



MIC Electronics Limited

36th Annual Report 2023-24

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CORPORATE INFORMATION

Board of Directors

Mr. Kaushik Yalamanchili (DIN: 07334243)	-	Managing Director
Mr. Siva Lakshmanarao Kakarala (DIN: 03641564)	-	Non-Executive Non Independent Director
Mr. Sivanand Swamy Mitikiri (DIN: 10166966)	-	Whole-time Director
Mr. Srinivas Rao Kolli (DIN: 07980993)	-	Independent Director
Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195)	-	Independent Director
Mrs. Sabitha Ghanta (DIN: 07996656)	-	Independent Director ¹
Mr. Subhash Lingareddi Somod (DIN: 09501274)	-	Independent Director ²
Mrs. Venkata Naga Lavanya Kandala (DIN: 07891405)	-	Independent Director ³

¹Appointed w.e.f. November 11, 2023.

²Appointed w.e.f. January 05, 2024.

³Resigned w.e.f. November 11, 2023.

Chief Executive Officer

- Mr. Kalidindi Satyanarayana Raju¹

Chief Financial Officer

- Mr. Sadasivan Muralikrishnan Madurai

Company Secretary & Compliance Officer

- Mrs. Lakshmi Sowjanya Alla

Chief Operating Officer

- Mr. Venumuddala Vivek Reddy²

¹Resigned w.e.f. July 10, 2024.

²Appointed w.e.f. July 23, 2024.

Statutory Auditors

M/s. Bhavani & Co,
Chartered Accountants,
Plot No. 48, Flat No. 301, Micasa,
Phase-I, Kavuri Hills,
Hyderabad - 500 033.

Secretarial Auditors

M/s. RPR & Associates,
Company Secretaries,
Flat No. 401, 4th Floor, Sri Sai Saraswathi Nilayam,
H.No. 5-5-33/26/A/1, Plot 77, Maitri Nagar,
Kukatpally, Hyderabad, Telangana – 500072.

Registrar & Share Transfer Agents

M/s. Venture Capital and Corporate Investments Pvt. Ltd.,
AURUM, Door No.4-50/P-II/57/4F & 5F, Plot No.57,
4th & 5th Floors, Jayabheri Enclave Phase – II,
Gachibowli, Hyderabad – 500 032.
Ph: 040-23818475/476, Fax: 040-23868024
Email: info@vccipl.com

Internal Auditors

M/s. RKSB & Associates,
Chartered Accountants,
H.No. 5-5-139, Siddulwada,
Opp: Municipal Office,
Siricilla – 505301,
Telangana.

Registered Office

Plot No. 192/B, Phase-II, IDA,
Cherlapally, Hyderabad, Rangareddi,
Telangana - 500051.
Tel: (040) 27122222, (040) 27133333
E-mail: cs@mic.co.in, WEBSITE : www.mic.co.in
CIN : L31909TG1988PLC008652

Listing of Securities

1. M/s. BSE Limited (BSE)
2. M/s. National Stock Exchange of India Ltd (NSE)

Bankers / Lenders

Bank of Maharashtra, Cherlapally Branch
Canara Bank, MID Corporate Branch, RP Road, Sec'bad.

INVESTORS EMAIL ID : cs@mic.co.in

Board Committees:

Audit Committee	Mr. Srinivas Rao Kolli	Chairperson
	Mr. Kaushik Yalamanchili	Member
	Mrs. Karuna Gayathri Upadhyayula	Member
Stakeholders Relationship Committee	Mr. Srinivas Rao Kolli	Chairperson
	Mr. Kaushik Yalamanchili	Member
	Mrs. Sabitha Ghanta	Member
Nomination and Remuneration Committee	Mrs. Karuna Gayathri Upadhyayula	Chairperson
	Mrs. Sabitha Ghanta	Member
	Mr. Srinivas Rao Kolli	Member
Management Committee	Mr. Kaushik Yalamanchili	Chairperson
	Mr. Sivanand Swamy Mitikiri	Member
	Mr. Srinivas Rao Kolli	Member
Corporate Social Responsibility Committee	Mr. Kaushik Yalamanchili	Chairperson
	Mr. Sivanand Swamy Mitikiri	Member
	Mr. Subhash Lingareddy Somod	Member

Notice is hereby given that the Thirty Sixth (36th) Annual General Meeting of the Members of M/s. MIC Electronics Limited will be held at the registered office of the Company situated at Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051 on Tuesday, the 27th day of August 2024 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024, including Audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the year ended on March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sivanand Swamy Mitikiri (DIN: 10166966), who retires by rotation and being eligible offers himself for reappointment to the office of Director.

SPECIAL BUSINESS:

3. To Approve the Related Party Transaction(s) with M/s. SOA Electronics Trading LLC, Dubai, UAE.

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s) / arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with **M/s. SOA Electronics Trading LLC ('SOA')**, a Subsidiary company of M/s. MIC Electronics Limited and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and SOA, for an aggregate value of up to ₹ 25,00,00,000/- (Rupees Twenty-Five Crores), proposed to be entered during FY 2024-25.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, 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 the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

4. To Approve the Related Party Transaction(s) with M/s. RRK Enterprise Private Limited.

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with **M/s. RRK Enterprise Private Limited ('RRK')**, a holding company of M/s. MIC Electronics Limited and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and RRK, for an aggregate value of up to ₹ 35,00,00,000/- (Rupees Thirty Five Crores), proposed to be entered during FY 2024-25.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, 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 the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

5. To approve the re-appointment of Mr. Kaushik Yalamanchili (DIN: 07334243) as Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Kaushik Yalamanchili, (DIN: 07334243) as Managing Director of the Company for a period of 3 years w.e.f. September 16, 2024 till September 15, 2027 who shall not be liable to retire by rotation and on terms and conditions and payment of monthly remuneration payable to him during the period of his continuance in the office of Managing Director of the Company as detailed hereunder.

1. Salary

Particulars	Monthly Remuneration (in ₹)
Basic Salary	8,18,064
House Rent Allowance	3,54,472
Other Allowances	77,381
Total Remuneration (₹)	12,49,917

2. Perquisites & Allowances in addition to the above;

- Company's Contribution towards Superannuation and Provident Fund as per rules of the Company.
- Gratuity & other long-term benefits as per Company Policy.
- Earned / Privilege Leaves – As per rules of the Company. Leaves accumulated but not availed during the tenure may be allowed to be en-cashed at the end of the tenure as per the Company Policy.
- Car – Provision of a Chauffeur driven car for the business purposes of the Company & Personal use.
- Such other benefits / amenities and other privileges as may from time to time be available to other executives of the Company and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

3. Other Benefits:

- Reimbursement of entertainment expenses actually and properly incurred in course of the business of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay remuneration by way of salary, allowances, perquisites and other benefits to Mr. Kaushik Yalamanchili, in respect of such financial year, as the Board of Directors may deem fit, subject to the limits and conditions prescribed in Schedule V to the Act for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution"

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

6. To approve the re-appointment of Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195) as Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from December 09, 2019 to December 08, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she

meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the reappointment of Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195), as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from December 09, 2024 to December 08, 2029 (both days inclusive).

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

7. To approve the continuation of Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) as Non-Executive Non- Independent Director of the Company:

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

"RESOLVED THAT in supersession of the resolution passed by the Members at the Annual General Meeting held on December 21, 2019 and pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or reenactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and based on recommendations of Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) as Non-executive Non-Independent Director of the Company, who attained beyond the age of 75 years.

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

8. To approve the appointment of Mr. Deepayan Mohanty (DIN: 00196042) as Independent Director of the Company for a term of 5 years w.e.f. August 10, 2024:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), pursuant to the provisions of SEBI (LODR) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company on their meeting held on July 23, 2024, appointed Mr. Deepayan Mohanty (DIN: 00196042) having Independent Director Certificate No.: IDDB-DI-202407-062164, as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. August 10, 2024, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Deepayan Mohanty, as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from August 10, 2024 to August 09, 2029.

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

By Order of the Board
For MIC Electronics Limited

Date: July 23, 2024
Place: Hyderabad

Lakshmi Sowjanya Alla
Company Secretary & Compliance Officer

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE, THAT IS ALLOWED ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED, SIGNED AND DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person, who shall not act as a proxy for any other member.

Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

2. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the meeting. Members/ Proxies are requested to bring along with them Annual Reports being sent to them.

3. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/DP ID-Client ID to enable us to give you a duly filed attendance slip for your signature and participation at the meeting.
4. Members who hold shares in dematerialized form and want to change/correct the Bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code of their Bank to their Depository participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the Bank account details. The Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
5. Non-resident Indian Shareholders are requested to inform about the following immediately to the Share Transfer Agent or the concerned Depository as the case maybe: - a. the change of residential status on return to India for permanent settlement. b. the particulars of NRE Account with a Bank in India, if not furnished earlier.
6. Copy of the draft letters of appointment of Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and available @ www.mic.co.in.
7. The statement pursuant to Section 102 of the Companies Act, 2013, in respect of the SPECIAL BUSINESS to be transacted at the meeting is attached. The relevant details pursuant to regulations 26(4) and 36(3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this annual general meeting is also enclosed as Annexure A.
8. **The Share Transfer Books and Register of Members of the Company will remain closed from Thursday, August 22, 2024, to Tuesday, August 27, 2024 (both days inclusive).**
9. Shareholders desiring any information as regards to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
10. The registration of share transfers and other related correspondence will be dealt with, by the Company at M/s. Venture Capital and Corporate Investments Pvt Ltd, having its office at Door No. 4-50/P-II/57/4 & 5th Floor, Plot No. 57, Jayabheri Enclave, Phase II, Gachibowli, Seri Lingampally, Telangana - 500032.
11. The shareholders / members of the Company, who are having equity shares of the Company in physical form, are advised to get dematerialized of their respective equity shares by way of surrendering their physical share certificates to the Registrar and Share Transfer Agents (RTA) of the Company (i.e., M/s Venture Capital and Corporate Investments Pvt Ltd., Hyderabad) through their respective Depository Participants. The shareholders /members, who are not having demat accounts are requested to open the demat accounts and thereafter approach the RTA for dematerialization of their equity shares.
12. 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. Members holding shares in physical form can submit their PAN details to the RTA.
13. Electronic copy of the Annual Report for 2023-24 (including Notice of the 36th Annual General Meeting of the Company along with Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same.
14. In accordance with the MCA Circulars and SEBI Circulars, this Notice ('Notice') along with the 36th Annual Report for the FY 2023-24 is being sent only by e-mail to all the Members whose e-mail addresses are available in the beneficial ownership data of M/s. Central Depository Services (India) Limited and M/s. National Securities Depository Limited ('Depositories') and the record of M/s. Venture Capital and Corporate Investments Private Limited ('RTA'), Registrar and Share Transfer Agent of the Company and the physical copy of the Notice along with 36th Annual Report for the FY 2023-24 will not be sent to the Members of the Company.
15. Members holding shares in electronic form are requested to update the email id with their respective Depository Participants to receive all the communications in electronic mode.
16. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for FY 2023-24 will also be available on the Company's website www.mic.co.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days.
17. Voting through electronic means:- Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to cast their votes electronically on all resolutions set forth in the notice convening the 36th Annual General Meeting. The business may be transacted through e-voting services provided by M/s. Central Depository Services (India) Limited (CDSL).

The e-voting facility is available at the link www.evotingindia.com, the e-voting facility will be available on and from Saturday, August 24, 2024, at 9.00 A.M., and ends on Monday, August 26, 2024 at 5.00 P.M.

Mr. Y. Ravi Prasada Reddy, Proprietor of M/s. RPR & Associates (CP No. 5360), Practising Company Secretaries, Hyderabad, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of this AGM ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The

result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, depositories and RTA, and will also be displayed on the Company's website, www.mic.co.in.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Saturday, August 24, 2024, at 9.00 A.M., and ends on Monday, August 26, 2024 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (**record date**) of **Wednesday, August 21, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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

Login method for e-Voting for members holding Physical shares and shareholders other than individuals holding in Demat form:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For members holding shares in Demat Form or Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN 240727004 for the relevant on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mic.co.in, yvavifcs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xv) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.
1. For members holding Physical shares - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (xvi) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 TO THE ACCOMPANYING NOTICE DATED JULY 23, 2024.

Item No. 3 & 4

To Approve related party transactions for FY 2024-25 with M/s. SOA Electronics Trading LLC, and M/s. RRK Enterprise Private Limited:

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The transactions with the related parties as per resolution No. 3 & 4 may or may not be at arm's length and in the ordinary course of business of the Company. Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of the Company through ordinary resolution. Material Related Party Transaction means transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company proposes to enter into transactions of sale/purchase/supply/loan/debit note/ credit note/guarantee/ rendering and availing services etc., with related parties as provided in Resolution No. 3 & 4, from time to time, at the agreed terms of the transactions between the parties.

In respect of the transactions of sale/ purchase/ supply/ loan/ debit note/ credit note/ guarantee/ rendering and availing services etc., with SOA and RRK may or may not be in the ordinary course of business and on arm's length basis.

The Audit Committee and the Board of Directors has approved the said proposed related party transactions which were placed before them at their respective meetings held on May 21, 2024.

Further, the said transactions qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same. Information relating to transactions viz. names of the related parties and relationships, monetary value of the transactions is mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Kaushik Yalamanchili who is a Director & Shareholder in M/s. RRK Enterprise Pvt Ltd and a Chairman & Managing Director of M/s. MIC Electronics Limited.

The Board recommend the Resolution No. 3 & 4 of the Notice for approval of the members by way of an Ordinary Resolutions.

Item No. 5

To approve the re-appointment of Mr. Kaushik Yalamanchili (DIN: 07334243) as Managing Director of the Company;

The Board, at its meeting held on July 23, 2024, based on the recommendation made by the Nomination and Remuneration Committee at its meeting held on the same date, approved the re-appointment of Mr. Kaushik Yalamanchili as Managing Director of the Company, who is not liable to retire by rotation, for a further period of 3 years from September 16, 2024, to September 15, 2027 and recommended the same for the approval of shareholders at the ensuing AGM.

Mr. Kaushik Yalamanchili (DIN: 07334243) was appointed as Managing Director of the Company on September 16, 2021 for a period of 3 years. He was proposed to be re-appointed for another term of 3 years as Managing Director of the Company w.e.f. September 16, 2024.

The Company has received from Mr. Kaushik Yalamanchili

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The terms and conditions of his appointment are as follows:

a. Period of Appointment: Three years from September 16, 2024 to September 15, 2027.

b. Remuneration Details:

1. Salary

Particulars	Monthly Remuneration (in ₹)
Basic Salary	8,18,064
House Rent Allowance	3,54,472
Other Allowances	77,381
Total Remuneration (₹)	12,49,917

2. Perquisites & Allowances in addition to the above;
 - Company's Contribution towards Superannuation and Provident Fund as per rules of the Company.
 - Gratuity & other long-term benefits as per Company Policy.
 - Earned / Privilege Leaves – As per rules of the Company. Leaves accumulated but not availed during the tenure may be allowed to be en-cashed at the end of the tenure as per the Company Policy.
 - Car – Provision of a Chauffeur driven car for the business purposes of the Company & Personal use.
 - Such other benefits / amenities and other privileges as may from time to time be available to other executives of the Company and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.
3. Other Benefits:
 - Reimbursement of entertainment expenses actually and properly incurred in course of the business of the Company.

Minimum Remuneration not with standing anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Kaushik Yalamanchili, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment (s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.

- c. Termination: Mr. Kaushik Yalamanchili can be terminated by either party giving 3 months' notice in writing of such termination.
- d. Duties and Responsibilities: Mr. Kaushik Yalamanchili shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

Information in accordance with Schedule V of Companies Act, 2013:

I. General Information:

1	Nature of Industry: Electronic Components – design, development & manufacturing of LED video displays and lighting products.			
2	Date or expected date of commencement of commercial: commercial operations started in the year 1988.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: NA			
4	Financial performance based on given indications (in Lakhs)			
	Particulars	2023-24	2022-23	2022-21
	Turnover	5656.61	779.75	3233.57
	Net profit/ loss after Tax	6183.88	14.56	281.09
5	Foreign investments or collaborations, if any: NIL			

II. Information about the Appointee:

1	Background Details: Mr. Kaushik Yalamanchili is an Engineering Graduate in Mechanical Engineering and having experience in trading various commodities and was handling assignment in Singapore before his return to India in the month of March 2020. After his return, he has been inducted into the Board of M/s. RRK Enterprise Pvt Ltd, the Resolution Applicant, whose Resolution Plan of M/s. MIC Electronics Limited was approved by the Hon'ble NCLT, Hyderabad on 31.07.2019. He was appointed as Managing Director of the Board of M/s. MIC Electronics Limited for a period of 3 years w.e.f. September 15, 2021. Since his inception into the Board, he is playing active role in revival of M/s. MIC Electronics Ltd. He is actively involved in business operations, finance, human resources, and other functional areas of the company. Under his dynamic leadership, company is achieving continuous profits and immense growth. He is responsible for handling entire operations of the Company. Under his supervision, R & D activities are being carried out for various products, in continuation to our Railway products.
2	Past Remuneration: 24,00,000 PA
3	Recognition or awards: He received academic awards during his studies.
4	Job Profile and his suitability: He is a director of M/s. RRK Enterprise Pvt Ltd, the Resolution Applicant of M/s. MIC Electronics Limited whose Resolution Plan was approved by the Hon'ble NCLT and intends to run the Company successfully in the coming years with an aim of providing huge employment and to take the Company in to the list of top five in respective segment.
5	Remuneration proposed: Rs. 1,50,00,000/- per annum

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): The Nomination and Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the other Companies in the similar Industry and also other companies comparable with the size of the Company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed hereinabove. Considering professional qualifications, background, experience and competence of Mr. Kaushik Yalamanchili and the responsibility shouldered by him, the terms of remuneration are considered to be fair, just and reasonable.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: He is a director of M/s. RRK Enterprise Private Limited, holding company of MIC.

III. Other Information

1	Profit Details : During the financial year ended March 31, 2024, the Company has earned net profit of ₹ 6183.88 as against a net profit of ₹ 14.56 Lakhs last year. The Board is of the view that the proposed remunerations of Mr. Kaushik Yalamanchili, Managing Director is commensurate with rich knowledge and experience of the appointee in the field. Anyhow, the profits of the Company are adequate considering the limits on remuneration as per Section 197 of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement: The Company is taking various steps to increase the manufacturing capacities, which, the Company believes would improve realisation and save valuable interest costs for the Company. This trend is expected to continue resulting in better financial performance of the Company.
3	Expected increase in productivity and profit in measurable terms: Considering the favourable policy initiatives of the Government for electronics component (LED lights/ display boards) industry especially by Indian Railways, Electric Vehicles Industry, Oxygen Concentrators (Health care) Industry and other favourable factors as mentioned above, the various steps taken by the Company for reducing finance and operating cost and increasing efficiencies and the increased thrust of the Company on production, the Company is hopeful of further improving profitability in the years to come.

Relationship with other directors – Nil.

Shareholding in the Company – Nil.

Directorship in other companies:

1. Pradan Housing Private Limited
2. RRK Enterprise Private Limited
4. Traderich Securities LLP – Designated Partner
5. Ares Properties LLP – Designated Partner

As the Managing Director, Mr. Kaushik Yalamanchili shall perform such functions as may from time to time be entrusted to him by the Board, he shall be subject to the supervision and control of the Board of Directors. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The special resolution as set out against item no. 5 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on July 23, 2024.

The Board is of the opinion that the appointment of Mr. Kaushik Yalamanchili as Managing Director would be in the interest of the Company and it is desirable to avail services of Mr. Kaushik Yalamanchili as Managing Director due to his experience.

A brief profile of Mr. Kaushik Yalamanchili, including nature of his expertise and other disclosures as required under SEBI LODR Regulations, Secretarial Standards, is provided as Annexure A to this notice of this Annual Report.

The Board considered that the re-appointment of Mr. Kaushik Yalamanchili as Managing Director, is desirable considering his experience and hence recommends resolution no. 5 for your approval.

Mr. Kaushik Yalamanchili is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Except Mr. Kaushik Yalamanchili, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

To approve the re-appointment of Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195) as Independent Director of the Company:

Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195) is currently an Independent Director of the Company, Chairperson of the Nomination and Remuneration Committee and Member of the Audit Committee. Mrs. Karuna Gayathri Upadhyayula was appointed as an Independent Director of the Company by the Members at the 32nd Annual General Meeting of the Company held on December 31, 2020 for a period of 5 (five) consecutive years commencing from December 09, 2019 up to December 08, 2024 (both days inclusive) and is eligible for re-appointment for a

second term on the Board of the Company.

Based on the performance evaluation and recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on July 23, 2024, proposed the re-appointment of Mrs. Karuna Gayathri Upadhyayula as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from December 09, 2024 up to December 08, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mrs. Karuna Gayathri Upadhyayula holds bachelor's degree in law from Osmania University and she is an associate member of the Institute of Company Secretaries of India. She had over 8 years of experience in corporate laws, secretarial matters and compliance. The NRC taking into consideration the skills, expertise and competencies and based on the performance evaluation, concluded and recommended to the Board for the reappointment of Mrs. Karuna Gayathri.

The Company has received a declaration from Mrs. Karuna Gayathri Upadhyayula confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mrs. Karuna Gayathri Upadhyayula has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mrs. Karuna Gayathri Upadhyayula has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration and completion of online proficiency self-assessment test with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Board commends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Karuna Gayathri Upadhyayula and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Item No. 7

To approve the continuation of Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) as Non-Executive and Non- Independent Director of the Company:

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018, which requires continuance of any Non-Executive Director who has attained the age of 75 years after seeking the prior approval of shareholders by way of a Special Resolution.

Mr. Siva Lakshmanarao Kakarala, aged 79 years, is a Non-Executive Non-Independent Director and Promoter of the Company, who was appointed on the Board of the Company on August 07, 2019. In terms of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, members approval was taken on December 21, 2019. Based on the recommendation of Nomination and Remuneration Committee and approval of the Board, and in continuation to the resolutions passed earlier, members are requested to approve the continuation of Mr. Siva Lakshmanarao Kakarala on the Board, who attained the age of beyond 75 years.

The Board is of the opinion that Mr. Siva Lakshmanarao Kakarala's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non Independent Director will be beneficial to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Siva Lakshmanarao Kakarala, being appointee is in any way concerned or interested financially or otherwise, in the said resolution.

The Board recommends the special resolution as set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8

To approve the appointment of Mr. Deepayan Mohanty (DIN: 00196042) as Independent Director of the Company for a term of 5 years w.e.f. August 10, 2024:

The Board of Directors on the Board Meeting held on July 23, 2024, appointed Mr. Deepayan Mohanty (DIN: 00196042), as an Additional Director (Independent Director) of the Company, with effect from August 10, 2024 under Section 149, 150 and 152 of the Companies Act, 2013 and Article 86 of the Articles of Association of the Company.

Pursuant to amendment (effective from January 01, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Deepayan Mohanty shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Deepayan Mohanty is eligible to be appointed as an Independent Director for a term of (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 and a declaration of independence from Mr. Deepayan Mohanty signifying his candidature as an Independent Director of the Company.

In the opinion of the Board, Mr. Deepayan Mohanty fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Mr. Deepayan Mohanty is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Deepayan Mohanty is a seasoned professional with over three decades of experience across various industries, including commodity trading, trade finance, capital market trading, corporate treasury, and value investments. As the Founder and Managing Director of Hemera Group, he

has played a pivotal role in successfully executing global trades exceeding five billion US dollars. Mr. Deepayan Mohanty (DIN: 00196042) is holding Independent Director Certificate No.: IDDB-DI-202407-062164

Mr. Deepayan Mohanty meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Leadership experience of running large enterprise – Experience to overseeing strategic businesses of well-governed large organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- b. Finance and Accounting Experience – experience included overseeing various aspects such as cross-border finance, corporate treasury/ risk management, supply chain financing, and international logistics.

The other details of Mr. Deepayan Mohanty as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions are provided in Annexure-A to this Notice.

Mr. Deepayan Mohanty is not inter-se related with any other Director or Key Managerial Personnel of the Company

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cs@mic.co.in. The remuneration payable to Mr. Deepayan Mohanty shall be sitting fee and commission as permitted under the Companies Act, 2013.

The Board of Directors consider the appointment of Mr. Deepayan Mohanty as an Independent Director is in the interest of the Company and recommends the Special Resolution as set out at item no. 8 of this Notice for approval of Members.

Except Mr. Deepayan Mohanty, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

By Order of the Board
For MIC Electronics Limited

Date: July 23, 2024
Place: Hyderabad

Lakshmi Sowjanya Alla
Company Secretary & Compliance Officer

Annexure - A

Details of Director(s) seeking appointment/ re-appointment/ regularization at the Annual General Meeting (Pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 is given below:

A	Name	Mr. Kaushik Yalamanchili	Mrs. Karuna Gayathri Upadhyayula	Mr. Siva Lakshmanarao Kakarala	Mr. Deepayan Mohanty	Mr. Sivanand Swamy Mitikiri
B	Brief Profile					
	i) Age	30 Years (D.O.B. 07/03/1994)	33 Years (D.O.B. 04/05/1991)	79 years (D.O.B. 06/10/1944)	55 Years (D.O.B. 04/12/1968)	67 years (D.O.B. 01/05/1957)
	ii) Educational Qualification	Engineering Graduate in Mechanical Engineering	Associate Member of the Institute of Company Secretaries of India (ICSI) (LLB) from Osmania University Bachelor's Degree in Commerce from Osmania University	MA (Mathematics) and MS (Operations Research)	An alumnus of the prestigious Indian Institute of Technology, Kharagpur, and the Indian Institute of Management, Bangalore	ICAI, ICSI and LLB
	iii) Experience in specific functional area	Mr. Kaushik Yalamanchili is an engineering graduate in mechanical engineering. He is actively involved in business operations, finance, human resources, and other functional areas of the company. Under his dynamic leadership, company is achieving continuous profits and immense growth. He is responsible for handling entire operations of the Company. Under his supervision, R & D activities are being carried out for various products, in continuation to our Railway products.	Mrs. U K Gayathri, possesses over 8 years of experience in corporate laws, secretarial matters, and statutory compliances. She has the experience of dealing NCLT. She is a practising consultant to various companies.	Mr Siva Lakshmana Rao Kakarala is M.A. (Mathematics) from Andhra University and M.S. (Operations Research) from United States of America. He has vast experience in Banking and Financial Sectors in India and the USA; been involved in different industries including bulk drugs, software and electrical and electronics industries. He was also founder and Director of M/s. Natco Pharma Limited and founder and Director of M/s. Laan Research Private Limited.	Mr. Deepayan is a seasoned professional with over three decades of experience across various industries, including commodity trading, trade, finance, capital market trading, corporate treasury, and value investments. He has provided strategic direction to prominent financial entities, including the supply chain finance fund "Trade Credit Partners," based in the Cayman Islands, and the private equity fund "Silver Star," head quartered in Cyprus.	Mr. Sivanand is a qualified Company Secretary from the Institute of Company Secretaries of India and a qualified Chartered Accountant with Institute of Chartered Accountants of India and LLB graduate. He has around 32 plus years of experience in the finance and admin departments..
	iv) Date of appointment on the board of the Company	July 06, 2021	December 09, 2019	August 07, 2019	August 10, 2024	May 27, 2023
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. Pradan Housing Private Limited 2. RRK Enterprise Private Limited 3. Traderich Securities LLP 4. Ares Properties LLP	1. AGA Publications Limited 2. Ushnik Technologies Private Limited 3. Floppy Technologies Private Limited 4. Inatix Solutions Private Limited	1. M/s. Laan Research Private Limited	1. Hemetron Industries Private Limited 2. Hemera Resources Private Limited 3. Hemera India Private Limited	Nil

E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil	Nil	Nil	Nil	Nil
F	No. of shares of ₹ 02/- each held by the Director	Nil	Nil	16353191 (7.38%)	405	Nil
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil	Nil	Nil	Nil	Nil
H	Terms and Condition of appointment	As mentioned in explanatory statement	NA	NA	NA	NA
I	Number of meetings of the Board attended during the financial year 2023-24	Six out of Six meetings held during the year	Six out of Six meetings held during the year	Five out of Six meetings held during the year	NA	Five out of Six meetings held during the year
J	Remuneration last drawn	24,00,000 PA	NA	NA	NA	₹ 12,00,000/- per annum plus perquisites
K	Remuneration proposed to be drawn	1,50,00,000 PA	NA	NA	NA	₹ 12,00,000/- per annum plus perquisites

BOARD'S REPORT

Dear Members,

The Board of Directors are pleased to present your Company's 36th Board's Report on the Company's business and operations, together with the audited financial statements for the financial year ended March 31, 2024.

Financial performance

In compliance with the provisions of the Companies Act, 2013 ('Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company has prepared its financial statements as per Indian Accounting Standards ('Ind AS') for the FY 2023-24.

The financial highlights of the Company's operations are as follows:

(Amount in ₹ Lakhs)

Particulars	2023-24	2022-23
Total Income	5656.61	779.75
Total Expenditure	4545.24	765.19
Profit before Tax	1773.44	14.56
Tax expenses/Provision for Tax	4410.54	--
Profit after Tax	6183.88	14.56
Other comprehensive income	0.35	0.40
Transfer to General Reserve	-	--
Profit available for appropriation	-	--
Provision for Proposed Dividend	-	--
Provision for Corporate Tax	-	--

Performance**a) Operations**

The total revenue of the Company for the financial year ended March 31, 2024 was ₹5656.61 Lakhs as compared to the previous year's total revenue of ₹779.75 Lakhs. During this financial year the Company has earned a net profit of ₹ 6183.88 Lakhs as against the previous year's net profit of ₹ 14.56 Lakhs.

b) Prospects

During the year under review, the company earned revenue of ₹ 4549.90 Lakhs from Passenger Information System (PIS) displays of Indian Railways. Apart from PIS Displays and AMC contracts with Indian Railways, your company is working on project relating to Indian Railways comprising of Public Announcement Passenger Information System (PAPIS) and on EV chargers and Smart Energy Meters.

Change in the nature of business

There was no change in nature of the business of the Company during the financial year ended on March 31, 2024. The Company has three segments i.e., LED Products, Medical & other appliances and Automobiles (EVs).

Share Capital

As of Financial Year ended on March 31, 2024, the authorised share capital of the Company is ₹ 75,00,00,000/- (Rupees Seventy-Five Crores Only) divided into 37,50,00,000 (Thirty-Seven Crores Fifty Lakhs only) equity shares of ₹ 02/- (Rupees Two Only) each and the paid-up capital is ₹ 44,28,92,686/- (Rupees Forty-Four Crores Twenty-Eight Lakhs Ninety-Two Thousand Six Hundred and Eighty-Six Only) divided into 22,14,46,343 (Twenty-Two Crores Fourteen Lakhs Forty-Six Thousand Three Hundred and Forty-Three) equity shares of ₹ 02/- (Rupees Two Only) each.

On June 26, 2024 Company has allotted 1,95,65,217 Equity Shares to the Foreign Portfolio Investors through Qualified Institutional Placement (QIP), with the allotment, the authorised share capital of the Company remains same, i.e. ₹ 75,00,00,000/- (Rupees Seventy-Five Crores Only) divided into 37,50,00,000 (Thirty-Seven Crores Fifty Lakhs only) equity shares of ₹ 02/- (Rupees Two Only) each and the paid-up capital is ₹ 48,20,23,120/- (Rupees Forty-Eight Crores Twenty Lakh Twenty-Three Thousand One Hundred and Twenty Only) divided into 24,10,11,560 (Twenty-Four Crores Ten Lakhs Eleven Thousand Five Hundred and Sixty) equity shares of ₹ 02/- (Rupees Two Only) each.

Transfer to reserves

For the financial year ended March 31, 2024, the Company has not transferred any amount to General Reserves and Surplus Account.

Dividend

The Company has not declared any dividend during the year.

Buy Back of shares and disinvestment

The Company has not bought back any of its securities during the year under review and however, the Company has divested its entire stake from M/s. Bikewo Green Tech Private Limited, the erstwhile subsidiary of the Company on November 11, 2023.

Indian Accounting Standards (Ind AS)

The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2017 pursuant to Ministry of Corporate Affairs' notification of the Companies (Indian Accounting Standards) Rules, 2015. The financial statements of the Company, forming part of the Annual Report, have been prepared and presented in accordance with all the material aspects of the Indian Accounting Standards ('Ind AS') as notified under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 (by Ministry of Corporate Affairs ('MCA')) and relevant amendment rules issued thereafter and guidelines issued by the Securities Exchange Board of India ("SEBI").

Transfer of unclaimed Dividend(s)/ Shares to Investor Education and Protection Fund

During the FY 2023-24, there was no unpaid/ unclaimed dividend pertaining to FY 2015-16 to be transferred to the Investors Education and Protection Fund ('IEPF') Account established by the Central Government.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the shares on which dividend remains unpaid / unclaimed for seven consecutive years or more shall be transferred to the Investor's Education and Protection Fund ('IEPF') after giving due notices to the concerned shareholders, which is not applicable to the Company during the year.

Unclaimed securities demat suspense account

There were no unclaimed securities to be kept in the de-mat suspense account.

Deposits

The Company has not accepted any deposits from public in terms of Section 73 of the Companies Act, 2013 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet for the FY 2023-24.

Significant and material orders passed by the regulators

During the FY 2023-24, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Material changes and commitments

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year March 31, 2024 to which the financial statements relate and the date of signing of this report.

Board of Directors

During the start and end of the FY 2023-24, the following are the Directors on the Board of the Company.

S.No.	Name of the Director	DIN	Designation
1	Mr. Kaushik Yalamanchili	07334243	Managing Director
2	Mr. Siva Lakshmana Rao Kakarala	03641564	Non-Executive Director
3	Mr. Sivanand Swamy Mitikiri ¹	10166966	Whole-time Director
4	Mr. Srinivas Rao Kolli	07980993	Independent Director
5	Mrs. Karuna Gayathri Upadhyayula	07901195	Independent Director
6	Mrs. Sabitha Ghanta ²	07996656	Independent Director
7	Mr. Subhash Lingareddi Somod ³	09501374	Independent Director
8	Mrs. Venkata Naga Lavanya Kandala ⁴	07891405	Independent Director
9	Mr. Manideep Katepalli ⁵	07840019	Independent Director

¹Mr. Sivanand Swamy Mitikiri was appointed as Whole-time Director w.e.f. May 27, 2023.

²Mrs. Sabitha Ghanta was appointed as Director w.e.f. November 11, 2023.

³Mr. Subhash Lingareddi Somod was appointed as Director w.e.f. January 05, 2024.

⁴Mrs. Venkata Naga Lavanya Kandala was resigned as Director w.e.f. November 11, 2023.

⁵Mr. Manideep Katepalli was resigned as Director w.e.f. May 26, 2023.

The Board of Directors in their meeting held on November 11, 2023 appointed Mrs. Sabitha Ghanta holding DIN: 07996656, and on January 05, 2024 appointed Mr. Subhash Lingareddi Somod as Additional Directors in the Independent Director category, subject to the approval of members within a period of 3 (three) months from the date of their appointment.

The members through a postal ballot dated February 06, 2024 approved the appointment of Mrs. Sabitha Ghanta and Mr. Subhash Lingareddi Somod as Directors of the Company in the Independent Director category for a period of five years.

Further, the Board of Directors, in their meeting held on May 26, 2023 appointed Mr. Sivanand Swamy Mitikiri, holding DIN: 10166966, as Additional Director and Whole-time Director in the professional category for a period of one year i.e. from May 27, 2023 to May 26, 2024, and the members in the 35th AGM held on August 18, 2023 approved the appointment of Mr. Sivanand Swamy Mitikiri. Further, the Board of Directors in their meeting held on January 05, 2024, has reappointed Mr. Sivanand Swamy Mitikiri as Whole-time Director for another period

of 3 years and, the members thorough a postal ballot dated February 06, 2024 approved the appointment of Mr. Sivanand Swamy Mitikiri as whole-time Director of the Company for a period of 3 years from May 27, 2024, to May 26, 2027.

As on the report date, Mr. Deepayan Mohanty (DIN: 00196042) was appointed as an Independent Director w.e.f. August 10, 2024.

Key Managerial Personnel

During the FY 2023-24, the Company is having the following KMPs

1. Mr. Kaushik Yalamanchili – Managing Director
2. Mr. Sivanand Swamy Mitikiri – Whole - time Director¹
3. Mr. Kalidindi Satyanarayana Raju – Chief Executive Officer²
4. Mr. Muralikrishnan Sadasivan Madurai – Chief Financial Officer
5. Mrs. Lakshmi Sowjanya Alla – Company Secretary³
6. Mr. Sivanand Swamy Mitikiri – Company Secretary⁴
7. Mr. Srinivasan Arunachalam – Chief Executive Officer⁵

¹Mr. Sivanand Swamy Mitikiri was appointed as Whole-time Director w.e.f. May 27, 2023.

²Mr. Kalidindi Satyanarayana Raju was appointed as Chief Executive Officer w.e.f. July 20, 2023 and later resigned w.e.f. July 10, 2024.

³Mrs. Lakshmi Sowjanya Alla was appointed as Company Secretary w.e.f. May 27, 2023.

⁴Mr. Sivanand Swamy Mitikiri was resigned as Company Secretary w.e.f. May 26, 2023.

⁵Mr. Srinivasan Arunachalam was resigned as Chief Executive Officer w.e.f. July 20, 2023.

As on the report date Mr. Venumuddala Vivek Reddy was appointed as Chief Operating Officer (COO) w.e.f. July 23, 2024 and Mr. Rakshith Mathur was appointed as Chief Executive Officer (CEO) w.e.f. August 01, 2024.

Declaration by the Independent Directors

The Company has received declarations from all independent directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under Section 149 of the Companies Act, 2013, rules made there under and SEBI LODR and other Regulations. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

Policy on Directors' appointment and remuneration and other details

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors and Senior Management personnel and fix their remuneration. The detailed policy is available on the Company's website at www.mic.co.in.

Annual Board Evaluation

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Criteria for Performance Evaluation:

- a. Ability of the candidates to devote sufficient time and attention to his professional obligations as Independent Director for informed and balanced decision making.
- b. Adherence to the Code of Conduct in letter and in spirit by the Independent Directors.
- c. Bringing objectivity and independence of view to the Board's discussions in relation to the Company's strategy, performance, and risk management

- d. Statutory Compliance and ensuring high standards of financial probity and Corporate Governance
- e. Responsibility towards requirements under the Companies Act, 2013, Responsibilities of the Board and accountability under the Director's Responsibility Statement.

Familiarisation Programme

A handbook covering the role, functions, duties and responsibilities and the details of the compliance requirements expected from the Directors under the Act, and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were given and explained to the Directors.

The newly appointed Directors are given induction and orientation with respect to Company's Vision, Core purpose, Core Values and Business operations. In addition, detailed presentations were made by Senior Management Personnel on business environment, performance of the Company at every Board Meeting.

The above initiatives help the Directors to understand the Company, its business and the regulatory framework in which the Company operates and enables the Directors to fulfil their role/responsibility.

Details of Familiarization Programme for the Independent Directors are uploaded on the website of the Company at www.mic.co.in

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 is enclosed as **Annexure-I** forming part of this Report.

Subsidiary, Associate and Joint Venture Companies

As on March 31, 2024, your Company doesn't have any subsidiary, however the company divested its entire stake in the erstwhile subsidiary M/s. Bikewo Green Tech Private Limited on November 11, 2023.

As on report date the Company incorporated a wholly owned subsidiary M/s. SOA Electronics Trading LLC, in Dubai, UAE on May 22, 2024.

Performance and financial position of each of the subsidiaries, associates and joint ventures:

As per Rule 8 of Companies (Accounts) Rules, 2014, a Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies of the Company is not applicable for the period under review.

Related Party Transactions

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions were placed before the Audit Committee and also the Board for approval, wherever required. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted were placed before the Audit Committee and the Board of Directors on a quarterly basis. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board was uploaded on the Company's website www.mic.co.in.

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 is prepared in Form AOC-2 pursuant to clause (h) of the Companies (Accounts) Rules, 2014 and the same is enclosed as **Annexure-II** forming part of this Report.

Statement of Particulars of Appointment and Remuneration of Managerial Personnel / Employees:

Information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided along with a statement containing, inter alia, names of employees employed throughout the financial year and in receipt of remuneration of Rs. 102 lakhs or more, employees employed for part of the year and in receipt of Rs. 80.50 lakhs or more per annum, pursuant to Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure-III** forming part of this Report.

Statutory Auditors

At the 33rd AGM held on December 27, 2021, the members approved the appointment of M/s. Bhavani & Co., Chartered Accountants (Firm Registration No. 012139S) as Statutory Auditors of the company to hold office for a period of five consecutive years from the conclusion of 33rd AGM till the conclusion of the 38th AGM to be held in the year 2028. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been removed by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

Auditors' Report

(a) Statutory Auditors Report

The Board of Directors in its meeting held on May 21, 2024 duly reviewed the Statutory Auditor's Report on the Accounts for the year ended

March 31, 2024 and has noted there were no qualifications/emphasis of the matter and hence no management replies were required to be given.

(b) Internal Auditors

During the year under review, the Company has appointed M/s. RKSB & Associates, Chartered Accountants, Hyderabad as internal auditors to review internal controls and operating systems and procedures as per the scope of audit.

The Board of Directors, on recommendation of the Audit Committee appoints/re-appoints the Internal Auditors of your Company every year in compliance with Section 138 of the Act read with the Companies (Accounts) Rules, 2014.

(c) Cost Auditors

Pursuant to the rules made by the Central Government under sub-section (1) of Section 148 of the Act, the maintenance of cost records is not applicable to the company for the year under review.

(d) Cost Audit Records

Appointment of Cost Auditors is not applicable as the turnover is less than applicable limit and hence maintenance of cost records was not applicable to the Company.

(e) Secretarial Auditors and Report

The Board has appointed Mr. Y Ravi Prasada Reddy proprietor of M/s. RPR & Associates, Practising Company Secretaries as Secretarial Auditors of the Company for the financial year ended March 31, 2024 who had given their consent and eligibility to act as the Secretarial Auditors of the Company.

The Secretarial Audit for the financial year ended March 31, 2024, was carried out by M/s. RPR & Associates, Practising Company Secretaries. The Report given by the Secretarial Auditors in Form MR-3 is enclosed as **Annexure-IV** and forms integral part of this Report.

The Board of Directors in its meeting held on July 23, 2024 duly reviewed the Secretarial Auditors Report for the year ended March 31, 2024.

Pursuant to Regulation 34(3) and Schedule V Para C clause(10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has obtained a certificate on non-disqualification of directors from Mr. Y Ravi Prasada Reddy, (Membership No.: FCS 5783), Proprietor of M/s. RPR & Associates, Practising Company Secretaries (PCS Registration No. 5360) which is enclosed as **Annexure-IV(A)** and forms integral of this Report.

In terms of the amended SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had obtained the Secretarial Compliance certificate for the FY 2023-24 from M/s. RPR & Associates, Practising Company Secretaries which is enclosed as **Annexure-IV(B)** and forms integral part of this Report and the same was also intimated to the Stock Exchanges where the shares of the Company are listed.

Corporate Social Responsibility (CSR)

Since the Company did not have required profits (average net profits for the last three financial years), it was not obligated to contribute towards CSR activities during FY 2023-24. However, the Company is committed to build its CSR capabilities on a sustainable basis and undertake CSR activities as and when the opportunity arises.

The Annual Report on Corporate Social Responsibility u/s 135 of the Companies Act, 2013 is not required to be given as the Company was not required to contribute towards CSR activities during FY 2023-24.

Management Discussion and Analysis Report

In terms of the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Management's Discussion and Analysis Report for the year ended March 31, 2024 is enclosed as **Annexure-V** and forms integral of this Report.

Corporate Governance

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that your company's affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of the stakeholders.

The Report on corporate governance for the year ended March 31, 2024, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure-VI** and forms integral of this Report.

Auditors' certificate on Corporate Governance

As required by SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the auditor's certificate on corporate governance regarding the compliance of conditions forms integral of this Report.

Statement containing additional information as required under Schedule V of the Companies Act, 2013

A statement containing additional information as required under Clause IV of Section II of Part II of Schedule V of the Companies Act, 2013 is provided in the Report on Corporate Governance, which forms part of this Annual Report.

Risk Management

During the year, the risk assessment parameters were reviewed. The audit committee reviewed the element of risks and the steps taken to mitigate the risks. In the opinion of the Board, there are no major elements of risk which have the potential of threatening the existence of the Company.

The audit committee provides the framework of Risk Management by describing mechanisms for the proactive identification and prioritization of risks based on the scanning of the external environment and continuous monitoring of internal risk factors.

Analysis of the risks identified is carried out by way of focused discussion at the meetings of the Board. The robust governance structure has also helped in the integration of the Enterprise Risk Management process with the Company's strategy and planning processes where emerging risks are used as inputs in the strategy and planning process. Identified risks are used as one of the key inputs in the strategy and business plan.

Internal Financial Control Systems and their adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

Various Audit Systems in the Company monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the audit reports, Company undertakes corrective actions in respective areas and strengthens the control. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board periodically.

The Board of Directors of the Company have adopted various policies like Related Party Transactions policy, Whistle Blower Policy and such other procedures for ensuring the orderly and efficient conduct of its business for safeguarding 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. The details in respect of internal financial control and their adequacy are included in the management discussion & analysis, which forms part of this report.

Financial Statements

The Financial Statements of the Company for FY 2023-24, are prepared in compliance with the applicable provisions of the Act and as stipulated under Regulation 33 of the Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The Audited Financial Statements together with the Auditors Report thereon forms part of this Annual Report.

Pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company, along with relevant documents are available on the website of the Company. The annual accounts of the subsidiary and related detailed information will be made available to investors seeking information till the date of the ensuing 36th AGM of the Company.

Listing of Company's Equity Shares

The Company's Equity shares were listed with M/s. BSE Limited and M/s. National Stock Exchange of India Limited (Stock Exchanges).

Whistle blower Policy

The Company has adopted a Whistle-blower Policy to provide a formal mechanism to the Directors, Employees and its Stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. Protected disclosures can be made by a whistle-blower through several channels.

The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. No personnel of the Company have been denied access to the Audit Committee.

The Whistle-blower Policy also facilitates all employees of the Company to report any instance of leak of Unpublished Price Sensitive Information. The Policy is also posted on the website of the Company at www.mic.co.in

Reporting of Fraud

During the year under review, the Statutory Auditors, Internal Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which need to be mentioned in this Report.

Declaration as per Section 134(3) of the Companies Act, 2013

During the year, the statutory auditors and secretarial auditors have not reported any instances of frauds committed by or against the Company by its Directors/Officers/ Employees to the Audit Committee or Board under Section 143(12) of the Companies Act, 2013 and rules made there of. Therefore, no details are required to be disclosed under Section 134 (3) (ca) of the Act.

Annual Return

As required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014

(as amended), a copy of the Annual Return of the Company for the FY 2023-24 will be placed on the website of the Company at www.mic.co.in

Prevention of Sexual Harassment of Women at Workplace

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The internal complaints committee was duly constituted as required. During the financial year ended March 31, 2024, the Company has not received any Complaints pertaining to Sexual Harassment.

Particulars of Loans, Guarantees or Securities or Investments

The Company's outstanding unsecured loan to M/s. Swift Vitthiya Samavesh Pvt Ltd as on March 31, 2024 was ₹ 173.67 Lakhs.

There is no investment made by the Company during the year under review, Company has divested its entire investment from the erstwhile subsidiary M/s. Bikewo Green Tech Private Limited on November 11, 2023.

Managing Director (MD) & Chief Financial Officer (CFO) Certification

The Managing Director & Chief Financial Officer of the Company have given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 for the FY 2023-24.

They had also given quarterly certification on financial results while placing the quarterly results before the Board in terms of Regulation 33(2)(a) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The annual certificate given by the Managing Director & Chief Financial Officer of the Company forms integral part of this report.

Meetings of the Board of Directors and its Committees during the Financial Year 2023-24

During the year under review, the Board convened six (6) meetings. The dates of the meetings are May 26, 2023, July 20, 2023, September 06, 2023, November 11, 2023, January 05, 2024 and February 06, 2024.

The details were disclosed in the Report on Corporate Governance which forms part of this Annual Report. The intervening gap between any two meetings was within the prescribed period.

All the recommendations made by committees of the Board including the Audit Committee were accepted by the Board. A detailed update on the Board, its composition, detailed charter including terms and reference of various Board Committees, number of Board and Committee meetings held during FY 2023-24 and attendance of the Directors at each meeting is provided in the Report on Corporate Governance, which forms part of this Report.

Committees of the Board

The Composition of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Management Committee are mentioned in the Report on Corporate Governance.

Nomination and remuneration policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel and Senior Management of the Company. The details of Nomination and Remuneration Committee and Policy are stated in the Corporate Governance Report.

Human Resources

The management believes that competent and committed human resources are vitally important to attain success in the organisation. In line with this philosophy, utmost care is being exercised to attract quality resources and suitable training is imparted on various skill sets and behaviour. Various initiatives were undertaken to enhance the competitive spirit and encourage bonding teamwork among the employees, which resulted to uninterrupted operations of the Company and could achieve the targeted growth in the performance of the Company.

Insurance

All properties and insurable interests of the Company including buildings, plant and machinery and stocks have been fully insured.

Revision of Financial Statements

There was no revision of the financial statements for the year under review.

Compliance with SEBI (LODR) Regulations, 2015

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with M/s. BSE Limited and M/s. National Stock Exchange of India Limited and framed the required policies which are available on Company's website i.e., www.mic.co.in

- Board Diversity Policy
- Policy on preservation of Documents
- Policy for determining material subsidiaries

- Whistle Blower Policy
- Familiarisation programme for non-executive directors
- Sexual Harassment Policy
- Policy on related party transactions
- Code of Conduct and Ethics
- Nomination and Remuneration Policy
- Policy to determine materiality
- Code for prohibition of insider trading
- Code of fair disclosure
- EOHS Policy
- Code of conduct and ethics
- Policy on prevention of Sexual Harassment.

Non-Executive Directors Compensation and disclosures

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors. The details of sitting fee paid were given in the Report on Corporate Governance.

Industry Based Disclosure

The Company is not a NBFC or Housing Company etc., and hence Industry based disclosures is not required.

Event Based Disclosure

1. **Issue of sweat equity share:** The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
2. **Issue of shares with differential rights:** The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.
3. **Issue of shares under employee's stock option scheme:** The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act is required to be given.
4. **Disclosure on purchase by company or giving of loans by it for purchase of its shares:** The Company did not purchase or give any loans for purchase of its shares.
5. **Preferential Allotment of Shares:** The Company has not issued any securities during the year under review.

Employees Stock Options

No employee was issued Stock Option, during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134 of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. Such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2023-24 and of the statement of profit of the Company for that period;
- iii. Proper and sufficient care has been taken 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;
- iv. The annual accounts for the year 2023-24 have been prepared on a going concern basis.
- v. Proper internal financial controls were in place and the financial controls were adequate and were operating effectively.

That, a system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Appreciation

The board wish to place on record its appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to streamline all the pending compliances and thereby to have a fresh start for the Company.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

Acknowledgement

The board take this opportunity to place on record their sincere thanks to the suppliers, customers, strategic partners, Banks and Financial Institutions, Insurance Companies, Central and State Government, Indian Railways, stakeholders and the shareholders for their support and co-operation extended to the Company from time to time. The board is pleased to record its appreciation of the sincere and dedicated services of the employees and workmen at all levels.

By order of the Board
For MIC Electronics Limited

Mr. Kaushik Yalamanchili
Managing Director
DIN: 07334243

Mr. Sivanand Swamy Mitikiri
Whole-time Director
DIN: 10166966

Date: July 23, 2024
Place: Hyderabad

ANNEXURE-I

PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[(Information Under Section 134(3)(m) of The Companies Act, 2013, Read with Rules 8(3) of the Companies (Accounts) Rules, 2014]

FORM A

1. CONSERVATION OF ENERGY

- (i) Energy Conservation measures : Nil
- (ii) Total energy consumption : Nil

2. TECHNOLOGY ABSORPTION : Nil

FORM B

(Disclosure of particulars with respect to Technology Absorption)

A. Research and Development (R & D)

1. Specific areas in which R & D is carried out by the company : NA
2. Benefits derived as a result of the above R & D : NA
3. Future plan of action : NA
4. Expenditure on R & D : NA

B. Technology absorption, adaptation and innovation : NA

The Company is making all its efforts for improving productivity, product quality and reducing consumption of scarce raw materials and fuels.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

(Rs. In Lakhs)

Particulars	March 31, 2024 (12 Months)	March 31, 2023 (12 Months)
Earnings	Nil	Nil
Outgo	41.86	19.38

By order of the Board
For MIC Electronics Limited

Mr. Kaushik Yalamanchili
Managing Director
DIN: 07334243

Mr. Sivanand Swamy Mitikiri
Whole-time Director
DIN: 10166966

Date: July 23, 2024
Place: Hyderabad

ANNEXURE-II

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at Arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2024, which were not at arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis:

The details of contracts or arrangements or transactions at arm's length basis are as follows:

Nature of the contract & Name of the related party	Nature of relationship	Duration of Contracts	Salient Terms	Amount (₹ in Lakhs)
Managerial Remuneration				
Mr. Kaushik Yalamanchili	Managing Director	Three years	-	24.00
Mr. M Sivanand Swamy	Whole-time Director	Ongoing	-	10.00
Mr. M S Muralikrishnan	Chief Financial Officer	Ongoing	-	15.94
Mr. K. Satyanarayana Raju ¹	Chief Executive Officer	Till 10.07.2024	-	26.91
Mr. M Sivanand Swamy ²	Company Secretary	Till 26.05.2023	-	2.00
Mrs. Lakshmi Sowjanya Alla ³	Company Secretary	Ongoing	-	10.47
Reimbursement Expenses	-	-	-	-
Debit Balances	-	-	-	-
Credit Balances	-	-	-	-
Loan by Director				
Mr. Kaushik Yalamanchili	Managing Director	-	Loan	25.08

¹Mr. Kalidindi Satyanarayana Raju was appointed as Chief Executive Officer w.e.f. July 20, 2023 and Resigned w.e.f. July 10, 2024.

²Mr. Sivanand Swamy Mitikiri was resigned as Company Secretary w.e.f. May 26, 2023 and appointed as Whole-time Director w.e.f. May 27, 2023.

³Mrs. Lakshmi Sowjanya Alla was appointed as Company Secretary w.e.f. May 27, 2023.

By order of the Board
For MIC Electronics Limited

Mr. Kaushik Yalamanchili
Managing Director
DIN: 07334243

Mr. Sivanand Swamy Mitikiri
Whole-time Director
DIN: 10166966

Date: July 23, 2024
Place: Hyderabad

ANNEXURE-III

The details of remuneration during the year 2023-24 as per Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2015 are as follows:

Information as per Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Amount in Rs.)

Name of Managerial Personnel	Designation	Remuneration		% of Increase / Decrease in Remuneration	Ratio of Remuneration to MRE	Ratio of Remuneration to	
		FY 23-24 (12 Months)	FY 22-23 (12 Months)			Revenues FY 23-24	Net Profit FY 23-24
Mr. Kaushik Yalamanchili	Managing Director	24,00,000	24,00,000	0.00%	6.66	0.0043	0.013
Mr. Sivanand Swamy Mitikiri ¹	Whole-time Director	10,00,000	--	--	2.77	0.0018	0.0056
Key Managerial Personnel							
Mr. M S Murali Krishnan	Chief Financial Officer	15,93,750	13,50,000	18.06%	4.43	0.0028	0.009
Mr. K. S. Raju ²	Chief Executive Officer	26,91,000	--	--	7.47	0.0048	0.015
Mr. Sivanand Swamy Mitikiri ³	Company Secretary	2,00,000	1,75,000	--	0.56	0.00	0.001
Mrs. Lakshmi Sowjanya Alla ⁴	Company Secretary	10,46,800	--	--	2.91	0.0019	0.006

¹ Mr. Sivanand Swamy Mitikiri was appointed as Whole-time Director w.e.f. May 27, 2023.

² Mr. Kalidindi Satyanarayana Raju was appointed as Chief Executive Officer w.e.f. July 20, 2023.

³ Mr. Sivanand Swamy Mitikiri was resigned as Company Secretary w.e.f. May 26, 2023.

⁴ Mrs. Lakshmi Sowjanya Alla was appointed as Company Secretary w.e.f. May 27, 2023.

Remuneration paid to Independent Directors (Sitting Fee)

Sitting fee paid/ payable to Non-executive Directors for the period April 01, 2023 to March 31, 2024

Sl. No.	Name of the Director	Designation	Sitting Fee
1	Mrs. Karuna Gayathri Upadhyayula	Independent Director	₹ 80,000
2	Mr. Srinivas Rao Kolli	Independent Director	₹ 1,05,000
3	Mrs. Sabitha Ghanta	Independent Director	₹ 35,000
4	Mr. Subhash Lingareddi Somod	Independent Director	₹ 20,000
5	Mrs. Venkata Naga Lavanya Kandala	Independent Director	₹ 55,000

Note: : Mrs. K. Lavanya was resigned as Director w.e.f. November 11, 2023

- The Median Remuneration of the employees of the Company during the financial year was ₹ 3,60,000/- PA.
- In the financial year, there was slight increase in the median remuneration employees compared to previous year.
- The number of permanent employees on the rolls of the Company as of March 31, 2024 and March 31, 2023 was 81 and 69 respectively.
- Variations in the market capitalization of the Company:
 - The Market Capitalization as on March 31, 2024 was ₹ 875 Crore and as on March 31, 2023 was ₹ 262 Crore.
 - Price earnings ratio of the Company as on March 31, 2024 was 14.17.
 - Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer. The closing price of the company's equity shares on BSE as on March 31, 2024 was market value of ₹ 39.54/- for the Face value of ₹ 2/- per share each representing a 24.12% increase over the IPO held on 2007 market value of ₹ 150/- each Face Value of ₹ 10/- per share.
Sub-division of shares held during the year 2008 face value of ₹ 10/- each to ₹ 2/- each.
- The key parameters for the variable component of remuneration available for the directors will be considered as per the Nomination and Remuneration Policy during the period April 01, 2023 to March 31, 2024. However, no variable pays during the period ended March 31, 2024.
- The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year is 1:1.12 ratio of Managerial Remuneration and it is hereby confirmed that the remuneration is as per the remuneration policy of the Company.
- During the year under review, none of the employees are receiving remuneration as set out in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNEXURE - IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members of
MIC Electronics Limited
Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. MIC Electronics Limited(hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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 representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the period ended on March 31, 2024 (consisting of 12 months from 01.04.2023 to 31.03.2024), generally complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on March 31, 2024 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not applicable to the Company during the audit period;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and amendments from time to time - 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) (Amendment) Regulations, 2018 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018 - Not applicable to the Company during the audit period;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable to the Company during the audit period;
 - (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- Not applicable to the Company during the audit period;

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

- (i) Revised Secretarial Standards Auditing Standards issued by "The Institute of Company Secretaries of India" (ICSI).
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered by the Company with M/s. BSE Limited and M/s. National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except delay in payment of Annual Listing Fee for the stock exchanges.

We further report that, having regard to the compliance system prevailing in the Company and on examination of relevant documents and

records in pursuance thereof, on test check basis and on the basis of the management representation that the Company has complied with all the industrial specific applicable laws.

We further report that,

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

Adequate notices are given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent in advance as required, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority of decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the respective meetings.

We 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.

The compliance by the Company of the applicable financial laws, labour laws, filing of periodical returns, maintenance of financial records and books of accounts have not been reviewed by us since the same have been subject to review by Statutory Auditors, Internal Auditors and other professionals.

We further report that during the audit period, the Company has:

1. Mr. Sivanand Swamy Mitikiri appointed as Additional Director & Wholetime Director w.e.f. May 27, 2023 for one year and later he was appointed as Wholetime Director for a period of 3 years from May 27, 2024 to May 26, 2027, and members approval was obtained on February 06, 2024.
2. Mrs. Sabitha Ghanta appointed as Additional Director on November 11, 2023 and members approval was obtained on February 06, 2024.
3. Mr. Subhash Lingareddi Somod appointed as Additional Director on January 05, 2024 and members approval was obtained on February 06, 2024.
4. Mr. Manideep Katepalli was resigned as Director w.e.f. May 26, 2023.
5. Mrs. Lavanya Kandala was resigned as Director w.e.f. November 11, 2023.
6. Mr. Kalidindi Satyanaraya Raju was appointed as Chief Executive Officer w.e.f. July 20, 2023.
7. Mr. Srinivasan Arunachalam resigned as Chief Executive Officer w.e.f. July 20, 2023.
8. Mrs. Lakshmi Sowjanya Alla appointed as Company Secretary & Compliance Office w.e.f. May 27, 2023.
9. Mr. M Sivanand Swamy resigned as Company Secretary & Compliance Officer w.e.f. May 26, 2023.

For RPR & ASSOCIATES
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No. 5783, C P No. 5360
UDIN: F005783F000805989

Date: July 23, 2024
Place: Hyderabad

This Report is to be read with our letter of even date which is annexed as '**Annexure-I**' and forms an integral part of this report.

ANNEXURE - I

To

The Members of **MIC Electronics Limited**, Hyderabad

Our 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 of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices followed by us 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 the Management representations about the compliance of laws, rules and regulations and happening of events etc.,
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For RPR & ASSOCIATES
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No. 5783, C P No. 5360
UDIN: F005783F000805989

Date: July 23, 2024
Place: Hyderabad

ANNEXURE-IV(A)

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Schedule V of Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
M/s. MIC ELECTRONICS LIMITED
Plot No. 192/B, Phase-II, IDA,
Cherlapally, Hyderabad,
Telangana - 500051.

We have examined and verified the books, papers, minute books, forms and returns filed and other records maintained by M/s. MIC Electronics Limited (hereinafter referred to as the "Company") having its registered office at Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051 and the information provided by the Company and its directors and also based on the information available at the websites of Ministry of Corporate Affairs (i.e. www.mca.gov.in) and Securities and Exchange Board of India (i.e. www.sebi.gov.in), we hereby certify that as on the date of this certificate, none of the below mentioned directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of Company by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

SI No	Name of the Director	Director Identification Number (DIN)	Designation
1	Mr. Kaushik Yalamanchili	07334243	Managing Director
2	Mr. Siva Lakshmana Rao Kakarala	03641564	Non-executive Director
3	Mr. Sivanand Swamy Mitikiri ¹	10166966	Whole-time Director
4	Mr. Srinivas Rao Kolli	07980993	Independent Director
5	Mrs. Karuna Gayathri Upadhyayula	07901195	Independent Director
6	Mrs. Sabitha Ghanta ²	07996656	Independent Director
7	Mr. Subhash Lingareddi Somod ³	09501374	Independent Director
8	Mrs. Venkata Naga Lavanya Kandala ⁴	07891405	Independent Director
9	Mr. Manideep Katepalli ⁵	07840019	Independent Director

¹ Mr. Sivanand Swamy Mitikiri was appointed as Director w.e.f. May 27, 2023.

² Mrs. Sabitha Ghanta was appointed as Director w.e.f. November 11, 2023.

³ Mr. Subhash Lingareddi Somod was appointed as Director w.e.f. January 05, 2024.

⁴ Mrs. Venkata Naga Lavanya Kandala was resigned as Director w.e.f. November 11, 2023.

⁵ Mr. Manideep Katepalli was resigned as Director w.e.f. May 26, 2023.

For RPR & ASSOCIATES
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No. 5783, C P No. 5360
UDIN: F005783F000806110

Date: July 23, 2024
Place: Hyderabad

ANNEXURE-IV(B)

**ANNUAL SECRETARIAL COMPLIANCE REPORT
of M/s. MIC ELECTRONICS LIMITED
for the year ended March 31, 2024**

(Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08th February 2019 and amendments thereof)

We, M/s.RPR and Associates, Company Secretaries, Hyderabad have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. MIC Electronics Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Plot No. 192/B, Phase-II, IDA, Cherlapally, Medchal-Malkajgiri District, Hyderabad, Telangana - 500051, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, M/s. RPR and Associates, Company Secretaries, Hyderabad, have examined:

- (a) all the documents and records made available to us, and explanation provided by M/s. MIC Electronics Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity; and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification/report,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - No buyback of securities during the review period.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not applicable during the review period.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable during the review period.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not applicable during the review period.
- (h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; - Not applicable during the review period.
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued there under and the additional affirmations as per the circulars issued by the stock exchanges on 16th March 2023 and subsequent amendments thereon;

and based on the above examination, we hereby report that, during the Review Period:

The compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD/114/2019 dated 18th October 2019; – Not applicable during review period.

ANNUAL SECRETARIAL COMPLIANCE CERTIFICATE

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updated of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. - All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	-
3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website. - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes	-
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	-
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under except in respect of matters specified in Annexure A & B.	Yes	-
12.	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	-

ANNUAL SECRETARIAL COMPLIANCE CERTIFICATE

ANNEXURE-A

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action Advisory /Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
No deviations / non-compliance during the review period										

ANNEXURE-B

The listed entity has taken the following actions to comply with the observations made in previous reports;

Sl. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action Advisory /Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
No deviations / non-compliance during the review period										

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For RPR & ASSOCIATES
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No. 5783, C P No. 5360
Peer Review Certificate No. 1425/2021
UDIN: F005783F000372666

Date: May 15, 2024
Place: Hyderabad

ANNEXURE-V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Introduction

MIC Electronics Limited is a prominent player in the Indian market, specializing in Railway Signaling Systems and LED Displays. Our company has maintained a strong presence in these sectors through innovation, reliability, and a customer-centric approach. This Management Discussion and Analysis (MD&A) report aims to provide an overview of our performance, key developments, challenges, and future outlook.

Industry Overview

The Railway Passenger Information Systems, LED Displays and EV chargers in India have witnessed significant growth driven by infrastructure development, digitalization, and increased demand for energy-efficient solutions. MIC Electronics has capitalized on these opportunities by leveraging our technological capabilities and industry experience.

Railway Passenger Information Systems (PIS):

- a. The Indian Railways network is one of the largest in the world, with over 8,000 stations and 12,000 trains.
- b. The need for efficient passenger information systems is growing, driven by increasing passenger traffic and the need for real-time information.
- c. Record Allocation: ₹2.62 lakh crore has been allocated to Indian Railways, with ₹1.08 lakh crore dedicated to safety-related activities.
- d. Key players include Indian Railways' in-house development, Siemens, and local players like MIC Electronics.

LED Display Boards:

- a. The LED display market in India is growing rapidly, driven by government initiatives like Smart Cities and Digital India.
- b. The market size for LED displays in India is estimated to be ₹ 2,000 crores, growing at a CAGR of 20%.
- c. Key applications include public transportation (railways, airports, bus stations), advertising, and smart city projects.
- d. Key players include local manufacturers like MIC Electronics, and international players like Samsung and LG.

EV Chargers:

- a. The electric vehicle (EV) market in India is growing, driven by government incentives and increasing environmental concerns.
- b. The market size for EV chargers in India is estimated to be ₹ 300 crores, growing at a CAGR of 30%.
- c. Key applications include 2/3/4 Wheelers, public charging stations, home charging solutions, and charging infrastructure for government and private fleets.
- d. Key players include local manufacturers like Tata Power, and international players like ABB and Siemens.

Trends and Opportunities

- a. Increasing adoption of digital technologies in Indian Railways, such as automation and IoT.
- b. Growing demand for energy-efficient and environmentally friendly solutions.
- c. Government initiatives like Make in India and Smart Cities driving growth in LED displays and EV chargers.
- d. Opportunities for innovation and indigenization in PIS, LED displays, and EV chargers.

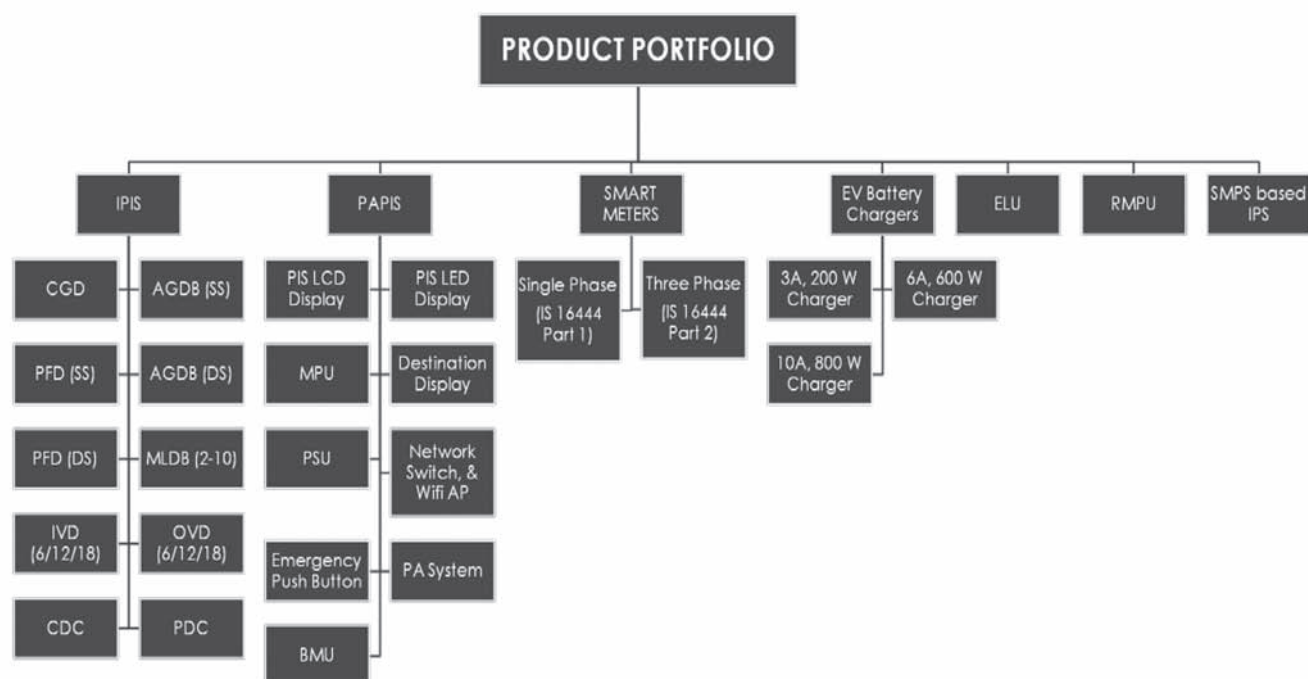
Challenges:

- a. Competition from international players and local manufacturers.
- b. Need for standardization and interoperability in PIS and EV chargers.
- c. Dependence on government initiatives and policies for growth.

Overall, the industry overview suggests a growing market for Railway Passenger Information Systems, LED Display Boards, and EV Chargers in India, driven by government initiatives, increasing passenger traffic, and environmental concerns.

However, there are challenges to be addressed, such as competition, standardization, and dependence on government policies.

Product Portfolio (with RDSO approval & various stages of approvals)

**Strategic Initiatives**

Our strategic initiatives focused on:

Innovation: Continuous R&D efforts to develop next-generation LED display technologies and signaling solutions tailored to the evolving needs of our customers.

Expansion: Exploring new market opportunities domestically and internationally to diversify revenue streams and mitigate risks associated with sector-specific fluctuations.

Operational Excellence: Implementing lean manufacturing practices and optimizing supply chain management to enhance efficiency and reduce costs.

Challenges and Mitigation Strategies

Despite our successes, we faced challenges mentioned below. To mitigate these challenges, we implemented Mitigation Strategies, including diversification of customer base, enhanced quality control measures, and proactive risk management.

Challenges faced by MIC Electronics on recent times:

- Intense Competition:** Increasing competition from local and international players in the LED display and PIS markets, leading to pricing pressure and reduced margins.
- Technological Disruption:** Rapid technological advancements in LED displays and PIS, requiring significant investments in R&D to stay competitive.
- Government Policy Changes:** Changes in government policies and regulations, such as the Make in India initiative, affecting the company's business operations and revenue streams.
- Fluctuating Raw Material Prices:** Volatility in global raw material prices, impacting production costs and profitability.
- Delays in Government Project Executions:** Delays in government projects, such as railway modernization and smart city initiatives, affecting revenue recognition and cash flows.
- Increasing Environmental Concerns:** Growing environmental concerns and regulations, requiring investments in sustainable and eco-friendly manufacturing practices.
- Talent Acquisition and Retention:** Challenges in attracting and retaining skilled talent in a competitive labor market.
- Cybersecurity Threats:** Increasing cybersecurity threats in the PIS and LED display markets, requiring investments in data protection and security measures.

- i. Quality Concerns: Maintaining high-quality standards in manufacturing and execution, ensuring reliability and performance of products.
- j. Export Market Volatility: Fluctuations in global demand and trade policies, impacting export revenue and growth prospects.
- k. Innovation and Differentiation: Need for continuous innovation and differentiation in products and solutions to stay ahead of competitors.
- l. Supply Chain Disruptions: Disruptions in global supply chains, affecting raw material availability and production schedules.

These challenges require MIC Electronics to be agile, innovative, and proactive in addressing them to maintain its competitive edge and growth momentum.

Mitigation Strategies being implemented by MIC Electronics:

- 1. Intense Competition:**
 - a. Focused on developing niche products and solutions for railways and smart city projects.
 - b. Investing in R&D to enhance product features and quality.
 - c. Building strategic partnerships with technology companies.
- 2. Technological Disruption:**
 - a. Established an in-house R&D team to develop new technologies and products.
 - b. Collaborating with startups and technology partners to stay updated on latest trends.
 - c. Investing in employee training programs to enhance technical skills.
- 3. Government Policy Changes:**
 - a. Engaging with government agencies and industry associations to stay updated on policy changes.
 - b. Diversifying revenue streams by exploring new markets and industries.
 - c. Developing contingency plans for potential policy changes.
- 4. Fluctuating Raw Material Prices:**
 - a. Diversifying supplier base to reduce dependence on single suppliers.
 - b. Implementing cost-reduction measures through process improvements.
 - c. Exploring alternative raw materials and suppliers.
- 5. Delays in Government Project Executions:**
 - a. Diversifying revenue streams by exploring private sector projects.
 - b. Developing project management expertise to expedite project execution.
 - c. Engaging with government agencies to resolve project delays.
- 6. Increasing Environmental Concerns:**
 - a. Investing in sustainable manufacturing practices and eco-friendly products.
 - b. Developing environmental policies and procedures.
 - c. Engaging with stakeholders on environmental initiatives.
- 7. Talent Acquisition and Retention:**
 - a. Offering competitive compensation and benefits packages.
 - b. Investing in employee development programs and training.
 - c. Fostering a positive work culture and employer brand.
- 8. Cybersecurity Threats:**
 - a. Implementing robust cybersecurity measures and data protection.
 - b. Conducting regular security audits and training employees.
 - c. Engaging with cybersecurity experts and partners.
- 9. Quality Concerns:**
 - a. Implementing robust quality control and assurance processes.
 - b. Conducting regular quality audits and training employees.
 - c. Engaging with customers and stakeholders on quality initiatives.
- 10. Export Market Volatility:**
 - a. Diversifying export markets and revenue streams.
 - b. Developing market intelligence and research capabilities.
 - c. Engaging with export promotion councils and industry associations.
- 11. Innovation and Differentiation:**
 - a. Investing in R&D and innovation initiatives.

- b. Developing design thinking and problem-solving capabilities.
- c. Engaging with customers and stakeholders on innovation initiatives.

12. Supply Chain Disruptions:

MIC Electronics is implementing the following measures to mitigate supply chain disruptions:

- a. Supplier Diversification: Identifying and qualifying new suppliers to reduce dependence on single sources.
- b. Inventory Management: Implementing just-in-time inventory management and maintaining a buffer stock of critical components.
- c. Risk Assessment: Conducting regular risk assessments to identify potential supply chain disruptions.
- d. Contingency Planning: Developing contingency plans for potential supply chain disruptions, including identifying alternative suppliers and routing.
- e. Collaboration: Collaborating with suppliers and industry peers to share best practices and address common challenges.
- f. Supply Chain Optimization: Continuously optimizing supply chain processes to reduce lead times and improve efficiency.
- g. Developing a Culture of Resilience: Fostering a culture of resilience within the organization to quickly respond to supply chain disruptions.

Future Outlook

Looking ahead, MIC Electronics is well-positioned to capitalize on emerging opportunities in Railway PIS, LED Displays and EV Chargers. Key focus areas include:

Market Expansion: Penetrating new geographic markets and sectors to drive growth.

Technological Advancements: Investing in IoT-enabled solutions and smart city initiatives to stay ahead of industry trends.

Sustainability: Integrating eco-friendly practices into our product development and manufacturing processes.

Internal Financial Control Systems and their Adequacy

The Company has adequate internal financial control systems and procedures in all operational areas and at all levels equipment's procurement, finance, administration, marketing and personnel departments. The Audit committee reviews the adequacy of internal controls from time to time.

Financial review

The Highlights of Financial Operational Performance are given below: (₹ In Lakhs)

Particulars	2023-24	2022-23	2021-22
Total Income	5656.61	779.75	3233.57
Total Expenditure	4545.24	765.19	2952.48
Profit before Tax	1773.34	14.56	281.09
Provision for Tax - Deferred tax (Liability)/Asset	4410.54	--	--
Profit after Tax	6183.88	14.56	281.09
Other comprehensive income	0.35	0.40	--
Transfer to General Reserve	-	--	--
Profit available for appropriation	-	--	--
Provision for Proposed Dividend	-	--	--
Provision for Corporate Tax	-	--	--

Conclusion

In conclusion, MIC Electronics remains committed to delivering value to our stakeholders through innovation, operational excellence, and strategic growth initiatives. With a strong foundation and a clear vision for the future, we are poised for continued success in Railway Signaling Systems and LED Displays sectors.

This MD&A report outlines our achievements, challenges, and strategic roadmap for sustained growth. We look forward to the Board's guidance and support as we navigate through an exciting phase of expansion and consolidation in the market.

By order of the Board
For MIC Electronics Limited

Mr. Kaushik Yalamanchili
Managing Director
DIN: 07334243

Mr. Sivanand Swamy Mitikiri
Whole-time Director
DIN: 10166966

Date: July 23, 2024
Place: Hyderabad

ANNEXURE-VI

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on corporate governance

M/s. MIC Electronics Limited set the highest standards of Corporate Governance right from its inception benchmarked with the best class practices across the globe. Effective Corporate Governance is the manifestation of professional beliefs and values, which configures the organizational values, credo and actions of its employees. The aim of "Good Corporate Governance" is to ensure commitment of the board in managing the company in a transparent manner for maximizing long-term value of the company for its shareholders and all other partners. It integrates all the participants involved in a process, which is economic, and at the same time social. The Company's core philosophy on the code of Corporate Governance is to ensure:

- Fair and transparent business practices;
- Accountability for performance;
- Compliance of applicable statute;
- Transparent and timely disclosure of financial and management information;
- Effective management control and monitoring of executive performance by the Board; and
- Adequate representation of promoter, executive and independent directors on the Board.

Hence it harmonizes the need for a company to strike a balance at all times between the need to enhance shareholders' wealth whilst not in any way being detrimental to the interests of the other stakeholders in the company.

2. Board of Directors

a. Composition and Category of Directors

In terms of compliance with the regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI Listing Regulations, 2015", the Company endeavour to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As at March 31, 2024, the Board of Directors ("Board") comprises of Seven Directors, of which two are Executive, one is Non-Executive Non-Independent and the other four are Independent Directors including two women Independent Directors. The composition and category of the Board of Directors is as follows:

S.No.	Name of Director	Designation	Category
1	Mr. Kaushik Yalamanchili	07334243	Managing Director
2	Mr. Siva Lakshmana Rao Kakarala	03641564	Non-executive Director
3	Mr. Sivanand Swamy Mitikiri ¹	10166966	Whole-time Director
4	Mr. Srinivas Rao Kolli	07980993	Independent Director
5	Mrs. Karuna Gayathri Upadhyayula	07901195	Independent Director
6	Mrs. Sabitha Ghanta ²	07996656	Independent Director
7	Mr. Subhash Lingareddi Somod ³	09501374	Independent Director

¹Mr. Sivanand Swamy Mitikiri appointed as Director w.e.f. May 27, 2023.

²Mrs. Sabitha Ghanta appointed as Director w.e.f. November 11, 2023.

³Mr. Subhash Lingareddi Somod appointed as Director w.e.f. January 05, 2024.

b. Attendance of each director at the Board meetings and at the last Annual General Meeting

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended March 31, 2024 has been set out here below:

S.No.	Name of Director	No. of Board Meetings			Attendance at last AGM
		Held	Entitled	Attended	
1	Mr. Kaushik Yalamanchili	6	6	6	Yes
2	Mr. Srinivas Rao Kolli	6	6	6	Yes
3	Mrs. Karuna Gayathri Upadhyayula	6	6	6	No
4	Mr. Siva Lakshmana Rao Kakarala	6	6	5	No
5	Mr. Subhash Lingareddi Somod	6	2	2	NA
6	Mrs. Sabitha Ghanta	6	3	3	NA
7	Mr. Sivanand Swamy Mitikiri	6	5	5	Yes

c. Number of other Directorships, Committee Membership(s) & Chairmanship(s) as on March 31, 2024:

S.No.	Name of Director	Directorships	Committee Membership	Committee Chairmanship
1	Mr. Kaushik Yalamanchili	4	4	2
2	Mr. Srinivas Rao Kolli	1	4	2
3	Mrs. Karuna Gayathri Upadhyayula	6	2	1
4	Mr. Siva Lakshmana Rao Kakarala	3	-	-
5	Mr. Subhash Lingareddi Somod	2	1	-
6	Mrs. Sabitha Ghanta	3	2	-
7	Mr. Sivanand Swamy Mitikiri	1	2	-

- The number of total directorships is in accordance with Section 165 of the Companies Act, 2013.
- The Number of Directorships, Committee memberships and Chairmanships of all listed and unlisted companies are within the limits as per Regulation 26 of SEBI (LODR) Regulations, 2015 and erstwhile Clause 49(II)(D)(2) of the Listing Agreement.

d. Number of Board Meetings held and the date on which held

In terms of compliance with the requirement of Regulation 17(2) of SEBI (LODR) Regulations, 2015, Six (6) Board Meetings were held during the financial year ended March 31, 2024.

The dates on which the Board meetings were held are:

May 26, 2023, July 20, 2023, September 06, 2023, November 11, 2023, January 05, 2024 and February 06, 2024.

e. Disclosure of relationship between the directors inter-se

None of the Directors are related to any other Director.

f. Shares held by Non-Executive Directors

The number of equity shares of the Company held by the non-executive directors, as on March 31, 2024 are as follows:

S.No.	Name of the Director	No of Equity Shares
1	Mr. Siva Lakshmanarao Kakarala	1,63,46,191

g. The details of familiarization programs imparted to independent directors is given below

Your Company follows a structured orientation and familiarization programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

3. Board Committees

Details of the Board Committees and other related information are provided hereunder:

I. Audit Committee

a) Brief description of terms of reference

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Review of financial reporting systems;
2. Ensuring compliance with regulatory guidelines;
3. Reviewing the quarterly, half yearly and annual financial results;
4. Approval of annual internal audit plan;
5. Review and approval of related party transactions;
6. Discussing the annual financial statements and auditor's report before submission to the Board with particular reference to the
 - i. Director's Responsibility Statement;
 - ii. Major accounting entries;
 - iii. Significant adjustments in financial statements arising out of audit findings;
 - iv. Compliance with listing requirements etc;
7. Interaction with statutory, internal and cost auditors;
8. Recommendation for appointment and remuneration of auditors; and
9. Reviewing and monitoring the auditor's independence and performance etc.

Further the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
6. Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

In addition to the above, the Audit Committee also reviews the financial statements, minutes and details of investments made by the subsidiary companies.

b. Composition, Name of members and Chairperson

As on March 31, 2024, the Audit Committee comprises of Two Independent Directors and One Executive Director. The Chairperson of the Audit Committee is Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013:

S.No.	Name of the Director	Designation
1	Mr. Srinivas Rao Kolli	Chairperson
2	Mr. Kaushik Yalamanchili	Member
3	Mrs. Karuna Gayathri Upadhyayula	Member

Note: 1. Mrs. K. Lavanya resigned as Director w.e.f. November 11, 2023 and in her place Mrs. U K Gayathri was appointed as member of the Audit Committee

- CFO, Statutory Auditors and Internal Auditors attend the Audit Committee meetings on the invitation and the Company Secretary acts as the Secretary of the Committee.
- Minutes of meetings of the Audit Committee are placed before the Board and discussed in the meeting.

c. Meetings and attendance during the year

- Four Audit Committee Meetings were held during the financial year ended March 31, 2024. The Audit Committee meetings were held on 26.05.2023, 20.07.2023, 11.11.2023 and 06.02.2024.
- Attendance at the Audit Committee Meeting:

S.No.	Name of Director	No. of Meetings		
		Held	Entitled	Attended
1	Mr. Srinivas Rao Kolli	4	4	4
2	Mr. Kaushik Yalamanchili	4	4	4
5	Mrs. Karuna Gayathri Upadhyayula	4	1	1

The Statutory Auditors and Internal Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company. The Chairperson of the Audit Committee attended the Annual General Meeting to answer the queries raised by the shareholders regarding Audit and Accounts.

II. Nomination & Remuneration Committee

a. Brief description of terms of reference

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Carry on the evaluation of every director's performance;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity; and
- Any other matter as the Board may decide from time to time.

b. Composition, Name of members and Chairperson

As on the date of this Report, the Nomination and Remuneration Committee was constituted by the Board with 3 Independent Directors. The following is the composition of the Committee.

S.No.	Name of the Director	Designation
1	Mrs. Karuna Gayathri Upadhyayula	Chairperson
2	Mr. Srinivas Rao Kolli	Member
3	Mrs. Sabitha Ghanta	Member

Note: 1. Mr. Manideep Katepalli resigned as Director w.e.f. May 26, 2023 and in his place Mrs. U. K. Gayathri was appointed as member of the Nomination and Remuneration Committee and upon consequent to the resignation of Mrs. K. V. N. Lavanya w.e.f. November 11, 2023, Mrs. U K Gayathri, was redesignated as Chairperson of the Committee.

2. Mrs. K Lavanya resigned as Director w.e.f. November 11, 2023 and in her place Mrs. Sabitha Ghanta was appointed as Member of the Nomination and Remuneration Committee.

- The Company Secretary acts as the Secretary of the Committee.
- Minutes of meetings of the Nomination and Remuneration Committee are circulated to all the members of the Board.

c. Nomination and Remuneration Committee meetings

Four NRC Committee Meetings were held during the financial year ended March 31, 2024. The Nomination and Remuneration Committee meetings were held on 26.05.2023, 20.07.2023, 11.11.2023 and 05.01.2024.

d. Nomination and Remuneration policy

- The nomination and remuneration committee has adopted a Nomination and Remuneration Policy which, inter-alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration are determined based on levels of responsibility and scales prevailing in the industry. The executive directors are not paid sitting fee for any Board/Committee meetings attended by them.
- The Non-executive directors are not paid sitting fees for attending meetings of Board/Committee.

e. Performance Evaluation of Directors

The criteria and the procedure for the process of Board evaluation is mentioned in the Directors' report.

III. Independent Directors' Meeting

One Independent Directors Meeting was held during the financial year ended March 31, 2024, on 06.02.2024.

IV. Stakeholders Relationship Committee**a. Brief description of terms of reference**

The Stakeholders Relationship Committee oversees and reviews all matters connected with the share transfers and also looks into redressing of shareholders complaints like transfer of shares, non-receipt of annual report/dividends etc. The committee oversees the performance of the Registrar of Transfer Agents and recommends measures for overall improvement in the quality of investor services. Email-Id for Investor Grievance: cs@mic.co.in

b. Composition as on the date of this Report

S.No.	Name of the Director	Designation
1	Mr. Srinivas Rao Kolli	Chairperson
2	Mrs. Sabitha Ghanta	Member
3	Mr. Kaushik Yalamanchili	Member

Note: 1. Mr. Manideep Katepalli resigned as Director w.e.f. May 26, 2023 and in his place Mr. Kaushik Yalamanchili was appointed as member of the Stakeholders Relationship Committee.

2. Mrs. Kandala Lavanya resigned as Director w.e.f. November 11, 2023 and in her place Mrs. Sabitha Ghanta was appointed as member of the Stakeholders Relationship Committee.

c. Name and designation of Compliance Officer

As on March 31, 2024, Mrs. Lakshmi Sowjanya Alla is the Company Secretary and Compliance Officer of the Company.

d. Stakeholders Relationship Committee Meeting

One Stakeholders Relationship Committee meeting was held during the financial year ended March 31, 2024, on November 11, 2023.

e. Number of Shareholders complaints received so far

During the year ended March 31, 2024, the Company has received Nil complaints.

f. Number of complaints not resolved to the satisfaction of shareholders is Nil

g. There were no pending complaints as at the year end.

Remuneration of Directors

a. Details of Remuneration of Non-executive Directors

- There were no pecuniary transactions with any non-executive director of the Company.
- Sitting Fee is not paid to Non-Executive Non-Independent Director for attending the Board and Committee Meetings.

b. Details of Remuneration of Executive Directors and Key Managerial Personnel:

- Mr. Kaushik Yalamanchili, Managing Director was paid Gross Salary of ₹24 Lakhs p.a. for the FY 2023-24.
- Mr. Sivanand Swamy Mitikiri who was appointed as a Whole-time Director w.e.f. May 27, 2023 was paid Gross Salary of ₹ 10.00 Lakhs p.a. for the FY 2023-24.
- Mr. K. S. Raju who was appointed as Chief Executive Officer w.e.f. July 20, 2023 was paid gross salary of ₹ 26.91 Lakhs p.a. for the FY 2023-24.
- Mr. M. S.Muralikrishnan, Chief Financial Officer was paid Gross Salary of ₹15.93 Lakhs p.a. for the FY 2023-24.
- Mrs.Lakshmi Sowjanya Alla who was appointed as a Company Secretary w.e.f. May 27, 2023 was paid Gross Salary of ₹ 10.46 Lakhs p.a. for the FY 2023-24.

4. General Body Meetings

Location and Time, where last three Annual General Meetings held

Year	Locations	Date	Time
35th AGM (2022-23)	192/B, Phase II, IDA, Cherlapally, Hyderabad, Telangana – 5000051.	August 18, 2023	11.00 A. M
34th AGM (2021-22)	A4/II, Electronic Complex, Kusaiguda, Hyderabad, Telangana – 500062.	August 22, 2022	11.00 A.M
33rd AGM (2020-21)	A4/II, Electronic Complex, Kusaiguda, Hyderabad, Telangana – 500062.	December 27, 2021	10.30 A.M

5. Means of Communication

a. Financial / Quarterly Results

The quarterly results of the Company are published in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in widely circulated newspapers.

b. Newspapers wherein results normally published

The results of the Company are published in widely circulated newspapers.

c. Any website, where displayed

The results of the Company are published on the Company's website: www.mic.co.in

d. Whether it also displays official news releases

Official news releases along with quarterly results are displayed on the Company's website: www.mic.co.in

e. Presentations made to institutional investors or to the analysts

There are no presentations made to the investors / analysts.

The website www.mic.co.in contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern, corporate governance reports etc. are also available in the 'Investor Info' section on the website of the Company.

6. Subsidiary Companies

There were no subsidiary companies as on March 31, 2024; Company has divested its entire investment from the erst while subsidiary of M/s. Bikewo Green Tech Pvt Ltd on November 11, 2023. And as on the report date, Company incorporated a Wholly-Owned Subsidiary of M/s. SOA Electronics Trading LLC at UAE, Dubai, on May 22, 2024.

7. General shareholder information

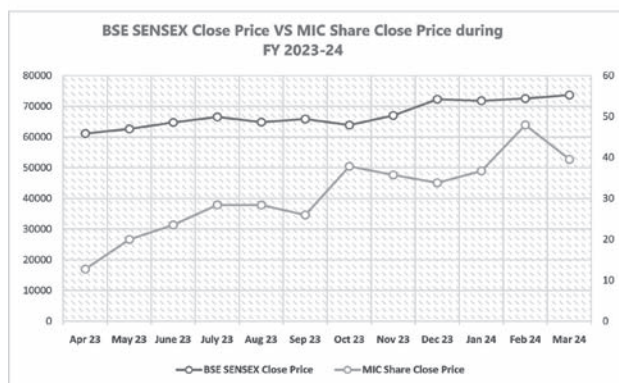
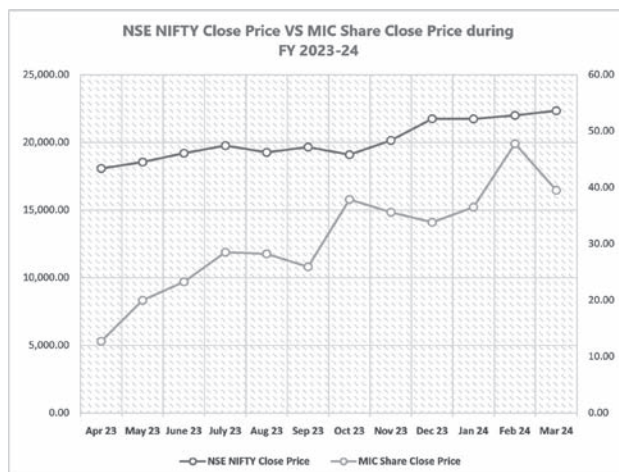
Annual General Meeting	Date: August 27, 2024
	Time : 11.00 AM
	Venue: Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi (Medchal-Malkajgiri) District, Telangana - 500051

Financial Calendar	April 01, 2023 to March 31, 2024
Date of Book Closure	Thursday, August 22, 2024 to Tuesday, August 27, 2024 (both days inclusive)
Dividend Payment Date	Nil
Listing on Stock Exchanges	M/s. BSE Ltd and M/s. National Stock Exchange of India Ltd
Scrip/Stock Code	532850 on BSE and MICEL on NSE
ISIN Number for NSDL & CDSL	INE287C01037

8. Market price data

Market Price data: High / Low during each month in the FY 2023-24 and performance in comparison to broad based indices such as NSE Nifty and BSE SENSEX.

Month & Year	NSE (in rs.)			NIFTY			BSE (in rs.)			sensex	
	high	low	Close	high	low	Close	high	low	Close	high	low
Apr-23	13.20	11.70	12.70	18089.15	17885.30	18065.00	13.75	11.60	12.73	61,209.46	58,793.08
May-23	20.30	12.95	19.95	18603.90	18483.85	18534.40	20.47	12.74	19.96	63,036.12	61,002.17
Jun-23	23.70	18.10	23.25	19201.70	19024.60	19189.05	23.98	18.00	23.51	64,768.58	62,359.14
Jul-23	30.75	22.80	28.50	19772.75	19597.60	19753.80	30.50	23.03	28.41	67,619.17	64,836.16
Aug-23	31.30	25.55	28.20	19388.20	19223.65	19253.80	31.06	24.93	28.39	66,658.12	64,723.63
Sep-23	31.60	22.85	25.90	19726.25	19551.05	19638.30	31.69	23.00	25.94	67,927.23	64,818.37
Oct-23	48.00	27.05	37.85	19233.70	19056.45	19079.60	48.00	27.08	37.82	66,592.16	63,092.98
Nov-23	43.55	33.55	35.60	20158.70	20015.85	20133.15	43.65	33.70	35.73	67,069.89	63,550.46
Dec-23	37.90	31.95	33.80	21770.30	21676.90	21731.40	37.97	31.95	33.80	72,484.34	67,149.07
Jan-24	38.70	33.05	36.50	21741.35	21448.85	21725.70	39.20	33.16	36.69	73,427.59	70,001.60
Feb-24	53.65	35.20	47.75	22060.55	21860.65	21982.80	53.80	35.50	47.93	73,413.93	70,809.84
Mar-24	49.95	36.85	39.50	22516.00	22163.60	22326.90	49.62	36.75	39.54	74,245.17	71,674.42



Distribution of Shareholding as on March 31, 2024

Shares	Holders		Shares	
	Number	% To Total	No of Shares	% To Total
Up to - 500	77470	85.81	7648927	3.46
501 - 1000	4695	6.11	3726439	1.68
1001 - 2000	2484	3.76	3643191	1.64
2001 - 3000	1009	1.59	2560632	1.16
3001 - 4000	350	0.62	1261812	0.56
4001 - 5000	318	0.48	1509520	0.68
5001 - 10000	470	0.76	3497152	1.58
10001 and above	540	0.87	197598670	89.24
Total	87336	100.00	221446343	100.00

Share holding pattern as on March 31, 2024

Category	Holding as on 31-03-2024	%
BODIES CORPORATE	10243180	4.62
CLEARING MEMBER	13148	0.01
CENTRAL/STATE GOVERNMENT(S)	--	--
FINANCIAL INSTITUTIONS/BANKS	--	--
FOREIGN BODIES CORPORATE	--	--
FOREIGN INSTITUTIONAL INVESTORS	--	--
INSURANCE COMPANIES	--	--
MUTUAL FUNDS/UTI	--	--
NON-RESIDENTIAL INDIANS	1365791	0.62
FOREIGN NATION	--	--
FOREIGN PORTFOLIO INVESTORS - INDIVIDUAL(FPI)	4518	--
FOREIGN PORTFOLIO INVESTORS - CORPORATE(FPI)	--	--
PROMOTER AND PROMOTER GROUP	165182593	74.60
INDIVIDUALS	44629148	20.15
ALTERNATE INVESTMENT FUNDS	--	--
QUALIFIED INSITUTIONAL BUYERS	--	--
TRUST	7965	--
IEPF AUTHORITY MCA	--	--
TOTAL	221446343	100.00

Dematerialisation of shares and liquidity

As on March 31, 2024, 22,09,38,091 equity shares representing 99.78% shares have been in dematerialisation form while 5,08,252 shares representing 0.22% were in physical form.

The Company has not issued any GDR/ADR and there are no outstanding warrants or any convertible instruments.

Depositories for Equity Shares

- M/s. National Securities Depository Limited (NSDL) and
- M/s. Central Depository Services Limited (CDSL)

Registrar & Transfer agents

M/s. Venture Capital and Corporate Investments Pvt. Ltd.
 AURUM, Door No. 4-50/P-II/57/4 & 5th Floor, Plot No. 57, Jayabheri Enclave,
 Phase II, Gachibowli, Seri Lingampally, Telangana - 500032
 Tel: 040-23868257/258, E-mail: info@vccipl.com

Share Transfer System

SEBI vide its Circular No. CIR/MIRSD/8/2012, dated July 5, 2012 has reduced the time-line for registering the transfer of shares to 15 days, the Physical share transfers are processed and the share certificates are returned to the shareholders within a maximum period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.

Plant Locations

1	M/s. MIC Electronics Limited Plot No.192/B, Phase-II, IDA, Cherlapally, Hyderabad – 500051.
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Address for Correspondence

Sl.No.	Shareholders Correspondence for	Address
1	Transfer/Dematerialization/Consolidation/Split of shares, Issue of Duplicate Share Certificates, Non- receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	M/s. Venture Capital and Corporate Investments Pvt. Ltd. Door No. 4-50/P-II/57/4 & 5th Floor, Plot No. 57, Jayabheri Enclave, Phase II, Gachibowli, Telangana – 500032; Tel: 040-23868257/258, E-mail: info@vccipl.com
2	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	M/s. MIC Electronics Limited Plot No.192/B, Phase-II, IDA, Cherlapally, Hyderabad – 500051, E-mail: cs@mic.co.in

8. Other Disclosures**a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;**

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

b. Details of non-compliance by the listed entity, penalties, structures 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 year there were no penalties or non-compliances or delay in compliances with the SEBI LODR Regulations.

c. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel have been denied access to the audit committee;

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, www.mic.co.in. During the financial year under review, no Complaints were received.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non- mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

e. Web link where policy for determining 'material' subsidiaries is disclosed;

The policy for determining 'material' subsidiaries is available on the website of the Company <http://www.mic.co.in>

f. Web link where policy on dealing with related party transactions;

The policy on dealing with related party transactions is available on the website of the Company: <http://www.mic.co.in>

g. Disclosure of commodity price risks and commodity hedging activities: Not applicable**h. As on March 31, 2024, the Company has complied with the requirements of the Schedule V Corporate Governance report sub- paras(2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.****9. As on March 31, 2024, the Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

Regulation	Particulars of Regulation	Compliance Status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes

20	Stake Holders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirement	Yes
46(2)(b)to(i)	Website	Yes

10. Code of Conduct

The Company has in place a comprehensive Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the Company's website.

11. MD and CFO Certification

In line with the requirements of Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, MD and CFO of the Company have submitted a certificate, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2024 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

12. Disclosure with respect to Demat suspense account/ unclaimed suspense account

There are no unclaimed securities to be kept in the de-mat suspense account.

13. Proceeds from public issues, rights issues, preferential issues, etc.

During the year ended March 31, 2024, there were no proceeds from public issues, rights issues.

14. The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <http://www.mic.co.in>

15. The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: <http://www.mic.co.in>

16. Company's Policy on prevention of insider trading

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

As on March 31, 2024, Mrs. Lakshmi Sowjanya Alla, Company Secretary of the Company is acting as Compliance Officer for the said purpose. The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned and the compliance of the same has been affirmed by them.

By order of the Board
For MIC Electronics Limited

Date: July 23, 2024
Place: Hyderabad

Mr. Kaushik Yalamanchili
Managing Director
DIN: 07334243

Mr. Sivanand Swamy Mitikiri
Whole-time Director
DIN: 10166966

MD & CFO CERTIFICATION TO THE BOARD

Pursuant to Regulation 17(8) of SEBI (LODR), Regulations, 2015

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the Financial Year ended March 31, 2024 and that these statements;
 - i. Do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - ii. Together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of Business conduct and Ethics.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- d) We have disclosed, wherever applicable to the Auditors and the Audit Committee:
 - i. That there were no deficiencies in the design or operations of Internal Controls that could adversely affect the company's ability to record, process, summarize and report financial data including any corrective actions;
 - ii. That there are no material weaknesses in the internal controls over financial reporting;
 - iii. That there are no significant changes in internal control over financial reporting during the year;
 - iv. All significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes of the financial statements; and
 - v. That there are no instances of significant fraud of which we have become aware of and involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

For MIC Electronics Limited

Date: May 21, 2024
Place: Hyderabad

Mr. Kaushik Yalamanchili
Managing Director

Mr. M S Muralikrishnan
Chief Financial Officer

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board has laid down a code of conduct for all the Board members and Senior Management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2024 as envisaged in the chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For MIC Electronics Limited

Date: May 21, 2024
Place: Hyderabad

Mr. Kaushik Yalamanchili
Managing Director
DIN: 07334243

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
M/s. MIC Electronics Limited
Plot No.192/B, Phase-II, IDA, Cherlapally,
Hyderabad – 500051.

We, RPR & Associates have examined the compliance of conditions of corporate governance by M/s. MIC Electronics Limited ("the Company"), for the year ended March 31, 2024, as per the relevant provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

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

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance Issued by the Institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to our explanations of the relevant records and the explanations given to us by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations except the deviations mentioned in our Secretarial Audit Report dated July 23, 2024 for the FY 2023-24.

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

For RPR & ASSOCIATES
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No. 5783, C P No. 5360
UDIN: F005783F000806101

Date : July 23, 2024
Place: Hyderabad

INDEPENDENT AUDITORS' REPORT

To the members,

M/s. MIC ELECTRONICS LIMITED,

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of MIC ELECTRONICS LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2024, 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 ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

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 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed 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, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters :

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone 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 Matters	Auditor's Response
Revenue Recognition :	Principal audit procedures :
The Company recognizes revenue from products based on the terms and conditions of transactions which varies with different customers.	We obtained an understanding of the revenue recognition process and tested the company's controls around the timely and accurate recording of sales transactions.
For sale transactions in a certain period of time around the Balance Sheet date, it is essential to ensure that the control of goods have transferred to the customers. As revenue recognition is subject to management's judgement on whether the control of the goods have been transferred, we consider cut-off of revenue as a key audit matter.	We have obtained an understanding of a sample of customer contracts. Our test of revenue samples focused on sales recorded immediately before the year – end, obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents.

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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, 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.

Management's Responsibilities for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements:

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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 financial 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 system 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 the 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, 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, 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;
 - (b) The Management has represented, that, to the best of its knowledge and belief, 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;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. 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 operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As provision to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- 2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Date : May 21, 2024
Place : Hyderabad

For BHAVANI & CO.
Chartered Accountants
Firm's Registration No. 012139S

CA S Kavitha Padmini
PARTNER
Membership No.229966
UDIN # 24229966BKBLWB9532

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MIC Electronics Limited of even date):

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed on property provided to us, we report that, the title deeds, comprising all the immoveable properties of land and buildings which are freehold, are held in the name of the Company as at the Balance Sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right- of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii.
 - (a) As explained to us, the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
 - (b) During the year, the company has been sanctioned working capital limits in the form of Working Capital Demand Loan (WCDL) by the Bank to the tune of Rs.5.50 cr.
- iii. The Company has granted advances in the nature of loans which are unsecured to company during the year, in respect of which:
 - (a) The Company has provided loan during the year.
 - (A) No loans or advances and guarantees or security given to subsidiaries, joint ventures and associates.
 - (B) The balance outstanding as at the balance sheet date with respect to such loans is Rs. 1.74 Crores.
 - (b) In our opinion, the terms and conditions of the grant of loan during the year are, prima facie, not prejudicial to the Company's interest.
 - (c) According to the information and explanation given to us and on the basis of our examination of records of the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
 - (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
 - (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
 - (f) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not granted loans or advances in the nature of loans either payable on demand or without specifying the terms of period of repayment.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. Pursuant to the rules made by the Central Government under sub section (1) of Section 148 of the Act, the maintenance of cost records is not applicable for the company.
- vii. In respect of statutory dues:
 - (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues except some of the old dues mentioned below:
There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable except the amounts mentioned below:

Name of the statue	Nature of the dues	Amount	Period to which the amount relates	Due date	date of payment
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Employees Provident Fund & Miscellaneous provisions act, 1952	Provident Fund	14,99,399	April 2023 to September 2023	Various dates	Nil
Income Tax Act, 1961	TDS	3,08,229	Relates to FY 2019-20	Various dates	Nil

(b) There are no disputed Statutory dues during the year.

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Deposits / Paid in (Rs.)	Forum where dispute is pending with
Employees Provident Fund & Miscellaneous provisions act, 1952	Provident Fund	48,91,070	July 2018 to July 2023	Nil	Hon'ble High Court of Telangana

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans and borrowings or in the payment of interest thereon to any lender during the year.
 (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 (c) There are no Term Loans availed during the year and hence the provisions of Clause (ix) (c) of the Order are not applicable
 (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully / partly or optionally) and hence reporting under Clause x(b) of the order is not applicable to the Company.
- xi. (a) During the course of examination of the books and records of the Company and according to the information and explanation given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.
 (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 (c) There are no whistle-blower complaints during the year by the company.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b), (c) and (d) of the Order are not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. 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 and 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 indicating that Company is not capable of meeting its liabilities existing at the date of 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 an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. Since the provisions of Section 135 of the Companies Act, 2013 with regard to Corporate Social Responsibility are not applicable to the company, hence clause 3 (xx) of the Order is not applicable.

For BHAVANI & CO.
 Chartered Accountants
 Firm's Registration No. 012139S

CA S Kavitha Padmini
 PARTNER
 Membership No.229966
 UDIN # 24229966BKBLWB9532

Date : May 21, 2024
 Place : Hyderabad

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MIC Electronics Limited of even date)

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

We have audited the internal financial controls over financial reporting of MIC ELECTRONICS LIMITED (the "Company") as of March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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 ICAI 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 judgement, 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 over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 over Financial Reporting

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

Opinion

In our opinion, 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, 2024, based on the criteria for internal financial control over financial reporting 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 ICAI.

Place : Hyderabad
Date : 21.05.2024

For BHAVANI & CO.

Chartered Accountants
Firm's Registration No. 0121395

CA S Kavitha Padmini

PARTNER
Membership No.229966
UDIN # 24229966BKBLWB9532

BALANCE SHEET AS AT 31st MARCH 2024

(Rs.in Lakhs)

Particulars	Note.	As at 31.03.2024	As at 31.03.2023
I. ASSETS			
(1) Non-Current Assets			
Property, Plant & Equipment	2.01	2574.24	4095.33
Capital Work in Progress		-	2.49
Other Intangible Assets	2.02	13.11	12.36
Intangible Assets under development		9.60	275.27
Financial Assets			
(i) Investments	2.03	-	332.90
(ii) Other Financial Assets	2.04	928.09	153.32
Deferred Tax Assets (net)		4410.54	-
Other Non Current Assets	2.05	32.44	12.00
		7968.02	4883.67
(2) Current Assets			
Inventories	2.06	801.05	834.49
Financial Assets			
(i) Investments			
(ii) Trade receivables	2.07	2531.93	230.80
(iii) Cash & Cash Equivalents	2.08	89.20	33.32
(iv) Bank balances other than (ii) above	2.09	684.67	57.75
(v) Loans	2.10	173.67	661.85
(vi) Other Financial Assets	2.11	18.41	24.74
Other Current Assets	2.12	1808.95	602.78
		6107.88	2445.74
TOTAL ASSETS		14075.90	7329.41
II. EQUITY AND LIABILITIES			
(1) Equity			
Equity Share Capital	2.13	4428.93	4428.93
Other Equity		7767.27	1583.04
TOTAL EQUITY		12196.20	6011.97
(2) Liabilities			
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	2.14	15.52	-
Non-current Provisions	2.15	22.78	15.74
		38.30	15.74
Current liabilities			
Financial Liabilities			
(i) Borrowings	2.16	1144.72	1056.02
(ii) Trade Payables	2.17	336.11	31.38
(iii) Other Financial Liabilities	2.18	39.32	66.95
Other current liabilities	2.19	319.85	147.34
Current Provisions	2.20	1.40	-
Income Tax Liabilities (Net)		-	-
		1841.40	1301.69
TOTAL EQUITY & LIABILITIES		14075.90	7329.41
See accompanying notes to financial statements	1-2.44		

As per our report of even date

For BHAVANI & CO.

Chartered Accountants

Firm Reg. No: 0121395

CA S Kavitha Padmini

Partner

M.No : 229966

UDIN # 24229966BKBLWB9532

Place : Hyderabad

Date :21.05.2024

For MIC Electronics Limited**Yalamanchili Kaushik**

Managing Director

Din No. : 07334243

M S Murali krishnan

Chief Financial Officer

M S Sivanand

Wholetime Director

Din No.:10166966

A L Sowjanya

Company Secretary

M.No.: A44779

STATEMENT OF PROFIT & LOSS FOR PERIOD ENDED 31st MARCH 2024

(Rs.in Lakhs)

Particulars	Note	Year ending 31.03.2024	Year ending 31.03.2023
I INCOME :			
Revenue from operations	2.21	5457.48	589.22
Other Income	2.22	199.13	190.53
Total Income		5656.61	779.75
II EXPENDITURE :			
Cost of material consumed	2.23	2717.26	569.43
Changes in Inventories of finished goods, work-in-progress and stock-in-trade	2.24	208.74	(529.85)
Employee benefits expense	2.25	546.03	221.88
Finance Costs	2.26	164.11	50.27
Depreciation and amortization expense	2.01/2.02	154.08	204.42
Other expenses	2.27	755.01	249.04
Total expenses		4545.24	765.19
III Profit/(Loss) before exceptional items and tax (I-II)		1111.38	14.56
IV Exceptional Items		661.96	-
V Profit/(Loss) before tax (III+IV)		1773.34	14.56
VI Tax expenses:			
Deffered tax (Liability)/Asset		4410.54	-
VII Profit/(Loss) for the period from continuing operations (V - VI)		6183.88	14.56
VIII Other comprehensive Income			
A (i) Items That May Not Be Reclassified to Profit or Loss		0.35	0.40
(ii) Income Tax Relating to Items That May Not Be Reclassified to Profit or Loss		-	-
B (i) Items That May Be Reclassified to Profit or Loss		-	-
(ii) Income Tax Relating to Items That May Be Reclassified to Profit or Loss		-	-
IX Total Comprehensive Income For The Period (VII+VIII) (Comprising Profit/(Loss) and Other Comprehensive Income For The Period)		6184.23	14.96
X Earnings per equity share of par value Rs 2/- each			
- Basic		2.79	0.01
- Diluted		2.79	0.01
Notes forming part of financial statements	1-2.44		

As per our report of even date

For BHAVANI & CO.

Chartered Accountants

Firm Reg. No: 012139S

CA S Kavitha Padmini

Partner

M.No : 229966

UDIN # 24229966BKBLWB9532

Place : Hyderabad

Date :21.05.2024

For MIC Electronics Limited**Yalamanchili Kaushik**

Managing Director

Din No. : 07334243

M S Murali krishnan

Chief Financial Officer

M S Sivanand

Wholetime Director

Din No.:10166966

A L Sowjanya

Company Secretary

M.No.: A44779

(Rs in Lakhs)

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31st MARCH 2024**A. Movements in Equity Share Capital**

Particulars	Balance at the beginning of the reporting period	Changes in Equity Share capital during the year	Balance at the end of reporting period
As at 31.03.2024	4,428.93	-	4,428.93
As at 31.03.2023	4,428.93	-	4,428.93

B. Other Equity**Statement of Changes in Equity for the period ended 31st March 2024**

Particulars	Other Equity						
	Capital Reserve	Securities Premium Reserve	Share warrants forfeited	Amalgamation Reserve	General Reserve	Retained Earnings	Total Other Equity
Balance as at 01.04.2022	17159.50	21454.64	5838.81	180.00	1800.00	(44864.88)	1568.08
Profit for the year	-	-	-	-	-	14.96	14.96
Balance as at 31.03.2023	17,159.50	21,454.64	5,838.81	180.00	1,800.00	(44849.92)	1,583.04
Profit for the year	-	-	-	-	-	6184.23	6,184.23
Balance as at 31.03.2024	17159.50	21454.64	5838.81	180.00	1800.00	(38665.69)	7767.27

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2024

(Rs in Lakhs)

Particulars	Figures as at the end of 31st March 2024	Figures as at the end of 31st March 2023
Cash Flow from Operating Activities		
Profit/(Loss) before Income tax from		
Continued Operations	1,773.34	14.56
Re-measurement gains/ (losses) on defined benefit plans	0.35	0.40
Profit before Income tax	1,773.69	14.96
Adjustments for non cash/non operational expenses :		
Depreciation & amortisation expenses	154.08	204.42
Financial Charges	164.11	50.27
Interest received /Other Income	81.66	102.32
Operating Profit before Working Capital Changes	2,173.54	371.97
Adjustments for working capital changes		
(Increase)/Decrease in Investments	332.90	-
(Increase)/Decrease in Trade Receivables	(2,301.13)	(101.55)
(Increase)/Decrease in Inventories	33.44	(559.83)
(Increase)/Decrease in Loans	488.18	138.15
(Increase)/Decrease in Other financial assets	(768.43)	(131.86)
(Increase)/Decrease in Other Non Current Assets	(20.44)	(4.82)
(Increase)/Decrease in Other Current Assets	(1,206.16)	(324.08)
Increase/(Decrease) in Trade Payables	304.73	(10.75)
Increase/(Decrease) in Provisions	7.04	9.09
Increase/(Decrease) in Other financial liabilities	(27.63)	25.08
Increase/(Decrease) in Other Current Liabilities	173.91	(7.97)
Increase/(Decrease) in Deferred Tax Asset	(4,410.54)	-
Cash generated from Operations	(7,394.15)	(968.55)
Financial Charges paid	(164.11)	(50.27)
Direct Taxes paid	4,410.54	-
Net Cash Flow from operating activities	(974.19)	(646.86)
Cash Flow from Investing Activities		
Expenditure on acquisition of tangible and intangible assets (net of Sale proceeds)	1,366.26	66.90
(Increase) / Decrease of Capital Work-in-Progress	2.49	(2.49)
Intangible assets under development	265.67	(275.27)
Interest Received/Other Income	(81.66)	(102.32)
Net Cash Flow from Investing Activities	1,552.77	(313.18)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	104.22	956.02
Deposits paid towards LCs & BGs	(626.92)	25.02
Net Cash Flow from financing activities	(522.69)	981.04
Net Increase in Cash and Cash equivalents	55.89	21.01
Cash and Cash equivalents as at the beginning of the year	33.32	12.31
Cash and Cash equivalents as at the end of the year	89.20	33.32

As per our report of even date

For BHAVANI & CO.

Chartered Accountants

Firm Reg. No: 012139S

CA S Kavitha Padmini

Partner

M.No : 229966

UDIN # 24229966BKBLWB9532

Place : Hyderabad

Date :21.05.2024

For MIC Electronics Limited

Yalamanchili Kaushik

Managing Director

Din No. : 07334243

M S Murali krishnan

Chief Financial Officer

M S Sivanand

Wholetime Director

Din No.:10166966

A L Sowjanya

Company Secretary

M.No.: A44779

1 Significant Accounting Policies

1.1 Basis of Preparation

(a) Statement of Compliance

The standalone financial statements has been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act.

(b) Basis of measurement

The standalone financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- i. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);
- ii. Defined benefit and other long-term employee benefits.

(c) Functional and presentation currency

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the entity operates. All financial information presented in Indian rupees in lakhs and has been rounded to the nearest rupee in lakhs except share and per share data.

(d) Use of estimates and judgement

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

1.2 Summary of significant accounting policies

i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). The standalone financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

ii) Foreign currency transactions and balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit and loss and reported within foreign exchange gains / (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

iii) Investment in subsidiaries

Investment in subsidiaries is measured at cost. Dividend income from subsidiaries is recognized when its right to receive the dividend is established.

iv) Financial instruments

All financial instruments are recognized initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognized on trade date. While, loans and borrowings and payable are recognized net of directly attributable transactions costs.

For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non-derivative financial assets comprising amortized cost; non derivative financial liabilities at amortized cost.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

Financial instrument is derecognized only when the Company has transferred its right to receive/ extinguish its obligation to pay cash flow from such financial instruments.

a) Non-derivative financial assets

Financial assets at amortized cost

A financial asset shall be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Amortized cost is represented by security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand and in banks.

b) Non-derivative financial liabilities

Financial liabilities at amortized cost

Financial liabilities at amortized cost represented by trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method.

v) Property plant and equipment:

Recognition and measurement: Normally Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. The Company has elected to apply the optional exemption to use this previous GAAP value as deemed cost at 1 April 2016, the date of transition except land and building which are valued at market value.

Depreciation: Normally the Company depreciates property, plant and equipment over the estimated useful life of the assets as prescribed in Schedule II of the Companies Act 2013 on a straight-line basis from the date the assets are ready for intended use. Wherever the useful life is determined by technical assessment for certain assets, such assets are depreciated as per their assessed life. Assets acquired under finance lease and leasehold improvements are amortized over the lower of estimated useful life and related term. Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the standalone financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

vi) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

vii) Inventory

- a) Raw materials and Work in Progress are valued at cost. Finished goods are valued at cost or net realizable value which ever is less.
- b) The basis of determining the cost is

Raw materials	:	Weighted average cost
Stores and spares	:	Weighted average cost
Work in process and finished goods	:	Material cost plus appropriate share of labour, related overheads and levies
- c) In case of identified Obsolete/Surplus/Non-moving items necessary provision is made and charged to revenue.

viii) Impairment

a) Financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss.

- i) The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 36-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 36 months ECL.

Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 36 months ECL is a portion of the lifetime ECL which results from default events that are possible within 36 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- ii) All contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated

reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- iii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below: Financial assets measured at amortised cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

b) Non-financial assets

The Company assesses at each reporting date whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

ix) Employee benefits

a) Gratuity & Provident Fund:

Gratuity provision is made to all eligible employees based on the actuarial valuation. The company is making actual gratuity payments as and when crystalized. The company has not taken any insurance policy for payment of gratuity.

- b) The company has a provident fund scheme for their employees. Contribution to the scheme are charged to profit and loss account.

c) Accrued Leave Salary:

Liability towards Accrued Leave Salary, as at the end of the year is recognized on the basis of actuarial valuation. The company is making actual payments as and when crystalized.

x) Provisions

All the provision are recognized as per Ind AS 37. Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

xi) Research & Development (R&D)

Revenue expenditure on R & D is charged to revenue in the year in which it is incurred. Capital expenditure, if any, on R & D is added to fixed assets.

xii) Revenue recognition:

Accounting Policies, change in Accounting estimates and errors (As per Ind-As 8):

1. Review of accounting policies

a. Revenue recognition :

Ind As 115 recognises revenue of transfer of the control of goods or services, either over a period of time or a point of time, at an amount that the entity expects to be entitles in exchange for those goods or services. In order to align with Ind As 115, the Accounting policy on revenue recognition was reviewed and revised.

The said revision has nil impact on the financials of the company as the company was recognising and accounting revenue in line with the Ind As 115.

b. Lease :

- a. Lease liability is initially recognised and measured at an amount equal to the present value of minimum lease payments during the lease term that are not yet paid.
- b. Right of use asset is recognised and measured at cost, consisting of initial measurement of lease liability plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, initial estimate of the restoration costs and any initial direct costs incurred by the lseess.
- c. the lease liability is measured in subsequent periods using the effective interest rate method. The right-of-use asset is depreciated over the lease term.
- d. Low value leases upto Rs.6 lakhs p.a. per lease and short term leases of 12 months or less are fully charged to expense.

xiii) Finance income and expense

Finance income consists of interest income. Interest income is recognized as it accrues in the statement of profit and loss, using the effective interest method.

Finance expenses consist of interest expense on loans and borrowings. Borrowing costs are recognized in the statement of profit and loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

xiv) Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

a) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

xv) Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

xvi) Borrowing costs

Borrowings costs directly attributable to acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which it occurs. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

xvii) Prepaid Expenses

Expenses are accounted under prepaid expenses only when the amount relating to the unexpired period.

xviii) Restatement of earliest prior period financials on material error/omissions

The value of error and omissions is construed to be material for restating the opening balances of assets and liabilities and equity for the earliest prior period presented if the amount in each case of earlier period income / expenses exceeds 1.00% of the previous year turnover of the company.

xix) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16-Property Plant and Equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The company has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets - The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The company has evaluated the amendment and the impact is not expected to be material.

(Rs. In Lakhs)

Note 2.01 : Property, Plant & Equipment**The changes in the carrying value of property, plant and equipment for the year ended 31st March 2024 are as follows:**

	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE	
	As at 01.04.2023	Additions	Disposals	As at 31.03.2024	Additions	Disposals	As at 31.03.2024	As at 31.03.2023
Land & Land Development	2,103.01		1,320.17	782.84	-		782.84	2,103.01
Buildings	2,109.27		491.50	1,617.77	76.79	70.63	1,144.03	1,641.68
Plant & Machinery	9,641.65	330.44		9,972.09	67.48		532.99	270.03
Furniture & Fixtures	205.38			205.38	3.23		16.19	19.43
Office Equipment	34.22	0.51		34.73	0.57		5.10	5.15
Electrical Installations	133.18			133.18	0.31		19.55	19.86
D.G.Set	12.28			12.28			0.61	0.61
Transformer	11.09			11.09			0.55	0.55
Vehicles	66.84	32.39		99.22	0.49		53.69	21.79
Computers	352.52	9.50		362.02	4.02		18.21	12.73
Display Equipment not put to use	48.54			48.54			0.47	0.47
Total (Rs)	14717.97	372.84	1811.67	13279.14	152.89	70.63	2574.24	4095.33

The changes in the carrying value of property, plant and equipment for the year ended 31st March 2023 are as follows :

	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE	
	As at 01.04.2022	Additions	Disposals	As at 31.03.2023	Additions	Disposals	As at 31.03.2023	As at 31.03.2022
Land & Land Development	2,164.71	-	61.70	2,103.01	-		2,103.01	2,164.71
Buildings	2,203.16	33.41	127.30	2,109.27	107.07	33.84	1,641.68	1,808.81
Plant & Machinery	9,667.68	42.78	68.81	9,641.65	89.24	66.85	9371.62	318.45
Furniture & Fixtures	215.08	-	9.70	205.38	3.33	9.21	185.95	23.25
Office Equipment	32.01	2.20	-	34.22	0.49		5.15	3.44
Electrical Installations	131.30	3.22	1.34	133.18	0.23	1.27	19.86	16.94
D.G.Set	12.28	-	-	12.28			0.61	0.61
Transformer	11.09	-	-	11.09			0.55	0.55
Vehicles	76.98	-	10.14	66.84		6.92	21.79	25.02
Computers	354.41	2.41	4.31	352.52	3.13	4.28	12.73	13.48
Display Equipment not put to use	48.54	-		48.54			0.47	0.47
Total (Rs)	14917.24	84.02	283.30	14717.97	203.50	122.37	4095.33	4375.73

Note 2.02 : Intangible Assets

(Rs. In Lakhs)

The changes in the carrying value of intangible assets for the year ended 31st March, 2024 are as follows :

	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01.04.2023	Additions	Disposals	As at 31.03.2024	As at 01.04.2023	Additions	Disposals	As at 31.03.2024	As at 31.03.2024	As at 31.03.2023
Computer Software	153.57	1.94		155.51	150.52	0.27		150.79	4.72	3.05
Technology Transfer	10			10.00	0.69	0.91		1.61	8.39	9.31
Total (Rs)	163.57	1.94	-	165.51	151.21	1.19	-	152.40	13.11	12.36

The changes in the carrying value of intangible assets for the year ended 31st March, 2023 are as follows :

	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01.04.2022	Additions	Disposals	As at 31.03.2023	As at 01.04.2022	Additions	Deletions	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Computer Software	153.57		-	153.57	150.30	0.22	-	150.52	3.05	3.28
Technology Transfer		10.00		10.00		0.69		0.69	9.31	-
Total (Rs)	153.57	10.00	-	163.57	150.30	0.92	-	151.21	12.36	3.28

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

(Rs. In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
NOTE - 2.03		
Investments		
Investments carried at cost, Unquoted equity shares in subsidiaries:		
- Bikewo Green Tech Pvt Ltd (10,40,300 No of ordinary shares of Rs.10 each fully paid up purchased at a premium of Rs.22 each)	-	332.90
	-	332.90
NOTE - 2.04		
Other Financial Assets		
Unsecured, Considered Good :		
- Security Deposits	323.66	81.23
- Retention Money at railways	131.67	-
- Incentive receivable	-	6.44
- Bank Deposits with more than 12 months maturity	472.76	65.66
	928.09	153.32
Unsecured, considered doubtful :		
- Security Deposits	488.67	546.37
	488.67	546.37
Less : Provision for doubtful deposits/advances	488.67	546.37
	928.09	153.32
NOTE - 2.05		
Other Non Current Assets		
Unsecured, Considered Good :		
- Capital Advances	12.29	0.98
- Electricity deposit	13.15	11.02
- Rent Deposit	7.00	-
	32.44	12.00
Unsecured, considered doubtful :		
Others		
- Share Application money pending allotment in other companies	-	30.00
	-	30.00
Less : Provision for doubtful deposits/advances	-	30.00
	32.44	12.00
NOTE- 2.06		
Inventories		
Raw Material	397.58	222.53
Work-in-Progress	387.68	420.76
Finished Goods	12.80	188.47
Stores and Spares	2.98	2.73
	801.05	834.49
NOTE- 2.07		
Trade Receivables		
Trade receivables considered good - unsecured	2525.38	200.46
Less : Allowance for expected credit loss	-	-
Trade receivables considered good - unsecured	2525.38	200.46
Trade receivables which have significant increase in credit risk	6.56	30.34
Less : Allowance for expected credit loss	-	-
	6.56	30.34
Trade receivables - credit impaired	3277.53	3285.55
Less : Allowance for expected credit loss	3277.53	3285.55
	(0.00)	-
Total Trade receivables	2531.93	230.80

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

Trade receivables ageing schedule for the year ended as on March 31, 2024

(Rs. In Lakhs)

Particulars	Less than six months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables						
- Considered good	2369.24	153.41	2.73	-	-	2525.38
	200.46	-	-	-	-	200.46
- Which have significant increase in credit risk	-	-	4.15	2.41	-	6.56
	-	3.48	2.41	-	24.45	30.34
- Credit impaired	-	-	-	-	3277.53	3277.53
	-	-	0.67	7.35	3277.53	3285.55
	2369.24	153.41	4.15	2.41	3277.53	5809.46
	200.46	3.48	3.08	7.35	3301.98	3516.35
Less : Allowance for credit loss						3277.53
						3285.55
Total Trade receivables						2531.93
						230.80

NOTE- 2.08

Cash & Cash equivalents

Balance with Banks :

In Current Accounts	76.54	10.09
Cheques, Drafts on Hand	-	4.05
Cash in Hand	12.66	19.18
	89.20	33.32

NOTE- 2.09

In Margin Money Accounts

684.67	57.75
684.67	57.75

NOTE- 2.10

Loans

Considered Good - Unsecured

Other Loans	173.67	661.85
	173.67	661.85

NOTE- 2.11

Other Financial Assets

Unsecured, Considered Good :

Interest receivable	18.41	24.74
	18.41	24.74

NOTE - 2.12

Other Current Assets

Unsecured Considered Good

Advance for expenses	4.44	2.50
(i) Prepaid Expenses	3.10	2.14
(ii) Balances with Govt Authorities		
TDS/TCS receivable	90.11	3.55
GST Input	59.17	166.77
(iii) Others		
Advance for Materials	474.93	262.42
Advance for Services	40.19	4.03
Advance for Building Creditors	-	0.52
Advance to related party	-	160.86
Others	1137.00	-
	1808.95	602.78

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

NOTE- 2.13

Equity Share Capital

(Rs. In Lakhs)

	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Amount	No. of Shares	Amount
I. Authorised:				
Equity shares of Rs 2/- each with voting rights	37,50,00,000	7,500.00	37,50,00,000	7,500.00
II. Issued, Subscribed and Paid up:				
Equity shares of Rs 2/- each with voting rights	22,14,46,343	4,428.93	22,14,46,343	4,428.93
	22,14,46,343	4,428.93	22,14,46,343	4,428.93

The Company has only one class of equity shares having a par value of Rs. 2/- per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the management is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

a) Details of Reconciliation of Share Capital

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares with voting rights:-				
Opening Balance	22,14,46,343	4,428.93	22,14,46,343	4,428.93
Reduction in share capital	-	-	-	-
Fresh Issue	-	-	-	-
Closing Balance	22,14,46,343	4,428.93	22,14,46,343	4,428.93

b) Details of shares held by each shareholder holding more than 5% shares:

S.No.	Class of shares / Name of shareholder	As at 31st March, 2024		As at 31st March, 2023	
		Number of shares held	% holding	Number of shares held	% holding
	Equity shares with voting rights				
1	Siva Lakshmana Rao Kakarala	1,63,53,191	7.38%	1,64,28,191	7.42%
2	RRK Enterprise Pvt Ltd	14,88,29,402	67.21%	14,88,29,402	67.21%

c) Details of shares held by promoters as at 31.03.2024

S.No.	Promoter's Name	Number of shares	% of total shares	% of change during the year
1	Siva Lakshmana Rao Kakarala	1,63,53,191	7.38%	0.46%
2	RRK Enterprise Pvt Ltd	14,88,29,402	67.21%	-

NOTE- 2.14

Borrowings

	Current Portion (*)	Non-Current Portion	Current Portion (*)	Non-Current Portion
Secured Loans - from Banks				
HDFC Bank Ltd	5.19	15.52	-	-
	5.19	15.52	-	-

(*) Current portion of Long-term liabilities shown under other current liabilities

Vehicle loan availed from HDFC Bank Ltd and secured by hypothecation of vehicle which carries the following terms & conditions.

Name	Loan Amount (Rs.in Lakhs)	Month of First Instalment	Rate of Interest	Month of Last Instalment
HDFC Bank Ltd - Innova Crysta Car Loan	20.71	05-04-2024	9.25%	05-03-2029

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

(Rs. In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
NOTE- 2.15		
Non current Provisions		
Provision for employee benefits		
- Provision for gratuity	12.44	7.08
- Provision for leave encashment	10.34	8.67
	<u>22.78</u>	<u>15.74</u>

NOTE - 2.16**Borrowings****(A) Secured Loans - from Banks**

Bank of Maharashtra (WCDL ACCOUNT)

411.72 587.41

Bank of Maharashtra (CC ACCOUNT)

707.92 453.61

(B) Loan from Directors

25.08 15.00

Total Borrowings (i+ii)1144.72 1056.02**WCDL/CC limits taken from Bank of Maharashtra is secured as follows:**

- 1) Primary : Hypothecation of stocks, receivables and other current assets of the company, both present and future
- 2) Equitable Mortgage of Industrial Land and building located at Plot No.192/B, IDA, Phase - II, Cherlapally, Hyderabad, Telangana - 500051.
- 3) Personal guarantee of Y Kaushik (Managing Director) and Y Satya Poorna Chandar.
- 4) Fixed Deposit of Rs.6 Crores under lien to bank

Particulars	As at 31.03.2024	As at 31.03.2023
NOTE - 2.17		
Trade Payables		
Payables for materials		
- dues to MSME	272.37	-
- dues to Others	33.27	12.61
Payables for services		
- dues to MSME	-	-
- dues to Others	30.47	18.77
	<u>336.11</u>	<u>31.38</u>
	<u>336.11</u>	<u>31.38</u>

Trade Payables ageing schedule for the year ended as on March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues to MSME	272.37	-	-	-	272.37
	-	-	-	-	-
Others	61.91	-	1.83	-	63.74
	19.97	3.49	1.22	6.70	31.38
Total Trade payables	<u>334.28</u>	<u>-</u>	<u>1.83</u>	<u>-</u>	<u>336.11</u>
	19.97	3.49	1.22	6.70	31.38

Particulars	As at 31.03.2023	As at 31.03.2022
NOTE - 2.18		
Other Financial Liabilities		
Current maturities of long term borrowings (Refer Note No : 2.14)	5.19	-
Secured		
- Interest accrued and due on borrowings	5.57	5.39
Payable on Building Creditors	-	0.18
Payable on Capital Assets -Creditors	10.37	0.06
Payables for expenses	18.19	61.32
	<u>39.32</u>	<u>66.95</u>

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

(Rs. In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
NOTE - 2.19		
Other Current Liabilities		
Statutory remittances	270.67	104.14
Salaries Payable	46.78	35.30
Directors remuneration Payable	2.40	7.90
	319.85	147.34

NOTE - 2.20**Other Current Liabilities****Current Provisions**

Provision for employee benefits

- Provision for gratuity

- Provision for leave encashment

0.05

-

1.36

-

1.40

-

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
NOTE- 2.21		
Revenue from Operations		
(A) Revenue from Sale of products		
Domestic Sales	5,003.38	501.21
	5,003.38	501.21
	5,003.38	501.21
(B) Other operating revenues		
Installation Income	221.10	-
AMC Charges & Service Charges	50.79	61.08
Jobworks	182.21	26.93
	454.10	88.00
	454.10	88.00
Total Revenue from Operations (A+B)	5457.48	589.22

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
NOTE- 2.22		
Other Incomes		
Interest Received from others	81.66	102.32
Credit Balances written back	74.71	36.34
Rents received	1.00	1.20
Profit on sale of vehicle	36.41	-
Foreign exchange rate difference	-	0.34
Bad debts recovered	-	8.25
Other non operating Income	5.35	42.08
	199.13	190.53

NOTE- 2.23**Cost of Materials Consumed****A) Raw Material Consumed**

Opening Stock

Add : Purchases

222.53

2862.71

-

598.03

193.50

2862.71

598.03

3085.24

791.53

Less : Closing Stock

397.58

222.53

Raw Material Consumed

2687.66

569.00

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

(Rs. In Lakhs)

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
B) Packing Materials and consumables		
Opening Stock	2.73	1.78
Add :Purchase of packing material & consumables	29.85	1.38
	32.58	3.16
Less : Closing Stock	2.98	2.73
Consumption	29.60	0.43
Total Cost of material consumed	2717.26	569.43
NOTE- 2.24		
Changes in Inventory		
Closing Stock of :		
Work-in-Progress	387.68	420.76
Finished Goods / FG in transit	12.80	188.47
Total (A)	400.48	609.23
Opening Stock of :		
Work-in-Progress	420.76	76.99
Finished Goods	188.47	2.39
Total (B)	609.23	79.38
Increase/(Decrease) in Stock (A-B)	(208.74)	529.85
NOTE- 2.25		
Employee Benefit expense		
Salary, Wages, Allowances & other Benefits	487.08	186.43
Directors Remuneration	33.91	24.00
P. F. & ESI Contribution	17.13	8.81
Staff Welfare Expenses	7.92	2.64
	546.03	221.88
NOTE- 2.26		
Financial Cost		
Bank Charges	16.76	9.09
Interest on :		
- Borrowings & Others	147.35	41.18
	164.11	50.27
NOTE- 2.27		
Other Expenses		
Job-works, Installation charges & Maintenance Expenses	258.30	6.51
Power and Fuel	53.34	18.38
Insurance	6.17	1.94
Repairs & Maintenance	31.45	36.45
Printing & Stationary	4.98	2.29
Postage, Telephones & Internet	2.19	2.19
Rent	9.16	0.25
Licenses, Fees, Rates & Taxes	49.47	23.39
QIP Expenditure	53.23	-
Interest & Penalties	18.00	0.44
Professional Charges	26.40	38.74
Payment to the auditor		
As Statutory Auditors	3.50	3.50
As Tax auditors	1.50	1.50
for Reimbursement of expenses	0.74	0.09
General Expenses	37.41	54.07
Board Meeting Expenses	3.22	2.75
Security Expenses	10.86	16.09
Travelling & Conveyance	57.34	21.19
Bad debts written off	3.08	-
Debit balances written off	79.73	3.44
Vehicle Maintenance	9.95	6.89
Selling & Distribution Expenses	35.00	8.92
	755.01	249.04

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

NOTE- 2.28

(Rs. In Lakhs)

- (i) In the opinion of the management the Trade Receivables, Current Assets, Loans and Advances are expected to realise the amount at which they are stated and provision for all known liabilities have been adequately made in the accounts.
- (ii) The balances of trade receivables, trade payables, long term loans & advances, short term loans & advances, other current assets & other current liabilities are subject to confirmation from respective parties.

NOTE- 2.29

Foreign Currency / Exchange Transactions :

Sl.No.	Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
A)	Value of Imports on CIF Basis		
	Components	41.86	19.38
		41.86	19.38

NOTE- 2.30

Contingent Liabilities : The following contingent liabilities are not provided for.

Particulars	As at 31th March, 2024	As at 31th March, 2023
Corporate Gurantee given to SBI on account of Bikewo Greentech Pvt. Ltd.	483.00	0.00

NOTE- 2.31

Managerial Remuneration :

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Managing Director & Director		
Remuneration	33.91	24.00
Total	33.91	24.00

NOTE- 2.32

Disclosure of Sundry Creditors under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprises Development Act, 2006".

NOTE- 2.33

(Rs. In Lakhs)

Value of Imported and Indigenous Materials Consumed and their Percentage to total consumption:

Particulars	For the year ended 31st March, 2024		For the year ended 31st March, 2023	
	Value	%	Value	%
Imported	43.99	1.62%	11.00	1.93%
Indigeneous (including purchase of traded goods)	2,673.27	98.38%	558.43	98.07%
Total	2,717.26	100.00%	569.43	100.00%

NOTE- 2.34

Figures have been rounded off to nearest rupee. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

NOTE : 2.35 : Disclosure Under Accounting Standards

2.35.1 Employee Benefits as per Ind-As 19

General Description of defined/contributory benefit plans

Plan	Description
Gratuity	Gratuity provision is made to all eligible employees based on the actuarial valuation. The company is making actual gratuity payments as and when crystalized. The company has not taken any insurance policy for payment of gratuity.
Provident Fund	The company has a provident fund scheme for their employees. Contribution to the scheme are charged to profit and loss account.
Accrued Leave Salary	Liability towards Accrued Leave Salary, as at the end of the year is recognized on the basis of actuarial valuation. The company is making actual payments as and when crystalized.

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

Other Disclosures :

(Rs. In Lakhs)

Other defined benefit plans :

A. Gratuity Scheme

Table 1 : Assumptions

	31.03.2024	31.03.2023
Discount Rate	7.21% per annum	7.47% per annum
Rate of increase in Compensation levels	8.00% per annum	8.00% per annum
Rate of return on Plan Assets	Not Applicable	Not Applicable
Average future service (in years)	15.59 years	14.07 years

Table II : Service Cost

Current Service Cost	5.23	4.07
Past Service Cost (including curtailment Gains/losses)	-	-
Gains of losses on Non Routine settlements	-	-
Total	5.23	4.07

Table III : Net Interest Cost

Interest cost on Defined Benefit Obligation	0.53	0.22
Interest Income on Plan Assets	-	-
Net Interest Cost (Income)	0.53	0.22

Table IV : Change in Present value of Obligations

Opening of defined benefit obligations	7.08	3.19
Liability Transfer In/(out)	-	-
Service Cost	5.23	4.07
Interest Cost	0.53	0.22
Benefit paid	-	-
Actuarial (Gain)/Loss on total liabilities	(0.35)	(0.40)
- due to change in financial assumptions	0.24	0.28
- due to change in demographic assumptions	-	-
- due to experience variance	(0.59)	(0.12)
Closing of defined benefit obligation	12.48	7.18

Table V : Change in Fair Value of Plan Assets

Opening fair value of plan assets	-	-
Asset Transfer In/(Out)	-	-
Actual return on Plan Assets	-	-
Employer Contribution	-	-
Benefit Paid	-	-
Closing fair value of plan assets	-	-

Table VI : Actuarial (Gain)/Loss on Plan Asset

Expected Interest Income	-	-
Actual Income on Plan Asset	-	-
Actuarial gain/(loss) on Assets	-	-

Table VII : Other Comprehensive Income

Opening amount recognized in OCI outside P&L Account	-	-
Actuarial gain / (loss) on liabilities	0.35	0.40
Actuarial gain / (loss) on assets	-	-
Closing amount recognized in OCI Outside P&L Account	0.35	0.40

Table VIII : The amount to be recognized in Balance Sheet Statement

Present value of obligations	12.48	7.08
Fair value of plan assets	-	-
Net obligations	12.48	7.08
Amount not recognized due to asset limit	-	-
Net defined benefit liability recognized in balance sheet	12.48	7.08

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

(Rs. In Lakhs)

	31.03.2024	31.03.2023
Table IX : Expense recognized in statement of profit and loss		
Service Cost	5.23	4.07
Net Interest Cost	0.53	0.22
Expenses recognized in the statement of profit and loss	5.76	4.29
Table X : Major categories of plan assets (as percentage of total plan assets)		
Government of India Securities	0%	0%
State Government Securities	0%	0%
High Quality Corporate Bonds	0%	0%
Equity Shares of Listed Companies	0%	0%
Property	0%	0%
Special Deposit Scheme	0%	0%
Fund Managed by Insurer	0%	0%
Bank Balance	0%	0%
Other Investments	0%	0%
Total	0%	0%
Table XI : Change in Net Defined Obligations		
Opening of Net Defined benefit liability	7.08	3.19
Service Cost	5.23	4.07
Net Interest Cost	0.53	0.22
Re-measurements	(0.35)	(0.40)
Liability Transferred In/(Out)-Net	-	-
Contribution paid to fund	-	-
Closing of Net defined benefit liability	12.48	7.08
Reconciliation of Expense in Profit and Loss Statement		
Present value of obligation as at the end of the year	12.48	7.08
Present value of obligation as at the beginning of the year	(7.08)	(3.19)
Benefit paid	-	-
Actuarial Return on Assets	-	-
Liability Transfer (In)/Out	-	-
OCI	0.35	0.40
Expenses Recognised in the statement of profit and loss	5.76	4.29
Reconciliation of Liability in Balance Sheet		
Opening net defined benefit liability/(asset)	7.08	3.19
Expense charged to profit and loss account	5.76	4.29
Amount recognized outside profit & loss account	-	-
Employer Contributions	-	-
Liability Transferred In/(Out) - Net	-	-
OCI	(0.35)	(0.40)
Closing net defined benefit liability / (Asset)	12.48	7.08

Sensitivity Analysis

	31.03.2024	Impact (Absolute)	Impact%
Base Liability	12.48		
Increase Discount Rate by 0.50%	12.03	(0.46)	-3.65%
Decrease Discount Rate by 0.50%	12.97	0.48	3.88%
Increase Salary Inflation by 1.00%	13.47	0.98	7.85%
Decrease Salary Inflation by 1.00%	11.60	(0.89)	-7.11%
Increase Withdrawl Rate by 5.00%	10.83	(1.66)	-13.27%
Decrease Withdrawl Rate by 5.00%	14.41	1.92	15.40%

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

The base liability is calculated at discount rate of 7.21% per annum and salary inflation rate of 8.00% per annum for all future years.

Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate

Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored.

Maturity Profit of Defined Benefit Obligation (valued on undiscounted basis)

(Rs. In Lakhs)

	31.03.2024	31.03.2023
Year 1	0.05	0.05
Year 2	0.05	0.03
Year 3	1.10	0.03
Year 4	2.05	1.34
Year 5	1.29	0.89
After 5th Year	19.30	11.20

Comparison with last years figures

	31.03.2024	31.03.2023	Variation
Fair Value of Plan Assets	-	-	NA
Present Value of obligation	12.48	7.08	76.4%
Net Asset/(liability) recognised in balance sheet	(12.48)	(7.08)	76.4%
OCI	0.35	0.40	-11.3%
Expense to be recognised in the Profit and Loss statement	5.76	4.29	34.3%

Leave Benefit scheme**Table 1 : Assumptions**

	31.03.2024	31.03.2023
Discount Rate	7.21% per annum	7.47% per annum
Rate of increase in Compensation levels	8.00% per annum	8.00% per annum
Rate of return on Plan Assets	Not Applicable	Not Applicable
Average future service (in years)	15.59 years	14.07 years

Table II : Service Cost

Current Service Cost	5.38	5.21
Past Service Cost (including curtailment Gains/losses)	-	-
Gains of losses on Non Routine settlements	-	-
Total	5.38	5.21

Table III : Net Interest Cost

Interest cost on Defined Benefit Obligation	0.65	0.24
Interest Income on Plan Assets	-	-
Net Interest Cost (Income)	0.65	0.24

Table IV : Change in Present value of Obligations

Opening of defined benefit obligations	8.67	3.46
Liability Transfer In/(out)	-	-
Service Cost	5.38	5.21
Interest Cost	0.65	0.24
Benefit paid	-	-
Acturial (Gain)/Loss on total liabilities	(3.00)	(0.25)
- due to change in financial assumptions	0.18	(0.22)
- due to change in demographic assumptions	-	-
- due to experience variance	(3.18)	(0.03)
Closing of defined benefit obligation	11.70	8.67

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

(Rs. In Lakhs)

	31.03.2024	31.03.2023
Table V : Change in Fair Value of Plan Assets		
Opening fair value of plan assets	-	-
Asset Transfer In/(Out)	-	-
Actual return on Plan Assets	-	-
Employer Contribution	-	-
Benefit Paid	-	-
Closing fair value of plan assets	-	-
Table VI : Actuarial (Gain)/Loss on Plan Asset		
Expected Interest Income	-	-
Actual Income on Plan Asset	-	-
Actuarial gain/(loss) on Assets	-	-
Table VII : Other Comprehensive Income		
Opening amount recognized in OCI outside P&L Account	-	-
Actuarial gain / (loss) on liabilities	-	-
Actuarial gain / (loss) on assets	-	-
Closing of amount recognized in OCI Outside P&L Account	-	-
Note : As per paragraph 154 and 156 of IND AS 19, Actuarial gains and losses on other long term employee benefit plans continue to be required to be recognized through P&L.		
Table VIII : The amount to be recognized in Balance Sheet Statement		
Present value of obligations	11.70	8.67
Fair value of plan assets	-	-
Net obligations	11.70	8.67
Amount not recognized due to asset limit	-	-
Net defined benefit liability recognized in balance sheet	11.70	8.67
Table IX : Expense recognized in statement of profit and loss		
Service Cost	5.38	5.21
Net Interest Cost	0.65	0.24
Net actuarial (gain)/loss	(3.00)	(0.25)
Expenses recognized in the statement of profit and loss	3.03	5.20
Note : As per paragraph 154 and 156 of IND AS 19, Actuarial gains and losses on other long term employee benefit plans continue to be required to be recognized through P&L.		
Table X : Major categories of plan assets (as percentage of total plan assets)		
Government of India Securities	0%	0%
State Government Securities	0%	0%
High Quality Corporate Bonds	0%	0%
Equity Shares of Listed Companies	0%	0%
Property	0%	0%
Special Deposit Scheme	0%	0%
Fund Managed by Insurer	0%	0%
Bank Balance	0%	0%
Other Investments	0%	0%
Total	0%	0%
Table XI : Change in Net Defined Obligations		
Opening of Net Defined benefit liability	8.67	3.46
Service Cost	5.38	5.21
Net Interest Cost	0.65	0.24
Re-measurements	(3.00)	(0.25)
Liability Transferred In/(Out)-Net	-	-
Contribution paid to fund	-	-
Closing of Net defined benefit liability	11.70	8.67

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

(Rs. In Lakhs)

	31.03.2024	31.03.2023
Reconciliation of Expense in Profit and Loss Statement		
Present value of obligation as at the end of the year	11.70	8.67
Present value of obligation as at the beginning of the year	(8.67)	(3.46)
Benefit paid	-	-
Actuarial Return on Assets	-	-
Liability Transfer (In)/Out	-	-
OCI	NA	NA
Expenses Recognised in the statement of profit and loss	3.03	5.20
Reconciliation of Liability in Balance Sheet		
Opening net defined benefit liability/(asset)	8.67	3.46
Expense as above	3.03	5.20
Amount recognized outside profit & loss account	-	-
Liability Transferred In/(Out) - Net	-	-
Employer Contributions	-	-
Closing net defined benefit liability / (Asset)	11.70	8.67

Sensitivity Analysis

	31.03.2024	Impact (Absolute)	Impact%
Base Liability	11.70		
Increase Discount Rate by 0.50%	11.36	(0.34)	-2.90%
Decrease Discount Rate by 0.50%	12.06	0.36	3.07%
Increase Salary Inflation by 1.00%	12.41	0.71	6.05%
Decrease Salary Inflation by 1.00%	11.05	(0.65)	-5.53%
Increase Withdrawal Rate by 5.00%	11.62	(0.08)	-0.68%
Decrease Withdrawal Rate by 5.00%	11.82	0.12	1.01%

The base liability is calculated at discount rate of 7.21% per annum and salary inflation rate of 8.00% per annum for all future years.

Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate

Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored.

Maturity Profit of Defined Benefit Obligation (valued on undiscounted basis)

	31.03.2024	31.03.2023
Year 1	1.45	2.07
Year 2	1.22	0.94
Year 3	1.70	1.29
Year 4	1.00	0.74
Year 5	1.44	0.63
After 5th Year	13.02	7.98

Comparison with last years figures

	31.03.2024	31.03.2023	Variation
Fair Value of Plan Assets	-	-	NA
Present Value of obligation	11.70	8.67	35.0%
Net Asset/(liability) recognised in balance sheet	(11.70)	(8.67)	35.0%
OCI	NA	NA	NA
Expense to be recognised in the Profit and Loss statement	3.03	5.20	41.7%

NOTE- 2.36

Segment Information (Ind AS 108): The company is operating three segments, LED products, medical appliances and E Vehicles.

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

NOTE- 2.37

Related party disclosures :

In Accordance with the Ind AS Issued by the ICAI, the transactions with related parties are given below:

a. List of Related Parties where there exists controlling interest and the nature of relationship :

Sl. No.	Name of the Related Party	Nature of Relationship
1	M/s.RRK Enterprise Pvt Ltd	Holding Company
2	Shri Yalamanchili Kaushik, Managing Director	Key Management Personnel
3	Shri K.Siva Lakshmana Rao, Non Executive Director	
4	Ms.U.K.Gayathri, Independent Director	
5	Shri K Srinivasa Rao,Independent Director	
6	Shri M S Sivanand, Whole Time Director	
7	Ms. G Sabitha, Independent Director	
8	Mr. L.Subhash, Independent Director	
9	Mr.KS Raju, Chief Executive Officer	
10	Shri M.S.Muralikrishnan, Chief Financial Officer	
11	Ms.A L Sowjanya, Company Secretary	

b) Aggregated Related party transactions

i) Particulars of transactions during the year

(Amount in Rs.)

Sl. No.	Nature of Transaction	for the year ended 31st March, 2024	for the year ended 31st March, 2023
1	Remuneration to Key Managerial personnel	89.23	87.58
2	Sitting fees to Directors	2.95	2.75
3	Conveyance/Travelling expenses	13.17	4.68
4	Purchases from subsidiary company	-	1.62
5	Sales/Services to subsidiary company	-	356.46

ii) Amounts due from /(due to) related parties at the year end

(Amount in Rs.)

Sl. No.	Nature of Transaction	As at 31st March, 2024	As at 31st March, 2023
1	Outstanding balances payable to Management Pesonnel	14.64	9.98
2	Sitting fee and other expenses payable to Directors	-	3.24
3	Balance due from Subsidiary company against receivables	-	58.06
4	Loan given to Subsidiary company	-	160.86

NOTE- 2.38

Calculation of earnings per share (Ind AS 33)

(Amount in Rs.)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Profit attributable to Share Holders	6,184.23	14.96
No. of Equity Shares Outstanding	221,446,343	22,14,46,343
Weighted No. of Equity Shares	221,446,343	22,14,46,343
Convertible Share Warrants	-	-
No. of diluted equity shares	221,446,343	22,14,46,343
Nominal Value of Equity Share	2.00	2.00
Basic EPS	2.79	0.01
Diluted EPS	2.79	0.01

NOTE- 2.39

Intangible Assets (Ind AS-38) - R&D

During the year the company has incurred Rs.9.60 lakhs towards development of various projects . This development expenditure has been shown under the head intangible assets under development in the balance sheet.

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

NOTE- 2.40

Provisions, Contingent Liabilities and Contingent Assets (Ind AS-37) : Necessary details in regard to provisions have been disclosed in notes 2.30

NOTE- 2.41

Disclosure as required under Regulation 34(3) and 53(f) of SEBI (LODR)

- 2.41.1** Loans and advances in the nature of loans to Subsidiary companies where there is no repayment schedule or no interest : NIL
- 2.41.2** There are no Investments by the loanees as mentioned in 2.41.1 in the shares of MIC Electronics Ltd.
- 2.41.3** The company does not have any associate companies as on 31st March, 2024
- 2.41.4** There are no loans and advances in the nature of loans to firms/companies in which directors are interested.

NOTE- 2.42

2.42.1 Fair Value Measurement

Financial instruments by category

(Amount in Rs.)

	As at March 24			As at March 23		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial Assets						
Investments			0.00			332.90
Trade receivables			2531.93			230.80
Cash and cash equivalents			89.20			33.32
Other bank balances			684.67			57.75
Loans			173.67			661.85
Other financial assets			928.09			153.32
Total	-	-	4407.57	-	-	1,469.95
Financial Liabilities						
Borrowings			1160.24			1,056.02
Trade payables			336.11			31.38
Other financial liabilities			39.32			66.95
Total	-	-	1535.67	-	-	1,154.35

- 1 Assets that are not financial assets (such as receivables from statutory authorities, prepaid expenses, advances paid and certain other receivables) as of 31 March 2024, and 31st March 2023, respectively, are not included.
- 2 Other liabilities that are not financial liabilities (such as statutory dues payable, advances from customers and certain other accruals) as of 31 March 2024, and 31st March 2023, respectively, are not included.

The carrying amounts of above financial assets and liabilities are considered to be same as their fair values, due to their short-term nature.

2.42.2 Financial Risk Management

a) Risk Management Framework

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework. The management has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the management on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The management monitors the compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

The Company has exposure to the following risks arising from financial instruments:

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, loans	Ageing analysis	Diversification of bank deposits and close monitoring of receivables
Liquidity risk	Borrowings and other liabilities	Cash flow forecasts	Regular follow up on receivables and temporary borrowings to meet day to day operations.
Market risk-currency risk	Imports giving rise to foreign currency payables	-	-

A. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables)

Trade receivables

"The Company sales are generally based on advance payments and credit sales. The trade receivables in the books are mainly on account of credit sales to different parties, government undertakings like Railways, EESL etc.

The management has made analysis of the Trade receivables and made necessary provisions for bad and doubtful debts in the books of accounts as on 31st March 2024 and the same has been reflected at Note No.2.07. The provision for loss allowance based on historic losses has been considered and necessary provision has been made in the books.

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Maturities of financial liabilities

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(Rs. In Lakhs)

	Year ended 31 March 2024	Year ended 31 March 2023
	On demand	On demand
Borrowings	1,160.24	1,056.02
Trade payables	336.11	31.38
Other financial liabilities	39.32	66.95
Total	1,535.67	1,154.35

C. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Foreign currency risk

Since majority of the Company's operations are being carried out in India and since all the material balances are denominated in its functional currency, the company does not carry any material exposure to currency fluctuation risk.

The Company's exposure to foreign currencies is minimal and hence no sensitivity analysis is presented.

NOTES TO THE FINANCIAL STATEMENTS FOR PERIOD ENDED 31st MARCH 2024

Ratios

2.43 The following are analytical ratios for the year ended March 31, 2024 and March 31, 2023

Particulars	Numerator	Denominator	Numerator	Denominator	31st March 2024	31st March 2023	Reasons for variations
	Description		Values (Rs.)				
Current Ratio	Current Assets	Current Liabilities	6,107.88	1,841.40	3.32		The variation is on account of reclassification of advances and deposits from Non Current to Current assets
			2,445.74	1,301.69		1.88	
Debt Equity Ratio	Total Debts	Shareholders' Equity	1,183.02	12,196.20	0.10		
			1,071.76	6,011.97		0.18	
Debt Service Coverage ratio	Net Income before interest and Income tax	Debt service	6,331.23	1,292.08	4.90		The coverage is higher due to higher profits before tax with marginal increase in repayments borrowings
			55.74	1,097.20		0.05	
Return on equity (ROE)	Net profit after tax	Average Shareholders' equity	6,183.88	9,104.09	0.68		The variation is on account of higher profits resulting in more equity. Also, includes deferred tax income of Rs.4410.54 lakhs
			14.56	6,004.49		0.00	
Trade receivables turnover ratio	Revenue	Average Trade receivables	5,457.48	1,381.37	3.95		
			589.22	180.03		3.27	
Trade payables turnover ratio	Purchases of materials	Average Trade payables	2,892.56	22.94	126.11		With more PIS revenue generated, corresponding increasd in materials consumed in FY 2023-24
			599.41	9.42		63.60	
Net Capital Turnover ratio	Revenue	Working capital	5,457.48	4,266.48	1.28		The Working capital gap is more in FY 2023-24 on account of increase in revenue and in current assets
			589.22	1,144.04		0.52	
Net Profit ratio	Net Profit	Revenue	6,183.88	5,656.61	1.09		The ratio is higher due to increase in revenue and consequent increase in profits including deferred income of Rs 4410.54 lakhs and profit on sale of Kushaiguda property of Rs.661.96 lakhs.
			14.56	779.75		0.02	
Return on Capital Employed (ROCE)	Net Income before interest and Income tax	Capital Employed (Non Current Assets+Wcapital)	6,331.23	12,234.50	0.52		The increase is on account of higher profit generated in FY 2023-24
			55.74	6,027.72		0.01	
Return on investments (ROI)	Net Profit after tax	Share Capital	6,183.88	4,428.93	1.40		The increase is on account of higher profit generated in FY 2023-24
			14.56	4,428.93		0.00	



MIC ELECTRONICS LIMITED

(CIN: L31909TG1988PLC008652)

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

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

Form MGT-11 Proxy form

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

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

I, _____ being the member of MIC Electronics Limited holding _____ equity shares of the above named company, hereby appoint

Name & Address :

Email ID :

and whose signature(s) appended below as my proxy to attend and vote, in case of a poll, for me and on my behalf at the 36th Annual General Meeting of the Company, to be held on Tuesday, August 27, 2024 at 11.00 A.M., at Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051 and at any adjournment thereof in respect of resolutions indicated below:

Sl. No.	Resolution (s)	Vote	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024, including Audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the year ended on March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)		
2	To appoint a director in place of Mr. Sivanand Swamy Mitikiri (DIN: 10166966), who retires by rotation and being eligible offers himself for reappointment to the office of Director. (Ordinary Resolution)		
Special Business			
3	To approve the Related Party Transaction(s) with M/s. SOA Electronics Trading LLC. (Ordinary Resolution)		
4	To approve the Related Party Transaction(s) with M/s. RRK Enterprise Private Limited. (Ordinary Resolution)		
5	To approve the re-appointment of Mr. Kaushik Yalamanchili (DIN: 07334243) as Managing Director of the Company (Special Resolution)		
6	To approve the re-appointment of Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195) as Independent Director of the Company. (Special Resolution)		
7	To approve the continuation of Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) as Non-Executive Non-Independent Director of the Company (Special Resolution)		
8	To approve the appointment of Mr. Deepayan Mohanty (DIN: 00196042) as Independent Director of the Company for a term of 5 years w.e.f. August 10, 2024:		

Signed this _____ day of August, 2024

Signature of shareholder: _____

Signature of Proxy holder: _____

Affix
Revenue
Stamp

Note:

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



MIC ELECTRONICS LIMITED

(CIN: L31909TG1988PLC008652)

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

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

ATTENDANCE SLIP

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

Full name of the member attending _____

Member's Folio No/ Client ID: _____

No. of shares held: _____

Name of Proxy _____ (To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 36th Annual General Meeting of the M/s. MIC Electronics Limited, to be held on Friday, the August 27, 2024 at 11.00 A.M., at Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad, Rangareddi, Telangana - 500051.

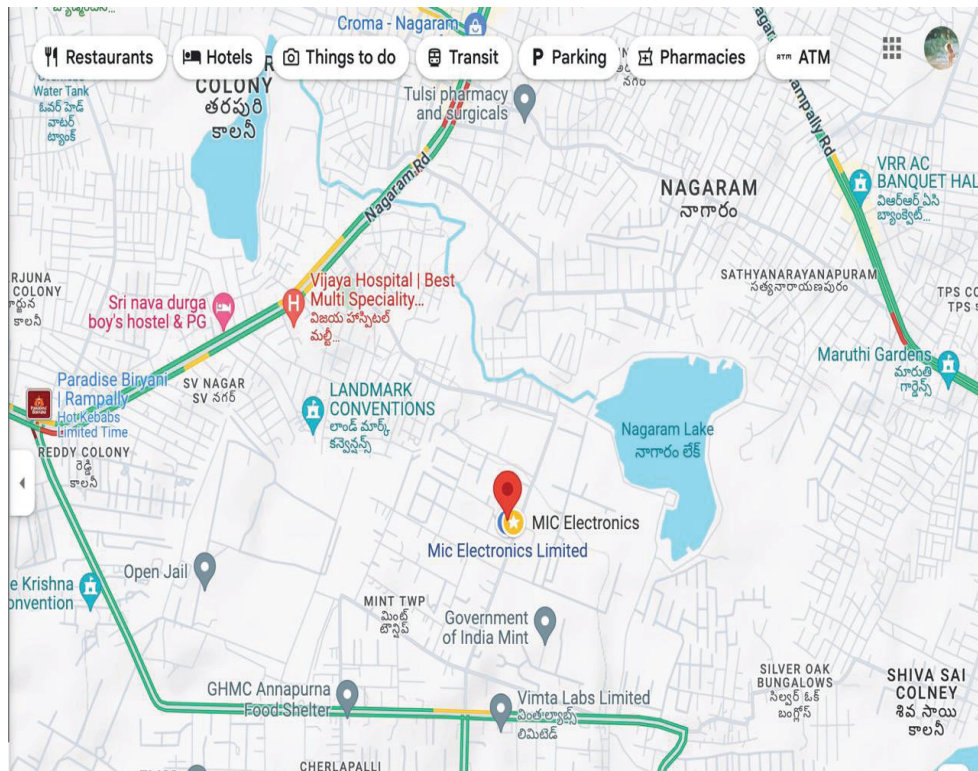
.....
Member's / Proxy's Signature

Note:

- Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

ROUTE MAP FOR THE 36th AGM VENUE

In terms of the Requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India; route map for the location of the venue of the 36th Annual General Meeting is given below:





MIC ELECTRONICS LIMITED

(CIN: L31909TG1988PLC008652)

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

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

Form No. MGT-12

POLLING PAPER

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

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

In respect of 36th Annual General Meeting of the Company, I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said Resolutions in the following manner:

Sl. No.	Resolution (s)	Vote	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024, including Audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the year ended on March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)		
2	To appoint a director in place of Mr. Sivanand Swamy Mitikiri (DIN: 10166966), who retires by rotation and being eligible offers himself for reappointment to the office of Director. (Ordinary Resolution)		
Special Business			
3	To approve the Related Party Transaction(s) with M/s. SOA Electronics Trading LLC. (Ordinary Resolution)		
4	To approve the Related Party Transaction(s) with M/s. RRK Enterprise Private Limited. (Ordinary Resolution)		
5	To approve the re-appointment of Mr. Kaushik Yalamanchili (DIN: 07334243) as Managing Director of the Company (Special Resolution)		
6	To approve the re-appointment of Mrs. Karuna Gayathri Upadhyayula (DIN: 07901195) as Independent Director of the Company. (Special Resolution)		
7	To approve the continuation of Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) as Non-Executive Non-Independent Director of the Company (Special Resolution)		
8	To approve the appointment of Mr. Deepayan Mohanty (DIN: 00196042) as Independent Director of the Company for a term of 5 years w.e.f. August 10, 2024:		

Place: Hyderabad

Date: August 27, 2024

(Signature of the Shareholder / Proxy)

NOTES

[illegible]

If undelivered please return to :

MIC Electronics Limited

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

Tel: (040) 27122222, (040) 27133333

E-mail: cs@mic.co.in