

Date: 30th August, 2019

To,
The Manager
Department of Corporate Services,
BSE Limited,
Phirozee Jeejeeboy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Sub: Intimation & Notice of 8th Annual General Meeting

Ref: Scrip ID: MYSTICELE

Scrip Code: 535205

Dear Sir/Ma'am,

This is to inform you that **the 8th Annual General Meeting (AGM)** of the Members of **Mystic Electronics Limited** is scheduled to be held on **Monday, 30th September, 2019 at 10:00 a.m.** at **Aabhar Studio, 606 Aston Building, Sundarwan, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai -400053.**

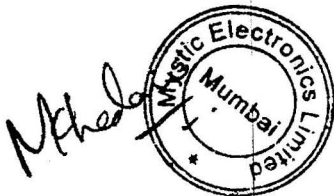
In compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 8th AGM of the members of the Company.

The said Notice is also uploaded on the Company's website at www.mystic-electronics.com which is forming an integral part of the Annual Report of the Company.

Kindly, take the same on your records.

Yours faithfully,

For Mystic Electronics Limited



Mohit Khadaria
Managing Director
DIN: 05142395

NOTICE

Notice is hereby given that the **Eighth Annual General Meeting** of the Members of Mystic Electronics Limited will be held on **Monday, 30th September, 2019, at 10:00 a.m.** at Aabhar Studio- 606, Aston Building, Sundervan Complex, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai- 400053 to transact the following business: -

ORDINARY BUSINESS:**1. Adoption of Audited Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of Mrs. Asha Khadaria as a Director liable to retire by rotation:

To appoint Mrs. Asha Khadaria (holding DIN: 00219112) as Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:**3. Re-appointment of Mr. Manoj Ganeshdas Bhatia (DIN: 01953191) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), **Mr. Manoj Ganeshdas Bhatia** (DIN: 01953191), who was appointed as an Independent Director of the Company for a term of five consecutive years w.e.f. 30th September, 2014 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. Bhatia as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

4. To appoint Mr. Narendra Ramkishor Gupta (DIN: 00418421) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Narendra Ramkishor Gupta** (DIN: 00418421), who qualifies for being appointed as an Independent Director and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the 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 and to hold office for a term of 5 (five) years with effect from 30th September, 2019 up to 29th September, 2024.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution and to file e-forms to the Registrar of Companies, Mumbai.”

5. To ratify and approve existing material Related Party Transactions.

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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification (s) or amendment (s) or re-enactment (s) thereof, for time being in force), approval of the members of the company be and is hereby accorded to the material related party transactions entered into between the Company and Nouveau Global Ventures Limited & between the Company and Mukta Agriculture Limited w.r.t. Loan given and taken respectively, related parties, for the Financial Year 2018-19.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (the ‘Rules’) and along with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, including any statutory modification (s) or amendment (s) or re-enactment (s) thereof, for time being in force), approval of the members of the company be and is hereby accorded to the proposed all material & other related party transactions to be entered into between the Company and Nouveau Global Ventures Limited & the Company & Mukta Agriculture Limited, for a maximum limit upto Rs. 50 Crores (Rupees Fifty Crores Only) per annum per Company from the Financial Year 2019-20 onwards for each of the Financial Year.

RESOLVED FURTHER THAT all actions and decisions taken by the Board of Directors (including its Committee thereof), in this connection be are hereby approved, ratified and confirmed in all respects and the Board of Directors of the Company (including its Committee thereof) is further authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents, agreements and writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

6. To approve transactions with related parties under section 188 of the Companies Act, 2013 read with rules made thereunder 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 Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (the ‘Rules’), Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent modifications, amendments or clarifications thereon, and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to authorize the management of the Company to enter into Related Party Transactions, Contracts or Arrangements including Material Related Party Transactions, Contracts or Arrangements as may be appropriate with related parties as defined under the Act which are mentioned below from the Financial Year 2019-20 onwards for each Financial Year up to the maximum amount per annum as per details provided hereunder :

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM w.e.f. 01.04.2019)

Name of the Related Parties	Name of interested Director(s)/ KMP(s)	Nature of relationship	Nature of Transaction	Estimated transaction value for the financial year 2019-20 (Rs. Crores)	Any other information relevant or important for the members to take a decision on the proposed resolution
Navyug Telefilms Private Limited	Mr. Krishan Khadaria, Director	Director Mr. Krishan Khadaria is also Director in the related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	25	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 6 of Explanatory Statement annexed to this Notice	25	None
Attribute Shares and Securities Pvt. Ltd	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 6 of Explanatory Statement annexed to this Notice	25	None
Mumbadevi Finance and Investment Company Pvt. Ltd.	Mr. Krishan Khadaria, Director	Director Mr. Krishan Khadaria is a member in the related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	25	None
Forever Flourishing Finance & Investment Pvt. Ltd	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 6 of Explanatory Statement annexed to this Notice	25	None
Laxmiramuna Investment Pvt Ltd	Mr. Krishan Khadaria and Mrs. Asha Khadaria, Directors	Directors Mr. Krishan Khadaria & Mrs. Asha Khadaria are also Directors in the related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	25	None
Mystic Investments	Mr. Mohit Khadaria Managing Director	Managing Director Mr. Mohit Khadaria is a partner in the related firm.	Forms part of item 6 of Explanatory Statement annexed to this Notice	25	None
Global Enterprises	Mr. Krishan Khadaria, Directors	Director Mr. Krishan Khadaria is a partner in the related Firm.	Forms part of item 6 of Explanatory Statement annexed to this Notice	25	None
MT Organics LLP	Mr. Krishan Khadaria, and Mr. Mohit Khadaria, Directors	Managing Director Mr. Mohit Khadaria is a Designated Partner and Director Mr. Krishan Khadaria is Authorized signatory of Partner Company, Mukta Agriculture Ltd. In Related LLP.	Forms part of item 6 of Explanatory Statement annexed to this Notice	25	None

Name of the Related Parties	Name of interested Director(s)/ KMP(s)	Nature of relationship	Nature of Transaction	Estimated transaction value for the financial year 2019-20 (Rs. Crores)	Any other information relevant or important for the members to take a decision on the proposed resolution
3M Enterprises	Mr. Mohit Khadaria, Managing Director	Managing Director Mr. Mohit Khadaria, is a Partner & Mr. Krishan Khadaria is authorized Signatory of Partner Company, Mukta Agriculture Limited in Related Firm.	Forms part of item 6 of Explanatory Statement annexed to this Notice	25	None
Laxmi Investments	Mr. Krishan Khadaria, Director	Director Mr. Krishan Khadaria is partner in Related Firm	Forms part of item 6 of Explanatory Statement annexed to this Notice	25	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 and decisions taken by the Board of Directors (including its Committee thereof), in this connection be are hereby approved, ratified and confirmed in all respects and the Board of Directors of the Company (including its Committee thereof) is further authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents, agreements and writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

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

**Mohit Khadaria
Managing Director
DIN: 05142395**

**Registered Office:
401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane,
Off J. P. Road, Andheri (West),
Mumbai – 400 058
Place: Mumbai
Dated: 30th August, 2019**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM' or 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL / BALLOT INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**

The instrument appointing the proxy duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting, either in person or through post. A proxy form is sent herewith.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 (the 'Act') read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Member holding more than ten percent of the total share capital of the Company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by authorized representative of body corporate or attorney, certified copy of board resolution / power of attorney / other authority must be attached with the proxy form.

2. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both days inclusive) in connection with the AGM and for determining the names of members eligible for equity dividend, if declared at the AGM.
4. Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in the same order are requested to send all their relevant share certificates to the RTA for consolidation to one account to facilitate better service.
5. Members who hold shares in dematerialized form are requested to bring details of their demat account (DP ID and client ID) for speedy and easier identification of attendance at the meeting.
6. Corporate Members intending to send their authorised representative to attend the AGM pursuant to Section 113 of the Act are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the meeting.
7. Members may note that the details of the Director seeking re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 Director for seeking his / her re-appointment.
8. Relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by the members at the Registered Office of the Company on all working days during business hours and will also be made available at the meeting.
9. 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 at M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri (East), Mumbai 400059 Tel: 022 62638200 Fax: 022-62638299 Email id.: info@bigshareonline.com
10. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013 read with the Rules made thereunder are requested to send the prescribed Form SH-13 to the Registered Office of the Company. Any change or cancellation of the nomination

already given is to be given in Form SH-14. Form SH-13 and Form SH-14 are available on the Company's website www.mystic-electronics.com for download.

11. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchange. Considering the advantages of scrip less / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scrip less trading.
12. In terms of Regulation 40 of Listing Regulations, the securities of the listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the same, members are advised to dematerialize shares held by them in physical form.
13. Member / proxy holder shall hand over the attendance slip, duly signed and filled in all respect at the entrance of AGM venue for attending the meeting. Route map of venue of AGM is given in this notice.
14. 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 its Registered Office address to enable the Company to collect the relevant information and answer them in the meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company or the RTA.
16. **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.

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.

The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and Annual Report 2018-19 will also be available on the Company's website www.mystic-electronics.com.

17. **PROCEDURE OF VOTING AT AGM:**

Members who do not vote by e-voting are entitled to vote at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

Voting to the resolutions as contained in the Notice shall be conducted through ballot / poll. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by

remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of Scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio no. / DP ID & Client ID and number of shares held etc.

18. E-VOTING FACILITY:

Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 8th AGM and accordingly, business / resolutions as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with National Securities Depositories Limited (NSDL) to facilitate e-voting. The Company has appointed Mr. Arvind Dhanraj Baid (Mem. No. 155532) proprietor of M/s. Arvind Baid & Associates, Practicing Chartered Accountant, to act as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

Further, the remote E-voting period commences on 27th September, 2019 at 09:00 AM and will end on 29th September, 2019 at 05:00 PM. During this period, shareholders of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the AGM, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The Members whose names appear in the Register of Members as on 23rd September, 2019 ('cut-off date') are entitled to vote on the resolutions set forth in this Notice. Person who is not member as on the said date should treat this Notice for information purpose only.

For any queries / grievances or guidance for e-voting, may write to electronics.mystic@gmail.com and member may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990 or send a request at evoting@nsdl.co.in.

The Members must refer to the detailed procedure on electronic voting provided below.

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

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

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

➤ Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

- | | |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

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

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

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

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

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

**Mohit Khadaria
Managing Director
DIN: 05142395**

**Registered Office:
401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane,
Off J. P. Road, Andheri (West),
Mumbai – 400 058
Place: Mumbai
Dated: 30th August, 2019**

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out the material facts relating to the business mentioned at item No. 3 to 6 of the accompanying notice dated 30th August, 2019.

ITEM NO. 3

Mr. Manoj Ganeshdas Bhatia (DIN: 01953191) is an Independent Director of the Company. The Members at the 3rd AGM of the Company held on 30th September, 2014 had approved the appointment of Mr. Bhatia as an Independent Director of the Company to hold office for a term of 5 (Five) years up to 31st March, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee & Board, and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Bhatia, being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Manoj Ganeshdas Bhatia for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from 1st April, 2019 up to 31st March, 2024.

Mr. Bhatia is a Chairman of the Audit Committee and Stakeholders Relationship Committee of the Company and member of Nomination Remuneration Committee. Mr. Bhatia has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Bhatia as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Bhatia as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office of the Company on all working days during business hours up to the date of 8th AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bhatia as an Independent Director and on the recommendation of the Nomination and Remuneration Committee and Board and based on the performance evaluation, recommends the Special Resolution as set out at Item No. 3 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mr. Bhatia, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the Notice of the 8th AGM.

The Board recommends the passing of Special Resolution as set out at Item No. 3 of the accompanying Notice for member's approval.

ITEM NO.4

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 30th August, 2019 has proposed that Mr. Narendra Ramkishor Gupta (DIN: 00418421), who has submitted a declaration that he meets the criteria for independence, as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), be appointed as an Independent Director on the Board of the Company for a period of five consecutive years commencing from the conclusion of ensuing AGM i.e. 30th September, 2019 up to 29th September, 2024.

As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Gupta for the office of Director of the Company. Mr. Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India the requisite details of Mr. Gupta is provided as part of the Notice of 8th AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors recommend the Ordinary Resolution as detailed in Item No. 4 of the Notice for the approval of the members.

Save and except Mr. Gupta, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

ITEM NO.5

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a 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 ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Since the aggregate value of transaction with Nouveau Global Ventures Limited and Mukta Agriculture Limited, which is in the ordinary course of business and on an Arm’s Length Basis, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transaction would be considered to be Material Related Party Transaction for the purpose of provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and will thus require approval of the members of the Company through an Ordinary Resolution. The Audit Committee and Board of Directors have reviewed major terms & conditions of this transaction and recommend to the members for their approval by way of an Ordinary Resolution.

Further based on the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with 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 2019 -20 and onwards.

A	Name of the Related Party	M/s. Nouveau Global Ventures Limited M/s. Mukta Agriculture Limited
B	Name of the Director or Key Managerial Personnel who is related	Mr. Krishan Khadaria, Mr. Mohit Khadaria & Mrs. Asha Khadaria
C	Nature of Relationship	<ol style="list-style-type: none"> 1. Mr. Krishan Khadaria, Director is a Promoter Director of both Nouveau Global Ventures Limited & Mukta Agriculture Limited & also holds more than 2% of shares along with his relative in both the Companies. 2. Mr. Mohit Khadaria, Managing Director is a Promoter of Nouveau Global Ventures Limited & he is also a Managing Director in Mukta Agriculture Limited & also holds more than 2% of shares along with his relative in both the Companies. 3. Mrs. Asha Khadaria, Director is a Promoter Director of both Nouveau Global Ventures Limited & Mukta Agriculture Limited & also holds more than 2% of shares along with her relative in both the Companies.
D	Nature, material terms and particulars of contract or arrangement	<ol style="list-style-type: none"> 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.

		<p>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.</p> <p>4. The Company may also enter into transaction for purchase / sale/lease of immovable properties including FSI and TDRs with the said entities.</p> <p>5. The Company may enter in transaction of sale, purchase or supply of any goods or materials.</p>
E	Monetary Value	As mentioned in the resolution

The approval of the members is being sought by an ordinary resolution in the event of any related party transaction exceeding the threshold limits set out in proviso to Section 188 (1) or the limits specified in Rule 15 (3) of the Companies (Meetings of the Board and Its Powers) Rules, 2014 or Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

ITEM NO.6

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 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, states that a transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

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 2019-2020 and onwards.

The particulars of the transactions are as under:

A	Name of the Related Parties	As mentioned in the table in the resolution
B	Name of the Director or Key Managerial Personnel who are related	Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria
C	Nature of relationship	As mentioned in the table 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.

		<p>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.</p> <p>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.</p> <p>4. The Company may also enter into transaction for purchase / sale/lease of immovable properties including FSI and TDRs with the said entities.</p> <p>5. The Company may enter in transaction of sale, purchase or supply of any goods or materials.</p>
E	Monetary value	As mentioned in the resolution.

The approval of the shareholders is being sought by an ordinary resolution in the event of any related party transaction exceeding the threshold limits set out in Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and by prior approval of members, if the limits specified in Rule 15 (3) of the Companies (Meetings of the Board and Its Powers) Rules, 2014 read with Section 188 of Companies Act, 2013, exceeds.

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, all entities falling within the definition of related parties shall abstain from voting on this resolution and accordingly, the promoters and the promoter group entities shall not vote on this resolution.

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

The Board recommends the said ordinary resolution as set out in Item No.6 of 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 and on behalf of the Board
For Mystic Electronics Limited**

**Mohit Khadaria
Managing Director
DIN: 05142395**

**Registered Office:
401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane,
Off J. P. Road, Andheri (West),
Mumbai – 400 058
Place: Mumbai
Dated: 30th August, 2019**

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

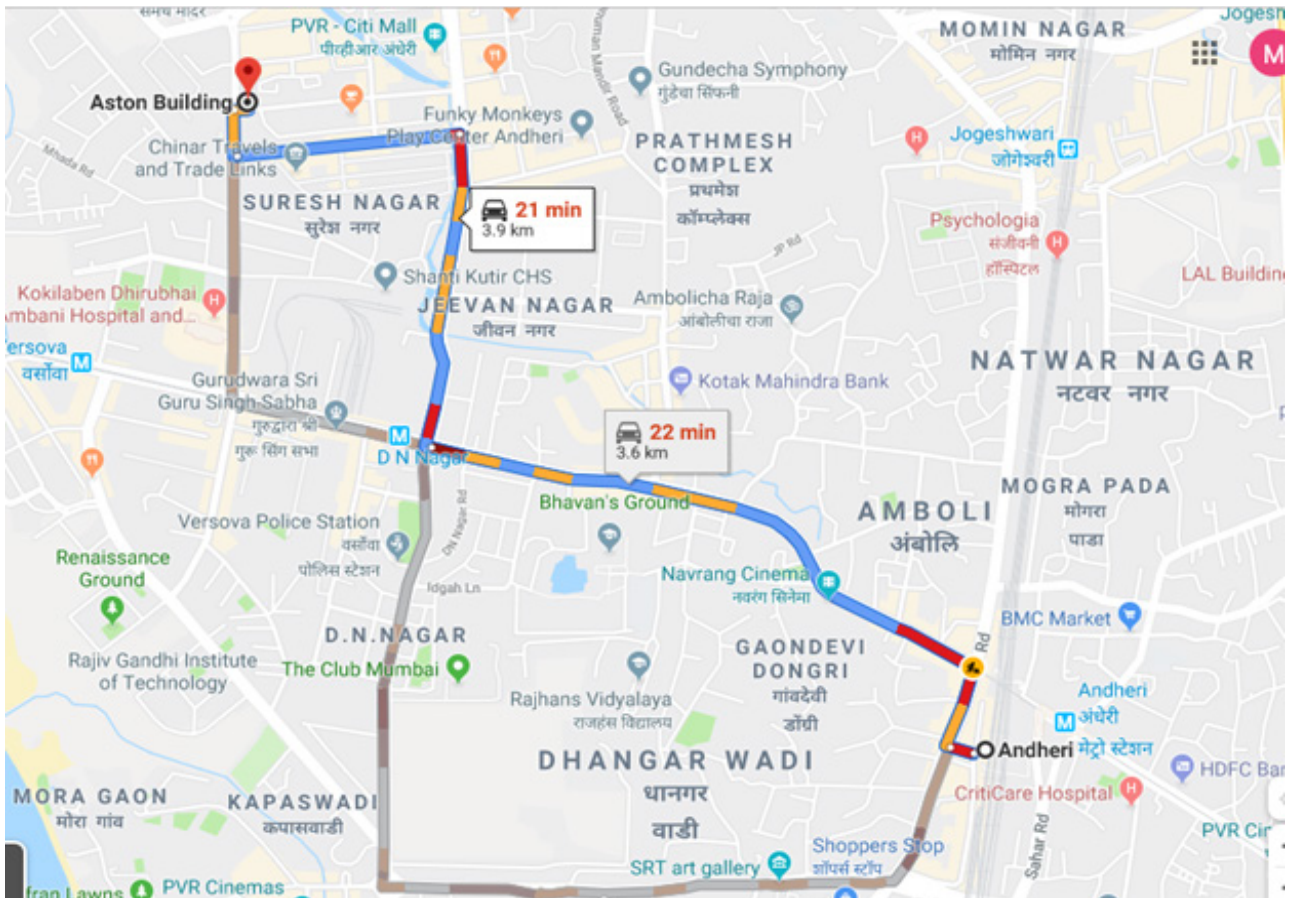
Name of Director	Asha Khadaria	Manoj Bhatia	Narendra Ramkishor Gupta
DIN	00219112	01953191	00418421
Date of Birth & Age	11/07/1964 & 55 Year	15/11/1968 & 51 Years	19/12/1958 & 61 Years
Nationality	Indian	Indian	Indian
Date of first appointment	14/12/2017	30/08/2011	Ensuing AGM i.e. 30/09/2019
Educational Qualification	Bachelors in Art	B.Com & Inter CA	B.Com
Brief profile and nature of their expertise in specific functional areas	Mrs. Khadaria, Director promoter of the Company, having rich and diverse experience of over 25 Years in the field of investment activities. She is strength in her self.	Mr. Bhatia is having more than 30 years of experience in the field of finance, audit and Taxation. Since inception he is associated with the Company. Being a financial expert, he plays crucial role in the financial decisions of the company. Mr. Bhatia is serving as a Chairman of Audit Committee & Stakeholders relationship Committee and membership of Nomination Remuneration Committee of the Company	Mr. Gupta is a Bachelor of Commerce. He has experience of around more than 2 decades in the field of finance and also in the field of Film Trade Magazines and editing.
Terms & Conditions of Re-appointment	Re-appointment on retiring by rotation	As per the draft letter of Appointment	As per the draft letter of Appointment
Details of Remuneration last drawn and sought to be paid	NIL	NIL	NIL
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committees and Stakeholders Relationship Committee)	Nouveau Global Ventures Limited - Stakeholder Relationship Committee (Member)	Mukta Agriculture Limited - Audit Committee (Chairman) -Stakeholders Relationship Committee (Chairman) Nouveau Global Ventures Limited - Audit Committee (Chairman) -Stakeholders Relationship Committee (Member)	Mukta Agriculture Limited - Audit Committee (Member) -Stakeholders Relationship Committee (Member) Nouveau Global Ventures Limited - Audit Committee (Member) -Stakeholders Relationship Committee (Chairman)

Name of Director	Asha Khadaria	Manoj Bhatia	Narendra Ramkishor Gupta
List of directorship held in other Companies as on closure of financial year 2018-19	1. Mukta Agriculture Limited 2. Nouveau Global Ventures Limited 3. Laxmiramuna Investments Private Limited 4. Pearl Arcade Amusement Private Limited	1. Mukta Agriculture Limited 2. Nouveau Global Ventures Limited 3. Built-Up Steel Private Limited 4. Nouveau Shares & Securities Limited 5. Ashadeep Multitrade Private Limited	1. Mukta Agriculture Limited 2. Nouveau Global Ventures Limited 3. Metro Publishers Private Limited
Shareholding in the Company	4,13,761 Equity Shares	NIL	NIL
Relationship with other Director	Not related to any Director of the Company except Mr. Mohit Khadaria & Mr. Krishan Khadaria	Not related to any Director of the Company	Not related to any Director of the Company
No. of Board Meetings attended during the F.Y. 2018-19	7 of 7	7 of 7	NA



ROUTE MAP OF THE VENUE

**OF THE 8TH ANNUAL GENERAL MEETING OF THE COMPANY,
TO BE HELD ON 30th September, 2019 at Aabhar Studio- 606, Aston Building, Sundervan Complex, Above Mercedes
Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai- 400053**



Prominent Landmark: Lokhandwala Circle, Above Mercedes Showroom, Andheri (West), Mumbai- 400053.

**MYSTIC ELECTRONICS LIMITED**

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (W), Mumbai – 400058

Tel.: 022-26778155 Fax: 26781187 CIN: L72300MH2011PLC221448

Email: electronics.mystic@gmail.com Website: www.mystic-electronics.com

ATTENDANCE SLIP

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

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

NAME OF THE SHAREHOLDER / PROXY HOLDER: _____

I hereby record my presence at the **8th Annual General Meeting** of the Company held on **Monday, 30th September, 2019 at 10:00 a.m.** at *Aabhar Studio- 606, Aston Building, Sundervan Complex, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai-400053.*

Signature of Shareholder/Proxy holder

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



MYSTIC ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (W), Mumbai – 400058
 Tel.: 022-26778155 Fax: 26781187 CIN: L72300MH2011PLC221448
 Email: electronics.mystic@gmail.com Website: www.mystic-electronics.com
Form No. MGT-11

PROXY FORM

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **8th Annual General Meeting** of the Company, to be held on **Monday, 30th September, 2019, at 10:00 a.m.** at *Aabhar Studio- 606, Aston Building, Sundervan Complex, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai- 400053* and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:	For	Against
1. Adoption of the audited financial statements for the financial year ended 31st March, 2019;		
2. Appointment of Mrs. Asha Khadaria as a director liable to retire by rotation.		
Special Business:		
3. Re-appointment of Mr. Manoj Ganeshdas Bhatia (DIN: 01953191) as an Independent Director of the Company		
4. To appoint Narendra Ramkishor Gupta (DIN: 00418421) as an Independent Director of the Company.		
5. To ratify and approve existing material Related Party Transactions.		
6. 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.		

Signed this day of 2019.

Signature of shareholder

Signature of Proxy holder(s)

Notes:

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



MYSTIC ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (W), Mumbai – 400058

Tel.: 022-26778155 Fax: 26781187 CIN: L72300MH2011PLC221448

Email: electronics.mystic@gmail.com Website: www.mystic-electronics.com**BALLOT FORM**

Serial No. _____

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

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice for convening the **8th Annual General Meeting** of the Company to be held on Monday, **30th September, 2019, at 10:00 a.m.**, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick(✓) mark at the appropriate box below:

Item No.	Description	Type of Resolution	No. of shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Adoption of the audited financial statements for the financial year ended 31st March, 2019;	Ordinary Resolution			
2	Appointment of Mrs. Asha Khadaria as a director liable to retire by rotation.	Ordinary Resolution			
3	Re-appointment of Mr. Manoj Ganeshdas Bhatia as an Independent Director of the Company.	Special Resolution			
4.	To appoint Narendra Ramkishor Gupta as an Independent Director of the Company	Ordinary Resolution			
5.	To ratify and approve existing material Related Party Transactions	Ordinary Resolution			
6.	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.	Ordinary Resolution			

Place : _____

Date : _____

Signature of the shareholder

Affix Re. 1/- Revenue Stamp

NOTE: Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer before the conclusion of AGM (i.e.) on **30th September, 2019** shall only be considered.

E-VOTING

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

EVEN (E Voting Event No.)	User ID	PASSWORD

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

INSTRUCTIONS

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

Address of Scrutinizer: Mr. Arvind Baid -Scrutinizer, 802, Corporate Annexe, Sonawala Road, Near Udyog Bhawan, Goregaon (East),Mumbai - 400063.