
FIFTEENTH ANNUAL REPORT

2025-2026

electronics



MYSTIC



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CORPORATE INFORMATIONBOARD OF DIRECTORS

Mr. Mohit Khadaria	<i>Managing Director</i>
Mr. Krishan Khadaria	<i>Director</i>
Mr. Manaklal Agrawal*	<i>Independent Director</i>
Mrs. Niraali Thingalaya	<i>Independent Director</i>
Mr. Himanshu Agarwal	<i>Independent Director</i>

*Ceased w.e.f. 30.07.2026 due to end of his tenure.

KEY MANAGERIAL PERSONNELS

Ms. Pallavi Bohra	<i>Company Secretary & Compliance Officer</i>
Mr. Nitin Pawaskar	<i>Chief Financial Officer</i>

AUDIT COMMITTEE

Mr. Manaklal Agrawal	<i>Chairperson</i>
Mr. Krishan Khadaria	<i>Member</i>
Mrs. Niraali Thingalaya	<i>Member</i>

NOMINATION & REMUNERATION COMMITTEE

Mrs. Niraali Thingalaya	<i>Chairperson</i>
Mr. Krishan Khadaria	<i>Member</i>
Mr. Manaklal Agrawal	<i>Member</i>

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Manaklal Agrawal	<i>Chairperson</i>
Mr. Krishan Khadaria	<i>Member</i>
Mrs. Niraali Thingalaya	<i>Member</i>

AUDITORSBANKERS

Internal Auditor M/s. Sanjonaa & Associates Chartered Accountants, Mumbai Statutory Auditor M/s. Ashok Shetty & Co. Chartered Accountants, Mumbai Secretarial Auditor M/s. Ritika Agrawal & Associates Company Secretaries, Mumbai	IDFC First Bank IDBI BANK
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<u>REGISTERED OFFICE</u>	<u>REGISTRAR & TRANSFER AGENT</u>
401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai– 400 058. Tel. No.: 022- 26790471 CIN: L72300MH2011PLC221448 Email id.: electronics.mystic@gmail.com Website: www.mystic-electronics.com	Bigshare Services Pvt. Ltd. Office No. S6-2 6 th Floor, Pinnacle Business Park, Next to Ahura Centre Mahakali Caves Road, Andheri (East) Mumbai – 400 093. Board No: 022 – 62638200 Extn: 206 Fax No: 022 – 62638299 M: +91-7045454392 Email id.: info@bigshareonline.com Website: www.bigshareonline.com

NOTICE

Notice is hereby given that the **Fifteenth (15th) Annual General Meeting** of the Members of Mystic Electronics Limited will be held on **Tuesday, 29th September, 2026, at 11:00 A.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")** to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Mohit Khadaria (holding DIN: 05142395) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appoint of Mr. Nikhil Kumar Rungta (DIN: 08789354) as a Non- Executive Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and such other rules, as may be applicable, Regulation 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time and pursuant to the provisions of Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Nikhil Kumar Rungta (DIN: 08789354), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 29th September, 2026 to 28th September, 2031.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To approve transactions with related parties under section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

To consider and if thought fit, to pass with or without modification(s) if any, the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), read with Section 188 of the Companies Act, 2013 (the Act) and other applicable provisions, if any along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re - enactments thereof and the Company's Policy on Related Party Transactions and based on the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, and in supersession of the earlier resolution passed by the members at the 14th Annual General Meeting of the Company, the approval of the Members be and is hereby accorded to the Company for entering into and /or continuing with related party transactions including Material Related Party Transactions/contract(s)/ arrangement(s)/ agreements or modification(s) thereto, with the following Related Parties, on such terms and conditions as may be mutually agreed, for each financial year commencing from FY 2026-27 onwards, up to the maximum value per annum as detailed below and on an arm's length basis and in the ordinary course of business of the Company:

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM w.e.f. 01.04.2026)

Name of the Related Parties	Name of interested Director(s)/ KMP(s)	Nature of Relationship	Nature of Transaction	Maximum Value of Transactions per financial year (Rs. Crore)	Any other information relevant or important for the members to take a decision on the proposed resolution
Nouveau Global Ventures Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria, Directors	The management is same except that Mr. Krishan Khadaria is Managing Director and Mr. Mohit Khadaria being Director in the related Company.	Forms part of item 4 of Explanatory Statement annexed to this Notice	50	None
Mukta Agriculture Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria, Directors	The management is same.	Forms part of item 4 of Explanatory Statement annexed to this Notice	50	None
Golden Meadows Export Private Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria, Directors	Director Mr. Krishan Khadaria & Managing Director Mohit Khadaria are also Directors in the related Company	Forms part of item 4 of Explanatory Statement annexed to this Notice	25	None
Forever Flourishing Finance & Investment Private Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria, Directors	Director Mr. Krishan Khadaria & Managing Director Mohit Khadaria are also Directors in the related Company	Forms part of item 4 of Explanatory Statement annexed to this Notice	25	None
3M Enterprises	Mr. Mohit Khadaria, Managing Director	Managing Director Mr. Mohit Khadaria, is a Partner & Director Mr. Krishan Khadaria is authorized Signatory of Partner Company, Mukta Agriculture Limited in Related Firm.	Forms part of item 4 of Explanatory Statement annexed to this Notice	50	None
Kasturi Overseas Private Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria, Directors	Director Mr. Krishan Khadaria & Managing Director Mohit Khadaria are also Directors in the related Company	Forms part of item 4 of Explanatory Statement annexed to this Notice	25	None
Kashish Multi Trade Private Limited	Mr. Mohit Khadaria, & Mrs. Asha Khadaria, Directors	Director Mrs. Asha Khadaria & Mohit Khadaria are also Directors in the related Company	Forms part of item 4 of Explanatory Statement annexed to this Notice	25	None
Anutham Property and Developers Private Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria, Directors	Director Mr. Krishan Khadaria & Managing Director Mohit Khadaria are also Directors in the related Company	Forms part of item 4 of Explanatory Statement annexed to this	25	None

			Notice		
Mitesh Poly Pack Private Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria, Directors	Director Mr. Krishan Khadaria & Managing Director Mohit Khadaria are also Directors in the related Company	Forms part of item 4 of Explanatory Statement annexed to this Notice	5	None
Pearl Arcade Consultants Private Limited	Mr. Krishan Khadaria, Director	Director Mr. Krishan Khadaria is also Director in the related Company	Forms part of item 4 of Explanatory Statement annexed to this Notice	5	None

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any duly constituted Committee thereof in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
For Mystic Electronics Limited

Mohit Khadaria
Managing Director
DIN: 05142395

Date: 26th August, 2026
Place: Mumbai

Registered office:
401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai- 400 058.
Tel. No.: 022- 26790471
CIN: L72300MH2011PLC221448
Email id.: electronics.mystic@gmail.com
Website: www.mystic-electronics.com

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has permitted conducting Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM") without the physical presence of a Members at a common venue. In this regard, MCA issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars"), prescribing the procedure and manner of conducting the Annual General Meeting through VC / OAVM. In compliance with the applicable provisions of the Companies Act, 2013 ("Act") the SEBI Listing Regulations, MCA Circulars and the SEBI Circulars, the 15th Annual General Meeting ("AGM" or "Meeting") of the Members of the Company will be held through VC / OAVM on Tuesday, September 29, 2026, at 11:00 a.m. IST. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

Pursuant to Regulation 36 of LODR read with the applicable circulars issued by MCA, this Notice along with the Annual Report for FY 2025-26 will be sent in the following manner to the members:

- Via e-mail to all those Members who have registered their e-mail addresses either with the Company / with their Depository Participant(s) ('DP');
- A letter providing web link of the Company, including the exact path, where complete details of the Annual Report is available to those Members who have not registered their e-mail addresses;
- Hard copy to those Members, who request for the same.

ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA AND SEBI, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.

2. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) attending the meeting through VC/ OAVM are required to send a scanned copy of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting.
3. The presence of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Explanatory Statement in respect of Item No. 3 & 4 in respect of Special Business, pursuant to Section 102 of the Act, is annexed hereto.
5. Pursuant to Regulation 42 of the SEBI Listing Regulations, the Register of Members of the Company will remain closed from **Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive)** in connection with the AGM.
6. Members may note that the details of the Director seeking re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms an integral part of the notice. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
7. Applicable statutory records and all the documents referred to in the accompanying Notice of the 15th AGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice up to the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to electronics.mystic@gmail.com.
8. Members are requested to notify immediately any change in their address, bank account details and / or e-mail id to their respective Depository Participant (DP) in respect of their electronic shares / demat accounts and in respect of physical shareholding, to the Registrar and Transfer Agent (RTA) of the Company in Form ISR-1, at **M/s. Bigshare Services Private Limited**, Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (E) Mumbai – 400093. Board No: 022 – 62638200; Fax No: 022 – 62638299 | M: +91 7045454392; Email id.: info@bigshareonline.com.

9. Non-resident Indian Shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:- the change in the residential status on return to India for permanent settlement, and the particulars of the NRE account with a Bank in India, if not furnished earlier.
10. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Moreover, SEBI vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/181 dated November 17, 2023 in continuation of its circular nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 and other related circulars, has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Accordingly those shareholders who has not registered their nominee or not provided their KYC details are requested to update their record by submitting Form ISR-1 and Form No. SH-13/Form ISR 3. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to our RTA i.e. M/s. Bigshare Services Private Limited in case the shares are held in physical form.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH13 and the said SEBI circular are also available on our website at www.mystic-electronics.com.

11. In Process for registering e-mail addresses to receive this Notice electronically and cast votes electronically:
 - i. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the RTA, Bigshare Services Pvt. Ltd. at info@bigshareonline.com. In case of any queries/difficulties in registering the e-mail address, Members may write to electronics.mystic@gmail.com.
 - ii. Members holding shares in dematerialised mode are requested to register /update their e-mail address with the relevant Depository Participant. The Company has entered into necessary arrangement with NSDL and CDSL to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.
12. Members are requested to contact the Company's RTA for reply to their queries/ redressal of complaints, if any at info@bigshareonline.com or contact Mr. Nitin Pawaskar, CFO at electronics.mystic@gmail.com.
13. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies shall issue securities only in dematerialized form while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc.

In view of the above and to eliminate the risks associated with physical share certificates and facilitate ease of portfolio management, Members holding shares in physical form are advised to dematerialize their holdings. Accordingly, Members are requested to submit their service requests in the prescribed Form ISR-4, wherever applicable. The format of Form ISR-4 is available on the Company's website under the weblink: <http://www.mystic-electronics.com/investors.html>.

The Equity Shares of the Company are traded on the Stock Exchange in compulsory dematerialized mode. Members are therefore advised to hold their shares in dematerialized form and avail the benefits of scripless trading.

14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at electronics.mystic@gmail.com between Wednesday, 16th September, 2026 (9:00 a.m. IST) and Wednesday, 23rd September, 2026 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
16. 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 of the AGM date to the Company at electronics.mystic@gmail.com to enable the Company to collect the relevant information and answer them in the meeting.

17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

18. COMMUNICATION THROUGH E-MAIL:

The situation of global warming demands preservation and protection of environment, which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e-mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions.

Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e-mail address of the respective members. Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website www.mystic-electronics.com.

Members are requested to support green initiative by registering their e-mail id (a) in case of electronic / demat holding with their respective Depository Participant and (b) in case of physical holding either with the RTA by sending e-mail to info@bigshareonline.com or with the Company by sending e-mail to electronics.mystic@gmail.com by quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in same manner as mentioned above.

In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ DP, unless any Member has requested for a physical copy of the same. A letter providing a web-link for accessing the Annual Report will be sent to those Members who have not registered their Email IDs. The Company shall send a physical copy of the Annual Report FY 2025-26 to those Members who request the same.

Members may note that this Notice and Annual Report 2025-26 will be available on the

- Company's website www.mystic-electronics.com,
- websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and
- website of Bigshare Services Private Limited, RTA (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.

19. VOTING THROUGH ELECTRONICS MEANS:

- 19.1 In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Bigshare i-vote, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below in this Notice.

- 19.2 The Members can join the 15th AGM in the VC/OAVM mode 15 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the 15th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- 19.3 In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

19.4 The remote e-voting period commences on **Saturday, 26th September, 2026 (9:00 am) (IST) and ends on Monday, 28th September, 2026 (05:00 pm) (IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 22nd September, 2026 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Bigshare i-vote for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

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

19.6 Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at ivote@bigshareonline.com or call us at: 1800 22 54 22. However, if he/she is already registered then he/she can use his/her existing User ID and password for casting the vote.

19.7 The Board of Directors has appointed Mr. Arvind Dhanraj Baid (Membership No. 155532) partner of M/s. Arvind Baid & Associates, Practicing Chartered Accountant as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

19.8 The Results of remote e-Voting and e-Voting at the Meeting shall be declared by the Chairman or by any other director duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website at www.mystic-electronics.com and on the website of Bigshare at <https://ivote.bigshareonline.com> immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the SEBI Listing Regulations.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Saturday, 26th September, 2026 (9:00 am) (IST) and ends on Monday, 28th September, 2026 (05:00 pm) (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 22nd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. For joining the meeting click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option, Select event for which you are desire to attend the AGM/EGM under the dropdown option, click on the option VOTE NOW on right hand side top corner, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your

	User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No & Folio Number** registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’

- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting click on the option **VOTE NOW** on right hand side top corner.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

By Order of the Board of Directors
For Mystic Electronics Limited

Mohit Khadaria
Managing Director
DIN: 05142395

Date: 26th August, 2026
Place: Mumbai

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 and 4 of the accompanying notice dated 26th August, 2026.

ITEM NO. 3

With a view to further strengthening the composition and effectiveness of the Board and to bring additional expertise, knowledge and independent perspective to the Board's deliberations, the Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company have considered and recommended the appointment of Mr. Nikhil Kumar Rungta (DIN: 08789354) as an Independent Director of the Company.

The proposed appointment is intended to strengthen the Board's collective capabilities, enhance the quality of its deliberations and oversight, and provide broader perspective in relation to the Company's business strategy, governance and long-term growth. The NRC and the Board are of the view that Mr. Nikhil Kumar Rungta's experience, expertise and professional knowledge would be valuable to the Company and would contribute to the effective functioning of the Board and its Committees.

Accordingly, based on the recommendation of the NRC and the Board of Directors, Mr. Nikhil Kumar Rungta, who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("Act") read with the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 29th September, 2026 to 28th September, 2031.

Mr. Nikhil Kumar Rungta has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) he is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority, and (iii) he is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Nikhil Kumar Rungta is a person of integrity and possesses the requisite expertise, experience and knowledge relevant to the Company's business and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director. The Board is also of the opinion that he is independent of the management of the Company.

The profile and specific areas of expertise of Mr. Nikhil Kumar Rungta are provided as an Annexure to this Notice.

Considering his experience, expertise and the contribution that he is expected to make towards strengthening the Board and supporting the Company's long-term growth and governance, the Board considers his appointment as an Independent Director to be in the interest of the Company and recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

Except Mr. Nikhil Kumar Rungta and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO. 4

The Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), aim to ensure transparency in the transactions and dealings between the Company and its related parties. Section 188 of the Act read with Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (the 'Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), as amended provides that for entering into any contract or arrangement with a related party, in case such contract or arrangement is in the ordinary course of business of the Company and is on an arm's length basis, prior approval of the Audit Committee shall be obtained.

Further, if the proposed contract or arrangement is not in the ordinary course of business or not on an arm's length basis and the amount thereof exceeds the threshold limits specified under Rule 15 (3) of the Rules, and Regulation 23 of SEBI (LODR), 2015, as amended, then prior approval of the shareholders shall also be required to be obtained in addition to the approvals of the Audit Committee and the Board of Directors.

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), provides that all material related party transactions whether they are in the ordinary course of business or on an arm's length basis, shall require prior approval of the shareholders by a resolution and all the related parties shall abstain from voting on such resolutions.

Explanation to Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), states that transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Based on Regulation 23 of Listing Regulations and provisions of Section 188 of the Act applicable if any and the Rules made thereunder, the Audit Committee and the Board of Directors (the Board) of the Company have approved the proposed transactions along with the annual limits, that the Company may enter into with its Related Parties (as defined in Section 2 (76) of the Act).

The maximum value of the transactions as mentioned in the table below is for each financial year commencing from 2026-2027 and onwards.

The particulars of the transactions are as under:

A	Name of the Related Parties	As mentioned in the resolution
B	Name of the Director or Key Managerial Personnel who are related	Mr. Krishan Khadaria, and Mr. Mohit Khadaria
C	Nature of relationship	As mentioned in the resolution
D	Nature, material terms and particulars of contract or arrangement	1. The Company may be required to grant business advance / loan and/or make investment in the securities and/or capital contribution in the entity mentioned in the resolution as a part of strategic business decision, to the extent necessary to support the business operations of the said entities or vice versa. 2. Additionally, the Company may also be required to provide security by way of mortgage / hypothecation /pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the loan that may be availed by the said entities from term lenders or vice versa. 3. The Company may also be required to provide corporate guarantee as collateral security to the extent of the loan that may be availed by the said entities from term lenders. The corporate guarantee shall be provided for the entire duration of the loan or vice versa. 4. The Company may also enter into transaction for purchase / sale/lease of immovable properties including FSI and TDRs with

		the said entities. 5. The Company may enter in transaction of sale, purchase or supply of any goods or materials or availing or rendering of any services. 6. The Company may enter in any other transaction which may be considered as material as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.
E	Monetary value	As mentioned in the resolution.

If any of the above stated transaction limit exceeds from the limit specified above, prior approval of members shall be required.

Apart from the above, none of the other Directors or Key Managerial Personnel, or their relatives are, in any way, are concerned or interested in the resolution as set out at No. 4 of the Notice.

In supersession of the ordinary resolution passed at 14th AGM of the Company held on 30th September, 2025, the Board recommends the ordinary resolution as set out in the accompanying Notice for the approval of the members in terms of Section 188 (3) of the Act and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

By Order of the Board of Directors
For Mystic Electronics Limited

Mohit Khadaria
Managing Director
DIN: 05142395

Date: 26th August, 2026
Place: Mumbai

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	Mr. Mohit Khadaria	Mr. Nikhil Rungta
DIN	05142395	08789354
Date of Birth & Age	15/10/1986 & 39 Years	10/09/1988 & 38 Years
Nationality	Indian	Indian
Date of appointment on Board	14/12/ 2017	29/09/2026 (subject to shareholders approval)
Educational Qualification	B-Tech	BLS LLB
Brief profile and nature of their expertise in specific functional areas	Mr. Mohit, aged 39 years has pursued a Masters in Electrical Engineering. 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. He has rich and varied experience in the area of Information Technology, Global Business and thought Leadership, Other skills in the area of Human Resource, General Management, Talent Management and Understanding of relevant laws, rules, regulation and policy	Mr. Nikhil Kumar Rungta aged 38 years is BLS LLB by qualification having experience of more than ten years in Corporate Laws, Indirect Taxes, general commercial litigation and arbitration and practicing as a Lawyer in Bombay High Court in the field of Indirect taxes.
Terms & Conditions of appointment/Re-appointment	Re-appointment on retiring by rotation	Appointment at the ensuing Annual General Meeting (AGM) Term of Appointment: For a period of 5 years, effective from 29 th September, 2026 to 28 th September, 2031;
Details of Remuneration last drawn	NIL	NIL
Details of Remuneration sought to be paid	NIL	NIL
Memberships /Chairmanships of Committees of other Public Companies (includes only Audit Committees and Stakeholders Relationship Committee) as on 31/03/2026	NIL	Nouveau Global Ventures limited - Audit Committee (Chairperson) - Stakeholders Relationship Committee (Member)
List of directorship held in other Companies as on closure of financial year 2025-26	1. Anutham Property Developers Private Limited 2. Mukta Agriculture Limited 3. Nouveau Global Ventures Limited 4. Kashish Multi Trade Private Limited 5. Kasturi Overseas Private Limited 6. Laxmiramuna Investments Private Limited 7. Forever Flourishing Finance & Investments Private Limited 8. Golden Meadows Export Private Limited	1. Nouveau Global Ventures Limited

	9. Nouveau Global Ventures Limited 10. Vibhuti Properties Private Limited 11. Mitesh Poly Pack Private Limited 12. Rajat Commercial Enterprises Pvt Ltd	
List of listed entities in which the person also holds the directorship along with listed entities from which the person has resigned in the past three years	1. Mukta Agriculture Limited 2. Nouveau Global Ventures Limited (Mr. Mohit Khadaria has not resigned from any listed company in past three years.)	1. Nouveau Global Ventures Limited (Mr. Nikhil Kumar Rungta has not resigned from any listed company in past three years.)
Relationship between directors inter-se	Related to Mr. Krishan Khadaria, Managing Director of the Company.	Not related to any Director / Key Managerial Personnel of the Company
Shareholding including shareholding as a beneficial owner in the Company	3975 Equity shares. He doesn't hold any beneficial shareholding.	NIL
No. of Board Meetings attended during the F.Y. 2025-26	5 of 5	N.A

DIRECTORS' REPORT

To,

The Members,
MYSTIC ELECTRONICS LIMITED

Your Directors are pleased to present the 15th Annual Report along with the Audited Statement of Accounts for the Financial Year ended 31st March, 2026.

1. FINANCIAL PERFORMANCE OF THE COMPANY*(Rs. In Lakhs)*

Particulars	Year ended 31 st March, 2026	Year ended 31 st March, 2025
Profit/(Loss) before interest, depreciation, tax and Extra Ordinary Items	25.010	109.540
Less: Depreciation/amortization	-	-
Profit/(Loss) before interest, tax and Extra Ordinary Items	25.010	109.540
Less: Provision for taxes on incomes		
--Current tax	1.200	2.500
--Deferred tax liability / (asset)	(4.014)	4.127
Profit/(Loss) before Extra-Ordinary Items	27.824	102.912
Extra Ordinary Items (Net of Tax)	-	-
Profit/ (Loss) for the year	27.824	102.912
Other Comprehensive Income	0.040	2.172
Total Comprehensive Income for the years	27.864	105.084

2. STATE OF COMPANY'S AFFAIRS

During the financial year under review, the operating environment continued to remain volatile and challenging. Despite the challenging business conditions, the Company remained focused on its operations and continued its efforts towards strengthening its financial position.

The Company recorded a Profit for the Year of Rs. 27.824 lakhs during the financial year ended 31st March, 2026, as compared to Rs. 102.912 lakhs in the previous financial year. The Directors remain committed to improving the operational and financial performance of the Company and shall continue to take appropriate measures to strengthen the Company's business and financial position in the coming years.

3. DIVIDEND & RESERVES

Your Directors, after considering the overall financial position of the Company, have decided to retain the profits generated during the year under review to strengthen the financial base of the Company and to support its future business operations. Accordingly, the Board of Directors has not recommended any dividend for the financial year ended 31st March, 2026.

Further, in line with the Company's objective of conserving resources for business growth and expansion, no amount has been transferred to any reserve during the year under review. The entire profit has been retained in the Profit & Loss Account of the Company.

4. TRANSFER OF FUNDS TO INVESTOR EDUCATION AND PROTECTION FUND

There were no unclaimed or unpaid dividend during the previous years and hence no funds or shares were required to be transferred to the Investor Education and Protection Fund during the year under review.

5. SHARE CAPITAL

There is no change in the authorized, issued, subscribed and paid-up share capital during the financial year under review.

The Authorized Share Capital of the Company as on 31st March, 2026 stood at Rs. 21,00,00,000 (Rupees Twenty One Crore) divided into 2,10,00,000 equity shares of the face value of Rs. 10/- each.

The paid up Equity Share Capital as on 31st March, 2026 is Rs. 19,76,62,480/- (Rupees Nineteen Crore Seventy-Six Lakhs 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.

Further, the Company has not issued any shares with or without differential voting rights during the year under review. It has neither granted any employee stock options nor issued any Sweat Equity Shares to its Directors or employees and does not have any scheme to fund its employees to purchase the shares of the Company. As on 31st March, 2026, none of the Directors of the Company hold any instruments convertible into equity shares of the Company. The Company has also not bought back any of its securities, nor issued any Bonus Shares or Stock Option Schemes to its employees during the year under review.

6. **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

Retirement by rotation:

Mr. Mohit Khadaria, Managing Director retires by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. The resolution seeking approval of the Members for his re-appointment has been incorporated in the Notice convening the AGM of the Company along with brief details about him.

Appointment and cessation of Directors during the year:

During the year under review, there were no changes in the composition of Board of Directors of the Company.

Appointment of Directors at ensuing AGM:

The Board, based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of **Mr. Nikhil Kumar Rungta (DIN: 08789354)** as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 29th September, 2026 to 28th September, 2031, subject to the approval of the Members at the ensuing Annual General Meeting. The proposed appointment is intended to further strengthen the Board by bringing additional expertise, experience and independent perspective to its deliberations and to support the Company's governance, business objectives and long-term growth.

Mr. Nikhil Kumar Rungta has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that he is eligible for appointment as an Independent Director of the Company, not be liable to retire by rotation.

The requisite details of Mr. Nikhil Kumar Rungta, including his profile, expertise, directorships and other disclosures as required under the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and Secretarial Standard-2, are provided in the Notice convening the ensuing Annual General Meeting.

The Board recommends the appointment of Mr. Nikhil Kumar Rungta as an Independent Director for approval of the Members.

Declaration by Independent Directors:

In terms of the provisions of sub-section (6) of Section 149 of the Act and Regulation 16 of SEBI Listing Regulations including amendments thereof, the Company has, inter alia, received the following declarations from all the Independent Directors confirming that they:

- meet the criteria of independence as prescribed under the provisions of the Act, read with the Rules made thereunder and Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, all Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity required to discharge their duties with an objective independent judgment and without any external influence. List of key skills, expertise and core competencies of the Board, including the Independent Directors, forms a part of the Corporate Governance Report of this Integrated Annual Report.

Appointment and Cessation of Key Managerial Personnel (KMP) during the year:

During the year under review, there were no any appointment and cessation of Key Managerial Personnel (KMP).

Pursuant to Section 203 of the Act, the Key Managerial Personnel ("KMP") of the Company as on 31st March, 2026 are:

- Mr. Mohit Khadaria, Managing Director
- Mr. Nitin Pawaskar, Chief Financial Officer
- Ms. Pallavi Bohra, Company Secretary & Compliance Officer

Familiarization Program:

In terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, at the time of appointing an Independent Director, a formal letter of appointment is given to them, which, inter alia, explains the roles, functions, duties, and responsibilities expected of them as a Director of the Company. The Director is also thoroughly briefed on the compliances required under the Act, the SEBI Listing Regulations, and other statutes. The Managing Director also have one to-one discussions with the newly appointed Director to familiarize them with the Company's operations. As per regulation 46(2) of SEBI Listing Regulations, 2015, the terms and conditions of appointment of independent directors and the details of familiarisation programme are available on the website of the Company under the web link <http://www.mystic-electronics.com/investors.html>.

7. COMPLIANCE WITH SECRETARIAL STANDARDS

During the period under review, the Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) 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, 2026, the applicable Accounting Standards have been followed and there is no material departure from the same;
- 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, 2026 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.

9. MEETINGS OF THE BOARD

During the financial year 2025-26, 5 (Fix) meetings of the Board of Directors of the Company were held for consideration and approval of various agenda items. The agenda and notes on agenda for the meetings were circulated to the Directors within the prescribed time and in accordance with the applicable provisions.

The details of the Board Meetings held during the financial year under review, including the dates of the meetings and the attendance of the Directors thereat, are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

The intervening gap between any two consecutive meetings of the Board was within the period prescribed under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Secretarial Standard-1 (SS-1) on Meetings of the Board of Directors issued by the Institute of Company Secretaries of India.

10. **COMMITTEES OF THE BOARD**

Pursuant to requirement under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with a view to have more focused attention on business and for better governance and accountability, the Board has the following mandatory committees:

- a) **Audit Committee;**
- b) **Nomination & Remuneration Committee; and**
- c) **Stakeholders 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.

11. **DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES**

Your Company does not have any subsidiary, joint ventures and associate company.

12. **PARTICULARS OF EMPLOYEES**

The information as per the provisions of Section 197(12) of the Companies Act read with Rule 5(2) and 5(3) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 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 or on the email address of the Company i.e. electronics.mystic@gmail.com

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 2025-26: *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:
During the financial year under review, the remuneration of Mr. Nitin Pawaskar, Chief Financial Officer of the Company, increased by 13.06% as compared to the previous financial year. In the case of Ms. Pallavi Bohra, Company Secretary of the Company, the remuneration paid during the previous financial year represented only a part of the financial year and, accordingly, the percentage increase in remuneration is not considered comparable and has not been stated.
3. The percentage increase in the median remuneration of employees in the Financial Year 2025-26:
During the Year under review, the median remuneration is Rs. 310500 p.a. and the Percentage decrease in Median Remuneration of employee is (33.22)%.
4. During the year, the year under review, there were 3(Three) permanent employees on the rolls of the Company as on 31st March, 2026.
5. Average percentile increases 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:

During the financial year under review, the remuneration of the employee other than the managerial personnel increased by 5.67%. 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. The constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable on your Company and there was no complaint about sexual harassment during the year under review.

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 the 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. DEPOSITS

During the year under review, your Company has not accepted any fixed deposits from the public falling under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

16. 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 2025-26 are given in the Notes to the financial statement.

17. RELATED PARTY TRANSACTIONS

During the year under review, the Company entered into transactions with its related parties primarily in the nature of inter-corporate loans/borrowings and payment of managerial remuneration.

Pursuant to Section 188 of the Companies Act, 2013 and the rules made thereunder, loans or borrowings do not fall within the purview of "related party transactions" requiring approval or disclosure in Form AOC-2. The Company has, however, complied with the provisions of Sections 185 and 186 of the Companies Act, 2013, wherever applicable.

Further, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said loans/borrowings constitute related party transactions as they involve transfer of resources between related parties, irrespective of price. All such transactions were approved by the Audit Committee, reviewed by the Board, entered into in the ordinary course of business and on an arm's length basis, and disclosed in the quarterly submissions made to the Stock Exchange(s) pursuant to Regulation 23(9) of the Listing Regulations.

The Company has also adopted a Policy on Related Party Transactions, which is available on its website at: <http://www.mystic-electronics.com/pdfs/Policy%20on%20Related%20Party%20Transaction.pdf>

The particulars of related party transactions, as required under the applicable accounting standards, are set out in the Notes to the Financial Statements forming part of this Annual Report.

18. STATUTORY AUDITORS & AUDITORS' REPORT

M/s. Ashok Shetty & Co., Chartered Accountants (Firm Registration No. 117134W), were appointed as the Statutory Auditors of the Company, upon completion of the term of M/s. Sunil Vankawala & Associates, Chartered Accountants (Firm Registration No. 110616W), at the conclusion of the 14th Annual General Meeting ("AGM") held in 2025. M/s. Ashok Shetty & Co. were appointed for a term of five consecutive years, from the conclusion of the 14th AGM until the conclusion of the 19th AGM to be held in the year 2030, pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") and the rules framed thereunder.

The appointment of M/s. Ashok Shetty & Co. was made based on the recommendation of the Audit Committee and approval of the Board of Directors and the shareholders of the Company.

The Company has received the written consent from M/s. Ashok Shetty & Co. and a certificate confirming that they satisfy the eligibility criteria prescribed under Section 141 of the Act and that their appointment is in accordance with the applicable provisions of the Act and the rules framed thereunder. Further, M/s. Ashok Shetty & Co. have confirmed that they hold a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India ("ICAI").

The Auditors' Report for the financial year ended 31st March, 2026 forms part of the Annual Report. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

19. **SECRETARIAL AUDITORS & AUDITORS' REPORT**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Listing Regulations, the Company had appointed M/s. Ritika Agarwal & Associates, Practicing Company Secretary as Secretarial Auditors to undertake the Secretarial Audit of the Company for the financial year 2025-26. The Secretarial Audit Report is annexed herewith as ANNEXURE II, which forms an integral part of this report.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer, except for the observations/remarks as stated therein. The observations made by the Secretarial Auditor and the management's response thereto are as under:

Sr. No.	Observation of the Secretarial Auditor	Management's Remark / Response
1.	There was a delay of 2 days in filing the Shareholding Pattern for the quarter ended 30th September, 2025. The Company subsequently filed the same with the Stock Exchange(s) on 24th October, 2025 and paid the fine levied by BSE Limited for the said delay.	The Management acknowledges the delay in filing the Shareholding Pattern for the quarter ended 30th September, 2025. The delay was subsequently rectified and the requisite filing was made with the Stock Exchange(s). The fine levied by BSE Limited in this regard has also been duly paid. The Company has taken appropriate measures to ensure timely compliance with the applicable filing requirements going forward.

The Secretarial Auditor has further reported that the appointment of Mr. Manaldal Agarwal as an Independent Director was initially approved by an Ordinary Resolution at the AGM held on September 29, 2023. The matter was subsequently ratified by the shareholders through a Special Resolution at the AGM held on September 30, 2025. Accordingly, the matter stood rectified during the year under review, and appropriate measures have been implemented to ensure compliance going forward.

Further, in accordance with Regulation 24A of the SEBI Listing Regulations, the Annual Secretarial Compliance Report for the financial year ended 31st March, 2026, issued by M/s. Ritika Agrawal & Associates, Practicing Company Secretaries, has been submitted to the Stock Exchange(s) within the prescribed time.

20. **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

The Statutory Auditors, Internal Auditor or Secretarial Auditor of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013 including rules made thereunder.

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 forms an integral part of this Annual Report. A Certificate from the statutory auditors, 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 V**.

A Certificate of the MD and CFO of the Company in terms of Regulation 17(8) of the Listing Regulations is also forming part of Corporate Governance Report as **ANNEXURE IV**.

22. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and 134(3)(a) of the Companies Act, 2013 the draft Annual Return for the financial year 2025-26 in prescribed form MGT-7 is placed on the website of the Company at the following link: www.mystic-electronics.com/investors.html.

This Annual Return is subject to such changes / alterations / modifications as may be required to carry out subsequent to the adoption of the Directors' Report by the Shareholders at the 15th Annual General Meeting.

23. CORPORATE SOCIAL RESPONSIBILITIES INITIATIVES

The provisions of Section 135 of the Companies Act, 2013, relating to the constitution of a CSR Committee, formulation of a CSR Policy, and expenditure on CSR activities, are not applicable to the Company as it does not meet the prescribed financial thresholds under the Act.

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

Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Management Discussion & Analysis Report with review of the operations, state of affairs, performance and outlook of the Company for the reporting year forms part of this report and is marked as **ANNEXURE 'I'**.

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 www.mystic-electronics.com.

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

The Board of Directors of the Company has made a Risk Management Policy which requires them to aware the shareholders of the Company regarding development and implementation of risk management plan for the Company, including identification therein of elements of risks, if any, which in their opinion might threaten the existence of the Company, the management plan to mitigate the same and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The details of the Policy have been posted on the Company's website www.mystic-electronics.com.

29. DIRECTORS' APPOINTMENT AND REMUNERATION POLICY

The Board of Directors has in place a Policy which lays down a framework in relation to remuneration of Directors, KMP and other employees of the Company.

The said Policy is available on the Company's website
<http://www.mysticelectronics.com/pdfs/NominationRemunerationPolicy.pdf>

30. MATERIAL CHANGES AND COMMITMENTS

There is no material change since the closure of the financial year 2025-2026 till the date of the report affecting the financial position of the Company.

31. COST RECORDS AND COST AUDIT

The requirement of maintaining cost records as specified under provisions of section 148(1) of the Act is not applicable to the Company for the period under review.

32. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

33. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the year, there are no such instances and no settlements have been done with banks or financial institutions.

34. OTHER DISCLOSURES

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, your Company additionally discloses that, during the year under review:

- There was no change in the nature of business of your Company;
- it has not raised any funds through qualified institutions placement as per Regulation 32(7A) of the SEBI Listing Regulations;
- it did not engage in commodity hedging activities;
- there was no application made before National Company Law Tribunal for initiation of insolvency proceeding against the Company nor any proceeding were pending under the insolvency and bankruptcy code, 2016 (31 of 2016).
- There were no foreign exchange earnings or out flow.
- The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

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.

By Order of the Board of Directors
For Mystic Electronics Limited

Mohit Khadaria
Managing Director
DIN: 05142395

Date: 26th August, 2026
Place: Mumbai

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:***

As on 31st March 2026, the Board consists of 5 (five) Directors, out of which 3 (three) are Independent Directors including a Woman Director, 1 (one) Non-Executive Non-Independent Director and 1 (One) Executive Director. The Company does not have permanent Chairman on the Board of the Company, Board appoints Chairman in every Board Meeting. The Board composition is in conformity with the applicable provisions of Companies Act, 2013 (the Act) and Listing Regulations as amended from time to time.

Further, all the Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the Listing Regulations and that they are independent of the management.

2.2 *The composition of the Board of Directors as on 31st March, 2026, their attendance at Board Meetings held during the year and the last Annual General Meeting along with the number of shares and convertible instruments held by non- executive directors is given as under:*

Name of Director	Category	Attendance		No. of Shares held in the Company
		Board Meeting	Last AGM	
Mr. Krishan Khadaria	Non-executive and Promoter	5 of 5	Yes	7,26,070
Mr. Mohit Khadaria	Executive-Promoter	5 of 5	Yes	3,975
Mrs. Niraali Santosh Thingalaya	Non-Executive & Independent	5 of 5	Yes	-
Mr. Manaklal Agrawal*	Non-Executive & Independent	5 of 5	Yes	56
Mr. Himanshu Agarwal	Non-Executive & Independent	5 of 5	Yes	-

**Mr. Manaklal Agrawal ceased to be Director of the Company w.e.f 30th July, 2026.*

2.3 The names and category of the Directors, their outside Directorships, their other Membership and Chairmanship of Board Committees as on 31st March 2026 are mentioned hereunder:

Name of Director	Designation	Category	No of Directorship in other Companies*	Position in outside Committees**	
				Member	Chairman
Mr. Krishan Khadaria	Director	Non-executive & Promoter	2	3	-
Mr. Mohit Khadaria	Managing Director	Executive-Promoter	2	-	-
Mrs. Niraali Santosh Thingalaya	Independent Director	Non-Executive	2	3	1
Mr. Manaklal Agrawal	Independent Director	Non-Executive	2	-	2
Mr. Himanshu Agarwal	Independent Director	Non-Executive	2	-	-

NOTE:

1) **Excluding Private Companies, Foreign Companies and Section 8 Companies.*

2) ***Chairmanships/ Memberships include only Audit Committee and Stakeholders Relationship Committee.*

Names of the other Listed Entities where the Director(s) of the Company i.e. Mystic Electronics Limited is a Director and the category of Directorship:

S. No.	Name of Director	Name of the Listed Entity	Designation	Category
1.	Mr. Krishan Khadaria	Nouveau Global Ventures Limited	Managing Director	Executive Director-Promoter
		Mukta Agriculture Limited	Director	Non-Executive-Promoter
2.	Mr. Mohit Khadaria	Mukta Agriculture Limited	Managing Director	Executive Director-Promoter
		Nouveau Global Ventures Limited	Director	Non-Executive-Promoter
3.	Mr. Manaklal Agrawal	Mukta Agriculture Limited	Director	Independent-Non Executive Director
		Nouveau Global Ventures Limited	Director	Independent-Non Executive Director
4.	Mrs. Niraali Santosh Thingalaya	Nouveau Global Ventures Limited	Director	Independent-Non Executive Director
		Mukta Agriculture Limited	Director	Independent-Non Executive Director
5.	Mr. Himanshu Agarwal	Nouveau Global Ventures Limited	Director	Independent-Non Executive Director
		Mukta Agriculture Limited	Director	Independent-Non Executive Director

Necessary resolution seeking approval of members of the Company for re-appointment of Mr. Mohit Khadaria as Director who retires by rotation forms an integral part of the Notice convening 15th Annual General Meeting (AGM) of the Company. Attention of the members is invited to the relevant item of the Notice of the AGM seeking their

approval for re-appointment of Director, who is retiring by rotation and being eligible, offers himself for re-appointment. Relevant information as required under the Listing Regulations is appended in the AGM Notice.

The number of Directorship(s), Committee Membership(s), and Chairmanship(s) of all the Directors is within respective limits prescribed under the Act and Listing Regulations as amended from time to time.

2.4 Board Meeting held during the financial year ended 31st March, 2026:

During the year, the Board met 5 (Five) times on 27th May, 2025, 31st July, 2025, 03rd September, 2025, 13th November, 2025, and 10th February, 2026. The maximum gap between any two Board Meetings was less than one hundred and twenty days. The interval between two Board meetings was well within the maximum period mentioned under Section 173 of the Act and the Listing Regulation. The necessary quorum was present for all the meetings.

2.5 Disclosure of relationships between directors inter-se:

There are no inter-se relationships between the Board members except between Mr. Krishan Khadaria, & Mr. Mohit Khadaria. In the opinion of the Board, the Independent Directors fulfills the conditions as specified in Listing Regulations and are independent of the management.

2.6 Familiarization Programme:

In terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, at the time of appointing an Independent Director, a formal letter of appointment is given to them, which, inter alia, explains the roles, functions, duties, and responsibilities expected of them as a Director of the Company. The Director is also thoroughly briefed on the compliances required under the Act, the SEBI Listing Regulations, and other statutes. The Managing Director also have one to-one discussions with the newly appointed Director to familiarize them with the Company's operations. As per regulation 46(2) of SEBI Listing Regulations, 2015, the terms and conditions of appointment of independent directors and the details of familiarisation programme are available on the website of the Company under the web link <http://www.mystic-electronics.com/investors.html>.

2.7 As stipulated under Schedule V of Listing Regulation, list of core skills /expertise /competencies as identified by the Board of Directors of the Company as required in the context of Company's business and sector for it to function effectively and those actually available with the Board is given below.

S. No.	Name of Director	Skills/expertise/competence
1.	Mr. Krishan Khadaria	▪ Corporate Governance and Ethics ▪ Regulatory, Government and Security matters ▪ Accounting, Finance and Legal ▪ Taxation ▪ Risk Management ▪ Talent Management ▪ Understanding of relevant laws, rules, regulation and policy, ▪ Senior Management Experience ▪ Human Resource
2.	Mr. Mohit Khadaria	▪ Information Technology ▪ Global Business ▪ Thought Leadership ▪ Human Resource ▪ General Management ▪ Talent Management ▪ Understanding of relevant laws, rules, regulation and policy,
3.	Mrs. Niraali Thingalya	▪ Accounting and Finance ▪ Corporate Governance and Ethics ▪ Human Resource ▪ Senior Management Experience
4.	Mr. Manaklal Agrawal	▪ Strategic Thinking ▪ Understanding of the best corporate governance practices, structure, processes and practices ▪ Accounting, Finance & Legal

		Information Technology, Systems & Computer knowledge
5.	Mr. Himanshu Agarwal	- Expertise in handling Corporate & Legal Matters and finance & taxation. - Understanding of the best corporate governance practices, relevant acts, rules, regulation and policies.

2.8 Board Independence:

Our definition of 'Independence' of Directors is derived from Section 149(6) of the Act and Regulation 16 of Listing Regulations. The Independent Directors provide an annual confirmation that they meet the criteria of independence. Based on the confirmations/disclosures received from the Directors and on evaluation of the relationships disclosed, as per the requirement of Regulation 25(9) of the Listing Regulations, the Board confirms, that the Independent Directors fulfill the conditions as specified under Schedule V of the Listing Regulations and are independent of the Management. The Board includes three Independent Directors as on 31st March, 2026.

2.9 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 only once during the year i.e. on 25th February, 2026 without the presence of Non-Independent Directors, Executive Directors or management representatives. The Independent Directors *inter alia* discussed the performance of the Board, Non-Independent Directors and the management of the Company and assessed the quality, quantity and timeliness of flow of necessary information between the management and the Board, required for the Board to effectively and reasonably perform its duties. All the eligible independent directors attended the meeting. In addition to formal meetings, interactions outside the Board Meetings also take place between the Managing Director and Independent Directors.

The Company have also received a declaration from all the Independent Directors under Rule 6 sub-rule (3) of The Companies (Appointment and Qualifications of Directors) Rules, 2014, regarding inclusion of their name in Data Bank of Independent Director maintained by the Indian Institute of Corporate Affairs at Manesar.

2.10 Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided- There is no such resignation.

COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the Governance Structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations, which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as part of good governance practices. The Board Committees meet at regular intervals and take necessary steps to perform the duties entrusted to them by the Board. The Chairperson of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the Meeting of all Committees are placed before the Board for review.

The Company has 3 Board Level committees. The role & composition of the committees including the number of meetings held & related attendance during the financial year 2025-26 are as follows:

3. AUDIT COMMITTEE

The Audit Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors. It assists the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities.

3.1 Brief description of terms of reference :

The role and terms of reference of the Audit Committee are inter-alia as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment and removal of Statutory Auditors, fixation of audit fee and approval for payment for any other services;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

- Review with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Disclosure of any related party transactions.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Modified opinion(s) in the draft audit report, if any;
- Review of the quarterly and half yearly financial results with the management and the statutory auditors;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Examination of the financial statement and the auditor's report thereon;
- Review and monitor statutory auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Consideration of the reports of the internal auditors and discussion about their findings with the management and suggesting corrective actions wherever necessary;
- Evaluation of internal financial controls and risk management systems;
- Review and monitor the end use of funds raised through an issue and related matters;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed and review its functioning;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- To review the information required as per SEBI Listing Regulations.
- Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 177 of the Companies Act, 2013 as amended from time to time.

3.2 Composition of the Committee:

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. As of 31st March, 2026, the Audit Committee was composed of three Directors, namely Mr. Manaklal Agarwal as the Chairman, with Mr. Krishan Khadaria and Mrs. Niraali Thingalaya as its members. All members of the Audit Committee are Non-Executive Directors, out of whom 2 (two) are Independent Directors. All the members of the Audit Committee are financially literate as defined in

Regulation 18 (1) (c) of the Listing Regulations. The Company Secretary of the Company acts as Secretary to the Committee.

3.3 **Details of Meetings & Attendance at such Committee meetings :**

During the year under review, the audit committee met 4 (four) times viz. 27th May, 2025, 31st July, 2025, 13th November, 2025 and 10th February, 2026. The maximum gap between any two Committee Meetings did not exceed one hundred and twenty days.

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

Name of the Member	Category	Position	No. of Meetings	
			Attended	Total eligible meetings
Mr. Manaklal Agrawal	Non-Executive Independent Director	Chairman	4	4
Mr. Krishan Khadaria	Non-executive Director	Member	4	4
Mrs. Niraali Thingalaya	Non-Executive Independent Director	Member	4	4

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 in place the Nomination and Remuneration Committee.

4.1 **Brief description of terms of reference**

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations. The Board has clearly defined the terms of reference for the Nomination & Remuneration Committee, which is as follows:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel under Companies Act 2013 and other employees.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual Directors.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- Framing, recommending to the Board and implementing, on behalf of the Board and on behalf of the Shareholders, policy on remuneration of Directors, Key Managerial Personnel (KMP) & other Employees, and any other compensation payment.

4.2 Composition & Attendance of the Committee:

As on 31st March, 2026, 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 1 (one) times viz. 13th November, 2025.

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 under review are as follows:

Name of the Member	Category	Position	No. of Meetings	
			Attended	Total eligible meetings
Mrs. Niraali Thingalaya	Non-Executive Independent Director	Chairman	1	1
Mr. Krishan Khadaria	Non-executive Director	Member	1	1
Mr. Manaklal Agrawal	Non-Executive Independent Director	Member	1	1

Ms. Pallavi Bohra, Company Secretary and Compliance Officer of the Company acted as Secretary to the Committee.

4.3 Performance Evaluation Criteria for Independent Directors:

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of all the Directors of the Company. 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:

i. 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.

ii. Objectivity

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

iii. Leadership & Initiative

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

iv. Personal Attributes

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

Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations, the Annual performance evaluation was carried out for 2025-26 by the Board in respect of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholder Relationship Committees.

The evaluation process includes review the performance of individual directors who were evaluated on parameters such as degree of fulfilment of key responsibilities, effectiveness of meetings etc., discussion and feedback from the directors in reference to set criteria. The Directors expressed their satisfaction with the evaluation process.

5. **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Company has in place the Stakeholders Relationship Committee.

5.1 **Brief description on Terms of reference:**

The terms of reference of the Stakeholders Relationship Committee are as follows:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

5.2 **Composition and Attendance of the Committee:**

The stakeholders' relationship committee was constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

As of 31st March, 2026, the Stakeholders' Relationship Committee was composed of three directors, namely Mr. Manaklal Agrawal as the Chairman, with Mr. Krishan Khadaria and Mrs. Niraali Thingalaya as its members. The Committee met 1 (one) times during the financial year viz. 10th February, 2026.

The composition of the Committee and details of attendance by its members at the meetings of the Committee held in 2025-26 are given as under:

Name of the Member	Category	Position	No. of Meetings	
			Held	Total eligible meetings
Mr. Manaklal Agrawal	Non-Executive Independent Director	Chairman	1	1
Mr. Krishan Khadaria	Non-executive Director	Member	1	1
Mrs. Niraali Thingalaya	Non-Executive Independent Director	Member	1	1

5.3 **Compliance Officer:**

Ms. Pallavi Bohra (**Membership no. A60849**) continued to act as the Company Secretary & Compliance Officer of the Company during the financial year 2025-26. The designated e-mail ID for investor services and correspondence is electronics.mystic@gmail.com.

5.4 **Complaints/Queries received from Shareholders:**

Continuous efforts are made to ensure that grievances are resolved more quickly to the complete satisfaction of the investors. However during the year, the Company has received **NIL** complaints, and there were no investor complaints pending as on 31st March, 2026. The status of complaints, if any, is periodically reported to the Committee.

6. SENIOR MANAGEMENT

As of 31st March, 2026, the senior management personnel of the Company comprise Mr. Mohit Khadaria, Managing Director; Mr. Nitin Pawaskar, Chief Financial Officer; and Ms. Pallavi Bohra, Compliance Officer & Company Secretary.

7. REMUNERATION OF DIRECTORS**7.1 Pecuniary relationship or transactions of the non-executive directors :**

There is no pecuniary relationship or transaction between the Company and any of the non-executive Independent Directors of the Company.

7.2 Criteria for making payments to non-executive directors :

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making, and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company. As stated earlier, the Remuneration Policy, inter alia, disclosing the criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website <http://www.mysticelectronics.com/pdfs/NominationRemunerationPolicy.pdf>.

7.3 Disclosures with respect to remuneration:

During the year under review, none of the directors including independent directors of the Company were in receipt of remuneration including sitting fees or commission. The Company does not have any stock option scheme. None of our Directors is eligible for any severance fees.

8. GENERAL BODY MEETINGS**8.1 The details of the last three Annual General Meetings are given below:**

AGM	Financial Year	Date	Time	Location
14 th AGM	2024-25	30.09.2025	02:00 pm	Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") deemed to be conducted at the registered office of the Company
13 th AGM	2023-24	30.09.2024	02:00 pm	Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") deemed to be conducted at the registered office of the Company
12 th AGM	2022-23	29.09.2023	12:00 pm	Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") deemed to be conducted at the registered office of the Company

8.2 Special Resolution:

The following are the details of the Special Resolutions passed at the last 3 AGM.

Date of AGM	Summary of Special Resolution passed
30.09.2025	1. Ratification of Appointment of Mr. Manaklal Agrawal (DIN: 10214780) as an Independent Director.
30.09.2024	1. Appointment of Mr. Himanshu Agarwal (DIN: 09569882) as an Independent Director of the Company.
29.09.2023	1. To approve continuation of Mr. Manaklal Agrawal (DIN: 10214780) as a Non-Executive Independent Director beyond the age of 75 years. 2. Re-appointment of Ms. Niraali Thingalaya (DIN: 08125213) as an Independent Director.

8.3 Details of Resolution passed through Postal Ballot:

No postal Ballot was conducted during the last financial year and there is no resolution proposed to be conducted through postal ballot at this ensuing Annual General Meeting.

9. MEANS OF COMMUNICATION

Quarterly/ Annual Results	The results of the Company are published in one leading national (English) & one vernacular (Marathi) newspapers and intimated to the Stock Exchange as required under the Listing Regulations and also uploaded on the website of the Company.
Newspapers in which results are generally published	The Standard Post (English) and Parsuram (Marathi), regional daily newspapers.
Website, where displayed	www.mystic-electronics.com
Official news releases	All the official news releases, if any 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 analyst.

10. GENERAL SHAREHOLDER INFORMATION**a. Annual General Meeting & Book Closure:**

Date and time of 15th AGM: Tuesday, 29th September 2026 at 11:00 A.M.

Venue of AGM: Through Video Conferencing (VC) / Other Audio Visual Means (OAVM). For more details, please refer to the Notice of the Annual General Meeting.

b. Financial Year: 1st April each year to 31st March of next year.**c. Dividend payment date:** Not Applicable.**d. Listing on Stock Exchanges:**

Name of the Exchange(s) on which the shares of Company are listed	BSE limited
Address of Exchanges(s)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400023
Stock Code	535205
ISIN Number	INE159O01033

e. Payment of Annual Listing Fees: The Company had paid the Annual Listing Fees of the Stock Exchanges and Annual Custodial Fees of the Depositories for the FY 2026-27.**f. Registrar and Share Transfer Agent:**

BIGSHARE SERVICES PRIVATE LIMITED
Office No. S6-2 6th Floor,
Pinnacle Business Park, Next to Ahura Centre
Mahakali Caves Road
Andheri (E) Mumbai – 400093.
Board No: 022 – 62638200 | Extn: 206
Fax No: 022 – 62638299 | M: +91 7045454392
Email id.: info@bigshareonline.com
Website: www.bigshareonline.com

g. Outstanding GDR/ADR/Warrants or any Convertible Instruments, Conversion Dates and likely impact on equity: Not Applicable

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

i. Share Transfer System:

The equity shares of the Company are compulsorily traded in demat form. Transmission, dematerialisation of shares and all other investor related matters are attended to and processed by the Company's RTA "M/s. Bigshare Services Pvt. Ltd." Pursuant to Regulation 40 of the Listing Regulations, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with respective Depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited.

To enhance the ease of dealing in securities market by investors, SEBI vide its several circulars, has mandated the listed companies to issue securities in demat form only while processing service requests viz. to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Shareholders holding shares in physical form are accordingly advised to avail the facility of dematerialisation by getting in touch with any Depository Participant having registration with SEBI for safeguarding their holdings and managing the same hassle free.

Equity Shares in physical form are processed by the RTA and approved by the Stakeholders' Relationship Committee. All the documents received from shareholders are scrutinized by the Company's RTA. The shares lodged for transfer etc. are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects. The Board has authorized the Stakeholders' Relationship Committee to sub-delegate its powers to the Officers of the Company for prompt reply/redressal of investor requests/ complaints.

Your Company obtained, a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, sub-division, consolidation, renewal, exchange and deletion of names were issued as required under Regulation 40(9) of the Listing Regulations and were duly filed with the Stock Exchanges.

j. Distribution Schedule of Shareholding as on 31st March, 2026:

Range (In Rs.)	Total Shareholders	% of Total Shareholders	Total Holding in Rupees	% of Total Capital
Up to 5000	5927	82.0346	4837830	3.4541
5001 - 10000	417	5.7716	3390220	2.4205
10001 - 20000	302	4.1799	4542690	3.2433
20001 - 30000	119	1.6471	3042500	2.1722
30001 - 40000	75	1.0381	2686580	1.9181
40001 - 50000	66	0.9135	3161670	2.2573
50001 - 100000	121	1.6747	9183950	6.5570
100001 & above	198	2.7405	109217040	77.9774
TOTAL	7225	100.0000	140062480	100.0000

k. Shareholding category wise Summary as on 31st March, 2026:

Sr. No.	Category	Total Shareholders	% of Shareholders	Total Shares	Percentage
1.	Clearing Member	5	0.07	55459	0.28
2.	Corporate Bodies	203	2.65	3550099	17.96
3.	Group Companies	1	0.01	215802	1.09
4.	Non Resident Indian	16	0.21	28388	0.14
5.	Promoters	1	0.01	726070	3.67
6.	Public	7417	96.95	14717611	74.46
7.	Relatives of Director	4	0.05	421994	2.13
8.	Relatives of Promoters (Non-Promoter)	3	0.04	50825	0.26
	Total	7650	100.00	19766248	100.00

l. Commodity price risk or foreign exchange risk and hedging activities:

The nature of business of the Company does not involve any such risks/hedging activities.

m. Dematerialisation of Shares and Liquidity:

As mandated by the Securities and Exchange Board of India ("SEBI") SEBI vide its Circular dated 25 January 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

As on 31st March, 2026, approximately 67.33% of shareholding was held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The entire Promoter's holdings is in electronic form and the same is in line with the directions issued by SEBI.

Members are requested to note that in line with the SEBI guidelines, issuance of shares in case of transmission and requests for duplicate share certificates can only be undertaken in dematerialised mode.

The shares of the Company are freely tradable on the stock exchange i.e. BSE Limited.

Particulars of Shares	No. of Shares	% of Total
Held in dematerialized form in CDSL	9184894	46.47
Held in dematerialized form in NSDL	4122840	20.86
Physical	6458514*	32.67
Total	19766248	100.00

(*Note: Listing/Trading Approval for 5760000 shares are still awaited. Hence these Shares are added under Physical shares for Reconciliation of Capital)

n. Plant Location: The Company does not have any manufacturing facility.**o. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:** Not Applicable**p. Address for investors correspondence**

For any queries relating to the shares, dividends, Annual Reports of the Company, correspondence may be addressed to the Company's Registrar & Transfer Agents at the following address:	For any other general matters or in case of any difficulties/ grievances, correspondence may be addressed to Mr. Nitin Pawaskar, the Chief Financial Officer at the Registered Office of the Company situated at:
Registrar & Transfer Agents: M/s. Bigshare Services Pvt. Ltd. Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre Mahakali Caves Road, Andheri (E) Mumbai – 400093. Board No: 022 – 62638200 Extn: 206 Fax No: 022 – 62638299 M: +91 7045454392 Email id.: info@bigshareonline.com Website: www.bigshareonline.com	Registered Office: Mystic Electronics Limited 401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai – 400 058 Tel. No.: 022- 26790471 Email id.: electronics.mystic@gmail.com Website: www.mystic-electronics.com

11. OTHER DISCLOSURES**11.1 Related Party Transactions**

The transactions entered into with the related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. The Company has taken omnibus approval for the FY 2025-2026 for the transactions which are repetitive in nature. There were no other materially significant transactions with the related parties, during the year, which were in conflict with the interests of the Company and that require an approval of the Company in terms of the SEBI Listing Regulations. Transactions with the related parties are disclosed in Notes to the Annual Accounts.

Further the details of the 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

<http://www.mysticelectronics.com/investors.html>.

11.2 Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

During the financial year 2025-26, there was a delay of 2 days in filing the Shareholding Pattern for the quarter ended September 30, 2025, pursuant to Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Shareholding Pattern was subsequently filed with BSE Limited on October 24, 2025.

BSE Limited, vide its intimation dated November 14, 2025, imposed a fine of 2,360 (inclusive of GST of ₹360) in respect of the aforesaid delay. The Company has duly paid the fine levied by BSE Limited. The delay was inadvertent in nature and the Company has strengthened its internal compliance monitoring mechanism to ensure timely compliance with applicable regulatory requirements.

Except for the aforesaid instance, there were no other non-compliances, penalties or strictures imposed on the Company by BSE Limited, SEBI or any other statutory authority on any matter related to the capital markets during the last three years.

11.3 The Company does not have any subsidiary Company. The Company has a Policy in place for determining "Material Subsidiary" which is disclosed on the Company's website <http://www.mysticelectronics.com/pdfs/MaterialSubsidiaryPolicy.pdf> .**11.4 Vigil Mechanism/ Whistle Blower Policy**

The Company has a Whistle Blower Policy for establishing a vigil mechanism to report genuine concerns regarding unethical behaviour and mismanagement, if any. No employee of the Company was denied access to the Audit Committee. Details relating to vigil mechanism are also mentioned in the Board's Report. The Whistle Blower Policy is available on the website of the Company at <http://www.mystic-electronics.com/investors.html>.

11.5 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 (discretionary) requirements as per Part E of schedule II of Listing Regulations as follows:

- (i) **The Board:** the Company doesn't bear any expenses of the Non-Executive Chairman's Office as the Company does not have any Non-Executive Chairman.
- (ii) **Shareholders Rights:** The quarterly, half-yearly and annual financial results are published in newspapers, uploaded on Company's website;
- (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.

11.6 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32(7A) of LODR Regulations.:

This Regulation is not applicable to the Company, as the Company has not raised any funds through preferential allotment or qualified institutions placement during the year.

11.7 Certificate under Regulation 34(3) of the Listing Regulations:

The Company annually obtains from each Director, details of the Board and Board Committee positions he/she occupies in other Companies, and changes if any, regarding their Directorships. Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Listing Regulations, the Company has obtained a Certificate from M/s. Ritika Agrawal & Associates., Practicing Company Secretary certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority and the same has been annexed with this Report as **Annexure VI**.

11.8 Commodity price risk and commodity hedging activities

Your Company does not engage in commodity hedging activities. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

11.9 Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:

During the year under review, the Board of your Company has accepted all the recommendations made by its Committee(s), from time to time.

11.10 Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: Details relating to fees paid to the statutory auditors are given in Notes to the Financial Statements.

11.11 The details of loans and advances in the nature of loans to the companies in which directors are interested for the financial year 2025-26 are given in the Notes to the financial statement.

11.12 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. Number of complaints filed during the financial year 2025-26: Nil
- b. Number of complaints disposed of during the financial year 2025-26: N.A.
- c. Number of complaints pending as on end of the financial year 2025-26: N.A.

12. COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS:

The 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.

13. CODE OF CONDUCT

The Board has laid down the code of conduct for all the Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at http://www.mystic-electronics.com/pdfs/code_bm.pdf. All Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct for the financial year ended 31st March, 2026 and a declaration to this effect duly signed by Managing Director of the Company is appended to this report as **Annexure III**.

14. 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 to assess the steps taken by the Company to rectify instances of non-compliances, if any.

15. PREVENTION OF INSIDER TRADING

The Company has formulated and adopted an Insider Trading Policy including a Code of Fair Disclosure in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 as may be amended

from time to time. The policy lays down the guidelines, procedures to be followed from time to time and disclosures to be made while dealing with the securities of the Company along with consequences for violation. The policy is formulated to regulate, monitor and ensure reporting of deals by designated persons and maintain highest level of ethical standards while dealing in the Company's securities. During the year, there has been due compliance with the Code by the Company and all Insiders.

The Insider Trading Policy including Code of Fair Disclosure is available on the website of the Company at www.mystic-electronics.com. The Company is maintaining a Structured Digital Database as required under regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

16. 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 with this report as **Annexure V**.

17. DISCLOSURE OF AGREEMENTS BINDING THE COMPANY:

During the financial year 2025-26, no agreements were entered requiring a disclosure under Clause 5A to para A of part A of Schedule III of SEBI LODR.

By Order of the Board of Directors
For Mystic Electronics Limited

Mohit Khadaria
Managing Director
DIN: 05142395

Date: 26th August, 2026
Place: Mumbai

Krishan Khadaria
Director
DIN: 00219096

Date: 26th August, 2026
Place: Mumbai

ANNEXURE- I**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT****1. INDUSTRY OVERVIEW**

The electronics industry continues to play a significant role in the growth and transformation of the Indian economy. Increasing digitalisation, rapid technological advancements, rising consumer demand, expansion of electronic manufacturing, and growing adoption of smart and connected devices are creating significant opportunities across the electronics value chain.

The Government of India continues to promote domestic electronics manufacturing through various policy initiatives, incentives and programmes aimed at strengthening the domestic manufacturing ecosystem, encouraging investments, reducing import dependence and enhancing India's position in global electronics supply chains.

The industry, however, remains exposed to factors such as fluctuations in raw material prices, foreign exchange movements, global supply-chain disruptions, technological obsolescence, intense competition and changing customer preferences. Companies operating in this sector are required to continuously invest in technology, quality, product development and operational efficiencies to remain competitive.

2. BUSINESS AND COMPANY OVERVIEW

Our Company is engaged in the business of [manufacturing/trading/distribution/design and development] of electronic products and components, including [briefly specify major products/categories].

During the financial year under review, the Company continued to focus on strengthening its business operations, improving operational efficiency, expanding its customer base and enhancing its product and service offerings.

The Company's business strategy remains focused on sustainable growth, strengthening customer relationships, maintaining product quality, improving cost efficiency and identifying new business opportunities in the rapidly evolving electronics industry.

3. FINANCIAL PERFORMANCE

The management continues to focus on improving profitability through better capacity utilisation, cost optimisation, product diversification and improved operational efficiencies.

4. OPERATIONAL PERFORMANCE

During the year under review, the Company continued to undertake measures to improve its operational performance and strengthen its market position.

Key operational initiatives undertaken during the year included:

- Improvement in manufacturing and operational efficiencies;
- Strengthening of quality-control systems;
- Optimisation of procurement and inventory management;
- Development and introduction of new products/product variants;
- Expansion and strengthening of the customer base;
- Improvement in delivery and customer service capabilities; and
- Adoption of technology and process improvements wherever commercially viable.

The Company remains committed to maintaining consistent quality standards and delivering products that meet applicable customer and regulatory requirements.

5. BUSINESS OUTLOOK

The outlook for the Indian electronics sector remains positive, supported by increasing domestic consumption, digital transformation, growth in electronic manufacturing, technological advancement and the emergence of India as an important manufacturing and supply-chain destination.

The Company believes that opportunities exist in areas such as [consumer electronics/industrial electronics/automotive electronics/LED products/electronic components/IoT/smart devices/PCB assemblies/etc.].

The Company intends to leverage these opportunities through product development, customer engagement, operational improvements, technology adoption and prudent capacity expansion.

While the management remains cautiously optimistic about the medium- to long-term prospects of the business, the Company will continue to closely monitor changes in market conditions, customer demand, input costs and the competitive environment.

6. OPPORTUNITIES AND THREATS**Opportunities**

The major opportunities available to the Company include:

1. Growing demand for electronic products in domestic and international markets;
2. Increasing digitalisation and adoption of smart and connected devices;
3. Government initiatives supporting domestic electronics manufacturing;
4. Opportunities arising from supply-chain diversification and localisation;
5. Product diversification and development of higher-value-added products;
6. Expansion into new geographical and customer segments; and
7. Scope for technology-led improvements and operational efficiencies.

Threats

The principal risks and challenges faced by the Company include:

1. Intense competition from domestic and international players;
2. Volatility in prices of electronic components and other raw materials;
3. Dependence on imported components/raw materials, wherever applicable;
4. Foreign exchange fluctuations;
5. Rapid technological changes and risk of product obsolescence;
6. Global economic uncertainties and supply-chain disruptions;
7. Changes in government policies, taxation and regulatory requirements; and
8. Changes in consumer preferences and market demand.

The Company seeks to mitigate these risks through appropriate business strategies, supplier diversification, inventory management, quality control, continuous monitoring of market conditions and prudent financial management.

7. RISK MANAGEMENT

The Company has established appropriate processes for identification, assessment and mitigation of material business risks. The management periodically reviews key operational, financial, strategic, compliance and market-related risks and takes appropriate measures to mitigate their potential impact. The major risks identified by the Company include market risk, operational risk, financial risk, credit risk, liquidity risk, supply-chain risk, technology risk and regulatory/compliance risk.

The Company continues to strengthen its internal processes and controls to ensure that identified risks are appropriately monitored and managed. The detailed framework relating to risk management and the major risks faced by the Company is covered separately in the Annual Report, wherever applicable.

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an appropriate system of internal financial controls commensurate with the size, scale and complexity of its operations. The internal control framework is designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, reliability of financial reporting, safeguarding of assets and compliance with applicable laws and regulations.

The Company periodically reviews its internal control systems and processes and undertakes corrective measures wherever necessary. The Management believes that the Company's internal financial controls are adequate and operating effectively as of 31 March 2026.

9. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Human resources continue to be an important contributor to the Company's business performance.

During the year, the Company remained focused on attracting, developing and retaining competent personnel across various functions. The Company seeks to promote a professional, performance-oriented and inclusive work environment.

Training and development initiatives are undertaken, as appropriate, to enhance employee capabilities and support the Company's business objectives. Industrial relations during the year remained cordial and satisfactory.

10. TECHNOLOGY AND INNOVATION

Technology continues to be a key enabler for the electronics industry. The Company remains focused on adopting appropriate technologies to improve product quality, operational efficiency and customer experience.

During the year, the Company undertook initiatives relating to [product development/automation/process improvement/research and development/digitalisation], with the objective of improving competitiveness and creating sustainable long-term value.

The Company continues to evaluate emerging technologies and market trends to identify opportunities for innovation and product development.

11. QUALITY MANAGEMENT

Quality remains a key focus area for the Company. Appropriate quality-control procedures are implemented across relevant stages of procurement, production, testing and delivery. The Company continues to work towards maintaining consistency in product quality and meeting applicable customer specifications and statutory/regulatory requirements. Continuous improvement initiatives are undertaken to minimise defects, improve process efficiency and enhance customer satisfaction.

12. ENVIRONMENT, HEALTH AND SAFETY

The Company recognises its responsibility towards environmental sustainability, occupational health and safety and responsible business practices. The Company endeavours to comply with applicable environmental, health and safety requirements and adopts appropriate measures for efficient utilisation of resources and minimisation of environmental impact.

The Company remains committed to providing a safe and healthy working environment for its employees and other stakeholders associated with its operations.

13. CAUTIONARY STATEMENT

This Management Discussion and Analysis contains statements relating to the Company's objectives, expectations, projections, estimates and other forward-looking statements. These statements are based on various assumptions and expectations concerning future events and are subject to risks and uncertainties.

Actual results may differ materially from those expressed or implied due to various factors, including changes in economic conditions, market demand, competition, raw material prices, foreign exchange movements, technological developments, regulatory changes, supply-chain conditions and other factors beyond the Company's control. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of future events, new information or otherwise, except as may be required under applicable laws and regulations.

14. ACKNOWLEDGEMENT

The Management places on record its appreciation for the continued support and confidence of its customers, shareholders, investors, suppliers, business associates, bankers, employees and other stakeholders.

The Company remains committed to pursuing sustainable growth and creating long-term value for all its stakeholders.

By Order of the Board of Directors
For Mystic Electronics Limited

Mohit Khadaria
Managing Director
DIN: 05142395

Date: 26th August, 2026
Place: Mumbai

Krishan Khadaria
Managing Director
DIN: 00219096

Date: 26th August, 2026
Place: Mumbai

ANNEXURE II

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

[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 (W), Mumbai – 400 058.

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 the manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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 representative during the conduct of secretarial audit, I hereby report that in my opinion the Company has during the period covering 1st April, 2025 to 31st March, 2026, 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, 2026 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (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 there under 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"), to the extent they are applicable to the company:
 - (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, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity shares) Regulations, 2021: **(Not applicable to the Company during the Audit period)**
 - (e) The Securities and Exchange Board of India SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **(Not applicable to the Company during the Audit period)**
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and: **(Not applicable to the Company during the Audit period);** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **(Not applicable to the Company during the Audit period)**

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

- (i) Secretarial Standards Issued by The Institute of Company Secretaries of India;
- (ii) SEBI (LODR), regulations, 2015 as amended from time to time;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except mentioned below:

There was a delay of 2 days in filing the Shareholding Pattern for the quarter ended September 30, 2025. The Company subsequently filed the same with the Stock Exchange(s) on October 24, 2025 and paid the fine levied by BSE Limited for the said delay.

I further report that,

The appointment of Mr. Manaklal Agarwal as an Independent Director was initially approved by an Ordinary Resolution at the AGM held on September 29, 2023. The matter was subsequently ratified by the shareholders through a Special Resolution at the AGM held on September 30, 2025. Accordingly, the matter stood rectified during the year under review, and appropriate measures have been implemented to ensure compliance going forward.

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 except the one stated above.

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.

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 has not undertaken any action having a major bearing on the company's affairs in pursuance of the above referred laws.

For Ritika Agrawal & Associates

Ritika Agrawal
Proprietor
M. No. 8949
COP No. 8266
UDIN: F008949H001234470
Peer Review No. 3975/2023

Place: Mumbai
Date: 26th August, 2026

ANNEXURE
To Secretarial Audit Report

To,
The Members,
Mystic Electronics Limited
CIN: L72300MH2011PLC221448
401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400058

Re: Secretarial Audit Report of even date is to be read along with this letter

1. Maintenance of secretarial records is the responsibility of the management. Our responsibility is to express an opinion on these secretarial records based on the audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions or corporate and other applicable laws, rules, regulations, standards, is the responsibility of management. Our examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Ritika Agrawal & Associates**

Ritika Agrawal
Proprietor
M. No. 8949
COP No. 8266
UDIN: F008949H001234470
Peer Review No. 3975/2023

Place: Mumbai
Date: 26th August, 2026

ANNEXURE IIIDECLARATION ON ADHERENCE TO THE CODE OF CONDUCT

In accordance with the 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 for Directors & Senior Management Personnel of the Company laid down for them for the financial year ended 31st March, 2026.

By Order of the Board of Directors
For Mystic Electronics Limited

Mohit Khadaria
Managing Director
DIN: 05142395

Date: 14th May, 2026
Place: Mumbai

ANNEXURE -IVCEO/MANAGING DIRECTOR AND CFO CERTIFICATION

To,
The Board of Directors,
Mystic Electronics Limited

Subject: Managing Director and CFO Certification under Regulation 17(8) & 33(2) (A) of SEBI (LODR) Regulation 2015 financial year ended 31st March, 2026

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Mystic Electronics Limited ('the Company'), to the best of our knowledge and belief, certify that:

1. We have reviewed the audited Financial Statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - 1.1 These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 1.2 These Statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the quarter and year ended 31st March, 2026, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept the responsibility for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - 4.1 significant changes, if any, in the internal control over financial reporting during the year ended 31st March, 2026;
 - 4.2 significant changes, if any, in the accounting policies made during the year ended 31st March, 2026 and that the same has been disclosed in the notes to the financial statements; and
 - 4.3 instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting

MOHIT KHADARIA
MANAGING DIRECTOR
DIN: 05142395

Date: 14th May, 2026
Place: Mumbai

NITIN PAWASKAR
CHIEF FINANCIAL OFFICER
PAN: AHMPP2418C

Date: 14th May, 2026
Place: Mumbai

ANNEXURE -VCERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,

MYSTIC ELECTRONICS LIMITED

1. We have examined the compliance conditions of corporate governance by **MYSTIC ELECTRONICS LIMITED ('the Company')** for the year ended 31st March 2026, as specified in regulations 17 to 27, clauses (b) to (i) and (t) 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').

MANAGEMENT'S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

AUDITORS' RESPONSIBILITY

3. 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.
4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March 2025.
5. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the 'ICAI'), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

OPINION

6. In our opinion and to the best of our information and according to 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 above mentioned Listing Regulations during the period ended 31st March, 2025.

7. 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.

RESTRICTION ON USE

8. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Ashok Shetty & Co.
Chartered Accountants
Firm Registration No: 117134W**

**Place: Mumbai
Dated: 25.08.2026**

**Sd/-
CA Ashok R. Shetty
Partner
Membership No. 102524
UDIN: - 26102524XEFSXT4045**

ANNEXURE -VICERTIFICATE UNDER REGULATION 34(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,

The Members of

Mystic Electronics Limited

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Mystic Electronics Limited** having **CIN L72300MH2011PLC221448** and having registered office at 401/A, Pearl Arcade, Opp P.K Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai 400058 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Director	DIN	Original Date of appointment in Company
1.	Krishan Raghunath Prasad Khadaria	00219096	30/08/2011
2.	Mohit Krishan Khadaria	05142395	14/12/2017
3.	Niraali Santosh Thingalaya	08125213	30/05/2018
4.	Manaklal Bhanwarlal Agrawal	10214780	31/07/2023
5.	Himanshu Agarwal	09569882	02/09/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ritika Agrawal & Associates

Ritika Agrawal**Proprietor****M. No. 8949****COP No. 8266****UDIN: F008949H001236527****Place: Mumbai****Date: 26th August, 2026**

INDEPENDENT AUDITOR'S REPORT**To,****The Members****M/S. MYSTIC ELECTRONICS LIMITED**

401/A, Pearl Arcade, Opp P.K Jewellers,

Dawood Baug Lane, Off. J. P. Road,

Andheri (W), Mumbai 400 058.

Report on the Audit of the Financial Statements**Opinion**

We have audited the financial statements of **M/s. Mystic Electronics Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind-AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind As") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its profit and including other comprehensive income, its Cash Flow Statement and Changes in Equity for the year ended on that date.

Basis for 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 there under, 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 on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter Description	Auditor's Response
Exposure in group entities The exposure within the group entities i.e. Carrying amount of the Company's investments, loans and advances, trade & other receivables (net of payables) accounts for majority of the total assets of the Company. Their recoverability is dependent on these group companies generating enough cash flows in future, estimation of which requires management	Principal Audit Procedures Performed We compared the carrying value of these investments, loans and advances, trade & other receivable and trade payables with the respective related companies, Associates financial statement to identify whether their net assets were in excess of their carrying amount and assessed whether those companies Associates have historically been profit making. For those companies & associates where carrying amount

judgement.

exceeds the net asset value of the respective companies, Associates management stated that they have evaluated the relevant companies, Associate's projected statement of profit and loss with their assumptions relating to key inputs such as projected long term growth and assessing the management's assumptions over the recoverability of intercompany receivables and we have not verified the same.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including Annexure to Board's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard on the even date.

Responsibilities of Management and Those Charged with Governance for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended). 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 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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.

As part of an audit in accordance with Standard on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is

sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statement of the Company to express an opinion on the financial statements.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the **Companies (Auditor's Report) Order, 2020 ("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. Further to our comments in Annexure A, as required by section 143(3) of the Act., based on our audit, we report to the extent applicable, 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 purposes 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 reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors are not applicable as there are no branches.
 - d. The financial statements, dealt with by this Report are in agreement with the books of account.
 - e. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

- f. On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. we also audited the internal financial controls with reference to the financial statements of the Company as on 31st March, 2026 in conjunction with the audit of the financial statements of the Company for the year ended on that date and our report dated 29-05-2026 as per Annexure B expressed unmodified opinion,
- h. 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 does not have any pending litigations which would impact its financial position except those mentioned under Contingent Liabilities in Notes to Accounts.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v. The Company has not declared or paid any dividend during the year, hence the provisions of section 123 of the Companies Act, 2013 are not applicable on the Company for the reporting period.
 - vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has not operated throughout the year for all relevant transactions recorded in the software.
- i. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the Company has complied with the limit prescribed by section 197 for maximum permissible managerial remuneration.

For Ashok Shetty & Co.
Chartered Accountants
Firm Registration No: 117134W

Place: Mumbai
Dated: 14th May, 2026

CA Ashok R. Shetty
Partner
Membership No. 102524
UDIN: 26102524HSFSL1936

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

Annexure A to the Independent Auditors Report of even date to the members of the M/s. Mystic Electronics Limited, on the financial statements for the year ended 31st March, 2026.

Report as required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2026, we report the following:

i) In respect of Property, Plant & Equipment:

- (a) (i) Maintenance of proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.

As the Company is not having any intangible asset, the provisions of Clause (i)(a) of paragraph 3 of the order is not applicable to the Company.

- (b) Physical Verification of Property, Plant and Equipment by the management at reasonable intervals.

As the Company is not having any intangible asset, the provisions of Clause (i)(b) of paragraph 3 of the order is not applicable to the Company.

- (c) Immovable properties (in the nature of "property, Plant & Equipment") which are not in the name of the Company.

As the Company is not having any intangible asset, the provisions of Clause (i)(c) of paragraph 3 of the order is not applicable to the Company.

- (d) Revaluation of Property, Plant and Equipment during the year.

As the Company is not having any intangible asset, the provisions of Clause (i)(d) of paragraph 3 of the order is not applicable to the Company.

- (e) Proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

As per information provided by the Management and verification of documents provided, no such proceedings are initiated or pending against the Company.

ii) Inventory and Working Capital Limits:

- (a) Physical Verification of Inventory:

As the company is not having any inventory, the provisions of Clause (ii)(a) of paragraph 3 of the order are not applicable to the Company.

- (b) Working Capital Limits against Current Assets:

As the Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any point during the year from banks or financial institutions on the basis of security of current assets. Accordingly, clause 3(ii)(b) of the Order is not applicable.

(iii) Investments, guarantees, security and loans/advances

- (a) During the year, the Company has made investments in / provided guarantees or security / granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties as under:

(Rs in lakhs)				
Sr. No.	Particulars	Name of the Entity	Aggregate amount during the year	Balance as at 31-03-2026
1	Loans	Krishkan Investments Pvt. Ltd.	934.41	930.17

		Nouvea GlobalVentures Limited	13.50	686.09
2	Advances in the nature of Loans	Nil	Nil	Nil
3	Guarantees	Nil	Nil	Nil
4	Security	Nil	Nil	Nil
5	Investments	3M Enterprises	-844.55	545.27

(b) In our opinion, the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided and security given during the year are not prejudicial to the interest of the Company.

(c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts are regular.

(d) There is no amount overdue for more than ninety days in respect of loans or advances in the nature of loans granted by the Company.

(e) There are no loans or advances in the nature of loans falling due during the year which have been renewed or extended, or fresh loans granted to settle the overdue amounts of existing loans granted to the same parties.

(f) As per the information and explanations given to us, the Company has granted loans or advances in the nature of loans which are payable on demand without specifying any terms or period of repayment, to promoters, related parties as defined in Section 2(76) of the Act, directors or other parties.

(iv) Compliance with Sections 185 and 186

In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act, as applicable, in respect of loans, investments, guarantees and security. The provisions of Section 185 of the Act are not applicable to the Company in respect of the aforesaid transactions.

(v) Deposits

The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder.

Accordingly, clause 3(v) of the Order is not applicable.

(vi) Maintenance of cost records

As the Company is not prescribed to maintain cost records in pursuant to the rules made by the Central Government for maintenance of cost records under Section 148(1) of the Act,, clause 3(vi) of the Order is not applicable.

(vii) Statutory dues

(a) The Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it.

According to the information and explanations given to us and based on the examination of records, there were no undisputed statutory dues outstanding for a period of more than six months from the date they became payable, as at the balance sheet date.

(b) According to the information and explanations given to us, there are no dues of income-tax, sales-tax, service tax, GST, duty of customs, duty of excise or value added tax which have not been deposited on account of any dispute.

(viii) Unrecorded transactions

According to the information and explanations given to us and based on our examination of the books and records of the Company, there were no transactions which were not recorded in the books of account and which have been surrendered or disclosed as income during the year in tax assessments under the Income-tax Act, 1961.

Accordingly, clause 3(viii) of the Order is not applicable.

(ix) Borrowings and utilisation of funds

(a) As the company has not borrowed any amount, clause sub-clause (a) of clause ix of the Order is not applicable.

(b) As per information given to us the Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised money by way of term loans during the year and accordingly clause 3(ix) (c) of the Order is not applicable.

(d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilised for long term purposes.

(e) In absence of required information, we cannot comment whether the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) Funds raised and utilisation

(a) The Company has not raised any money by way of initial public offer or further public offer during the year.

(b) The Company has not made any preferential allotment or private placement of shares or fully/partly/optionally convertible debentures during the year.

(xi) Fraud and whistle-blower complaints

(a) Based on our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) No report under Section 143(12) of the Act has been filed by us in Form ADT-4 with the Central Government during the year and up to the date of this report.

(c) According to the information and explanations given to us, there were no whistle-blower complaints received by the Company during the year.

(xii) Nidhi Company

The Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) Related party transactions

In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of the transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) Internal audit

(a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports issued by the internal auditors during the year covering the period up to the date of our report have been considered by us.

(xv) Non-cash transactions with directors

According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with its directors.

Accordingly, Section 192 of the Act is not applicable.

(xvi) Registration under RBI Act and activities relating to financial services

- (a) On the basis of 50:50 test, due to total amount of Financial Assets and total income from Financial Assets, the Company is required to be registered under section 45-IA of The Reserve Bank of India Act, 1934. However, the Company has not obtained the requisite Certificate of Registration ("CoR") from the Reserve Bank of India as at the balance sheet date, Accordingly, sub-clauses (a), (b), (c) and (d) of clause xvi of the Order are not applicable.

(xvii) Cash losses

As company earned cash profit during the current year and during the immediately preceding financial year clause xvii of the Order is not applicable.

(xviii) Resignation of statutory auditors

There has been no resignation of the statutory auditors of the Company during the year.

Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) Material uncertainty regarding meeting liabilities

On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not a guarantee as to the future viability of the Company. Our reporting is based on the facts and circumstances existing up to the date of our audit report.

(xx) Transfer of unspent CSR amounts

There is no liability of the Company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the Order are not applicable to the Company.

(xxi) Qualifications/adverse remarks in CARO reports of subsidiaries, associates and joint ventures

Since the Accounts prepared are on standalone basis and it does not include any amalgamation Accounts, the reporting under clause 3(xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause in this report.

Based on the audit procedures performed, the information and explanations obtained, and the records and documents examined by us, the matters required to be reported under the Companies (Auditor's Report) Order, 2020 have been reported above, to the extent applicable to the Company.

For Ashok Shetty & CO
Chartered Accountants
FRN: 117134W

CA Ashok R. Shetty
Partner
UDIN: 26102524HSFSL1936
M. No.: 102524

Place: Mumbai
Date: 14th May, 2026

Annexure B to the Independent Auditors Report of even date to the members of M/s. Mystic Electronics Limited, on the financial statements for the year ended 31st March, 2026

Independent Auditors Report on the Internal Financial Controls with reference to the financial statements under clause (i) of subsection 3 of section 143 of the Companies Act, 2013 (the Act).

In conjunction with our audit of the financial statements of **M/s. Mystic Electronics Limited** (the Company), as at and for the year ended 31st March, 2026, we have audited the internal financial controls with reference to the financial statements of the Company as at that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to 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 with reference to financial statements 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 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 with reference to Financial Reporting

A Company's internal financial control with reference to financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 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 financial statements.

Inherent Limitations of Internal Financial Controls with reference to 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, to the best of our information and according to the explanations given to us, 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 March 31, 2026, 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 Ashok Shetty & Co
Chartered Accountants
FRN: 117134W

CA Ashok R. Shetty
Partner
UDIN: 26102524HSFSL1936
M. No.: 102524

Place: Mumbai
Date: 14th May, 2026

BALANCE SHEET AS AT 31ST MARCH, 2026**Amount in Lakhs, except shares and per share data, unless otherwise stated**

Particulars	Note	As at 31.03.2026	As at 31.03.2025
<u>ASSETS</u>			
Non- Current Assets			
Property, Plant & Equipment and Intangible Assets		-	-
Financial Assets			
- Investments	2	1,221.344	1,998.576
- Other Financial Assets	3	1.041	32.642
Total Non-current Assets		1,222.385	2,031.217
Current Assets			
Financial Assets			
- Cash and Cash Equivalents	4	2.590	111.256
- Loans	5	1,616.400	673.355
- Other Financial Assets	6	50.000	50.011
Total Current Assets		1,668.989	834.622
TOTAL ASSETS		2,891.374	2,865.839
<u>EQUITY AND LIABILITIES</u>			
Equity			
- Equity Share capital	7	1,976.625	1,976.625
- Other equity	8	913.316	885.453
Total Equity		2,889.941	2,862.077
Non- Current Liabilities			
Financial Liabilities			
- Borrowings	9	-	-
Total - Non-Current Liabilities		-	-
Current Liabilities			
Financial Liabilities			
- Borrowings	10	-	-
- Trade Payables	11	-	-
(a) Total outstanding dues to MSME		-	0.250
(b) Total Outstanding dues to other than MSME		-	-
Other Current Liabilities	12	1.433	1.012
- Short-term Provision	13	-	2.500
Total Current Liabilities		1.433	3.762
TOTAL EQUITY AND LIABILITIES		2,891.374	2,865.839

Contingent liabilities and commitments 21
(To the extent not provided for)

Basis of preparation, measurement and significant accounting policies 1

The accompanying notes are an integral part of these financial statements

As per our report of even date

For **Ashok Shetty & Co.**
Chartered Accountants
Firm Regn. No: 117134W

For and on behalf of the board of directors

Mystic Electronics Limited

Ashok Shetty
Partner
M.No. 102524

Mohit Khadaria
Managing Director
DIN : 05142395

Krishan Khadaria
Director
DIN: 00219096

Place : Mumbai
Date : 14/05/2026
UDIN : 26102524HSFSL1936

Nitin Pawaskar
CFO

Pallavi Bohra
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026**Amount in Lakhs, except shares and per share data, unless otherwise stated**

	Note	Year ended 31.03.2026	Year ended 31.03.2025
Revenue			
Other Income	14	48.528	131.984
Total Revenue		48.528	131.984
Expenses			
Employee Benefits Expenses	15	14.632	14.345
Financial Costs	16	-	-
Other Expenses	17	8.885	8.099
Total Expenses		23.518	22.444
Profit / (Loss) Before Exceptional Items		25.010	109.540
Less :			
Exceptional Items		-	-
Profit / (Loss) after Exceptional Items & before Tax		25.010	109.540
Tax Expense:			
- Tax of Current years		1.200	2.500
- Tax of Earlier years		(4.014)	4.127
- Deferred Tax		-	-
Profit For The Year (A)		27.824	102.912
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		0.040	2.172
Income tax relating to items that will not be reclassified subsequently to profit or loss			
Income tax on Net fair value gain/(loss) on investments in equity instruments through OCI			
OTHER COMPREHENSIVE INCOME FOR THE YEAR (B)		0.040	2.172
TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A) + (B)		27.864	105.084
Earnings per share			
	20		
Basic and Diluted (Rs.)			
Basic		0.141	0.521
Diluted		0.141	0.521

Basis of preparation, measurement and
significant accounting policies

1

As per our report of even date
For Ashok Shetty & Co.
Chartered Accountants
Firm Regn. No: 117134W

For and on behalf of the board of directors
Mystic Electronics Limited

Ashok Shetty
Partner
M.No. 102524

Mohit Khadaria
Managing Director
DIN : 05142395

Krishan Khadaria
Director
DIN: 00219096

Place : Mumbai
Date : 14/05/2026
UDIN : 26102524HSFSL1936

Nitin Pawaskar
CFO

Pallavi Bohra
Company Secretary

CASH FLOW STATEMENT OF MYSTIC ELECTRONICS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2026**Amount in Lakhs, except shares and per share data, unless otherwise stated**

Sr. No.	Particulars	For the year ended	
		31.03.2026	31.03.2025
		Audited	Audited
A.	<u>Cash Flow from Operating Activities:</u>		
	- Net profit after tax & extra ordinary items	27.864	105.084
	<u>Adjustment for:</u>		
	- Depreciation and amortisation of Fixed Assets	-	-
	- Investments W/off	-	-
	- Re-Measurement gain/(loss)of fair value of Equity Instrument	(0.040)	(2.172)
	- Share of Loss from Partnership Firm	(20.274)	(45.016)
	- Profit/Loss on Sale of Investment	-	0.504
	- Interest Received	(22.413)	-
	- Deferred Tax	-	-
	- Provision for Tax	1.200	2.500
	Operating profit/(loss) before working capital changes	(13.663)	60.900
	<u>Changes in Operating Assets and Liabilities</u>		
	(Increase)/Decrease in Loans & Advances	(943.044)	80.025
	(Increase)/Decrease in Other Financial Assets	31.611	77.124
	(Increase)/ Decrease in Trade Receivables	-	-
	(Increase)/ Decrease in Inventories	-	-
	(Increase)/ Decrease in Other Current Assets	-	-
	Increase / (Decrease) in Borrowings	-	(119.678)
	Increase /(Decrease)in Current Liabilities	0.171	(0.064)
		(911.262)	37.408
	Cash Generated from Operations	(924.926)	98.308
	Less: Income Taxes Paid	3.700	-
	Net Cash from Operating activities	(928.626)	98.308
B.	<u>Cash Flow From Investing Activities:</u>		
	(Acquisition)/Sale of PPE and Intangible Assets	-	-
	(Acquisition)/Sale of Investments	-	(202.740)
	- Changes in Partnership Capital Account	777.272	166.984
	- Interest Received	22.413	-
	- Share of Loss from Partnership Firm	20.274	45.016
	Net Cash from Investing activities	819.959	9.260
C.	<u>Cash Flow From Financing Activities:</u>		
	Net Cash from Financing activities	-	-
	Net increase in Cash and Cash Equivalents	(108.667)	107.567
	Cash & Cash Equivalents (Opening)	111.256	3.689
	Cash & Cash Equivalents (Closing)	2.590	111.256

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 31.03.2026	As at 31.03.2025
Cash in Hand	1.103	2.797
Balances with Banks	1.486	108.459
Total	2.590	111.256

- 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

Mystic Electronics Limited

For Ashok Shetty & Co.

Chartered Accountants

Firm Reg. No. 117134W

Mohit Khadaria
Managing Director

DIN: 05142395

Krishan Khadaria
Director

DIN: 00219096

Ashok Shetty

Partner

Mem No. 102524

Place : Mumbai

Date : 14/05/2026

UDIN : 26102524HSFSL1936

Nitin Pawaskar
CFO

Pallavi Bohra
Company Secretary

**NOTES ATTACHED TO AND FORMING PART OF THE FINANCIAL STATEMENTS
AS ON AND FOR THE YEAR ENDED ON MARCH 31, 2026**

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 Electronic 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.

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 Judgments

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 Agriculture Products and related activities. 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.

y) Additional Securities Premium Receivable

The Company has recognised additional securities premium receivable of Rs. 18,97,79,400/- on 53,10,000 equity shares of Rs. 10/- each determined in accordance with the pricing formula prescribed under Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, in respect of 92,30,000 equity shares allotted on a preferential basis during the financial year 2013-14. The aforesaid amount represents the additional premium receivable pursuant to the pricing requirements applicable to the preferential allotment

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2026

(Amount in rupees lakhs, except share and per share data, unless otherwise stated)

(2) Investments

	31.03.2026		31.03.2025	
	No. of Shares	Amount	No. of Shares	Amount
<u>Non - Current Investment</u>				
<u>Investment in Equity Instruments</u>				
<u>Unquoted Equity Shares (At Break-up Value)</u>				
Eq. Sh of Rs. 100/- each of Rising Sun Rocks Products Pvt. Ltd.	32,500	97.750	32,500	97.838
Eq. Sh of Rs. 100/- each of Innovative Software Pvt. Ltd.	74,000	-	74,000	-
Eq. Sh of Rs. 100/- each of Forever Flourishing Fin. & Inv. Pvt. Ltd	22,450	178.040	22,450	179.959
Eq. Sh of Re. 1/- each of Forever Flourishing Fin. & Inv. Pvt. Ltd.	1,00,000	7.930	1,00,000	8.020
Eq. Sh of Rs. 10/- each of Golden Meadows Exports Pvt. Ltd.	3,05,000	153.964	3,05,000	147.620
Eq. Sh of Rs. 10/- each of Sangam Infratech Ltd.	4,96,100	85.032	4,96,100	89.199
Eq. Sh of Rs. 10/- each of KMP and Sons Trading Pvt. LTd.	99,000	20.265	99,000	20.275
Eq. Sh of Rs. 10/- each of Varsha Mills Pvt. Ltd.	99,000	28.205	99,000	28.215
Eq. Sh of Rs. 10/- each of Rathi Style & Textile Pvt. Ltd.	2,72,500	66.109	2,72,500	66.109
Eq. Sh of Rs. 10/- each of SVG Style & Textile Co. Pvt. Ltd.	99,500	38.775	99,500	38.795
Total Value of Unquoted Investments		<u>676.070</u>		<u>676.030</u>
<u>Investment in Partnership Firm</u>				
3M Enterprises		545.274		1,322.546
Total value of investments in partnership firms		<u>545.274</u>		<u>1,322.546</u>
Total Non- current Investments		<u>1,221.344</u>		<u>1,998.576</u>

(Amount in rupees lakhs, except share and per share data, unless otherwise stated)

	As at 31.03.2026	As at 31.03.2025
(3) Other Financial Assets		
Prepaid Compliance fees	-	-
Income Tax Paid/ Adjusted Against Demand	-	32.642
TDS Receivable net of Provision	1.041	-
	1.041	32.642
(4) Cash and Cash Equivalents		
Cash on Hand	1.103	2.797
Balance with Bank		
In Current Accounts	1.486	108.459
	2.590	111.256
(5) Loans		
Loans Receivables considered good - Secured;		
Loans Receivables considered Doubtful - Unsecured;		
(a) Loans & Advances to others	-	-
Less : Provision for Doubtful Loans	-	-
	-	-
Loans Receivables considered good - Unsecured;		
(a) Loans & Advances to others	930.172	-
(b) Loans & Advances to Related Parties	686.088	672.975
(c) Loans & Advances to Employees	0.140	0.380
Loans Receivables which have significant increase in Credit Risk;	-	-
Loans Receivables - Credit impaired.	-	-
	1,616.400	673.355
(6) Other Financial Assets		
Advance to Suppliers	50.000	50.000
Advance Recoverable in Cash or Kind value to be received	-	0.011
	50.000	50.011
(7) Equity Share Capital		
Authorized Capital		
2,10,00,000 (2,10,00,000) Equity Shares of Rs. 10/- each	2,100.000	2,100.000
Issued, Subscribed & Paid up Capital		
1,97,66,248 (1,97,66,248) Equity Shares of Rs.10/- each fully paid-up	1,976.625	1,976.625
	1,976.625	1,976.625

(Amount in rupees lakhs, except share and per share data, unless otherwise stated)

7.1 Shareholding of Promoters

The details of the shares held by promoters as at March 31, 2026 are as follows :

Promoter Name	No. of shares	% of total shares	% change during the year
Krishan Khadaria	726070	3.67	0.00
Asha Khadaria	413761	2.09	0.00
Sushila Devi Raghunath Prasad Khadaria	2839	0.01	0.00
Mohit Khadaria	3975	0.02	0.00
Mohini Krishan Khadaria	1419	0.01	0.00
Promoter Group			
Mumbadevi Finance & Inv. Company Pvt. Ltd.	215802	1.09	0.00
Total	1363866	6.90	

The details of the shares held by promoters as at March 31, 2025 are as follows :

Promoter Name	No. of shares	% of total shares	% change during the year
Krishan Khadaria	726070	3.67	0.00
Asha Khadaria	413761	2.09	0.00
Sushila Devi Raghunath Prasad Khadaria	2839	0.01	0.00
Mohit Khadaria	3975	0.02	0.00
Mohini Krishan Khadaria	1419	0.01	0.00
Promoter Group			
Mumbadevi Finance & Inv. Company Pvt. Ltd.	215802	1.09	0.00
Total	1363866	6.90	

- a. **The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2026 and March 31, 2025 is set out below :**

	As at March 31, 2026		As at March 31, 2025	
	Numbers	Amount	Numbers	Amount
Number of share at the beginning of the year	1,97,66,248	1,976.625	1,97,66,248	1,976.625
Add : Shares issued during the year	-	-	-	-
Number of share at the end of the year	1,97,66,248	1,976.625	1,97,66,248	1,976.625

- b. **Shareholding More than 5%**

Details of Shareholders holding more than 5 percent as at March, 31, 2026 and March 31, 2025 are as follows:

	As at March 31, 2026		As at March 31, 2025	
	Numbers	%	Numbers	%
Sanjay Singal	10,00,000	5.06%	10,00,000	5.06%
Sanjay Singal- HUF	10,00,000	5.06%	10,00,000	5.06%
Aarti Singal	10,00,000	5.06%	10,00,000	5.06%

(Amount in rupees lakhs, except share and per share data, unless otherwise stated)

		As at 31.03.2026	As at 31.03.2025
(8) Other equity			
	Refer Statement of Changes in Equity for detailed movement in Equity balance.		
A. Summary of Other Equity balance.			
	Capital Reserve		
	Opening Balance	8.084	8.084
	Add : Addition during the year	-	-
		8.084	8.084
	Less : Utilisation during the year	-	-
	(a)	8.084	8.084
	Securities premium reserve		
	Opening Balance	4,683.302	4,683.302
	Add : Additional Premium on Shares received during the year	-	-
		4,683.302	4,683.302
	Less : Call in Arrears *	1,897.794	1,897.794
	(b)	2,785.508	2,785.508
	Retained Earnings (c)	(1,251.262)	(1,279.086)
	Other Comprehensive Income (d)	(629.014)	(629.054)
	Total (a+b+c+d)	913.316	885.453

* This represents the additional premium receivable of Rs. 18,97,79,400/- on 53,10,000 shares @ 35.74 each based on the pricing formula prescribed under chapter VII of SEBI (Issue of Capital and Disclosure Requirements Regulation,2009) in respect of 92,30,000 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.

(Amount in rupees lakhs, except share and per share data, unless otherwise stated)

	As at 31.03.2026	As at 31.03.2025
(9) Borrowings		
(Unsecured)		
Term Loan from Non-Banking Financial Company	-	-
Less : Loan Instalments payable within 12 Months	-	-
	-	-
(10) Borrowings		
(Unsecured)		
Term Loan from Non-Banking Financial Company	-	-
Loan Instalments payable within 12 months	-	-
	-	-
(11) Trade Payables		
Due to Micro & Small Enterprises*	-	0.250
Due to Others	-	-
	-	0.250

**Based on and to the extent of information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year-end are furnished below:

Particulars	As at 31.03.2026	As at 31.03.2025
Principal amount due to suppliers under MSMED Act, as at the yearend (since paid)	-	0.250
Interest accrued and due to suppliers under MSMED Act, on the above amount as at the year end	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for payments already made	-	-
Interest accrued and remaining unpaid at the year end to suppliers under MSMED Act	-	-

Amount in Lakhs, except shares and per share data, unless otherwise stated

Trade Payable Outstanding Ageing Schedule for the year ended as on **March 31, 2026** and March 31, 2025 is as follows :

Particulars	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Due to Micro Enterprises & Small Enterprises	-	-	-	-	-	-
	0.250	-	-	-	-	0.250
Due to Others	-	-	-	-	-	-
	-	-	-	-	-	-
Due to Others - Undisputed	-	-	-	-	-	-
	-	-	-	-	-	-
Due to Others - Disputed	-	-	-	-	-	-
	-	-	-	-	-	-

(12) Other Current Liabilities

Statutory Dues

Others Payable

As at 31.03.2026	As at 31.03.2025
---------------------	---------------------

0.012 0.043

1.421 0.969

1.433 1.012**(13) Short Term Provisions**

Provision for Income Tax

- 2.500

- 2.500**(14) Other Income**

Interest in Income Tax refund

Interest Received

Share of Profit /(Loss) from Partnership Firm - 3M Enterprises

Capital Gain/(Loss) on sale of Shares

Provision not required W/back

Year ended 31.03.2026	Year ended 31.03.2025
--------------------------	--------------------------

5.841 37.451

22.413 -

20.274 45.016

- (0.504)

- 50.021

48.528 131.984**(15) Employee Benefits Expenses**

Salaries & Bonus

Staff Welfare

14.294 14.282

0.338 0.063

14.632 14.345**(16) Financial Costs**

Interest on Unsecured Loan

- -

- -

Amount in Lakhs, except shares and per share data, unless otherwise stated

	Year ended 31.03.2026	Year ended 31.03.2025
(17) Other Expenses		
Annual Listing & Custodian Charges	5.041	4.935
Auditors Remuneration	0.250	0.250
Miscellaneous Expenses	0.152	0.105
Compliance & Legal Expenses	0.796	0.611
Conveyance & Travelling Expenses	0.811	0.948
Electricity Charges	0.365	0.379
Printing & Stationery	0.009	-
Publication & Advertisement Expenses	0.270	0.264
Penalty Charges	0.024	-
RTA Expenses	1.109	0.549
Telephone Expenses	0.058	0.057
	8.885	8.099

(18) 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).

(19) Related Party Disclosures

- (i) 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) Key Management Personnel

Mr. Krishan Khadaria
 Mr. Himanshu Agarwal
 Mrs. Niraali Thingalaya
 Mr. Manaklal Bhanwarlal Agrawal
 Mr. Mohit Khadaria
 Ms. Pallavi Bohra
 Mr. Nitin Vithal Pawaskar

Director
 Independent Director
 Independent Director
 Director
 Managing Director
 Company Secretary
 CFO

b) Nouveau Global Ventures Limited

Mukta Agriculture Limited
 Laxmiramuna Investments Private Limited
 Kashish Multi Trade Private Limited
 Pearl Arcade Consultant Private Limited
 Pearl Arcade Trading Private Limited
 3M Enterprises

Entities Where control
 significant influence by
 KMP and their relatives of
 KMP

Amount in Lakhs, except shares and per share data, unless otherwise stated

	As at 31.03.2026	As at 31.03.2025
ii. Transaction with related parties during the year		
<u>Entities Where control significant influence by KMP and their relatives of KMP</u>		
Loan Taken	-	128.405
Loan Repayment	13.500	49.000
Investments Purchased	-	271.433
Amount Paid towards Purchase of Investments	-	271.433
Investments Sold	-	68.693
Amount Received towards Sale of Investments	-	68.693
Investment in Partnership Firm	47.000	97.500
Investment withdrawn from Partnership Firm	844.546	309.500
Reimbursement of Expenses	0.716	0.642

iii. Balance outstanding at the yearend is as under :Entities Where control significant influence by KMP and their relatives of KMP

Loans	686.088	672.975
Investment in Partnership Firm	545.274	1322.546

(20) Earnings Per Share (EPS)

(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	27.824	102.912
(ii) Weighted Average Number of Equity Shares outstanding during the year	19766248	19766248
(iii) Basic & Diluted Earnings Per Share (in Rs.)	0.141	0.521
(iv) Face value per share	10.00	10.00

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

(21) Contingent Liabilities (To the Extent not Provided For)

	(Amount in Lacs)	
	Asst. Year	For the year ended on 31.03.2026 31.03.2025
- In respect of pending appeal before Hon. ITAT , Mumbai	2013-14	- 23.88

Amount in Lakhs, except shares and per share data, unless otherwise stated

(22) Financial Ratio

Ratio	Numerator	Denominator	F.Y. 2025-2026	F.Y. 2024-2025	Variance
Current Ratio	Current Assets	Current Liabilities	1164.68	221.85	-425%
Debt-equity ratio	Short term Debt+Long-term Debt+Other Fixed Payment	Share Holder Equity	0.00	0.00	NA
Debt Service Coverage Ratio	Annual Net Operating Income	Annual Debt Payment	NA	NA	NA
Return on Equity Ratio	Net Profit After Tax	Average Equity Shareholder's funds	0.0097	0.0366	74%
Inventory Turnover Ratio	Not Applicable as there is no Inventory in Company		NA	NA	NA
Trade Receivables Turnover Ratio	Not Applicable as there is no trade receivable in Company		NA	NA	NA
Trade payables turnover ratio	Not Applicable as there is no purchase in Company		NA	NA	NA
Net capital turnover ratio	Not Applicable as there is no sale		NA	NA	NA
Net Profit Ratio	Net Profit After Tax	Total Income	0.57	0.78	26%
Return on capital employed	Profit before interest and taxes	Capital Employed (Average Equity Funds + Average total debt for the period)	0.01	0.04	77%
Return on investment	Income earned on investments	Average investments for the period	0.01	0.02	44%

Reason for change more than 25%

1. Current ratio increased due to decrease in Current Liability and increase in Current assets during the year as compared to previous year.
2. Return on equity ratio decreased due to decrease in other income as compared to previous year.
3. Net Profit ratio decreased due to decrease in other income as compared to previous year.
4. Return on capital employed decreased due to decrease in PBIT during the year as compared to previous year.
5. Return on investment decrease due to decrease from income earned on investments.

(23) Following are the additional disclosures required as per Schedule III to the Companies Act, 2013 vide Notification dated March 24, 2021;

- a. Details of Benami Property held:
The Company does not have any benami property held in its name. No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- b. Wilful Defaulter:

The Company has not been declared as wilful defaulter by any Bank or Financial Institution or other Lender or government or any government authority.

c. Relationship with Struck off Companies :

During the year, the Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

d. Compliance with number of layers of companies:

The Company does not have any subsidiary/ies and, therefore, compliance with number of layers of companies as specified in section 2(87) of the Companies Act, 2013 is not applicable to it.

e. Utilisation of Borrowed funds and share premium:

During the financial year ended 31st March 2026, other than the transactions undertaken in the normal course of business and in accordance with extant regulatory guidelines as applicable.

(i) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

f. Undisclosed Income:

The Company does not have any transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Also, there are nil previously unrecorded income and related assets.

g. Details of Crypto Currency or Virtual Currency:

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

h. Capital work in progress (CWIP) and Intangible asset:

The Company does not have any CWIP and Intangible asset under development.

i. The Company does not hold Property, Plant and Equipment during the year as well as in previous year and hence revaluation of it is not applicable. The Company has not revalued its intangible assets during the current or previous year.

(24) 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.

As per our report of even date

For Ashok Shetty & Co.

Chartered Accountants

Firm Regn. No: 117134W

Ashok Shetty

Partner

M.No. 102524

Mohit Khadaria
Managing Director

DIN : 05142395

Krishan Khadaria
Director

DIN: 00219096

Place : Mumbai

Date : 14/05/2026

UDIN : 26102524HSFSL1936

Nitin Pawaskar
CFO

Pallavi Bohra
Company Secretary

Statement of changes in equity for the Period ended 31st March, 2026

Amount in Lakhs, except shares and per share data, unless otherwise stated

A. EQUITY SHARE CAPITAL

	As at 31.03.2026	As at 31.03.2025
Issued, Subscribed & Paid up Capital :		
1,97,66,248 (1,97,66,248) Equity Shares of Rs. 10/- each fully paid-up	1,976.625	1,976.625
Changes in Equity Share capital during the year	-	-
Balance at the end of the reporting year	1,976.625	1,976.625

Amount in Lakhs, except shares and per share data, unless otherwise stated

B. OTHER EQUITY

	Reserves and Surplus			Items of Other Comprehensive Income (OCI)		
	Capital Reserve	Securities Premium	Retained Earnings	Total	Equity instruments through OCI	Total
Balance As at 1st April, 2023	8.084	2785.508	(1233.019)	1560.574	(643.527)	917.047
Profit /(Loss) for the year	0.000	0.000	(148.979)	(148.979)	0.000	(148.979)
Other adjustments	0.000	0.000	0.000	0.000	0.000	0.000
Other comprehensive income for the period	0.000	0.000	0.000	0.000	12.301	12.301
Total comprehensive income for the year	0.000	0.000	(148.979)	(148.979)	12.301	(136.679)
Balance As at 31st March, 2024	8.084	2785.508	(1381.998)	1411.594	(631.226)	780.368
Balance As at 1st April, 2024	8.084	2785.508	(1381.998)	1411.594	(631.226)	780.368
Profit /(Loss) for the year	0.000	0.000	102.912	102.912	0.000	102.912
Other adjustments	0.000	0.000	0.000	0.000	0.000	0.000
Other comprehensive income for the period	0.000	0.000	0.000	0.000	2.172	2.172
Total comprehensive income for the year	0.000	0.000	102.912	102.912	2.172	105.084
Balance As at 31st March, 2025	8.084	2785.508	(1279.086)	1514.507	(629.054)	885.453
Balance As at 1st April, 2025	8.084	2785.508	(1279.086)	1514.507	(629.054)	885.453
Profit /(Loss) for the year	0.000	0.000	27.824	27.824	0.000	27.824
Other adjustments	0.000	0.000	0.000	0.000	0.000	0.000
Other comprehensive income for the period	0.000	0.000	0.000	0.000	0.040	0.040
Total comprehensive income for the year	0.000	0.000	27.824	27.824	0.040	27.864
Balance As at 31st March, 2026	8.084	2785.508	(1251.262)	1542.331	(629.014)	913.316

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2026

Note - Fair value measurements

a. Financial instruments by category

Particulars	Amount in Lacs			
	As at March 31, 2026		As at March 31, 2025	
	FVOCI	Amortised cost	FVOCI	Amortised cost
Financial Assets				
Investments				
- Equity / Pref instruments	676.070	-	676.030	-
- Partnership firms & LLP	-	545.274	-	1,322.546
- Mutual funds	-	-	-	-
Trade receivables	-	-	-	-
Cash and cash equivalents	-	2.590	-	111.256
Other bank balances	-	-	-	-
Loans	-	1,616.400	-	673.355
Other financial assets	-	51.041	-	82.652
Total financial Asset	676.070	2,215.305	676.030	2,189.810
Financial Liabilities				
Borrowings	-	-	-	-
Trade payables	-	-	-	0.250
Other financial liabilities	-	1.433	-	1.012
Total Financial Liabilities	-	1.433	-	1.262

b. Fair value hierarchy

Amount in Lacs					
Financial assets and liabilities measured at fair value - March 31 2026	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments					
- Equity / Pref instruments	2	152.045	-	524.025	676.070
- Mutual funds		-	-	-	-
Total Financial Asset		152.045	-	524.025	676.070

Financial assets and liabilities measured at amortised cost - March 31 2026	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments					
- Partnership Firm	2	-	-	545.274	545.274
Trade receivables		-	-	-	-
Cash and cash equivalents	4	-	-	2.590	2.590
Other bank balances		-	-	-	-
Loans	5	-	-	1,616.400	1,616.400
Other financial assets	3 & 6	-	-	51.041	51.041
Total Financial Asset		-	-	2,215.305	2,215.305

Financial Liabilities					
Borrowings	9 & 10	-	-	-	-
Trade payables	11	-	-	-	-
Other financial liabilities	12	-	-	1.433	1.433
Total Financial Liabilities		-	-	1.433	1.433

Financial assets and liabilities measured at fair value - March 31 2025	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments					-
- Equity / Pref instruments	2	-	-	676.030	676.030
- Partnership firms & LLP		-	-	-	-
- Mutual funds		-	-	-	-
Total financial asset		-	-	676.030	676.030

Financial assets and liabilities measured at amortised cost - March 31 2025	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments					
- Equity / Pref instruments			-	-	-
- Partnership firms & LLC	2	-	-	1,322.546	1,322.546
- Mutual funds		-	-	-	-
Trade receivables		-	-	-	-
Cash and cash equivalents	4	-	-	111.256	111.256
Other bank balances		-	-	-	-
Loans	5	-	-	673.355	673.355
Other financial assets	3 & 6	-	-	82.652	82.652
Total Financial Asset				2,189.810	2,189.810
Financial Liabilities					
Borrowings	9 & 10	-	-	-	-
Trade payables	11	-	-	0.250	0.250
Other financial liabilities	12	-	-	1.012	1.012
Total Financial Liabilities				1.262	1.262