening)	606,918	17,707,867
	Cash & Cash Equivalents (Closing)	869,370	606,918

Note : 1. Cash & Cash Equivalents at the end of the year consist of Cash in Hand and Balances with Banks and are net of Short Term Loans and Advances from banks as follows :

Particulars	As at 31-03-2018	As at 31-03-2017
Cash in Hand	340,113	273,153
Balances with Banks	529,257	333,767
Total	869,370	606,919

2. Previous year's figures have been regrouped, rearranged wherever necessary in order to conform to current year's presentation.

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Bansal Bansal & Co
Chartered Accountants
FRN : 100986W

For and on behalf of the Board of Directors
Mystic Electronics Limited

Sd/-
Jatin Bansal
Partner
Place : Mumbai
Date : 30th May, 2018
Mem. No.: 135399

Sd/-
Mohit Khadaria
Managing Director
DIN : 05142395

Sd/-
Krishan Khadaria
Director
DIN : 00219096

Sd/-
Rajesh Agarwal
CFO

Notes attached to and forming part of the financial statements as on and for the year ended on March 31, 2018

Note 1: Basis of accounting and preparation of Financial Statements

a) Company Overview

Mystic Electronics Limited ("the Company") is engaged primarily in the business of trading in Electronics products and other related activities. The Company is a public limited Company incorporated and domiciled in India having its registered office at 401/A, Pearl Arcade, Opp. P.K. Jewellers, Dawood Baugh Lane, Off. J.P. Road, Andheri (West), Mumbai - 400 058. The Company is listed on BSE Limited (BSE).

b) Basis of Accounting

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the Section 133 of the Companies Act, 2013 ("the 2013 Act"), and the relevant provisions, rules and amendments, as applicable. The Financial Statements have been prepared on accrual basis under the historical cost convention except certain assets measured at fair value.

These financial statements are the Company's first Ind AS financial statements and are covered by Ind AS 101, First-time adoption of Indian Accounting Standards (Ind AS 101). The transition to Ind AS has been carried out from the accounting principles generally accepted in India ("Indian GAAP") which is considered as the "Previous GAAP" for purposes of Ind AS 101. Under Previous GAAP financial statements were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) notified under section 133 of the 2013 Act and other relevant provisions of the Act as applicable.

c) Functional and Presentation Currency

These financial statements are presented in Indian rupees, which is the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

d) Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported revenue and expenses during the year. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Significant estimates used by the management in the preparation of these financial statements include project revenue, project cost, saleable area, economic useful lives of fixed assets, accrual of allowance for bad and doubtful receivables, loans and advances and current and deferred taxes. Differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

e) Property, Plant and Equipment & Depreciation

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment are derecognised from financial statement, either on disposal or when no economic benefits are expected from its use or disposal. The gain or loss arising from disposal of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, plant and equipment recognised in the statement of profit and loss account in the year of occurrence.

ii. Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting year in which they are incurred.

iii. Depreciation

Depreciation is being provided on written down value method on the basis of systematic allocation of the depreciable amount of the assets over its useful life as stated in Schedule II of the Companies Act, 2013.

Depreciation on assets sold, discarded or scrapped, is provided up to the date on which the said asset is sold, discarded or scrapped.

In respect of an asset for which impairment loss is recognized, depreciation is provided on the revised carrying amount of the assets.

f) Intangible Assets - Recognition and measurement

Items of Intangible Assets are measured at cost less accumulated amortisation and impairment losses, if any. The cost of intangible assets comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

i. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

ii. Amortisation

Intangible assets are amortised over their estimated useful life on Straight Line Method.

g) Impairment of Assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

h) Investments

Long term investments are stated at cost. However, provision for diminution is made to recognise any decline, other than temporary, in the value of long term investments.

Current investments are stated at the fair value.

i) Measurement at fair values

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 : Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

j) Financial Instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets include Trade receivable, loan to body corporate, loan to employees, security deposits, Investments and other eligible current and non-current assets.

Financial liabilities include Loans, trade payable and eligible current and non-current liabilities.

Offsetting financial instruments - Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

k) Inventories

- i. The cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Inventories are valued at cost or net realizable value, whichever is lower on the basis of first in first out method or specific identification, as the case may be.
- ii. Finished stock are valued at lower of cost or net realizable value on the basis of actual identified units.
Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

l) Revenue Recognition**In respect of Sales**

Sales are recognised when goods are supplied and significant risk and reward of the ownership in the goods are transferred to the buyer as per the terms of contract and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods. Sales are inclusive of duty and net of returns, trade discounts, rebates and GST.

In respect of interest income

Interest income is accounted on an accrual basis at interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

In respect of Dividend income

Dividend income including share of profit in LLP is recognized when the right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

m) Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

n) Employee Benefits

i. Short term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Post-employment benefits

Long-term employee benefits The Company's net obligation in respect of long term employee benefit is the amount of future benefit that employees have earned in return of their service in the current and prior periods. The benefit is discounted to determine its present value. Re-measurement are recognized in Statement of Profit & Loss in the period in which they arise.

o) Cash and Cash equivalent

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

p) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

q) Provisions and Contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Notes. Contingent liabilities are disclosed for

- i. possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- ii. present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised in the Financial Statements.

r) Segment Reporting

The company is primarily in the business of trading in Electronic Products. Further most of the business conducted is within the geographical boundaries of India.

In view of the above, in the opinion of the management and based on the organizational and internal reporting structure, the company's business activities as described above are subject to similar risks and returns. Further, since the business activities undertaken by the company are substantiating within India, in the opinion of the management, the business environment in India is considered to have similar risks and returns. Consequently, the company's business activities primarily represent a single business segment and the company's operations in India represent a single geographical segment.

s) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

t) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 15 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

u) Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment / doubtful debts.

v) Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

w) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

x) Business Combinations

Business combinations involving entities or businesses under common control shall be accounted for using the pooling of interest's method.

The consideration for the business combination may consist of securities, cash or other assets. Securities shall be recorded at nominal value. In determining the value of the consideration, assets other than cash shall be considered at their fair values.

The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee. Alternatively, it is transferred to General Reserve, if any.

The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor.

Note 2 : First Time Adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The Company's opening Ind AS balance sheet was prepared as at April, 2016, the Company's date of transition to Ind AS. In preparing the opening balance sheet, the Company has applied the mandatory exceptions and certain optional exemptions from full retrospective application of Ind AS in accordance with the guidance in Ind AS 101 'First Time Adoption of Indian Accounting Standards.'

This note explains the principal adjustments made by the Company in restating its Indian GAAP (IGAAP) financial statements to Ind AS in the opening balance sheet as at April 1, 2016 and in the financial statements as at the end for the year ended as at March 31, 2017.

Reconciliation of Net Worth reported under IGAAP to Ind AS

Particulars	March 31, 2017	April 01, 2016
Net worth as per Indian GAAP	471,221,931	491,268,857
Adjustments on account of application of Ind AS:		
Impact of fair valuation of equity Instruments	3,443,237	1,675,493
Net worth as per Ind AS	4,74,665,168	492,944,350

Reconciliation of Net Profit reported under IGAAP to Ind AS

Particulars	For the Year Ended March 31, 2017
Profit after Tax as per Indian GAAP	(20,046,926)
Adjustments on Account of Application of Ind AS	1,767,745
Total Comprehensive Income as per Ind AS	(18,279,181)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**Note 3 : Property, Plant and Equipment**

Particulars	Computer	Total
Year ended March 31, 2018		
Opening gross carrying amount	301,162	301,162
Additions	-	-
Disposals	-	-
Closing gross carrying amount	301,162	301,162
Accumulated depreciation and impairment		
Opening accumulated depreciation	165,555	165,555
Depreciation charge during the year	91,562	91,562
Disposals	-	-
Closing accumulated depreciation and impairment	257,117	257,117
Net carrying amount	44,045	44,045
Year ended March 31, 2017		
Opening gross carrying amount	73,200	73,200
Additions	227,962	227,962
Disposals	-	-
Closing gross carrying amount	301,162	301,162
Accumulated depreciation and impairment		
Opening accumulated depreciation	28,112	28,112
Depreciation charge during the year	137,443	137,443
Disposals	-	-
Closing accumulated depreciation and impairment	165,555	165,555
Net carrying amount	135,607	135,607
Year ended March 31, 2016		
Opening gross carrying amount	-	-
Additions	73,200	73,200
Disposals	-	-
Closing gross carrying amount	73,200	73,200
Accumulated depreciation and impairment		
Opening accumulated depreciation	-	-
Depreciation charge during the year	28,112	28,112
Disposals	-	-
Closing accumulated depreciation and impairment	28,112	28,112
Net carrying amount	45,088	45,088

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**Note 4 : Investments**

PARTICULARS	As At 31.03.2018 No. of Shares	As At 31.03.2018 Amt. (Rs.)	As At 31.03.2017 No. of Shares	As At 31.03.2017 Amt. (Rs.)	As At 01.04.2016 No. of Shares	As At 01.04.2016 Amt. (Rs.)
Non - Current Investment						
Investment in Equity Instruments						
Quoted Shares	-	-	-	-	-	-
Unquoted Equity Shares						
Eq. Sh of Rs. 10/- each of Eq. Sh of Rs. 10/- each of Gayatrishakti Paper & Board Ltd.	-	-	662,250	39,999,900	662,250	41,410,493
Eq. Sh of Rs. 10/- each of Sangam Infra Projects Pvt. Ltd.	7,100	3,863,323	7,100	3,865,737	-	-
Eq. Sh of Rs. 10/- each of Rising Sun Rocks Products Pvt. Ltd.	32,500	22,631,700	-	-	-	-
Eq. Sh of Rs. 10/- each of Kherapati Vincom Pvt. Ltd.	17,500	393,750	-	-	-	-
Eq. Sh of Rs. 10/- each of Basic Real Estate Pvt. Ltd.	5,500	231,330	-	-	-	-
Eq. Sh of Rs. 1/- (PP) each of Visagar Polytex Ltd.	3,500,000	3,780,000	-	-	-	-
Eq. Sh of Rs. 10/- each of Finworth Investment Pvt. Ltd.	2,500	711,450	-	-	-	-
Eq. Sh of Rs. 10/- each of Parampita Vinimay Pvt. Ltd.	72,500	14,179,550	-	-	-	-
Eq. Sh of Rs. 100/- each of Innovative Software Pvt. Ltd.	74,000	8,130,380	74,000	8,132,600	-	-
Total Value of Unquoted Investments		53,921,483		51,998,237		41,410,493
Investment in Preference Instruments						
Unquoted Preference Shares						
Pref. Sh. of Rs. 10/- each of Gayatrishakti Paper & Board Ltd.	-	-	80,000	4,800,000	80,000	4,800,000
Total Value of investment in Preference Shares				4,800,000		4,800,000
Investment in Partnership Firm & LLP						
3M Enterprises		198,315,000		-		-
Mystic Investments		2,515,000		-		-
Total value of investments in partnership firms & LLC		200,830,000				
Total Non- current Investments		254,751,483		56,798,237		46,210,493
Aggregate book value of quoted investments						
Market value of quoted investments						
Aggregate book value of unquoted investments		53,921,483		56,798,237		41,410,493

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

PARTICULARS	As at 31.03.2018 Amt. (Rs.)	As at 31.03.2017 Amt. (Rs.)	As at 01.04.2016 Amt. (Rs.)
Note : 5 <u>Other Non Current Financial Assets</u>			
Security Deposit	-	-	473,000
Advances Against Property	2,000,000	158,000,000	152,000,000
Share Application Money	-	2,750,000	-
Income Tax Paid (Net of Provision)	10,917,425	1484614	2,766,101
	12,917,425	162,234,614	155,239,101
Note : 6 <u>Deferred Tax Assets / (Liabilities)</u>			
The balance comprises temporary differences attributable to:			
i. Difference between the net block as per books & net block after allowing the depreciation U/s 32 of Income Tax Act.	(2,018)	(8,878)	(2,577)
ii. Disallowance u/s 35D of the Income Tax Act, 1961	-	43,789	149,183
	(2,018)	34,911	146,606
Note : 7 <u>Inventories</u>			
Stock in trade	-	3,413,787	13,870,502
	-	3,413,787	13,870,502
Note : 8 <u>Trade Receivables</u>			
(Unsecured, considered good)			
Considered good	1,359,402	58,729,063	58,729,063
Less: Allowance for doubtful debts	-	-	-
	1,359,402	58,729,063	58,729,063
Note : 9 <u>Cash and Cash Equivalents</u>			
Cash on Hand	340,113	273,153	9,587,648
<u>Balance with Bank</u>			
In Current Accounts	529,257	333,767	8,120,221
	869,370	606,919	17,707,868
Note : 10 <u>Non Current Loans</u>			
(Unsecured Considered Good)			
Inter Corporate Deposit	41,515,534	77,571,694	55,668,927
Less : Provision for Doubtful Loans	(41,515,534)	(20,757,767)	-
	-	56,813,927	55,668,927
Loans & Advances to Related Parties	50,649,796	65,760,750	89,366,970
Loans & Advances to Others	5,176,376	22,614,385	21,490,103
	55,826,172	145,189,062	166,526,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

PARTICULARS	As at	As at	As at
	31.03.2018 Amt. (Rs.)	31.03.2017 Amt. (Rs.)	01.04.2016 Amt. (Rs.)
Note : 11 <u>Other Financial Assests</u>			
Advance to Suppliers	73,750,000	93,250,000	89,033,164
Less : Provision for Doubtful Advances	-	-	-
	73,750,000	93,250,000	89,033,164
Security Deposit	265,000	973,000	500,000
	74,015,000	94,223,000	89,533,164
Note : 12 <u>Equity Share Capital</u>			
Authorized Capital			
2,10,00,000 (2,10,00,000) Equity Shares of Rs. 10/- each	210,000,000	210,000,000	210,000,000
Issued, Subscribed & Paid up Capital			
1,97,66,248 (1,97,66,248) Equity Shares of Rs. 10/- each fully paid-up	197,662,480	197,662,480	197,662,480
	197,662,480	197,662,480	197,662,480

- a. The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2018 and March 31, 2017 is set out below :

Particular	As at March 31, 2018		As at March 31, 2017	
	Numbers	Amount	Numbers	Amount
Number of share at the beginning of the year	19,766,248	197,662,480	19,766,248	197,662,480
Number of share at the end of the year	19,766,248	197,662,480	19,766,248	197,662,480

- b. **Shareholding More than 5%**
Details of Shareholders holding more than 5 percent Equity shares in the company on reporting date:

Particular	As at March 31, 2018		As at March 31, 2017	
	Numbers	Amount	Numbers	Amount
Sanjay Singal	1,000,000	5.06%	1,000,000	5.06%
Sanjay Singal- HUF	1,000,000	5.06%	1,000,000	5.06%
Aarti Singal	1,000,000	5.06%	1,000,000	5.06%

Note : 13 Other equity

Refer Statement of Changes in Equity for detailed movement in Equity balance.

A. Summary of Other Equity balance.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**Note : 13 Other Equity**

Refer Statement of Changes in Equity for detailed movement in Equity balance.

A. Summary of Other Equity balance

PARTICULARS	As at 31.03.2018 Amt. (Rs.)	As at 31.03.2017 Amt. (Rs.)	As at 01.04.2016 Amt. (Rs.)
Capital Reserve			
Opening Balance b/f	808,434	808,434	808,434
Add: Addition during the year	-	-	-
	808,434	808,434	808,434
Less: Utilisation during the year	-	-	-
	808,434	808,434	808,434
Securities premium reserve			
Opening Balance	468,330,200	468,330,200	468,330,200
Add : Additional Premium on shares received during the year	-	-	-
	468,330,200	468,330,200	468,330,200
Less : Calls in Arrears *	189,779,400	189,779,400	189,779,400
	278,550,800	278,550,800	278,550,800
Retained Earnings	(44,576,534)	(5,799,783)	14,247,143
Other Comprehensive Income	(32,966,017)	3,443,237	1,675,493
	201,816,683	277,002,688	295,281,870

* This represents the additional premium receivable of Rs.35.74 per share on 5310000 shares of Rs. 10/- each based on the pricing formula prescribed under chapter VII of SEBI (Issue of Capital and Disclosure Requirements Regulation, 2009) in respect of 9230000 Equity Shares of Rs. 10/- each allotted on Preferential basis in the F.Y. 2013-14.

B. Nature and purpose of reserves

i Capital Reserve represents

Under the scheme of Arrangement (De-merger), the excess of net assets taken, over the cost of consideration paid is treated as capital reserve .

ii Securities premium reserve represents

The amount received in excess of face value of shares is recognised in securities premium reserve . In case of equity -settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as Securities premium reserve.

iii Retained Earnings represents

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

iv Equity Instruments through Other Comprehensive Income: This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

PARTICULARS	As at 31.03.2018 Amt. (Rs.)	As at 31.03.2017 Amt. (Rs.)	As at 01.04.2016 Amt. (Rs.)
Note: 14 Short term Borrowings			
Borrowings	-	-	1,544,939
	-	-	1,544,939
Note: 15 Trade Payables			
Due to Micro & Small Enterprises	-	-	-
Due to Others	-	42,876,229	47,568,855
	-	42,876,229	47,568,855

The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosure, if any, relating to amounts unpaid as at the year end together with interest paid/payable under the said Act have not been made.

PARTICULARS	As at 31.03.2018 Amt. (Rs.)	As at 31.03.2017 Amt. (Rs.)	As at 01.04.2016 Amt. (Rs.)
Note: 16 Other current financial liabilities			
Axis Bank Ltd. - 3994 (Cheque Overdrawn)	-	1,194,481	-
	-	1,194,481	-
Note: 17 Other current liabilities			
Statutory Remittances	253,782	2,123,056	2,744,307
Others	47,934	254,147	754,700
Provision for Tax	-	252,120	2,450,735
	301,716	2,629,323	5,949,742

Note No.	PARTICULARS	Year Ended 31.03.2018 Amt. (Rs.)	Year Ended 31.03.2017 Amt. (Rs.)
Note: 18	Revenue from Operations		
	<u>Sales of Products and Services</u>		
	Sales of Products	2,714,962	24,513,948
	Order Processing Fees	-	4,130,294
	Incentive & Others	-	5,383,021
	LTCG on Sale of Shares	2,317,875	-
		5,032,837	34,027,263
Note : 19	Other Income		
	Dividend	170,310	16,000
	Interest on Loans & Advances	3,955,495	8,259,655
	Bank Charges Reversed	19,663	-
	Sundry Balance W/Off - (Income)	365,025	-
		4,510,493	8,275,655
Note: 20	Purchase of Stock in Trade		
	Purchases	-	15,587,272
		-	15,587,272

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note No.	PARTICULARS	Year Ended 31.03.2018 Amt. (Rs.)	Year Ended 31.03.2017 Amt. (Rs.)
Note: 21	Change in Inventory		
	Inventory at the end of the year	-	3413787
	Inventory at the beginning of the year	3,413,787	13870502
		3,413,787	10,456,715
Note: 22	Employee Benefits Expenses		
	Salaries & Bonus	1,930,748	4,317,151
	Staff Welfare	19,824	135,646
	House Rent Allowance	240,000	-
		2,190,572	4,452,797
Note: 23	Financial Costs		
	Interest on Unsecured Loan	-	121,332
	Interest on Deferred Payment of Tax	239,890	136,982
		239,890	258,314
Note : 24	Depreciation		
	on Fixed Assets (Note 3)	91,562	137,443
		91,562	137,443
Note : 25	Other Expenses		
	Annual Listing & Custodian Charges	289,316	275,000
	Auditors Remuneration	50,000	100,000
	Bad Debts/Provision	23,408,579	20,757,767
	Bank Charges	3,687	48,226
	Compliance & Legal Expenses	36,550	92,650
	Conveyance Expenses	73,577	131,198
	Delivery Charges	-	1,825,447
	Demat Charges	898	859
	Electricity Charges	107,373	158,645
	Filing Fees	11,800	24,900
	General Expenses	15,548	-
	Insurance Charges	-	17,634
	Labour Charges	-	154,978
	Legal & Professional Fees	-	743,500
	Miscellaneous Expenses	-	232,242
	Office Expenses	-	90,274
	Order Processing Fees	-	3,071,592
	Other Expenses	366,974	-
	Postage & Courier Charges	20,683	53,413
	Printing & Stationery	38,061	127,077
	Profession Tax Late Return Fee	3,710	-
	Professional Fees	115,100	-
	Publication & Advertisement Expenses	21,728	19,470
	Rent	96,000	1,886,000
	Repairs & Maintenance	750	51,802
	RTA Expenses	52,409	43,982
	Service Tax Expenses	61,386	322,654
	Sundry Balance W/off	17530867	762,164
	Sundry Expenses	20,752	-
	Telephone Charges	21594	96,422
	Travelling Expenses	-	5,592
		42,347,342	31,093,488

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**Note: 26 Segment Reporting**

The Company is mainly engaged in trading in Electronic Products. All activities of the company revolve around this main business. As such there are no separate reportable segments as per the Accounting Standard on Segment Reporting (As 17)

Note 27 Related Party Disclosures

As required under Accounting Standard 18 "Related Party Disclosure", following are the details of transactions during the year with the related parties of the Company as defined in AS 18 :

a) Director of the Company

Mr. Mohit Khadaria	Managing Director
Mr. Krishan Khadaria	Director
Mr. Manoj Bhatia	Director
Mr. Tarun Keram	Director
Mrs. Asha Khadaria	Additional Director
Mrs. Niraali Thingalaya	Additional Director

b) Key Management Personnel

Mr. Rajesh Agrawal	Chief Finance Officer
Ms. Manisha Swami	Company Secretary

c) Shareholder's of the Company

Mr. Krishan Khadaria	Mr. Mohit Khadaria
Mrs. Asha Khadaria	Mrs. Sushiladevi Khadaria
	Ms. Mohini Khadaria

d) Name of the enterprises having same Key Management Personnel and/or their relatives as the reporting enterprises.

AD-Hash Technolabs Private Limited
 Anutham Property Developers Private Limited
 Attribute Shares & Securities Private Limited
 Bhaskar Realty Private Limited
 Forever Flourishing Finance and Investment Private Limited
 Golden Medows Export Private Limited
 Hilton Vyaper Private Limited
 Kashish Multitrade Private limited
 Kasturi Overseas Private Limited
 Laxmiramuna Investments Private Limited
 Navyug Telefilm Private Limited
 Nouveau Shares & Securities Limited
 Nouveau Global Ventures Limited
 Slogan Infotech Private Limited
 Pearl Arcade Amusement Private Limited
 Pearl Arcade Consultant Private Limited
 Mitesh Poly Pack Private Limited
 Mosiby Foods & Beverages Private Limited
 Mukta Agriculture Limited
 Rajat Commercial Enterprises Private Limited
 Suman Multitrade Private Limited
 Thai Malai Golf Resort & SPA Private Limited
 Aztaq -E- Commerce LLP
 Cracknddeal E-Commerce LLP
 Global Enterprises
 M T Organics LLP
 3M Enterprises
 Laxmi Investments

e) Transactions with the enterprises out of (d) above:
 Nouveau Global Ventures Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lacs)

(Previous year figures in bracket) Nature of Transactions	In relation to (a) above	In relation to (b) above	In relation to (e) above
Loans & Advances given Loans & Advances received back Interest received			36.44 (59.56)
Office Rent	0.96 (0.96)		
Amount Outstanding as on 31st March, 2018			
Loans & Advances given			506.49 (657.61)

Note No.	PARTICULARS	As At 31.03.2018	As At 31.03.2017
Note: 28	Earnings Per Share (EPS)		
	(i) Net Profit/(Loss) after tax as per statement of Profit and Loss attributable to Equity Shareholders	(38,776,751)	(20,046,926)
	(ii) Opening number of equity shares used as denominator Less : Effect of treasury shares	19,766,248 -	19,766,248 -
	Net Weighted Average number of equity shares used as denominator for calculating EPS	19766248	19766248
	(iii) Basic & Diluted Earning Per Share (in Rs.)	(1.96)	(1.01)
	(iv) Face value per share	10.00	10.00

Note : The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the company remain the same.

(Rs. In Lacs)

Note No.	PARTICULARS	Year	For the year ended on	
			31.03.2018	31.03.2017
Note: 29	Contingent Liabilities (To the Extent not Provided For)			
	Contingent liabilities:			
	- In respect of pending appeal before Hon. CIT (Appeals) - 52 , Mumbai	2015-16	670.39	670.39
	- In respect of pending appeal before Hon. CIT(Appeals)-52 , Mumbai	2014-15	1080.41	1080.41
	- In respect of pending appeal before Hon. CIT (Appeal)-17, Mumbai	2013-14	23.88	23.88

Previous year figures

Previous Year's figures have been regrouped/reclassified, wherever necessary, to correspond with the current year's classification/disclosures.

The accompanying notes are an integral part of these financial statements

For Bansal Bansal & Co
Chartered Accountants
FRN : 100986W

For and on behalf of Board of Directors
Mystic Electronics Limited

Sd/-
Jatin Bansal
Partner
Mem. No : 135399

Place : Mumbai
Date : 30th May, 2018

Sd/-
Mohit Khadaria
Managing Director
DIN : 05142395

Sd/-
Krishan Khadaria
Director
DIN : 00219096

Sd/-
Rajesh Agarwal
CFO

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**(a) Reconciliation of Equity as on Transition date 1st April, 2016**

PARTICULARS	As at March 31, 2017			As at March 31, 2016		
	Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
ASSETS						
Non-current assets						
Property, Plant and Equipment	135,607	-	135,607	45,088	-	45,088
Investments in Property	-	-	-	-	-	-
Financial Assets						
Investments	53,355,000	3,443,237	56,798,237	44,535,000	1,675,493	46,210,493
Loans	-	-	-	-	-	-
Other Financial Assets	162,234,614	-	162,234,614	155,239,101	-	155,239,101
Deferred Tax Assets (Net)	34,911	-	34,911	146,606	-	146,606
Total Non-current Assets	215,760,132	3,443,237	219,203,369	199,965,795	1,675,493	201,641,288
Current Assets						
Inventories	3,413,787	-	3,413,787	13,870,502	-	13,870,502
Financial Assets						
i. Investments	-	-	-	-	-	-
ii. Trade Receivables	58,729,063	-	58,729,063	58,729,063	-	58,729,063
iii. Cash and Cash Equivalents	606,919	-	606,919	17,707,868	-	17,707,868
v. Loans	145,189,062	-	145,189,062	166,526,000	-	166,526,000
vi. Other Financial Assets	94,223,000	-	94,223,000	89,533,164	-	89,533,164
Other Current Assets	-	-	-	-	-	-
Total Current Assets	302,161,831	-	302,161,831	346,366,597	-	346,366,597
TOTAL ASSETS	517,921,963	3,443,237	521,365,200	546,332,392	1,675,493	548,007,885
EQUITY AND LIABILITIES						
Equity						
Equity Share Capital	197,662,480	-	197,662,480	197,662,480	-	197,662,480
Other Equity						
Reserves and Surplus	273559451	3,443,237	277,002,688	293,606,377	1,675,493	295,281,870
Total Equity	471,221,931	3,443,237	474,665,168	491,268,857	1,675,493	492,944,350
LIABILITIES						
Non-current Liabilities						
Financial Liabilities						
i. Borrowings	-	-	-	-	-	-
ii. Other Financial Liabilities	-	-	-	-	-	-
Provisions						
Employee Benefit Obligations	-	-	-	-	-	-
Deferred Tax Liabilities (Net)	-	-	-	-	-	-
Total Non-current Liabilities	-	-	-	-	-	-
Current Liabilities						
Financial Liabilities						
i. Borrowings	-	-	-	1,544,939	-	1,544,939
ii. Trade Payables	42,876,229	-	42,876,229	47,568,855	-	47,568,855
iii. Other Financial Liabilities	1,194,481	-	1,194,481	-	-	-
Employee Benefit Obligations	-	-	-	-	-	-
Other Current Liabilities	2,629,323	-	2,629,323	5,949,742	-	5,949,742
Total Current Liabilities	46,700,032	-	46,700,032	55,063,536	-	55,063,536
Total Equity and Liabilities	517,921,963	3,443,237	521,365,200	546,332,393	1,675,493	548,007,885

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**(b) Reconciliation of Profit and Loss for the year ended as at March 31, 2017**

PARTICULARS	As at March 31, 2017		
	Previous GAAP	Adjustments	Ind AS
Income :			
Revenue from Operations	34,027,263	-	34,027,263
Other Income	8,275,655	-	8,275,655
Total Income	42,302,918	-	42,302,918
Expenses :			
Purchase of Stock In Trade	15,587,272	-	15,587,272
Changes in Inventories	10,456,715	-	10,456,715
Employee Benefit Expenses	4,452,797	-	4,452,797
Finance Costs	258,314	-	258,314
Depreciation and Amortisation Expense	137,443	-	137,443
Other Expenses	31,093,488	-	31,093,488
Total Expenses	61,986,029	-	61,986,029
Profit/(Loss) before exceptional & extraordinary items and tax	(19,683,111)	-	(19,683,111)
Profit/(Loss) Before Tax	(19,683,111)	-	(19,683,111)
Income Tax Expense			
- Net Current Tax	252,120		252,120
- Deferred Tax	111,695	-	111,695
Profit/(Loss) from continuing operations for the year	(20,046,926)	-	(20,046,926)
Profit/(Loss) for The Year (A)	(20,046,926)	-	(20,046,926)
Other Comprehensive Income (OCI)			
(a) Items not to be reclassified subsequently to profit or loss:			
- Gain on fair value of defined benefit plans as per actuarial valuation (net of tax)	-	-	-
- Gain/ (loss) on fair value of equity/mutual fund instruments (net of tax)	-	1,767,745	1,767,745
- Deferred tax (expense)/benefit relating to these items	-	-	-
(b) Items to be reclassified subsequently to profit or loss	-	-	-
Other Comprehensive Income for the year, net of tax (B)	-	1,767,745	1,767,745
Total Comprehensive Income for the year, net of tax (A) + (B)	(20,046,926)	1,767,745	(18,279,181)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**(a) Financial instruments by category**

PARTICULARS	As at March 31, 2017			As at March 31, 2016		
	Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
<i>Financial Assets</i>						
Investments						
- Equity / Pref instruments	53,921,483		56,798,237	-	46,210,493	-
- Partnership firms & LLC	-	200,830,000	-	-	-	-
- Mutual funds	-	-	-	-	-	-
Trade receivables	-	1,359,402	-	58,729,063	-	58,729,063
Cash and cash equivalents	-	869,370	-	606,919	-	17,707,868
Other bank balances	-	-	-	-	-	-
Loans	-	55,826,172	-	145,189,062	-	166,526,000
Other financial assets	-	86,932,425	-	256,457,614	-	244,772,265
Total financial asset	53,921,483	345,817,369	56,798,237	460,982,658	46,210,493	487,735,196
<i>Financial Liabilities</i>						
Borrowings	-	-	-	-	-	1,544,939
Trade payables	-	-	-	42,876,229	-	47,568,855
Other financial liabilities	-	301,716	-	3,823,803	-	5,949,742
Total financial liabilities	-	301,716	-	46,700,032	-	55,063,536

(b) Fair value hierarchy

Financial assets and liabilities measured at fair value - March 31 2018	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments	4	3,780,000	-	50,141,483	53,921,483
- Mutual funds		-	-	-	-
Total financial asset		3,780,000	-	50,141,483	53,921,483

Financial assets and liabilities measured at amortised cost - March 31 2018	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Partnership Firm	4	-	-	200,830,000	200,830,000
Trade receivables	8	-	-	1,359,402	1,359,402
Cash and cash equivalents	9	-	-	869,370	869,370
Other bank balances		-	-	-	-
Loans	10	-	-	55,826,172	55,826,172
Other financial assets	6 & 11	-	-	86,932,425	86,932,425
Total financial asset		-	-	345,817,369	345,817,369
<i>Financial Liabilities</i>					
Borrowings		-	-	-	-
Trade payables	15	-	-	301,716	301,716
Total financial liabilities		-	-	301,716	301,716

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Financial assets and liabilities measured at fair value - March 31 2017	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments	4	-	-	56,798,237	56,798,237
- Partnership firms & LLC	4	-	-	-	-
- Mutual funds		-	-	-	-
Total financial asset		-	-	56,798,237	56,798,237

Financial assets and liabilities measured at amortised cost - March 31 2017	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments	-	-	-	-	-
- Partnership firms & LLC	-	-	-	-	-
- Mutual funds		-	-	-	-
Trade receivables	8	-	-	58,729,063	58,729,063
Cash and cash equivalents	9	-	-	606,919	606,919
Other bank balances		-	-	-	-
Loans	10	-	-	145,189,062	145,189,062
Other financial assets	6 & 11	-	-	256,457,614	256,457,614
Total financial asset		-	-	460,982,658	460,982,658
<i>Financial Liabilities</i>					
Borrowings		-	-	-	-
Trade payables	15	-	-	42,876,229	42,876,229
Other financial liabilities	16	-	-	3,823,803	3,823,803
Total financial liabilities		-	-	46,700,032	46,700,032

Financial assets and liabilities measured at fair value - April 01 2016	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments	4	-	-	46,210,493	46,210,493
- Partnership firms & LLC		-	-	-	-
- Mutual funds		-	-	-	-
Total financial asset		-	-	46,210,493	46,210,493

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Financial assets and liabilities measured at amortised cost - April 01 2016	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments		-	-	-	-
- Partnership firms & LLC		-	-	-	-
- Mutual funds		-	-	-	-
Trade receivables	8	-	-	58,729,063	58,729,063
Cash and cash equivalents	9	-	-	17,707,868	17,707,868
Other bank balances		-	-	-	-
Loans	10	-	-	166,526,000	166,526,000
Other financial assets	6 & 11	-	-	244,772,265	244,772,265
Total financial asset		-	-	487,735,196	487,735,196
<i>Financial Liabilities</i>					
Borrowings	0	-	-	1,544,939	1,544,939
Trade payables	15	-	-	47,568,855	47,568,855
Other financial liabilities	16	-	-	5,949,742	5,949,742
Total financial liabilities		-	-	55,063,536	55,063,536

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MYSTIC ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai - 400058
 Tel.: 26778155 / 26797750 / 32459097 Fax: 26781187 CIN: L72300MH2011PLC221448
 Email: electronics.mystic@gmail.com Website: www.mystic-electronics.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*	Folio No.	
Client Id*	No. of Shares	

NAME OF THE SHAREHOLDER / PROXY HOLDER: _____

I hereby record my presence at the **7th Annual General Meeting** of the Company held on **Saturday, 29th September, 2018, at 11.30 a.m.** at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053.

 Signature of Shareholder/Proxy holder

NOTE: PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING & HANDOVER AT THE ENTRANCE DULY FILLED & SIGNED. MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF ANNUAL REPORT TO THE MEETING. MEMBERS WHO HOLD SHARES IN DEMATERIALIZED FORM ARE REQUESTED TO FURNISH THEIR CLIENT ID AND DPIN FOR EASY IDENTIFICATION OF ATTENDANCE AT THE MEETING. PROXIES ARE REQUESTED TO BRING THEIR IDENTITY PROOF FOR VERIFICATION AT THE ENTRANCE OF THE MEETING.



MYSTIC ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai - 400058
 Tel.: 26778155 / 26797750 / 32459097 Fax: 26781187 CIN: L72300MH2011PLC221448
 Email: electronics.mystic@gmail.com Website: www.mystic-electronics.com

Form No. MGT-11

PROXY FORM

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

CIN : **L72300MH2011PLC221448**
 Name of the Company : **Mystic Electronics Limited**
 Registered Office : 401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai - 400058
 Name of the member(s) :
 Registered Address :
 Email ID :
 Folio No./Client ID/DP ID :

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- 1) Name : Address :
 Email ID : Signature : or failing him
- 2) Name : Address :
 Email ID : Signature : or failing him
- 3) Name : Address :
 Email ID : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **7th Annual General Meeting** of the Company, to be held on **Saturday, 29th September, 2018, at 11:30 a.m.** at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053. and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	For	Against
1. Adoption of the audited financial statements for the financial year ended 31st March, 2018; 2. Appointment of Mr. Krishan Khadaria as a director liable to retire by rotation.		
Special Business:		
3. Regularization of appointment of Mrs. Asha Khadaria as Non-executive director of the Company. 4. Regularization of appointment of Mr. Mohit Khadaria as Executive director of the Company. 5. To appoint Mr. Mohit Khadaria as Managing Director of the Company. 6. To appoint Mrs. Niraali Santosh Thingalaya as Independent Director of the Company.		

Signed this day of 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix Rs. 1/-
Revenue
Stamp

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.



MYSTIC ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai - 400058
 Tel.: 26778155 / 26797750 / 32459097 Fax: 26781187 CIN: L72300MH2011PLC221448
 Email: electronics.mystic@gmail.com Website: www.mystic-electronics.com

BALLOT FORM

Serial No. _____

1. Name and Registered Address :
of the Sole/First named
Shareholder:
2. Name(s) of the Joint holder(s), :
if any
3. Registered Folio Number / :
DP ID No. / Client ID No.
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice convening the **7th Annual General Meeting** of the Company to be held on **Saturday 29th September, 2018, at 11.30 a.m.** by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	Type of Resolution	No. of Shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Adoption of the audited financial statements for the financial year ended 31st March, 2018;	Ordinary Resolution			
2	Appointment of Mr. Krishan Khadaria as a director liable to retire by rotation.	Ordinary Resolution			
3	Regularization of appointment of Mrs. Asha Khadaria as Non-executive director of the Company.	Ordinary Resolution			
4.	Regularization of appointment of Mr. Mohit Khadaria as Executive director of the Company.	Ordinary Resolution			
5.	To appoint Mr. Mohit Khadaria as Managing Director of the Company.	Ordinary Resolution			
6.	To appoint Mrs. Niraali santosh Thingalaya as Independent Director of the Company.	Ordinary Resolution			

Place : _____

Date : _____

Signature of the Shareholder _____

NOTE: Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer before the conclusion of AGM (i.e.) on **29th September, 2018** shall only be considered.

E-VOTING

Members may obtain below mentioned credentials for casting his / her vote by remote e-voting by sending a request at evoting@nsdl.co.in or by contacting NSDL at the toll free no.: 1800-222-990

EVEN (E Voting Event No.)	User ID	PASSWORD

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to www.evoting.nsdl.com.

INSTRUCTIONS

- I. The Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence by the next named joint holder. The signature of the member on this Ballot Form should be as per the specimen signature registered with the Company or furnished by Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively .
- II. In case of shares held by Companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with attached specimen signature(s) of the duly authorized signatories.
- III. Member holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.
- IV. Member are requested not to send any other paper along with the Ballot Form and any other paper found in the envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- V. The votes should be cast in for or against the Resolution putting the tick mark (?) in the column for assent or dissent. Ballot form bearing (?) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled Ballots will be subject to rejection by the Scrutinizer.
- VI. There will be one Ballot Form for every Folio/Client ID irrespective of the number of the joint holders.
- VII. The Ballot shall not be exercised by a Proxy.
- VIII. Ballot Form - Votes will be considered invalid on the following grounds:
 - (i) If the member's signature does not tally.
 - (ii) If the member has marked all his shares both in favour and also against the resolutions
 - (iii) If the Ballot paper is unsigned.
 - (iv) If the Ballot paper filled in pencil or signed in pencil.
 - (v) If the Ballot paper received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- IX. The Scrutinizer's decision on the validity of the Ballot will be final.

Address of Scrutinizer : Mr. Arvind Baid - Scrutinizer, 802, Corporate Annexe, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400 063.

MYSTIC ELECTRONICS LIMITED

Registered Office : 401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane,
Off J. P. Road, Andheri (West), Mumbai - 400 058

Tel. No.: 26778155 / 26797750

Email id.: electronics.mystic@gmail.com

Website : www.mystic-electronics.com

MYSTIC ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai - 400058
Tel.: 26778155 / 26797750 / 32459097 Fax: 26781187 CIN: L72300MH2011PLC221448
Email: electronics.mystic@gmail.com Website: www.mystic-electronics.com

FOR YOUR ACTION \ INFORMATION

Date: 24.08.2018

Dear Members,

Your attention is invited to SEBI notification Number **SEBI/LAD-NRO/GN/2018/24** dated June 08, 2018 regarding amendment to **Regulation 40 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015** read with **BSE Circular No. LIST/COMP/15/2018-19** dated July 5, 2018 with reference to mandatory dematerialization of securities, copy is available on the Company's website www.mystic-electronics.com.

As per the aforesaid amendment, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the demat form with a depository.

In case you are holding securities of **the Company (Mystic Electronics Limited)** in the form of physical share certificates, please note that with effect from December 05, 2018, transfer of such securities in physical form will not be allowed except in case of transmission or transposition of securities.

You may approach your Depository Participant to dematerialize such securities proactively **before December 5, 2018** to avoid last minute rush to dematerialize just before intended transfer.

In case of further queries or any assistance in this behalf, you may contact Bigshare Services Pvt. Ltd (RTA) at Bharat Tin Works Building, 1st Floor Opp. Vasant Oasis, Makwana road, Marol, Andheri - East, Mumbai 400059, Tel: 022-62638200\206, investor@bigshareonline.com. You may contact the Company on 022-26778155\26783178 & electronics.mystic@gmail.com.

Thanking You,

Mystic Electronics Limited