



MIC Electronics Limited
31st Annual Report 2018-19

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Notice is hereby given that the 31st Annual General Meeting of MIC Electronics Limited will be held on Saturday, 21st day of December, 2019, at 10.30 A.M. at the registered office of the Company situated at A4, Electronic Complex, Kushaiguda, Hyderabad, Telangana-500 062, to transact the following business:

Ordinary Business**Item No: 1: Adoption of Financial Statements****To receive, consider and adopt:**

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31st, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31st, 2019 together with the Report of the Auditors thereon.

Item No: 2: Appointment of Mr. Vishnu Ravi as Executive Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 or any amendment thereto or modification thereof, the consent of the members of the company be and is hereby accorded to appoint Mr. Vishnu Ravi (DIN: 01 144902) as Executive Director of the Company, not liable to retire by rotation, for a period of 3 years at a Remuneration of Rs. 50,000 per month/- from 28th November 2019 to 27th November 2022.”

Item No: 3: Appointment of Mr. Siva Lakshmanarao Kakarala as Non-executive Director

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) who was appointed as an Additional Director of the Company effective August 7th, 2019 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and has consented to act as Non- Executive Director of the Company, be and is hereby appointed as a Director of the Company.”

Item No: 4: Appointment of Mr. Medasani Srinivas as a Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Medasani Srinivas (DIN: 00827476) who was appointed as Additional Director of the Company effective August 7th, 2019 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FUTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act, including any amendment, modification or variation thereof, Mr. Medasani Srinivas, who meets the criteria for independence as provided under Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing August 7th, 2019 to August 6th, 2024.”

Dated : 28.11.2019
Place : Hyderabad

Sd/-
(M S Murali Krishnan)
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
2. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 16th December, 2019 to 21st December, 2019 (both days inclusive).
8. Members holding shares in electronic form are requested to intimate any change in their address and / or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. The Members holding shares in physical form are requested to advise any change of address and / or bank mandate immediately to M/s. Venture Capital and Corporate Investments Pvt. Ltd., 12-10-167, Bharat Nagar, Hyderabad – 500018.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Venture Capital and Corporate Investments Pvt. Ltd., 12-10-167, Bharat Nagar, Hyderabad –500 018.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. Members holding shares in physical form, identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. Members desiring any information relating 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.

13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a green environment. This is a golden opportune for every shareholder of MIC to contribute to the cause of Green Initiative. Members who have not registered their e-mail address with the Company are requested to register the same by submitting the letter to Venture Capital and Corporate Investments Pvt., Ltd., 12-10-167, Bharat Nagar, Hyderabad - 500 018. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants only. The Members of the Company, who have registered their e-mail address, are entitled to receive communications in physical form, upon request.
14. Copies of the Annual Report 2018-2019 are being sent by electronic mode only to all the Members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2018-2019 are being sent by the permitted mode.
15. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent Venture Capital and Corporate Investments Pvt. Ltd., 12-10-167, Bharat Nagar, Hyderabad - 500 018 and have it duly filled and sent back to them.
16. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
17. The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
18. The Notice of the 31st AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
19. Members may also note that the Notice of the 31st AGM and the Annual Report 2018-19 will be available on the Company's website www.mic.in.
20. The board of directors has appointed S R Vattikuti & Associates, Practicing Company Secretaries (C.P No. 13966) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
21. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
22. E- voting cut of date is 14th December 2019, E-voting opens from 18th December 2019 at 9.00 AM and ends on 20th December 2019 at 5.00 PM.
23. The instructions for e-voting are as under:
Instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 18th December, 2019 at 9.00 hours IST and ends on 20th December, 2019 at 17.00 hours (IST). During this period shareholders' of the Company, holding shares either in physical form or

in dematerialized form, as on the cut-off date is 14th December 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<ul style="list-style-type: none"> • 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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Mr. Srinivasa Rao Vattikuti, Practicing Company Secretaries (COP No.13966) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

Annexure to the Notice

Details of Directors in accordance with the SEBI (Listing Obligations and Disclosure Regulations, 2015 and Secretarial Standard on General Meeting (SS-2):

Particulars	Details of Directors seeking appointment/reappointment		
Name of the Director	Mr. Vishnu Ravi	Mr. Siva Lakshmanarao Kakarala	Mr. Medasani Srinivas
Director Identification Number	01144902	03641564	00827476

Date of Birth	15-02-1962	06-10-1944	13-04-1962
Date of Appointment	07-08-2019	07-08-2019	07-08-2019
Qualification	M.E (Computer Science) from PSG College of Technology	MSC from Andhra University, MS at USA	M.Tech (Machine Tool Engineering) from PSG College of Technology
Specific functional areas	e-governance, IT implementation in Power Utilities, and customized BPO services.	Finance & Investments	General Management & Operations
Directorship in other companies.	Cosyn Limited Indo-American Chamber of Commerce Granada Engineers Limited RRK Enterprise Private Limited	Laan Research Private Limited Laan Resorts & Hotels Private Limited	Spectra Foods & Beverages Private Limited
Committee Memberships in other Companies	1	Nil	Nil
Number of shares held in the Company	Nil	2301000	Nil
Inters-e relationship between the Board members	Nil	Nil	Nil

Item No. 2

As the present term of appointment of Mr. Vishnu Ravi (DIN: 01144902) would be expiring on 21st December 2019, the Board of Directors have, subject to the approval of the shareholders, appointed Mr. Vishnu Ravi, as Executive Director of the Company with effect from 28th November, 2019 for a period of 3 years.

While appointing Mr. Vishnu Ravi as Executive Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company. The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by appointing him as Executive Director as mentioned in the resolution, subject to the approval of shareholders.

Taking into consideration the duties and responsibilities of the Executive Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 28th November 2019, approved the remuneration, terms and conditions of the appointment of Mr. Vishnu Ravi, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

- 1) Salary : Rs. 50,000/- per month.

As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this appointment.

Mr. Vishnu Ravi may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

Additional Disclosure about the appointee as per Schedule V Part II of the Companies Act, 2013:

- Nature of industry.
Design, development & manufacturing of LED Video Displays and Lighting Products. Recognized by the Department of Scientific and Industrial Research for its LED technology. MIC has been at the forefront of LED Applications for more than 25 years and acknowledged as the market share leader for Indian LED products.
- Date of commencement of commercial production.
Commercial Operations of the Company have started during the year 1988.
- Financial performance.
Performance of the Company for the last three years are as follows:

(Rs. in Crores)

Particulars	2018-19	2017-18	2016-17
Revenue From Operations	4.84	164.17	250.87
Other income	0.66	1.17	2.15
Total income	5.50	165.34	253.02

- Export performance and net foreign exchange earnings.
Export performance of the Company for the last three years is as follows

(Rs. in Lakhs)

Particulars	2018-19	2017-18	2016-17
FOB value of goods exported	Nil	0.69	14.06

- Foreign investments or collaborators, if any - NIL

Information about the appointee:

The appointee, an Electrical Engineer with Masters in Computer Science, during his entrepreneurial journey has gained immense insights in modern strategy and management apart from financial controls and operational efficiencies.

Job Profile and his suitability .

Mr. Vishnu Ravi has been taking care of drawing up revival strategy apart from managing manufacturing activity and operations.

Past Remuneration : Not Applicable**Comparative remuneration profile with respect to industry, size of the company:**

The position and person (in case of expatriates the relevant details would be with respect to the country of his origin) Compared to the remuneration profile of position and person with respect to this Industry and size, he deserves the above remuneration.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :

Due course of Insolvency Process Resolution plan submitted by Cosyn consortium the same has been approved by NCLT Hyderabad Bench on 31st July 2019. Mr. Vishnu Ravi is the Managing Director of Cosyn consortium. Mr. Vishnu Ravi appointed as Director of MIC Electronics Ltd., on 7th August, 2019.

To,

The Members,
MIC Electronics Limited

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 ("IBC/Code"), the Corporate Insolvency Resolution Process ("CIRP Process") of MIC Electronics Limited ("Company") was initiated by the Financial Creditors of the Company. The Financial Creditors petition to initiate the CIRP Process was admitted by the National Company Law Tribunal ("NCLT") Hyderabad Bench on 13th March, 2018 ("Insolvency Commencement Date"). Mr. Prabhakar Nandiraju was appointed as the Interim Resolution Professional ("IRP") to manage the affairs of the Company. Subsequently, Mr. Prabhakar Nandiraju was confirmed as the Resolution Professional ("RP") by the committee of creditors ("CoC") at their meeting held on 1st June 2018, On appointment of the IRP/RP, the powers of the Board of Directors of the Company were suspended.

The RP invited expressions of interest and submission of a resolution plan in accordance with the provisions of the Code. Out of various resolution plans submitted by Resolution Applicants, the CoC approved the resolution plan submitted by Cosyn Limited consortium. The RP submitted the CoC approved resolution plan to the NCLT on 10th December 2018 for its approval and the NCLT, Hyderabad Bench approved the resolution plan submitted by Cosyn Limited consortium on 31st July 2018 ("IBC/NCLT Order"). Pursuant to the NCLT order, Cosyn Limited consortium is under process of implementing the Resolution Plan. A new Board was constituted in the current financial year i.e. on 7th August, 2019 ("Reconstituted Board" or "Board") and a new management has come into being place. In accordance with the provisions of the Code and the NCLT order, the approved resolution plan is binding on the Company and its employees, members, creditors, guarantors and other stakeholders involved.

Members may kindly note that, the Directors of the Reconstituted Board ("Directors") were not in office for the period to which this report primarily pertains. During the CIRP Process (i.e. between 13th March 2018 to 31st July 2019), the RP was entrusted with the management of the affairs of the Company. Prior to the Insolvency Commencement Date, the erstwhile Board of Directors had the oversight on the management of the affairs of the Company. The Reconstituted Board is submitting this report in compliance with the provisions of the Companies Act, 2013, the rules and regulations framed there under ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"). The Reconstituted Board is not to be considered responsible to discharge fiduciary duties with respect to the oversight on financial and operational health of the Company and performance of the management for the period prior to the Reconstruction of Board.

Members are requested to read this report in light of the fact that the Reconstituted Board and the new management is currently implementing the resolution plan.

During the period 1st April 2018 to 6th August 2019:

- (a) the management of the affairs of the company were looked into by the Resolution Professional.
- (b) the powers of the Board of Directors company were suspended and exercised by the Resolution Professional.
- (c) be responsible for complying with the requirements under any law for the time being in force.

New Board reconstituted on 7th August 2019 with the following new directors:

1. Mr. Vishnu Ravi
2. Mr. Siva Lakshmanarao Kakarala
3. Mr. Medasani Srinivas

02 DIRECTOR'S REPORT

Financial summary or highlights/Performance of the Company:

The financial performance of the Company for the financial year ended 31st March, 2019, is summarized below: (Standalone)

(Rs. in Crores)

Particulars	Financial Year ended 31 st March 2019	Financial Year ended 31 st March 2018
Revenue From Operations	4.84	164.17
Other income	0.66	1.17
Total income	5.50	165.34
Profit before Interest, Depreciation, Exceptional Item & Tax	(19.48)	(3.10)
Less: Depreciation	7.66	7.74
Interest	0.06	24.42
Profit before exceptional items and Tax	(27.20)	(35.27)
Exceptional Items	0.28	96.19
Profit / (Loss) before Tax	(27.48)	(131.46)
Tax: MAT credit Entitlement	-	-
Deferred Tax (Liability)/Asset	-	(59.85)
Profit / (Loss) after Tax	(27.48)	(191.31)
Other Comprehensive Income	-	0.56
Total Comprehensive Income	(27.48)	(190.75)
EPS - Basic (In Rs.)	(1.25)	(8.66)
Diluted (In Rs.)	(1.10)	(7.62)

State of Company's Affairs

During the year under review, your company executed regular Annual Maintenance Contracts of Indian Railways and executed certain display orders of private parties.

The exceptional item is an account of Rs.0.28 crores towards depletion in the value of inventories which have become obsolete and not in usable conditions.

Dividend

As your company is under Corporate Insolvency Resolution Process (CIRP) and incurred losses. Company is not in a position to pay any dividend for the financial year 2018-19.

Transfer to Reserves

The Company has during the period under review, has not transferred any amount to its General Reserves.

Changes in Share Capital

There is no change in the share capital of the Company during the year under review.

Deposits:

The Company has not invited/ accepted any deposits from the public during the year ended March 31st, 2019. There were no unclaimed or unpaid deposits as on March 31st, 2019.

Change in the Nature of Business, if any

During the year under review, there is no change in nature of business of the company and no material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company

Management Discussion and Analysis Report

Management's discussion and analysis report for the year under review, as stipulated under Clause 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

Employees Stock Options Plan 2006 (MIC ESOP 2006)

The Company had established MIC Electronics Limited Employees Welfare Trust in 2005 to create Employee Stock Option Plan.

On 12th August 2006, the Shareholders approved that ESOP to issue 4500000 (Face Value Rs.2/-) stock options of the Company to its employees through the trust.

Pursuant to the provisions of Guideline 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock purchase Scheme), Guidelines, 1999, the details of stock options as on 30th November 2010 under the MIC Electronics Ltd Employees Stock Options Plan, 2006 are as under:

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.

Particulars of Employees

The details pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 enclosed as Annexure - I.

Further 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.

Subsidiaries and Associates

During the year, the Board has reviewed the affairs of the Subsidiaries. In accordance with Section 129(3) of the Companies Act 2013 we have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-I is appended as Annexure-II to the Board's Report. The statement also provides the details of performance, financial positions of each of the subsidiaries.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and accounts of each of its subsidiaries, are available on our website www.mic.co.in. These documents will also be available for inspection during business hours at our registered office in Hyderabad.

As on 31st March, 2019, the following are the subsidiaries:

1. MIC Electronics Inc.,USA
2. MIC Green Solutions Private Limited (under the process of Strike-off)

Consolidated Financial Statements

The audited standalone and Consolidated Financial Statements of the Company which form part of the Annual Report have been prepared in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Accounting Standards (AS-21) on consolidated Financial Statements and the Accounting Standard (AS-23) on Accounting for Investment in Associates.

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:

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

Statement on Declaration given by Independent Directors

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Particulars of Contracts or Arrangements with related parties:

Company has transactions with related parties, which were continuing from previous financial years. However all those transactions are entered under ordinary course of business and are at arm's length. Therefore, consent of the shareholders under Section 188 is not required. The particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 is prepared in Form No. 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 and the same is enclosed as **Annexure - III** to this Report.

Corporate Social Responsibility (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

Risk Management Policy

The Company has policy for identifying risk and established controls to effectively manage the risk. Further the Company has laid down various steps to mitigate the identified risk.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Corporate Governance

The Company is committed to maintain the standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Practicing Company Secretary confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

1. Board Meetings

The Board has been suspended during the period under review. As per the authorization given by Mr. Prabhakar Nandiraju, Resolution Professional Board meetings were held during the period for approval of Un-audited and Audited Financial Results.

2. Subsequently, two Directors were appointed by the Resolution Applicants on 07th August, 2019 and one Independent director on the same date.

Number of Meetings of the Board of Directors

The Board met five times during the financial year on 12-Apr-2018, 11-Jul-2018, 14-Aug-2018, 29-Nov-2018 and 13-Feb-2019.

The powers of the Board of Directors have been suspended w.e.f. 13.03.2018 pursuant to the orders dated 13.03.2018 of Hon'ble National Company Law Tribunal (NCLT) initiating, Corporate Insolvency Resolution Process (CIRP). Thereafter, meetings were conducted by the Board of Directors till 31st July 2019 as per the authorization given by the Mr. Prabhakar Nandiraju, Resolution Professional.

Directors

After initiation of CIRP proceedings, the Powers of the Board of Directors of the Company have been suspended w.e.f. 13.03.2018 pursuant to the orders dated 13.03.2018 of Hon'ble National Company Law Tribunal (NCLT) initiating Corporate Insolvency Resolution Process.

Induction to the Board

Mr. Vishnu Ravi (DIN: 01144902), Mr. Siva Lakshmanarao Kakarala (DIN: 03641564) and Mr. Medasani Srinivas (DIN: 00827476) appointed as Members of the Board effective from 7th August 2019.

Cessation of Directorship

- Shri Atluti Venkata Ram Resigned as Director with effect from 10th May 2018.
- Smt. Venkata Ramani Vedula Resigned as Director with effect from 10th May 2018.
- Shri Bharatiraju Vegiraju Resigned as Director of the company with effect from 25th August 2018.
- Shri Veera Venkata Satya Surya Chandra Bhima Sekhar Babu Alla (00692448), resigned as Director of the company with effect from 1st January 2019.
- Dr. Venkata Ramana Rao Maganti Resigned as Director of the company with effect from 15th March 2019.
- Shri L N Malleswara Rao Resigned as Member of the Board with effect from 15th August 2019.

Post closure of financial year 2018-19 and pursuant to the Resolution Plan, the Board of Directors of the Company was reconstituted.

Committees of the Board

Currently, the Board has three Committees reconstituted:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

The powers of the various committees mentioned above have also been suspended due to Insolvency process.

Statutory Auditors

The Statutory Auditors of the Company, M/s. Pavuluri & Co., were appointed at the 29th Annual General Meeting till the conclusion of the 33rd Annual General Meeting (AGM) of the Company.

Replies to the observations made in Secretarial Auditor's Report:

Sl.No	Reference in Auditors' Report	Disclaimer of Opinion	Management's replies
1	Paragraph (a)	Note 2.42 to the statement, in respect of preparation of financial statements of the Company on going concern basis. During the year the Company has incurred a Net Loss of Rs.27.48 crores resulting into accumulated losses of Rs.155.46 crores and erosion of its Net worth as at 31st March 2019. The Company has obligations towards fund based borrowings aggregating to Rs.182.14 crores. Even though the resolution plan submitted for the company is approved by Committee of Creditors, the matter is still pending before Honorable NCLT, Hyderabad bench. The ultimate outcome of these matters at present is uncertain. We are unable to obtain audit evidence in relation to going concern.	The management is of the opinion that the resolution and revival of the Company is possible in foreseeable future and accordingly, in view of the ongoing CIRP process and hence results have been prepared on the basis that the company is a going concern.
2	Paragraph b (b)	Note 2.43 to the statement in connection with trade receivables, security deposits, loans and advances, other financial and current assets aggregating to Rs.34.59 crores. There is existence of material uncertainties over the realisability of these amounts due to various factors such as disputes, age of these assets etc. There is also non-availability of confirmation of various trade receivables, trade payables etc. In absence of alternative corroborative evidence, we are unable to comment on the extent to which such balances are recoverable/payable	The management of the Company is confident of recovery of the aforesaid dues. Confirmation of balances could not be obtained as at 31st March 2019 for various trade receivables, trade payables though the management has requested for confirmation of balances. The management has already made provision for doubtful receivables / advances and believes that no material adjustments would be required in books of accounts upon receipt of these confirmations.
3	Paragraph (c)	Note 2.44 the Company has neither counted the physical inventories nor stated the inventories at the lower of cost and net realizable value as on 31st March 2019 which constitute departure from the accounting standards prescribed under section 133 of the Companies Act, 2013. We were unable to satisfy ourselves by alternative means	Since, the Company is under CIRP, due to the shortage of resources, physical verification of inventories and its valuation could not be done as on 31st March 2019 aggregating to Rs.49.88 crores. However, as part of CIRP, physical verification of inventories and its valuation has been done during the financial year 2017-18 by external valuers and no material movements

concerning the inventory quantities held at March 31, 2019 which are stated in the balance sheet at Rs 49.88 crores.

to the inventories have taken place during the financial year 2018-19 due to lower level of operations of the Company. Hence, the Company is of the opinion that there will be no material changes to the valuation of inventories as on 31st March 2019.

4 Paragraph (d)	<p>Note 2.45 According to the information and explanation given to us, the Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years. However, the management is still in the process of reconciliation of quantities as per verification reports with the fixed assets records. Pending such reconciliation and physical verification, we are unable to comment on the reasonableness of the physical verification programme and discrepancies that may arise on such reconciliation and physical verification of fixed assets as well as requirement of any provision for impairment of fixed assets. We were unable to satisfy ourselves by alternative means concerning the fixed assets held at March 31, 2019 which are stated in the balance sheet at Rs 83.96 crores.</p>	<p>Physical verification of fixed assets aggregating to Rs.83.96 crores (WDV as on 31 March 2019) has been carried out by the management. However due to the ongoing CIRP and the constraint of resources, the Company is still in the process of reconciliation of properties as per verification reports with fixed assets records.</p>
5 Paragraph (e)	<p>The Company has received communication from State Bank of India to conduct a forensic audit and appointed an audit firm to conduct the forensic audit and as on the date of the report, the forensic audit is still under progress. The Company is of the view that material adjustments or disclosures, if any arising out of the forensic audit would be considered after conclusion of the forensic audit and the Management has not estimated the impact of any adjustment that may arise to the amounts and disclosures in the financial statements.</p>	<p>The Forensic Audit is in progress and upon conclusions, any material adjustments or disclosures will be considered.</p>

Internal Auditor

The Company has an in-house internal audit team which monitors the effectiveness of the internal control systems. It reports to the Audit Committee about the adequacy and effectiveness of the internal control system of your Company.

The recommendations of the internal audit team on improvements in the operating procedures and control systems are also presented to the Audit Committee and the business to use these as tools for strengthening the operating procedures.

Cost Auditor

As per the provisions of Section 148 of the Act read with Rules made thereunder, the Company appointed M/s. BZR & Co., Practicing Cost Accountants as Cost Auditor for the purpose of auditing the Cost accounting records maintained by the Company for the financial year 2018-19.

Secretarial Auditor

The Board has appointed S R Vattikuti & Associates, Company Secretaries to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as Annexure-IV to this Report.

Replies to the observations made in Auditor's Report:

Secretarial Audit Qualification (each audit qualification separately):	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
a. Non-Compliance of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	a. Due to initiation of insolvency process on 13.03.2018, there were delays in preparation of financials.
b. Non-Compliance of Section 21A of Securities Contracts (Regulation) Act, 1956 read with Rule 21 of Securities Contracts (Regulation) Rules, 1957 and SEBI (Regulatory fees on Stock Exchanges) Regulations, 2006.	b. The Annual Fee dues were regularized in the current financial year 2019-20.
c. Non-Compliance of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 relating to Non-disclosure of disposal of shares by the promoter group.	c. The current promoters will ensure to disclose with respect to any disposal of shareholdings.
d. Non-Compliance of Section 138, read with rule 13 of Companies Accounts Rules, 2014 with respect to Appointment of Internal auditor.	d. The same will be complied with in the current financial year 2019-20.
e. Non-filing of periodical forms including annual filings from financial year 2015-16 to 2017-18 with Registrar of Companies.	e. Filing of Annual Performance Report is held up for certain clarifications sought and the same will be complied with in the current financial year 2019-20.
f. Non-compliance of Section 6(3) and 47 of the Foreign Exchange Management Act, 1999, read with Regulation No 15 of Notification No. FEMA.120/RB-2004 dated July 7, 2004, (GSR 757 (E) dated November 19, 2004) as amended, with respect to filing of Annual Performance Report and A.P. (DIR Series) Circular No.145 dated June 18, 2014.	f. Filing of Annual Performance Report is held up for certain clarifications sought and will be addressed and filed in the current financial year 2019-20.

Extract of the Annual Return

The Extracts of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same has been placed in www.mic.in.

Material changes and commitments, if any, affecting the financial position of the Company

"During the year under review" to be removed and start with An application was made by M/s SREI Equipment Finance Limited, one of the Financial Secured Creditor to National Company Law Tribunal (NCLT), for default in repayment of term loan installments. NCLT admitted the application on 13.03.2018 and passed orders for initiation of Corporate Insolvency Resolution Process (CIRP). Mr. Prabhakar Nandiraju was appointed by NCLT as Interim Resolution Professional. His appointment as Resolution Professional was made by the Committee of Creditors (CoC) in their meeting held on 01.06.2018.

Against Expression of Interest invited by the Resolution Professional, 9 Resolution applicants expressed their interest to participate in submission of Resolution Plan. Out of 9 applicants, 8 applicants got qualified and out of 8 applicants, 3

Resolution Applicants namely M/s Cosyn Consortium, M/s Corpus Consortium and M/s Alchemist Asset Reconstruction Co Ltd submitted their Resolution Plans. CoC, in their meeting held on 12th November 2018 considered the Resolution Plan submitted by M/s Cosyn Consortium. After series of negotiations with the Resolution Applicant by the CoC, the final Resolution Plan submitted by M/s Cosyn Consortium on 05.12.2018 was approved on 06.12.2018 by the members of CoC present physically by casting their votes in favor of the Resolution Plan submitted by M/s Cosyn Consortium and voting percentage worked to 69%. On the same day, electronic voting lines were opened for the rest of the CoC members to cast their votes electronically by 7th December 2018.

Committee of Creditors approved Resolution Plan submitted by Cosyn Limited consortium at their meeting held on 6th December 2018 and the same was filed with NCLT, Hyderabad which approved the Plan on 31.07.2019.

Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future

Corporate Insolvency Resolution Process (CIRP) has been initiated under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code") vide order dated 13th March, 2018 passed by Hon'ble National Company Law Tribunal (NCLT), Hyderabad.

Resolution Plan submitted by Cosyn Limited consortium was approved by CoC in their meeting held on 6th December 2018 and the same filed with NCLT, Hyderabad was approved on 31.07.2019.

No other Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act read with Companies (Accounts) Rules, 2014 is prepared and the same is enclosed as **Annexure - V** to this Report.

Particulars of Loans, Guarantees or Investments under section 186

Loans, Guarantees, Investments given during the Financial Year ended on 31st March 2019, which attracts the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, form part of the notes to the financial statements provided in this Annual Report.

Declaration with the compliance with the code of conduct by Members of the Board and Senior Management personnel

The Company has complied with the requirements about code of conduct for Board Members and Senior Management Personnel.

The said policy is available on the website of the Company.

Vigil Mechanism/Whistle Blower Policy

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website.

Mechanism for Board Evaluation

Clause 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 states that the board shall monitor and review the board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and Independent Directors.

Schedule IV of the Companies Act, 2013 states that the performance evaluation of the Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The Directors evaluation was broadly based on the parameters such as understanding of the Company's vision and objective, skills, knowledge and experience, participation and attendance in Board/Committee meetings; governance and contribution to strategy; interpersonal skills etc.

The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as evaluation of the working of its Board Committees. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, execution and performance of specific duties, obligations and governance.

A meeting of the Independent Directors was also held which reviewed the performance of Non-Independent Directors, Chairman and the quality, quantity and timelines of flow of information between the Company management and Board.

Disclosure pertaining to sexual harassment of women at workplace

The Company as required under the provisions of "The Sexual Harassment of Women at Workplace (prohibition, Prevention and Redressal) Act, 2013" has framed a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Woman at Workplace and matters connected therewith of incidental thereto. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment

During the Financial year ended 31st March, 2019 the Company has neither received any complaints nor there are any pending complaints pertaining to sexual harassment.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and fixing their remuneration. The Remuneration Policy is placed at the website www.mic.in.

Reduction of Share Capital as per the Approved Resolution Plan

The resolution plan submitted by the Cosyn Limited consortium has been approved by Honorable NCLT Hyderabad on 31st July 2019, as per plan the existing shareholding will be reduced to 25% i.e 22,02,54,319 equity shares to 5,50,64,000 equity shares.

Acknowledgements

The Directors would also like to place on record their appreciation for the support and services of various Government and Quasi Government organizations like Department of Information Technology and Communications, Department of Commercial Taxes, Customs and Central Excise, Income Tax, etc. The Directors also thank the officials of the Bankers.

The Directors would also like to thank the esteemed shareholders for their constant support, guidance and advice.

By the Order of the Board
For MIC Electronics Limited

Sd/-

(Vishnu Ravi)

Executive Director

DIN : 01144902

Date : 28.11.2019

Place : Hyderabad

PARTICULARS OF EMPLOYEES

Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of Director	Designation	Remuneration FY 18-19 (12 Months)	Remuneration FY 17-18 (12 Months)	% of Increase in Remuneration	Ratio of Remuneration to MRE	Ratio of Remuneration to	
						Revenues FY-18-19	Net Profit FY 18-19
Prabhakar Nandiraju	Resolution Professional	36,00,000	-	-	15.91	6.55%	--
M.V. Ramana Rao	Managing Director	12,00,000	24,00,000	50% Decrease	5.30	2.18%	--
L.N. Malleswara Rao	Executive Director & CFO	6,00,000	15,00,000	60% Decrease	2.65	1.09%	--
Key Managerial Personnel							
M S Murali Krishnan	Company Secretary	10,58,400	9,98,400	6% Increase	4.68	1.93%	--

Remuneration paid to Independent Directors (Sitting Fee)

During the insolvency process sitting fee paid to Independent Directors – **NIL**

1. The Median Remuneration of the employees of the Company during the financial year was Rs. 2,26,308/- PA.
2. In the financial year, there was an increase of 18.69% in the median remuneration of employees compared to previous year.
3. The number of permanent employees on the rolls of the Company as of March 31, 2019 and March 31, 2018 was 104 and 157 respectively.
4. Variations in the market capitalization of the Company:
 - a. The Market Capitalization as on 31st March 2019 is Rs. 23,12,67,035/- and as on 31st March, 2018 is Rs. 1,09,02,58,879/- .
 - b. Price earnings ratio of the Company as on 31st March, 2019 is not applicable due to company incurring losses.
 - c. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the last public offer. The closing price of the Company's equity shares on NSE as on 31st March, 2019 was Rs.1.05 as against the Face value of Rs.2/- each representing a 96.50% decrease over the IPO price held in 2007. At the time of IPO the issue price was Rs.150/- per share against a Face value of Rs.10/- per share. Sub-division of shares held during the year 2008 face value of Rs.10/- each was made as Rs. 2/- per share.
5. The key parameters for the variable component of remuneration availed by the directors are considered by the Mr. Prabhakar Nandiraju, Resolution Professional.

6. 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 was 1.38 ratio and it is hereby confirmed that the remuneration is as per the remuneration policy of the Company.

By the Order of the Board
For MIC Electronics Limited

Sd/-

(Vishnu Ravi)

Executive Director

DIN : 01144902

Date : 28.11.2019

Place : Hyderabad

Annexure II

Statement containing the salient features of the financial statements of subsidiaries

[Pursuant to first provision to Sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014 – AOC-I]

(Amount in Rs.)												
Name of the Subsidiary	Financial Period ended	Exchange Rate	Share Capital	Reserves & Surplus	Total assets	Total Liabilities (excluding share capital and reserves & surplus)	Investments	Turnover	Profit/ (Loss) before Taxation	Provision for taxation	Profit/ (Loss) after Taxation	% of share holding
MIC Electronics Inc., USA	31.03.19	1 USD =69.28135	4,539,450	4,865,595	77,995,952	68,590,907	71,221,226	0	-122,909	-	-122,909	100%
*MIC Green Energy Solutions Private Limited	31.03.19	INR	100,000	-	1,158,839	1,058,839	-	-	-	-	-	100%

* Yet to commence operations of the business

MIC Electronics Limited

By the Order of the Board
For MIC Electronics Limited
Sd/-
(Vishnu Ravi)
Executive Director
DIN : 01144902

Date : 28.11.2019
Place : Hyderabad

Annexure III

Disclosure of Particulars of Contracts/Arrangements entered into by the Company

Form No. 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)

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. There are no contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are not at arm's-length basis
2. Contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are at arm's-length basis:

Sl	Name(s) of the related party	Nature of relationship	Duration of contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Amount paid as advances if any (INR)
Advances to Subsidiary Companies					
1	MIC Green Energy Solutions Pvt. Ltd,	Subsidiary	Ongoing since Incorporation of the Company. (i.e 11/03/2009)	MIC Green Energy Solutions Pvt. Ltd. is a 100% subsidiary of MIC Electronics Limited.	---
2	MIC Electronics Inc. USA,	Subsidiary	Ongoing since Incorporation of the Company. (i.e 10/01/2007)	MIC Electronics Inc. USA, is a 100% subsidiary of MIC Electronics Limited.	---
Outstanding balances receivable from Subsidiaries					
1.	MIC Electronics Inc. USA,	Subsidiary	Ongoing	Supply of materials	---

02 DIRECTOR'S REPORT

Sl	Name(s) of the related party	Nature of relationship	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Amount paid as advances if any (INR)
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Outstanding balances payable to Managerial Personnel

Remuneration

1.	M.V. Ramana Rao	Managing Director	NA	Remuneration of Rs. 12,02,986/-	NIL
2.	L.N. Malleswara Rao	Executive Director	NA	Remuneration of Rs. 32,58,442/- Loan of Rs. 22,00,000/-	NIL

Sitting Fee -

1.	A V S S C B Shekar Babu	Independent Director	NA	Fee for attending Board Meeting of Rs. 2,70,000/-	NIL
2.	V Venkata Ramani	Independent Director	NA	Fee for attending Board Meeting of Rs. 1,40,400/-	NIL
3.	Bharatiraju Vegiraju	Independent Director	NA	Fee for attending Board Meeting of Rs. 97,200/-	NIL

Note : During the period of insolvency Sitting Fee was not paid to the Members of Committees. Dues are related to period(s) prior to 13th March, 2018.

By the Order of the Board
For MIC Electronics Limited

Sd/-
(Vishnu Ravi)
Executive Director
DIN : 01144902

Date : 28.11.2019
Place : Hyderabad

Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended 31st March, 2019

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

To
The Members,
MIC Electronics Limited
CIN: L31909TG1988PLC008652
A-4/II, Electronic Complex,
Kushaiguda, Hyderabad – 500 062

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MIC Electronics Limited (hereinafter referred as 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, I hereby report that in our opinion, the Company has, during the audit period covering the “Financial Year” ended on 31st March, 2019, (i.e. from 1st April, 2018 to 31st March, 2019) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- I. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of
 - A. Companies Act, 2013 (the “Act”) and the rules made thereunder.
 - B. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
 - C. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - D. 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;
 - E. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”):-
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable

- (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;-Not Applicable
- (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not Applicable,and
- (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not Applicable.

F. The Insolvency and Bankruptcy Code, 2016 (IBC)

G. The Management has identified and confirmed the following laws as specifically applicable to the Company:

- a) Direct Tax Laws
- b) Indirect Tax Laws/GST Act
- e) The Finance Act
- d) Labour Laws
- e) Environmental Laws

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited
- (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

II. I further report that:

We have not reviewed the compliance of applicable financial laws including Direct and Indirect Tax laws by the Company as the same has been subject to review by the Statutory Auditors and others designated professionals.

In our opinion, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

- g. *Non-Compliance of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements)Regulations, 2015*
- h. *Non-Compliance of Section 21A of Securities Contracts (Regulation) Act, 1956 read with Rule 21 of Securities Contracts (Regulation) Rules, 1957 and SEBI (Regulatory fees on Stock Exchanges) Regulations, 2006*
- i. *Non-Compliance of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 relating to Non-disclosure of disposal of shares by the promoter group*
- j. *Non-Compliance of Section 138, read with rule 13 of Companies Accounts Rules,2014 with respect to Appointment of Internal auditor.*
- k. *Non-filing of periodical formsincluding annual filings from financial year 2015-16 to 2017-18with Registrar of Companies.*
- l. *Non-compliance of Section 6(3) and 47 of the Foreign Exchange Management Act, 1999, read with Regulation No15 ofNotification No. FEMA.120/IB-2004 dated July 7, 2004, (GSR 757 (E) dated November 19, 2004) as amended, with respect to filing of Annual Performance Report and A.P. (DIR Series) Circular No.145 dated June 18, 2014.*

IV. I further report that the powers of the existing Board of Directors of the Company are suspended and vested with the Resolution Professional the management of the affairs of the Company will be under the overall control, supervision and guidance of the Resolution professional from the date of the order till the completions of Corporate Insolvency Resolution Process.

- V. I further report that based on the information received and representation provided to us, there are adequate systems and processes in the company that commensurate with the size and operations of the company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.
- VI. We further report that during the audit period the following events took place at the Company which had a bearing on the Company's affairs:

The Company was admitted in to corporate insolvency resolution process by Hon'ble National Company Law Tribunal, ("NCLT"), Hyderabad dated March 13, 2018 under the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code"). The powers of the Board of Directors of the Company were suspended from the date of the order as per Section 17 of the IBC and vested with Mr. NandirajuPrabhakar, Resolution Professional. The resolution plan submitted by Cosyn Consortium is approved by Committee of Creditors, the matter is still pending before Hon'ble NCLT, Hyderabad.

For S R Vattikuti & Associates
Company Secretaries

Sd/-
Srinivasa Rao Vattikuti
Proprietor
C.P.No: 13966

Date : 30.05.2019
Place : Hyderabad

This Report is to be read with our letter of even date which is attached as Annexure –A and forms an integral part of this Report.

Annexure A

To,

The Members,
MIC Electronics Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Statutory and other records are the responsibility of the management of the company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company. We have relied on the report of the statutory auditor in respect of the same as per the guidance of the Institute of Company Secretaries of India.
4. Company was following system of obtaining reports from other departments to ensure compliance with applicable laws, rules, regulations and guidelines.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures 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 S R Vattikuti & Associates

Company Secretaries

Sd/-

Srinivasa Rao Vattikuti

Proprietor

C.P.No: 13966

Date : 30.05.2019

Place : Hyderabad

Annexure V

The conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014:

1. Conservation of Energy:

Management has taken due care and conducted regular review of energy consumption and has taken immediate steps to curtail power consumption. Also adequate measures have been taken to conserve and reduce the energy consumption by using energy efficient computer monitors and other equipment. Air conditioners are used only when required and air conditioned areas have been treated with heat resistant material to reduce heat absorption.

2. Research and Development:

- (i) The efforts made towards technology absorption. - NIL.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution. - NIL.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Not Imported any technology
 - (a) The details of technology imported. - NIL.
 - (b) The year of import. - NIL.
 - (c) Whether the technology been fully absorbed. - NIL.
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof. - NIL.
- (iv) The expenditure incurred on Research and Development. - NIL.

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:

Particulars	Rupees in Lakhs	
	31st March 2019 (12 Months)	31st March 2018 (12 Months)
Earnings	Nil	0.69
Outgo	175.59	232.25

By the Order of the Board
For MIC Electronics Limited

Sd/-

(Vishnu Ravi)

Executive Director

DIN : 01144902

Date : 28.11.2019

Place : Hyderabad

ANNEXURE'S TO DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 27(2) of the Listing Agreement)

The Company was admitted to corporate insolvency resolution process ("CIRP") vide order of the National Company Law Tribunal ("NCLT"), Hyderabad Bench, dated 13th March, 2018 ("Insolvency Commencement Date") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code"). In connection with the corporate insolvency resolution process of the Company, the NCLT vide its order dated 13th March, 2018 approved the Resolution Plan ("IBC /NCLT Order") submitted by M/s. Cosyn Limited Consortium. Pursuant to the NCLT Order dated 31st July 2019, a new Board was constituted in the current financial year i.e. on 7th August 2019 ("Reconstituted Board" or "Board") and a new management has come into being. In accordance with the provisions of the Code and the NCLT order, the approved resolution plan is binding on the Company and its employees, members, creditors, guarantors and other stakeholders involved.

2) BOARD OF DIRECTORS

Composition and size of the Board:

As on 1st April, 2018, the Board of Directors comprises Six Directors out of which two of them are Executive Directors, one of them is Non-Independent & Non-Executive and the three are Non-executive & Independent Directors. The names and categories of the Directors on the Board and also the number of Directorship and committee memberships held by them in other Companies are given below.

As per the NCLT order dated 13th March 2018, the powers of the board has been suspended and Mr. Prabhakar Nandiraju was appointed as the Interim Resolution Professional ("IRP") to manage the affairs of the Company. Subsequently, Mr. Prabhakar Nandiraju was confirmed as the Resolution Professional ("RP") by the Committee of Creditors ("CoC") at their meeting held on 1st June 2018, On appointment of the IRP/RP, the powers of the Board of Directors of the Company were suspended.

S.No.	Name of the Director	Director Identification Number (DIN)	Category
1	Dr. M V Ramana Rao (Resigned as Director with effect from 15 th August 2019)	00010301	Promoter & Managing Director
2	Shri Atluri Venkata Ram (Resigned as Director with effect from 10 th May 2018)	00753969	Non-Independent, Non Executive Director
3	Shri L N Malleswara Rao (Resigned as Director with effect from 15 th August 2019)	00010318	Non-Independent, Executive Director
4	Shri Veera Venkata Satya Surya Chandra Bhima Sekhar Babu Alla (Resigned as Director with effect from 1 th January 2019)	00692448	Independent, Non Executive Director

S.No.	Name of the Director	Director Identification Number (DIN)	Category
5	Smt. Venkata Ramani Vedula (Resigned as Director with effect from 10 th May 2018)	01298522	Independent, Non Executive Director
6	Shri Bharatiraju Vegiraju (Resigned as Director on 25 th August 2018)	06939066	Independent, Non Executive Director

Meetings held and Attendance of Board Meetings:

During the financial year 2018-19, total of 5 (Five) Board Meetings were held.

The Board has been suspended during the period under review. As per the authorization given by Mr. Prabhakar Nandiraju Board meetings were held during the period for approval of Un-audited and Audited Financial Results.

The Board met five times during the financial year on 12-Apr-2018, 11-Jul-2018, 14-Aug-2018, 29-Nov-2018 and 13-Feb-2019.

The powers of the Board of Directors have been suspended w.e.f. 13.03.2018 pursuant to the orders dated 13.03.2018 of Hon'ble National Company Law Tribunal (NCLT) initiating, Corporate Insolvency Resolution Process (CIRP). Thereafter, meetings were conducted by the Board of Directors till 31st July 2019 as per the authorization given by Mr. Prabhakar Nandiraju, Resolution Professional.

The Maximum time gap between any of two of the Board Meetings was not more than one hundred and twenty days.

The Information as required Clause 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of the listing agreement is made available to the Board. The agenda and the related papers for consideration at the Board meeting are circulated sufficiently in advance of the Board Meetings.

Number of other Directorships and Committee Member / Chairmanships as on 31.03.2018:

S.No.	Director	Category	Other Directorship	Other Committee Membership	Other Committee Chairmanship
1	Dr. M V Ramana Rao	Executive Director	2	-	-
2	Shri Atluri Venkata Ram (Resigned as Director with effect from 10 th May 2018)	Non Independent, Non Executive	1	-	-
3	Shri L N Malleswara Rao	Non Independent, Executive	0	-	-
4	Shri Veera Venkata Satya Surya Chandra Bhima Sekhar Babu Alla	Independent, Non-Executive	1	1	1
5	Smt. Venkata Ramani Vedula (Resigned as Director with effect from 10 th May 2018)	Independent, Non Executive	1	1	1
6	Shri Bharatiraju Vegiraju (Resigned as Director on 25 th August 2018)	Independent, Non Executive	2	-	-

None of the directors on the Board hold Directorships in more than ten public companies and memberships in more than ten committees and they do not act as chairman of more than five committees across all companies in which they are directors.

Disclosure of relationship between Directors inter-se:

None of the Directors of the Company are related to each other.

EVALUATION OF BOARD

As per IBC, the powers of the board vest with RP hence the evaluation of the board is not applicable during the period under review.

Independent Directors

Mrs. Venkata Ramani Vedula resigned as Independent Director with effect from 10th May 2018, Shri Bharatiraju Vegiraju resigned as Independent Director on 25th August 2018 and Mr. A A V V S S C B Sekhar Babu resigned as Independent Director with effect from 1st January 2019.

Independent Directors have submitted a declaration that they meet the criteria of Independence as per the provisions of Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. Company has issued the formal letter of appointment to the Independent Directors in the manner provided under the Companies Act, 2013.

Meeting of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors or management personnel. All Independent Directors strive to be present at such meetings.

During the Financial Year ended 31st March, 2019, 1 (one) meeting was held on 10th May 2018.

Familiarization Programme for Independent Directors Regulation 25(7) of the Listing Regulations mandates the Company to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

The Company through its Managing Director/ Whole time Director/ Senior Managerial Personnel conduct programmes/ presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.

Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finances, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time. The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The Familiarization programme for Independent Directors in terms of Regulation 25(7) of the LODR 2015 is uploaded on the website of the Company.

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS:

As per IBC, the powers of the board vest with the Resolution Professional hence the evaluation of the performance of the Independent Directors was not applicable during the period under review.

3. BOARD COMMITTEES

The Company has the following standing committees on the Board

A) Audit Committee

The terms of reference of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and the guideline set out in Clause 18(3) under Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Powers of Audit Committee

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The terms of reference, role and powers of the Audit Committee are as prescribed under Part C, Schedule II in terms of Regulation 18 of SEBI LODR Regulations read with Section 177 of the Companies Act, 2013 and includes overseeing of the Company's financial reporting process, reviewing with the management of the financial statements and the adequacy of the internal audit function, internal control and to discuss significant internal audit findings, statutory compliance and issues related to risk management and compliances.

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), 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; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

Audit Committee Meetings and Attendance:

During the Period 4 (Four) Audit Committee Meetings were held.

The Dates on which the Audit Committee Meetings were held are: 11-Jul-2018, 14-Aug-2018, 29-Nov-2018 and 13-Feb-2019 as per the authorization given by Mr. Prabhakar Nandiraju, Resolution Professional.

The maximum time gap between any of two of the Audit Committee meetings was not more than one hundred and twenty days.

The Company Secretary acts as Secretary of the Audit Committee.

B) NOMINATION AND REMUNERATION COMMITTEE

The Company's remuneration committee determines the Company's policies on the remuneration package of the Executive directors and approves the payment of remuneration to the Managerial Personnel.

The Broad terms of reference of Remuneration Committee are to determine on behalf of the Board and on behalf of Shareholders with agreed terms of reference, the Company's policy on specific remuneration package for Executive Directors, administration of Employees Stock Option Scheme and administration of employee compensation & benefit plans

Nomination and remuneration committee Attendance:

During the period no Committee Meetings were held.

REMUNERATION PAID TO RESOLUTION PROFESSIONAL & DIRECTORS :

Details of remuneration paid to the Resolution Professional and the Executive Directors during the Period 2018-19 are given below:

Name of the Director	Relationship with other Directors	Business Relationship with company if any	Loans and advances from company	Total Remuneration (Rs.)
Shri Prabhakar Nandiraju	None	None	None	36,00,000
Dr. M V Ramana Rao	None	None	None	12,00,000
Shri L N Malleswara Rao	None	None	None	6,00,000

Non-Executive Directors Compensation:

As per the Provisions of Clause 17(6) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has not paid any compensation to Non-executive Directors other than Sitting Fee for attending the Board Meeting. The Company has not issued any Stock Options to any Non-executive Directors, during the period under Review.

C) SHAREHOLDERS' RELATIONSHIP COMMITTEE:

Committee specifically looks into redressing of shareholders' and investors' complaints/grievances pertaining to share transfers, non- receipt of annual reports, dividend payments, issue of duplicate certificates, transmission(with or without legal representation) of shares and other miscellaneous complaints. The Committee oversees and reviews performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of investor services. The Committee also monitors implementation and compliance of Company's Code of Conduct for Prevention of Insider Trading in the company securities.

During the period no Committee Meetings were held.

Name & Designation of the Compliance officer : M S Murali Krishnan
Company Secretary

Email id for Investor Grievances: cs@mic.co.in

Number of shareholders complaint(s) received so far.

At the beginning of the financial year pending complaints is 1. During the period the Company has received 1 complaint and resolved 1 complaint. There is 1 Pending complaint as on 31st March 2019.

There was no Shareholders' Relationship Committee Meeting(s) during the period 1st April 2018 to 31st March 2019.

The details of shares held by the Directors as on 31st March, 2019

Sr. No.	Director	Category	No. of Shares	% of Holding
1	Dr. M V Ramana Rao	Promoter, Executive Director	4644902	2.11
2	Shri L N Malleswara Rao	Non-Independent, Executive Director	2424234	1.10

4. SUBSIDIARY COMPANIES:

Subsidiary Companies as on 31st March 2019

1. MIC Electronics Inc (USA) in which Dr. M V Ramana Rao and Atluri Venkata Ram are Directors.
2. MIC Green Energy Solutions Private Limited (India) in which Dr M V Ramana Rao, Atluri Venkata Ram are Directors. (Said company is under Strike-off Process.)

The Details of aforesaid Subsidiary Companies as required in accordance with Clause 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are provided in the Directors Report.

5. DETAILS OF GENERAL BODY MEETINGS:**Location and time of the last three AGM's / EGM's.**

Financial Year	Date & Time	Venue	Nature of special resolutions, if any passed
2017-18	31-12-2018 9.30 A.M.	A-4/II, Electronic Complex, Kushaiguda, Hyderabad-62	NIL
2016-17	29-09-2017 11.00 A.M.	A-4/II, Electronic Complex, Kushaiguda, Hyderabad-62	1. Appointment of Mr. Vegiraju Bharathi Raju as an Independent Directors 2. Ratification of remuneration to Cost Auditor of the Company 3. Approval of MIC Electronics Limited ESOP 2017 4. Approval of grant of options to employees 5. Authorisation to NRC for implementation of ESOP 2017
	20-03-2017 11.00 A.M.	A-4/II, Electronic Complex, Kushaiguda, Hyderabad-62	Conversion of debt into equity shares
2015-16	30-09-2016 2.30 P.M	A-4/II, Electronic Complex, Kushaiguda, Hyderabad-62	NIL

Postal Ballot

No special resolution was put through postal ballot during the financial year 2018-19.

None of the business proposed to be transacted in the ensuing Annual General Meeting (AGM) require passing of a Special Resolution through postal ballot.

6. DISCLOSURES

- Related party transactions

No Transactions of material nature was entered in to by the Company with the related parties, Directors or the management, their subsidiaries or relatives conflicting with the Company's interest. Transactions with the related parties are disclosed in notes to accounts in the Annual Report.

- Penalties

No penalties have been imposed on the Company by the stock exchanges where the company's shares are listed or by SEBI or any other statutory authority on any matter.

- Disclosure of Accounting Treatment

The Company follows the accounting standards as specified in the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts of the Audited Financial Statements for the Period ended 31st March 2019.

- Code of Conduct

The Board has laid down a Code of Conduct covering the Ethical requirements to be complied with covering all the Board members and senior management personnel of the Company an affirmation of compliance with the code is received from them on an annual basis, which has been posted on the website www.mic.in

- CEO/CFO Certification

The Chief Executive Officer and the Chief Financial Officer of the Company give certification on financial reporting and internal controls to the Board as required under Clause 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

- Appointment of Directors

The Information required for appointment/re-appointment or regularization of Directors at the ensuing Annual General Meeting, is provided along with the AGM Notice and the explanatory Statement thereof.

- Compliance Reports

The Board has periodically reviewed the compliance reports of all laws applicable to the Company and there are no instances of Non-compliances.

- Audit Qualifications

There are some qualifications in the financial statements and compliances of the Company for the Period ended 31st March 2019 detailed in the Directors Report.

- Whistle Blower Policy

Though the Company adopted whistle Blower Policy, no person is denied access to the Audit Committee.

- Risk Management

Business risk evaluation and management is an ongoing process within the organization. During the period under review, a detailed exercise on Business Risk Management (BRM) was initiated covering the entire gamut of business operations.

7. MEANS OF COMMUNICATION

- **Quarterly/Annual Results:** The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges, immediately as they are taken on record/ approved. These financial results are normally published in Business Standard (English), Financial Express, Vishala Andhra and displayed on the Company's website www.mic.in

- **News Release, Presentation etc.:** The official news releases, detailed presentations made to media, institutional investors, financial analysis etc. are displayed on the Company's website www.mic.in
- **Website:** The Company's website www.mic.in contains separate dedicated section 'Investor information' where the shareholders information is available. Full Annual Report, Quarterly Results, Press Releases, Products and Services etc. are also available on the web-site in a user-friendly manner.
- **Ministry of Corporate Affairs** as a 'Green Initiative in the Corporate Governance' has issued a Circular no 17/2011 on 21 April 2011, permitting companies to service delivery of documents electronically on the registered members'/shareholders' email addresses as per Companies Act, 2013. The Company is accordingly proposing to send documents, such as Notice calling the general meeting, audited financial statements, Directors' Report, Auditors' Report etc in electronic form on the email ids provided by the shareholders and made available by them to the Company through the depositories. Shareholders desiring to receive the said documents in physical form will continue to get the same in physical form.

The Company also files the following information, statements, reports on the website as specified by SEBI:

- Full version of the annual report including the balance sheet, profit and loss account, Directors' Report and Auditors' Report, cash flow statement, half-yearly financial statement and quarterly financial statements.
- Corporate governance report.
- Shareholding pattern.

8. GENERAL SHAREHOLDER INFORMATION

Date, Time & Venue of AGM	21 st December 2019 at 10.30 AM at A-4/II, Electronic Complex, Kushaiguda, Hyderabad-500062 Telangana
Book Closure for AGM (Both days Inclusive)	16 th December, 2019 to 21 st December, 2019
Dividend Payment Date (if declared & approved)	NIL
Listing on Stock Exchanges	National Stock Exchange Ltd (NSE) Stock Code – MIC Bombay Stock Exchange Ltd (BSE) Stock Code – 532850
Registrars & Transfer Agents (RTA)	Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharatnagar, Hyderabad-500018 Tel: 040-23868257/258
Share Transfer System	Physical share transfers are processed and share certificates are returned to the Shareholders with in a maximum Period of twenty one days from the date of receipt, Subject to the documents being valid and complete in all respects.
Dematerialization of shares	Company had Provided Demat facility through National Securities Depository Ltd & Central Depository Services Ltd ISIN: INE287C01029.
CIN Number	L31909TG1988PLC008652
Outstanding GDRs / ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity	Board of Directors of the Company at their meeting held on 15 th February 2016 allotted 3,30,00,000 convertible warrants of Rs.2/- each at a premium of Rs.23/- per warrant pursuant to in-principle approval received from your stock exchange vide letter DCS/PREF/AM/PRE/695/2015-16 dated 4 th February 2016 and from National Stock Exchange vide their letter NSE/LIST/59210 dated 28 th January 2016.

One of the warrant holder Leyard (Hong Kong) Co. Limited requested for 6 months time for exercising their option to convert outstanding 3,00,00,000 Warrants into Equity Shares.

To obtain necessary permission from the relevant statutory authorities for extension of time. To obtain the further extension of time application submitted to Securities and Exchange Board of India (SEBI), for extension of time limit for conversion of 3,00,00,000 Warrants into Equity Shares beyond 18 months from the date of allotment under SEBI (ICDR) Regulations 2009.

Another allottee Shri Puja Kamineni has not exercised the option to subscribe the equity shares underlying the warrants on or before the 15th August 2017 (i.e. 18 months from the date of allotment). Hence all the 30,00,000 warrants stands cancelled.

Based on the application submitted, Securities and Exchange Board of India (SEBI), vide their letter CFD/DIL-1/OW/19491/2017 ordered not to extend the conversion period of warrants into equity shares beyond 18 months.

In this regard, further application has been submitted to the Chairman of SEBI for reconsideration of our application for extension of time limit for conversion of warrants into equity shares.

ESOP 2017 plan approved by the shareholders at their 29th Annual General Meeting held on 29th September 2017. In-principal approval applied to National Stock Exchange Limited and Bombay Stock Exchange Limited, awaited for approval from stock exchanges.

Plant Locations

MIC Electronics Limited - EOU
Plot No.192/B, Ground & Mazanine Floor,
Phase-II, IDA, Cherlapally, Hyderabad - 500051

MIC Electronics Limited,
Plot No.192/B, 1st Floor, IDA
Phase-II, Cherlapally, Hyderabad - 500051

MIC Electronics Limited,
IP 47, Raipur, SahkariAudyogicKshetra, Raipur, BhagwanpurRoorkee,
Uttarakhand, India - 247667

Address for Correspondence

Mr. M S Murali Krishnan
Company Secretary

MIC Electronics Limited
A-4/II, Electronic Complex, Kushaiguda, Hyderabad-500062, Andhra Pradesh
Email - cs@mic.co.in

- Market Price data : High / Low during each month in the Period 2018-19 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	HIGH	LOW	HIGH	LOW	HIGH	LOW
Apr-18	7.40	4.75	10759.00	10111.30	6.66	4.65	35213.3	32972.56
May-18	5.10	3.80	10929.20	10417.80	5.20	3.81	35993.53	34302.89
Jun-18	4.10	2.70	10893.25	10550.90	4.15	2.57	35877.41	34784.68
Jul-18	3.80	2.55	11366.00	10604.65	3.92	2.55	37644.59	35106.57
Aug-18	3.40	2.75	11760.20	11234.95	3.32	2.75	38989.65	37128.99
Sep-18	2.95	1.85	11751.80	10850.30	3.00	1.95	38934.35	35985.63
Oct-18	2.40	1.50	11035.65	10004.55	2.41	1.46	36616.64	33291.58
Nov-18	2.60	1.95	10922.45	10341.90	2.68	1.92	36389.22	34303.38
Dec-18	2.25	1.35	10985.15	10333.85	2.27	1.47	36554.99	34426.29
Jan-19	1.40	0.80	10987.45	10583.65	1.45	0.81	36701.03	35375.51
Feb-19	1.10	0.65	11118.10	10585.65	1.06	0.68	37172.18	35287.16
Mar-19	1.50	0.90	11630.35	10817.00	1.52	0.90	38748.54	35926.94

- Distribution of Shareholding as on 31st March 2019

Shares	Holders		Shares	
	Number	% To Total	No of Shares	% To Total
Upto - 500	31017	59.28	6100472	2.77
501 - 1000	7717	14.75	6757790	3.07
1001 - 2000	5100	9.75	8303330	3.77
2001 - 3000	2232	4.27	5879315	2.67
3001 - 4000	1073	2.05	3922574	1.78
4001 - 5000	1210	2.31	5834410	2.65
5001 - 10000	2009	3.84	15560044	7.06
10001 and above	1962	3.75	167896384	76.23
Total	52320	100	220254319	100

• Share holding pattern as on 31st March 2019.

Category	Holding as on 31-03-2019	% of Holding
BODIES CORPORATE	48156658	21.86
CLEARING MEMBER	2436994	1.11
CENTRAL/STATE GOVERNMENT(S)	0	0.00
FINANCIAL INSTITUTIONS/BANKS	4125	0.00
FOREIGN BODIES CORPORATE	0	0.00
FOREIGN INSTITUTIONAL INVESTORS	0	0.00
INSURANCE COMPANIES	0	0.00
MUTUAL FUNDS/UTI	0	0.00
NON RESIDENTIAL INDIVIDUALS	12038568	5.47
FOREIGN NATION	0	0.00
FOREIGN PORTFOLIO INVESTORS - INDIVIDUAL(FPI)	0	0.00
FOREIGN PORTFOLIO INVESTORS - CORPORATE(FPI)	0	0.00
PROMOTER AND PROMOTER GROUP	17132953	7.78
PUBLIC	140484521	63.78
ALTERNATE INVESTMENT FUNDS	0	0.00
QUALIFIED INSITUTIONAL BUYERS	0	0.00
TRUST	500	0.00
IEPF AUTHORITY MCA	0	0.00
TOTAL	220254319	100.00

By the Order of the Board
For MIC Electronics Limited

Sd/-

(Vishnu Ravi)

Executive Director

DIN : 01144902

Place : Hyderabad

Date : 28-11-2019

DECLARATION

Members may kindly note that, the present Board of Directors of the Company and Senior Management were not in office for the period to which this report pertains and hence are unable to provide any affirmation with regard to compliance with the Code of Conduct for the period to which this report pertains.

However, on 7th August, 2019 the newly constituted Board of Directors has adopted the Code of Conduct which is binding on all Directors, Key Managerial Personnel and employees of the Company. A copy of the code is available on the Company's website.

By the Order of the Board
For MIC Electronics Limited

Sd/-

(Vishnu Ravi)

Executive Director

DIN : 01144902

Date : 28.11.2019

Place : Hyderabad

To
The Members of
MIC Electronics Limited
Hyderabad

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") with respect to Corporate Governance for the year ended March 31, 2019. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such a review, and to the best of our information and according to the explanations and representation given to us, in my opinion, the Company has complied with the conditions of Corporate Governance as stipulated, except composition of board of directors, convening of board and committee meetings as the Company is under Corporate Insolvency Resolution Process.

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

For **S R Vattikuti & Associates**
Company Secretaries

Sd/-

V. Srinivasa Rao

Proprietor

C P No. 13966

Date : 28.11.2019

Place : Hyderabad

To
The Members
MIC Electronics Limited

We Prabhakar Nandiraju, Resolution Professional, and L N Malleswara Rao, Director & CFO of M/s. MIC Electronics Limited, to the best of our knowledge and belief,

We certify that :

- I. We have reviewed financial statements and the Cash Flow statement for the period ended on 31st March 2019 and that to the best of our knowledge and belief :
 - i) These statements do not contain any materially untrue statement of omit any material fact or contain statements that might be misleading.
 - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.
3. 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 we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee that there are no :
 - i) Significant changes in internal control over financial reporting during the year.
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
 - iv) We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).
 - v) We further declare that all Board Members and designated Senior Management have affirmed compliance with the Code of Conduct for the Current year.

For MIC Electronics Limited

Sd/-

Date : 30.05.2019
Place : Hyderabad

Prabhakar Nandiraju
Resolution Professional

Sd/-

L N Malleswara Rao
Director & CFO
(DIN : 00010318)

(A) LED LIGHTING AND DISPLAY PRODUCTS

The Company will stay focused in the LED Display and Lighting sectors, specifically in low and fine pitch displays, off and on grid street lighting, LED Coach lighting and dynamic LED Passenger information displays for the Indian Railways. The Company's considerable portfolio of Intellectual Capital represented by its display patents and various copyright and registered marks will continue to provide distinctive strength to the Company.

Reflecting the constraints imposed on it by the CIRP process in the recent past, MIC will reenter these markets in a measured and selective manner. Given the enduring goodwill of its name and history, and as importantly, the robust growth rates projected by market experts for the specific LED Display and Lighting sectors it is focusing on, its reentry will be aided by very favorable tailwinds.

The street light market in LED lighting, both grid connected as well as solar powered off grid lighting products are the areas of focus. By extension of smart street lights and the accompanying management networks will round out the product portfolio in this area.

The Railway Coach LED Lighting segment which includes 18 variants of DC Coach Lighting products for retrofit as well as for new coaches and Emergency Coach Lights continues to be favorably impacted by the Government's aggressive program to modernize, increase and improve the fleet of railway coaches deployed. This same focus is also extended to the station and other fixed facilities deployed for passenger convenience. The RDSO (Indian Railways) approved specialty displays for passenger information and convenience, and which are MIC's forte, are an important part of these planned upgrades.

In addition to increased growth in currently accepted native LED Display markets, LED Display devices continue to make inroads into traditional LCD display markets such as conference rooms and or institutional communications displays because of their improved image quality, ease of operation, energy efficiency, extended life and other Features. Applications include LED Bill boards, Shopping mall and Digital Poster Displays, Video walls deployed in Control Rooms, Displays in Conference rooms and Home Theaters, Transportation Display Systems, Amusement Parks, Amphitheaters and Television Studio backdrops, Events and Stadiums. e-Sports venues are a fast emerging new arena of deployment for these exceptional screens.

The above forecast does not include emerging Cinema screen market for large format fine pitch LED Displays, also known as Direct View Displays. Premium large format screens are the fastest growing segment in the cinema screen market, with significant growth coming from the Asia Pacific Region.

The Company's newest offering, patent application pending, the micro LED based <2 mm pitch LED Display technology is a perfect fit for this segment. The product of the Company will be the first fully indigenously developed offering for the emerging domestic Direct View Cinema Screen market.

The industry and market moves to Smart and Networked systems play to the Company strengths. The technical skills required are intrinsic to your Company deriving from its successful foray into the telecommunications systems market earlier in its history and which continue to be exercised today. These networked products and systems also enable the Company to pursue deployment of products and services with much lower capital investment than would be needed in the case of more traditional electrical or electronics goods manufacture.

(B) Future Outlook

The honorable NCLT, Hyderabad issued an order dated 31-07-2019 accepting the resolution application proposed by Cosyn Consortium to acquire the company and assets of MIC Electronics Limited bringing to a successful closure the company's journey through CIRP over the past couple of years. In doing so, it closed a difficult chapter in MIC's corporate history and opened a new chapter marking a future filled with significant potential for growth and success in the fields it had become known for and indeed pioneered in some cases.

Aided by new management players in senior positions, a new Board of directors, new management systems and unencumbered by legacy dues and practices, the new majority shareholders, expect to hit the ground running, picking up where these legacy concerns previously shackled MIC's forward progress.

To

**The Members of
MIC Electronics Limited**

**I. Corporate Insolvency Proceedings as per
Insolvency and Bankruptcy Code, 2016 (IBC)
:**

The Hon'ble National Company Law Tribunal, Hyderabad Bench ("NCLT") admitted on 13/03/2018 an insolvency and bankruptcy petition filed against MIC ELECTRONICS LIMITED ("the Company") and appointed Mr. N. Prabhakar to act as Interim Resolution Professional (IRP) with direction to initiate appropriate action contemplated with extent provisions of the Insolvency and Bankruptcy Code, 2016 and other related rules. Mr. N. Prabhakar was subsequently confirmed by the Committee of Creditors (CoC) as the Resolution Professional (RP).

Report on the Audit of Financial Statements:

Disclaimer of Opinion

We were engaged to audit the accompanying financial statements of **M/s. MIC ELECTRONICS LIMITED** ("the Company"), which comprise the Balance Sheet as on 31st March, 2019, and the Statement of Profit and Loss (including other Comprehensive Income), statement of changes in equity and statement of cash flows for the year ended 31st March, 2019 and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

We do not express an opinion on the accompanying standalone financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

Basis for Disclaimer of Opinion

We refer to the following notes to stand alone financial statements.

- (a) Note 2.42 to the standalone financial statements, in respect of preparation of financial statements of the Company on going concern basis. During the year the Company has incurred a Net Loss of Rs. 27.48

crores resulting into accumulated losses of Rs. 155.46 crores and erosion of its Net worth as at 31st March 2019. The Company has obligations towards fund based borrowings aggregating to Rs. 182.14 crores. Even though the resolution plan submitted for the company is approved by Committee of Creditors, the matter is still pending before Honorable NCLT, Hyderabad bench. The ultimate outcome of these matters at present is uncertain. We are unable to obtain sufficient and appropriate audit evidence in relation to going concern.

- (b) Note 2.43 to the standalone financial statements in connection with trade receivables, security deposits, loans and advances, other financial and current assets aggregating to Rs. 34.59 crores. There is existence of material uncertainties over the realisability of these amounts due to various factors such as disputes, age of these assets etc. There is also non-availability of confirmation of various trade receivables, trade payables etc. In absence of alternative corroborative evidence, we are unable to comment on the extent to which such balances are recoverable/payable.
- (c) Note 2.44 to the standalone financial statements, the Company has neither counted the physical inventories nor stated the inventories at the lower of cost and net realizable value as on 31st March 2019 which constitute departure from the accounting standards prescribed under section 133 of the Companies Act, 2013. We were unable to satisfy ourselves by alternative means concerning the inventory quantities held at March 31, 2019 which are stated in the balance sheet at Rs 49.88 crores.
- (d) Note 2.45 to the standalone financial statements, according to the information and explanation given to us, the Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years. However, the management is still in the process of reconciliation of quantities as per verification reports with the fixed assets records. Pending such reconciliation and physical verification, we are unable to comment on the reasonableness of the physical verification programme and discrepancies that may arise on such reconciliation and physical verification of fixed assets as well as requirement of any provision for impairment of fixed assets. We were unable to satisfy ourselves by alternative means concerning the fixed assets held at March 31, 2019 which are stated in the balance sheet at Rs 83.96 crores.

- (e) The Company has received communication from State Bank of India to conduct a forensic audit and appointed an audit firm to conduct the forensic audit and as on the date of the report, the forensic audit is still under progress. The Company is of the view that material adjustments or disclosures, if any arising out of the forensic audit would be considered after conclusion of the forensic audit and the Management has not estimated the impact of any adjustment that may arise to the amounts and disclosures in the financial statements.

As a result of these matters, we have not been able to obtain sufficient appropriate audit evidence to state whether any adjustments or disclosure would be required to the information included in the financial statements and the impact thereof.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate

the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process. *Pursuant to ongoing Corporate Insolvency Resolution Process (CIRP) powers of the board of Directors have been suspended and these Powers are now vested with Resolution Professional.*

Auditor's Responsibilities for the Audit of the Financial Statements

Auditor's responsibility is to conduct an audit of the entity's financial statements in accordance with Standards on Auditing and to issue an auditor's report. However, because of the matter(s) described in the Basis for Disclaimer of Opinion section, we are not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

We are independent of the entity in accordance with the Code of Ethics and provisions of the Companies Act, 2013 that are relevant to our audit of the standalone financial statements in India under the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics and the requirements under the Companies act, 2013.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) Except for possible effects of the matters as described in the "Basis for Disclaimer of opinion" paragraph, we have sought and obtained the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) Except for possible effects of the matters as described in the "Basis for Disclaimer of opinion" paragraph, 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 Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- d) Due to the matters as described in the "Basis for Disclaimer of opinion" paragraph, in our opinion, the aforesaid standalone financial statements do not comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) The matter described in the "Basis for Disclaimer of opinion" may have an adverse effect on the functioning of the company.
- f) In view of the CIRP process, the powers of the Board of Directors are suspended. Therefore, written representations have not been taken on record by the Board of Directors. However on the basis of written representations received from Directors as on 31st March 2019 and taken on record by the Resolution Professional, none of the directors are disqualified from being appointed as director in terms of sec 164(2) of the Act.
- g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the "Basis for Disclaimer of opinion" paragraph above;
- h) 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 "AnnexureB". Our report expresses a Disclaimer of opinion on the Company's internal financial controls over financial reporting.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The company has disclosed the impact of pending litigations on its financial position

to the extent ascertained, in its standalone financial statements;

- (ii) Except for the possible effects of the matters described under "Basis for Disclaimer of opinion" paragraph, the company has made a provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The company did not have any derivative contracts.
- (iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For PAVULURI&Co.
Chartered Accountants
 Firm Reg. No:012194S

(CA N. RAJESH)
 PARTNER
 M.No : 223169

Date : 30.05.2019
 Place : Hyderabad

“Annexure A” to the Independent Auditors' Report

Referred to in paragraph I under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- 1) (a) Subject to our comments in para I (b) below, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) According to the information and explanation given to us, the Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. However, the management is still in the process of reconciliation of quantities as per verification reports with fixed assets records. Pending such reconciliation and physical verification, we are unable to comment on the reasonableness of the physical verification programme and discrepancies that may arise on such reconciliation and physical verification of fixed assets.
- (c) According to the information and explanation given to us, title deeds of immovable properties have been mortgaged as securities with lenders i.e., banks, financial institutions and others for security of the borrowings raised by the company. On the basis of examination of records of the company and the copies of the title deeds available with the company, the title deeds of immovable properties are held in the name of the company.
- 2) According to the information and explanation given to us, the management has not conducted the physical verification of inventory at reasonable intervals due to shortage of resources as the company is undergoing CIRP. The management has relied upon the physical verification of inventories and its valuation done during Financial Year 2017-18 by external valuers as no material movements to the inventories have taken place during the financial year 2018-19 due to lower level of operations of the company.
- 3) The Company has not granted interest free unsecured loan to a company covered in the Register maintained under section 189 of the Act during the year.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have broadly reviewed the cost records maintained by the company pursuant to the rules made by the Central Government under sub-section (1) of Section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of these records with a view to determining whether they are accurate or complete.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has not been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. There have been significant delays in a large number of cases in depositing these dues with the appropriate authorities.

According to the information and explanations given to us and records of the company examined by us, the following are the undisputed amounts payable in respect of Provident Fund, Income Tax, Wealth Tax, Service Tax, Sales Tax, Duty of Customs, Excise Duty, Value added tax and Other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due date	date of payment
Finance Act, 1994	Service Tax	1,00,92,802	From 2011 onwards	Various dates	Nil
Employees Provident Fund & Miscellaneous provisions act, 1952	Provident Fund	2,16,40,556	From 2009 onwards	Various dates	Nil
Employees State Insurance Act, 1948	Employee State Insurance	33,31,260	From 2011 onwards	Various dates	Nil
APPT Act, 1987	Professional Tax	15,84,060	From 2011 onwards	Various dates	Nil
Income Tax Act, 1961	TDS	2,20,53,825	From 2012 onwards	Various dates	Nil
AP Valuse Added Tax Act, 2005	VAT	1,62,80,572	From 2015 onwards	Various dates	Nil
Goods and services Tax Act	GST	19,04,966	From 2017 onwards	Various dates	Nil
The Central Sales Tax Act, 1956	CST	1,07,77,639	From 2013 onwards	Various dates	Nil
T.S. Municipalities Act, 1965	Property Tax	66,73,655	From 2013 onwards	Various dates	Nil
Income Tax Act, 1961	Income Tax	68,97,374	From 2017 onwards	Various dates	Nil

- (b) According to the information and explanations given to us and records of the company examined by us, the following are disputed dues relating to Wealth tax, Duty of Customs and Cess which have not been deposited with the appropriate authorities on account of any dispute.

Name of the Statue	Nature of the Dispute	Amount (Rs)	Period to which the amounts relate (F.Y)	Forum where the dispute is pending and amount deposited
Central Excise Act, 1944	Excise Duty	3,896,982/-	2008-2009	Customs, Excise & Service Tax Appellate tribunal, south zonal bench, Bangalore vide appeal no.C/2303 of 2010. Amt. deposited : Rs.2,896,982/-
Customs Act, 1962	Customs Duty	1,801,111/-	2008-2009	O/o. The Commissioner of Customs, Central Excise and Service Tax, Hyderabad III Commissionerate vide Appeal No.C/2302 of 2010.
The A.P.VAT Act, 2005	APVAT	840,705/-	2008-2009	Appelate Deputy Commissioner (CT), Secunderabad Division vide Appeal No.S/23/09-10/V. Amt. deposited :Rs. 840,705/-
The A.P.VAT Act, 2005	APVAT	545,677/-	2007-2008	Appelate Deputy Commissioner (CT), Secunderabad Division. Amt. deposited : Rs.545,677/-
The A.P.VAT Act, 2005	APVAT	1,809,145/-	2005-2006	WP No.14764/2009 filed with High Court, AP. Amt. deposited : Rs.1,809,145/-

- 8) As matters described in note 2.12, 2.14 and 2.16 to the financial statements and to the financial statements and pursuance of repayment schedule stipulated in the sanction letter, the entire amount of borrowing including interest are overdue and continuing default as on 31st March 2019, therefore, we are unable to provide periods of default. Details of defaults in repayment of borrowings including interest are given below as per the books of accounts of the company.

Sl. No.	Name of the bank/institution	Amount of default (Rs.)
1.	UCO Bank	15,31,83,988
2.	Technology Development Board	27,38,00,664
3.	State Bank of India	99,88,84,007
4.	Srei Equipment Finance Ltd	11,54,30,151
5.	Reliance Capital Limited	3,51,02,000

However, though the below amounts are admitted by the Resolution Professional as part of CIRP, the company has not made a provision for these amounts in respect of the below financial institutions.

Sl. No.	Name of the bank/institution	Amount of default not provided in the books (Rs.)
1.	Srei Equipment Finance Ltd	32,14,54,641
2.	Reliance Capital Limited	51,37,41,645

- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made preferential allotment or private placement of shares during the year under review according to the requirement of Sec 42 of the Companies Act 2013 and the amount raised have been used for the purposes for which the funds were raised.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For PAVULURI & Co.
Chartered Accountants
 Firm Reg. No:012194S

Sd/-
(CA N. RAJESH)
 PARTNER
 M.No : 223169

Date : 30.05.2019
 Place : Hyderabad

“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of MIC ELECTRONICS LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of MIC ELECTRONICS LIMITED (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal 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”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is not 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 controls 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.

Basis for Disclaimer of Opinion

According to the information and explanation given to us, the Company still has not established the internal financial controls over financial reporting on criteria based on or considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Further, the company did not have proper internal audit system during the year commensurate with the size of the company and nature of its business.

Disclaimer of Opinion

Because of the significance of matters described in the basis for a disclaimer of opinion paragraph, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2019.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company, and the disclaimer has affected our opinion on the financial statements of the Company and we have issued Disclaimer of opinion on the financial statements.

For PAVULURI & Co.
Chartered Accountants
Firm Reg. No:012194S

Date : 30.05.2019
Place : Hyderabad

Sd/-
(CA N. RAJESH)
PARTNER
M.No : 223169

06 BALANCE SHEET AS AT 31st MARCH 2019

(Amount in Rs.)

Particulars	Note.	As at 31.03.2019	As at 31.03.2018
I. ASSETS			
(1) Non-Current Assets			
Property, Plant & Equipment	2.01	820,520,952	896,821,362
Capital Work-in-Progress		18,255,480	18,255,480
Other Intangible Assets	2.02	842,722	1,176,823
Financial Assets			
(i) Loans	2.03	-	-
Other Non Current Assets	2.04	117,464,550	118,508,819
		957,083,704	1,034,762,484
(2) Current Assets			
Inventories	2.05	498,790,270	505,563,420
Financial Assets			
(i) Trade receivables	2.06	194,366,986	337,548,932
(ii) Cash & Cash Equivalents	2.07	539,834	562,761
(iii) Bank balances other than (ii) above	2.08	17,206,281	16,473,186
(iv) Other Financial Assets	2.09	1,477,047	1,502,481
Other Current Assets	2.10	32,776,251	31,025,957
		745,156,669	892,676,737
TOTAL ASSETS		1,702,240,373	1,927,439,221
II. EQUITY AND LIABILITIES			
(1) Equity			
Equity Share Capital	2.11	440,508,638	440,508,638
Other Equity		(1,554,649,834)	(1,279,869,704)
		(1,114,141,196)	(839,361,066)
(2) Liabilities			
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	2.12	-	-
Long Term Provisions	2.13	21,466,974	21,867,009
		21,466,974	21,867,009
Current liabilities			
Financial Liabilities			
(i) Borrowings	2.14	148,630,315	148,630,315
(ii) Trade Payables	2.15	578,197,623	556,537,963
(iii) Other Financial Liabilities	2.16	1,812,693,205	1,807,545,008
Other current liabilities	2.17	248,496,078	225,322,618
Current Tax Liabilities (Net)	2.18	6,897,374	6,897,374
		2,794,914,595	2,744,933,278
TOTAL EQUITY & LIABILITIES		1,702,240,373	1,927,439,221
See accompanying notes to financial statements	1-2.47		

per our report of even date
For PAVULURI & CO
Chartered Accountants
Firm Reg. No: 012194S

For MIC Electronics Ltd.

Sd/-
Dr. M.V.Ramana Rao
Director

Sd/-
L.N.Malleswara Rao
Director & CFO

Sd/-
CA.N.Rajesh
Partner
M.No : 223169

Sd/-
M.S. Murali Krishnan
Company Secretary

Date : 30.05.2019
Place : Hyderabad

STATEMENT OF PROFIT & LOSS FOR PERIOD ENDED 31st MARCH 2019

(Amount in Rs.)

Particulars	Note.	Year ending 31.03.2019	Year ending 31.03.2018
I INCOME :			
Revenue from operations	2.19	48,379,564	1,641,702,898
Other Income	2.20	6,601,036	11,716,110
Total Revenue		54,980,600	1,653,419,008
II. EXPENDITURE :			
Cost of material consumed	2.21	23,000,684	1,451,677,113
Purchase of traded goods		-	183,908,612
(Increase)/Decrease in Inventories	2.22	3,157,618	(257,153,877)
Employee benefits expense	2.23	36,880,994	56,521,096
Finance Costs	2.24	605,153	244,188,780
Depreciation and amortization expense	2.01/2.02	76,634,511	77,458,680
Other expenses	2.25	186,663,917	249,509,961
Total expenses		326,942,877	2,006,110,365
III. Profit/(Loss) before exceptional items and tax (I-II)		(271,962,277)	(352,691,357)
IV Exceptional Items			
Depletion in value of inventories		2,817,853	961,912,371
		2,817,853	961,912,371
V Profit/(Loss) before tax (III+IV)		(274,780,130)	(1,314,603,728)
VI Tax expenses:			
Deffered tax (Liability)/Asset		-	(598,546,436)
			(598,546,436)
VII Profit/(Loss) for the period from continuing operations (V - VI)		(274,780,130)	(1,913,150,164)
VIII Other comprehensive Income			
A (i) Items That May Not Be Reclassified to Profit or Loss		-	5,584,223

STATEMENT OF PROFIT & LOSS FOR PERIOD ENDED 31st MARCH 2019

(Amount in Rs.)

Particulars	Note.	Year ending 31.03.2019	Year ending 31.03.2018
(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)		(274,780,130)	(1,907,565,941)
X Earnings per equity share of par value Rs 2/- each			
Basic		(1.25)	(8.66)
Diluted		(1.10)	(7.62)
Notes forming part of financial statements	1-2.47		

per our report of even date
For PAVULURI & CO
 Chartered Accountants
 Firm Reg. No: 012194S

For MIC Electronics Ltd.

Sd/-
Dr. M.V.Ramana Rao
 Director

Sd/-
L.N.Malleswara Rao
 Director & CFO

Sd/-
CA.N.Rajesh
 Partner
 M.No : 223169

Sd/-
M.S. Murali Krishnan
 Company Secretary

Date : 30.05.2019
 Place : Hyderabad

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH 2019**A. Movements in Equity Share Capital****Statement of Changes in Equity for the period ended 31st March 2019**

	No. of Shares	Equity Share Capital (Rs)
As at 01.04.2018	220,254,319	440,508,638
Changes in equity share capital	-	-
As at 31.03.2019	220,254,319	440,508,638

B. Other Equity**Statement of Changes in Equity for the period ended 31st March 2019**

Particulars	Share Application Money pending Allotment	Reserves & Surplus						Retained Earnings	Revaluation Surplus	Money Received against Share Warrants	Total Other Equity
		Capital Reserve	Securities Premium Reserve	Share warrants forfeited	Amalgamation Reserve	General Reserve					
Balance as at 01.04.2018	-	267,000	1,884,309,212	396,331,045	18,000,000	180,000,000	(3,946,327,261)	-	187,550,300	(1,279,869,704)	
Issue of Equity Shares on conversion of share warrants	-	-	-	-	-	-	-	-	-	-	
Issue of Equity Shares on conversion of secured, unsecured loans and trade creditors through preferential allotment	-	-	-	-	-	-	-	-	-	-	
Money received during the year	-	-	-	-	-	-	-	-	-	-	
Share warrants forfeited during the year	-	-	-	-	-	-	-	-	-	-	
Money paid during the year	-	-	-	-	-	-	-	-	-	-	
Profit for the year	-	-	-	-	-	-	(274,780,130)	-	-	(274,780,130)	
Other Comprehensive Income	-	-	-	-	-	-	-	-	-	-	
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	
Balance as at 31.03.2019	-	267,000	1,884,309,212	396,331,045	18,000,000	180,000,000	(4,221,107,391)	-	187,550,300	(1,554,649,834)	

(Amount in Rs.)

06 CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

(Amount in Rs)

Particulars	Figures as at the end of current reporting year 31 March 2019	Figures as at the end of current reporting year 31 March 2018
Cash Flow from Operating Activities		
Profit/(Loss) before Income tax from		
Continued Operations	(274,780,130)	(1,314,603,727)
Re-measurement gains/ (losses) on defined benefit plans	-	5,584,223
Profit before Income tax including discontinued operations	(274,780,130)	(1,309,019,504)
Adjustments for non cash/non operational expenses :		
Depreciation & amortisation expenses	76,634,511	77,458,680
Profit on disposal of property, plant & equipment	-	(112,100)
Financial Charges	605,153	244,188,780
Interest received /Other Income	(818,400)	(1,269,188)
Operating Profit before Working Capital Changes	(198,358,866)	(988,753,332)
Adjustments for working capital changes		
(Increase)/Decrease in Trade Receivables	143,181,947	2,823,541
(Increase)/Decrease in Inventories	6,773,150	631,096,256
(Increase)/Decrease in Other financial assets	25,434	6,689,759
Increase/(Decrease) in Other Non Current Assets	1,044,269	(11,158,523)
(Increase)/Decrease in Other Current Assets	(1,750,294)	115,205,112
Increase/(Decrease) in Trade Payables	21,659,660	169,502,520
(Increase)/Decrease in Provisions	(400,035)	(546,730)
Increase/(Decrease) in Other financial liabilities	5,148,197	632,432,569
Increase/(Decrease) in Other Current Liabilities	23,173,460	17,373,245
Increase/(Decrease) in Deferred Tax Asset	-	598,546,436
Cash generated from Operations	198,855,787	2,161,964,185
Financial Charges paid	(605,153)	(244,188,780)
Direct Taxes paid	-	(598,546,436)
Net Cash Flow from operating activities	(108,232)	330,475,637

(Amount in Rs)

Particulars	Figures as at the end of current reporting year 31 March 2019	Figures as at the end of current reporting year 31 March 2018
Cash Flow from Investing Activities		
Expenditure on acquisition of tangible and intangible assets (net of Sale proceeds)	-	(49,897,257)
(Increase) / Decrease of Capital Work-in-Progress	-	48,263,679
Proceeds from sale of Investments	-	-
Interest Received/Other Income	818,400	1,269,188
Net Cash Flow from Investing Activities	818,400	(364,390)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	-	(328,758,200)
Deposits paid towards LCs & BGs	(733,095)	(2,473,655)
Increase/(Decrease) in Share Capital	-	-
Increase/(Decrease) in Share Premium	-	-
Increase/(Decrease) in Share Warrants Application Money	-	-
Net Cash Flow from financing activities	(733,095)	(331,231,855)
Net Increase in Cash and Cash equivalents	(22,927)	(1,120,608)
Cash and Cash equivalents as at the beginning of the year	562,761	1,683,369
Cash and Cash equivalents as at the end of the year	539,834	562,761

per our report of even date
For PAVULURI & CO
Chartered Accountants
Firm Reg. No: 012194S

For MIC Electronics Ltd.

Sd/-
Dr. M.V.Ramana Rao
Director

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L.N.Malleswara Rao
Director & CFO

Sd/-
CA.N.Rajesh
Partner
M.No : 223169

Sd/-
M.S. Murali Krishnan
Company Secretary

Date : 30.05.2019
Place : Hyderabad

I. Significant Accounting Policies

I.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 has been rounded to the nearest rupee 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.

I.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) :

I. Review of accounting policies

a. Revenue recognition : (Accounting policy No.1(1.2) (xii)) :

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 entitled 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.

2. Ind AS issued and not yet effective :

Ind AS 116 Leases :

Ministry of Corporate Affairs has notified 'The Companies (Indian Accounting Standards) Amendment Rules, 2019 dated March 30, 2019 which iner alia includes the new standard on Leases Ind AS 116 replacing the existing standard Ind AS 17, to be effective from the 1st April 2019. The impact of the same is yet to be assessed. The company is proposing to use the Modified Retrospective Approach for transitioning to Ind AS 116.

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 occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

PROPERTY, PLANT & EQUIPMENT

Note 2.01 : Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended 31st March, 2019 are as follows :

	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE		
	As at 01.04.2018	Additions	Disposals	As at 31.03.2019	As at 01.04.2018	Additions	Disposals	As at 31.03.2019	As at 31.03.2018
Land & Land Development	221,079,000	-	-	221,079,000	-	-	-	221,079,000	221,079,000
Buildings	220,315,679	-	-	220,315,679	16,142,511	9,450,885	-	194,722,283	204,173,168
Plant & Machinery	964,789,418	-	-	964,789,418	506,637,371	64,351,038	-	393,801,009	458,152,047
Furniture & Fixtures	21,507,814	-	-	21,507,814	17,656,078	986,656	-	2,865,080	3,851,736
Office Equipment	3,166,727	-	-	3,166,727	2,677,420	148,863	-	340,444	489,307
Electrical Installations	13,129,859	-	-	13,129,859	11,248,802	820,715	-	1,060,342	1,881,057
D.G.Set	1,228,230	-	-	1,228,230	1,093,171	73,251	-	61,808	135,059
Transformer	1,109,125	-	-	1,109,125	980,460	73,210	-	55,455	128,665
Vehicles	16,756,208	-	-	16,756,208	15,331,697	273,857	-	1,150,654	1,424,511
Computers	34,823,251	-	-	34,823,251	34,169,953	121,935	-	531,363	653,298
Display Equipment not put to use	4,853,514	-	-	4,853,514	-	-	-	4,853,514	4,853,514
Total (Rs)	1,502,758,825	-	-	1,502,758,825	605,937,463	76,300,410	-	820,520,952	896,821,362

(Amount in Rs.)

Note 2.02 : Intangible Assets

The changes in the carrying value of intangible assets for the year ended 31st March, 2019 are as follows :

	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE		
	As at 01.04.2018	Additions	Disposals	As at 31.03.2019	As at 01.04.2018	Additions	Disposals	As at 31.03.2019	As at 31.03.2018
Computer Software	15,277,444	-	-	15,277,444	14,100,621	334,101	-	842,722	1,176,823
Total (Rs)	15,277,444	-	-	15,277,444	14,100,621	334,101	-	842,722	1,176,823

(Amount in Rs.)

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE - 2.03		
Loans		
Loans and advances to related parties		
Unsecured, considered doubtful :		
MIC Green Energy Solutions P Ltd	35,900	35,900
	35,900	35,900
Less : Provision for doubtful loans & advances	35,900	35,900
	-	-
NOTE - 2.04		
Other Non Current Assets		
Unsecured, Considered Good :		
Capital advances	30,090	-
Security Deposits		
- Deposit-Delhi Metro Rail Corpn	23,916,725	23,916,725
- Other Secured Deposits	90,317,735	91,592,094
Others		
- Share Application money pending allotment in other companies	3,000,000	3,000,000
	117,264,550	118,508,819
Unsecured, considered doubtful :		
Security Deposits		
- Other Secured Deposits	200,000	-
	200,000	-
	117,464,550	118,508,819
NOTE - 2.05		
Inventories		
Raw Material	119,336,090	122,422,274
Material under customs clearance	55,890,420	55,890,420
Work-in-Progress	194,525,254	1,109,607,572
Less : Depletion in value of inventories	-	914,285,972
Finished Goods	127,853,128	136,461,387
Less : Depletion in value of inventories	-	6,246,987
Stores and Spares	1,185,378	1,714,726
	498,790,270	505,563,420

Materials under customs clearance represent certain materials imported and pending for customs clearance whose purchase value have been taken. With respect demurrages and other claims, the same have not been provided as they will be known at the time of clearance of materials.

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE- 2.06		
<u>Trade Receivables</u>		
Trade receivables outstanding for a period exceeding six months from the due date of payments	594,852,895	433,310,529
Other Trade receivables	17,905,572	183,780,755
	<u>612,758,467</u>	<u>617,091,284</u>
Less : Loss Allowance	418,391,481	279,542,352
	<u><u>194,366,986</u></u>	<u><u>337,548,932</u></u>
Break-up security details		
i) Secured, Considered good	-	-
ii) UnSecured, Considered good	194,366,986	337,548,932
iii) Doubtful	418,391,481	279,542,352
NOTE- 2.07		
<u>Cash & Cash equivalents</u>		
Balance with Banks :		
In Current Accounts	523,247	560,127
Cash in Hand	16,587	2,634
	<u>539,834</u>	<u>562,761</u>
NOTE- 2.08		
<u>Bank balances others than 2.07 above</u>		
In Margin Money Accounts	17,206,281	16,473,186
	<u>17,206,281</u>	<u>16,473,186</u>
NOTE- 2.09		
<u>Other Financial Assets</u>		
Advance for expenses	1,477,047	1,502,481
	<u>1,477,047</u>	<u>1,502,481</u>
NOTE- 2.10		
<u>Other Current Assets</u>		
Unsecured Considered Good		
Other Advances		
(i) Prepaid Expenses	315,962	366,627
(ii) Balances with Govt Authorities		
TDS receivable	2,879,294	2,518,855
IGST Receivable	10,753	10,753

(Amount in Rs.)

Particulars	As at	
	31.03.2019	31.03.2018
GST Input	15,584,415	18,805,523
VAT deposit refundable	435,150	435,150
(iii) Others		
Advance for Materials	10,569,035	7,690,681
Advance for Services	1,094,344	372,971
Other advances	1,887,298	825,397
	32,776,251	31,025,957
Unsecured Considered Doubtful		
(i) Balances with Govt Authorities		
TDS receivable	5,639,060	8,320,328
(ii) Other Advances		
Advance for Materials	41,034,989	41,043,194
Advance for Services	721,372	787,731
Other advances	18,133,229	18,133,229
	65,528,650	68,284,482
Less : Provision for bad and doubtful advances	65,528,650	68,284,482
	32,776,251	31,025,957

NOTE- 2.11**Equity Share Capital**

(Amount in Rs.)

Particulars	As at		As at	
	31.03.2019		31.03.2018	
	No.of Shares	Amount (Rs)	No.of Shares	Amount (Rs)
I. Authorised:				
Equity shares of Rs 2/- each with voting rights	270,000,000	540,000,000	270,000,000	540,000,000
II. Issued, Subscribed and Paid up:				
Equity shares of Rs 2/- each with voting rights	220,254,319	440,508,638	220,254,319	440,508,638
	220,254,319	440,508,638	220,254,319	440,508,638

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, 2019		As at 31st March, 2018	
	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)
Equity shares with voting rights:-				
Opening Balance	220,254,319	440,508,638	220,254,319	440,508,638
Fresh Issue	-	-	-	-
Closing Balance	220,254,319	440,508,638	220,254,319	440,508,638

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

Sr No	Class of shares / Name of shareholder	As at 31st March, 2019		As at 31st March, 2018	
		Number of shares held	% holding	Number of shares held	% holding
	Equity shares with voting rights				
I	Malaxmi Infraventures India Pvt Ltd	14,089,347	6.40%	14,089,347	6.40%

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
-------------	---------------------	---------------------

NOTE - 2.12

Borrowings

	Current Portion (*)	Non-Current Portion	Current Portion (*)	Non-Current Portion
Secured Loans				
Long Term Loans - From Banks				
UCO Bank	71,231,180	-	71,231,180	-
State Bank of India, SAM Branch	590,000,000	-	590,000,000	-
Long Term Loans - Others				
Technology Development Board	150,000,000	-	150,000,000	-
Srei Equipment Finance Ltd	100,000,000	-	100,000,000	-
Unsecured Loans				
Financial Contribution from EESL	111,897,973	-	111,897,973	-
	1,023,129,153	-	1,023,129,153	0

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

a) Term Loan taken from UCO Bank is secured as follows:

Primary Security: (i) 1st hypothecation charge over the plant and machinery, LED Display boards, software and other fixed assets of the project at 8 Delhi Metro Railway Stations (DMRC).

(ii) 1st charge on receivables arising out of the DMRC project. **Collateral Security:** Second charge on the fixed assets of the company other than what has been taken as first charge. UCO Bank is further secured by personal guarantee of the Director of the company.

b) Term Loan taken from State Bank of India is secured as follows:

a) Primary Security:

- (i) Exclusive Charge on hypothecation of stock
- (ii) Exclusive charge on hypothecation of Receivables

b) Collateral Security:

- (i) Pari-passu first charge on the below mentioned fixed assets along with Technology Development Board of India
 - 1) EM Land admeasuring 4444.44 sq.yards with industrial building comprising of Plot No.A 4/I to A4/7 situated at Sy.Nos.321,321/5, 321/6 & 321/IA, Electronic Complex at Kushaiguda, RR District, Telangana state valued for Rs.15.42 cores as on 25.02.2016.
 - 2) EM on residential plot no.41, 42, 60 and 61 at Kowkooor, Alwal Municipality, Hyderabad, Telangana State admeasuring 820 Sq.Yards valued for Rs.0.32 Crores as on 19.02.2016.
 - 3) EM on industrial site admeasuring 1455 sq.mts with building with 5035 sft builtup area at Plot No.47, Raipur Industrial Area, Bhagawanpur, Roorkee Tahsil, Haridswar District, Uttaranchal State valued at Rs.1.25 crores as on 18.02.2016.
 - 4) EM on industrail site at Khasra No.117 admeasuring 269.54 sq Mt (322.38 Sq.Yards) situated at Raipur Paragana, Roorkee Tehsil, Haridwar District valued for Rs.0.22 crores as on 18.02.2016.
 - 5) Second charge on EM of industrial plot no.192/B, Sy.No.274 admeasuring 5341 Sq.Yartds situated at Phase II, IDA, Cherlapally Village, Ghatkesar Mandal, RR District, Telangana (First charge held of M/s.Srei Equipment Finance Pvt Ltd for term loan of Rs.24.00 crores) valued at Rs.20.51 crores.
 - 6) Charge on unencumbered Plant & Machinery of the company for Rs.9.15 crores as on 2016.

c) SBI is further secured by personal guarantees of Directors of the company.

c) Term Loan taken from Technology Development Board is secured as follows:

(i) Paripassu first charge on the below mentioned fixed assets along with State Bank of India.

- 1) EM Land admeasuring 4444.44 sq.yards with industrial building comprising of Plot No.A 4/I to A4/7 situated at Sy.Nos.321,321/5, 321/6 & 321/IA, Electronic Complex at Kushaiguda, RR District, Telangana state valued for Rs.15.42 cores as on 25.02.2016.
- 2) EM on residential plot no.41, 42, 60 and 61 at Kowkoot, Alwal Municipality, Hyderabad, Telangana State admeasuring 820 Sq.Yards valued for Rs.0.32 Crores as on 19.02.2016.
- 3) EM on industrial site admeasuring 1455 sq.mts with building with 5035 sft builtup area at Plot No.47, Raipur Industrial Area, Bhagawanpur, Roorkee Tahsil, Haridswar District, Uttaranchal State valued at Rs.1.25 crores as on 18.02.2016.
- 4) EM on industrail site at Khasra No.117 admeasuring 269.54 sq Mt (322.38 Sq.Yards) situated at Raipur Paragana, Roorkee Tehsil, Haridwar District valued for Rs.0.22 crores as on 18.02.2016.

(ii) Personal guarantees of Directors of the Company.

(iii) Pledge of 37.50 Lakh shares held by director of the company.

d) Term Loan taken from Srei Equipment Finance Ltd is secured as follows:

(i) Hypothecation of IT Equipments, work stations & power electronic equipment

(ii) Collateral Security : First charge on (Second charge held by State Bank of India) a) land with building located at Plot no.192/B, Sy.No.274 admeasuring 5341 Sq.Yards situated at Phase II, IDA, Cherlapally Village, Ghatkesar Mandal, RR District, Telangana with all the furniture & fixtures

(iii) Personal Guarantee of the Director of the company.

e) Financial contribution from Energy Efficiency Services Limited :

MIC Electronics Limited (MIC) has entered a joint implementation agreement with Energy Efficiency Services Ltd (EESL) for joint implementation of order received from Nashik Municipal Corporation (NMC) for supply and maintenance of LED Luminaries. As per the agreement EESL shall extend financial contribution of Rs.39.93 crores payable in monthly instalments during the project period based on achievement of specified mile stones of the project. The first instalment shall be due after 30 days from the issue of "Implementation Completion Certificate" by NMC in favour of MIC on completion of installation of LED Lights.

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE - 2.13		
<u>Long Term Provisions</u>		
Provision for employee benefits		
- Provision for gratuity	13,492,679	13,892,714
- Provision for leave encashment	7,974,295	7,974,295
	21,466,974	21,867,009
NOTE - 2.14		
<u>Borrowings</u>		
(A) UnSecured Loans		
(i) Loans from related parties		
Loans from directors	3,954,062	3,954,062
(ii) Intercorporate Loans		
JBB Infrastructures Pvt Ltd	12,000,000	12,000,000
MIC Electronics Limited Employees welfare trust	6,270,534	6,270,534
Reliance Capital Ltd	35,102,000	35,102,000
Sri Kanakadurga Castings Pvt Ltd	5,000,000	5,000,000
Think Solar India Pvt Ltd	46,460,155	46,460,155
Kiran impex pvt ltd	39,843,564	39,843,564
Total Borrowings (i+ii)	148,630,315	148,630,315
NOTE - 2.15		
<u>Trade Payables</u>		
Payables for materials	565,305,703	545,458,287
Payables for services	12,891,920	11,079,676
	578,197,623	556,537,963
NOTE - 2.16		
<u>Other Financial Liabilities</u>		
Current maturities of long term borrowings (Refer Note No : 2.12)	1,023,129,153	1,023,129,153
Interest accrued and due on borrowings		
- Interest accrued and due on long term borrowings	630,067,630	630,067,630
- Interest accrued and due on short term borrowings	19,542,133	19,542,133
- Interest accrued and due on others	5,901,302	5,901,302
Share Warrants Application Money refundable	72,308,866	72,308,866
Payables on purchase of fixed assets	4,129,157	4,184,218
Payables for expenses	57,614,964	52,411,706
	1,812,693,205	1,807,545,008

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE - 2.17		
Other Current Liabilities		
Statutory remittances	100,065,904	94,106,899
Salaries Payable	111,128,906	96,158,574
Directors remuneration Payable	4,461,428	2,870,264
Advance from customers	5,229,394	5,055,761
Other payables	27,610,446	27,131,120
	<u>248,496,078</u>	<u>225,322,618</u>
NOTE - 2.18		
Current Tax Liabilities (NET) :		
Income Tax	6,897,374	6,897,374
	<u>6,897,374</u>	<u>6,897,374</u>
NOTE- 2.19		
Revenue from Operations		
(A) Revenue from Sale of products		
Exports	-	69,575
Domestic	32,921,026	1,418,252,979
Freight & Insurance recd. on Sales	-	1,800
	<u>32,921,026</u>	<u>1,418,324,354</u>
Traded Goods	-	186,251,100
	<u>32,921,026</u>	<u>1,604,575,454</u>
(B) Other operating revenues		
Equipment Lease Rentals	928,186	7,143,223
AMC Charges & Service Charges	14,530,352	8,753,062
Transport, Loading & Unloading receipts	-	17,170,781
Installation Charges	-	4,060,378
	<u>15,458,538</u>	<u>37,127,444</u>
	<u>15,458,538</u>	<u>37,127,444</u>
Total Revenue from Operations (A+B)	<u>48,379,564</u>	<u>1,641,702,898</u>
NOTE- 2.20		
Other Incomes		
Interest Received	818,400	1,269,188
Credit Balances written back	27,445	2,853,018
Rents received	1,344,500	1,835,028
Profit on sale of assets	-	112,100
Bad debts collected	1,384,678	2,631,766
Claims/Settlement fee	3,000,000	-
Miscellaneous Income	26,013	3,015,010
	<u>6,601,036</u>	<u>11,716,110</u>

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE- 2.21		
Cost of Materials Consumed		
A) Raw Material Consumed		
Opening Stock	122,422,274	146,389,566
Purchases	22,236,324	1,469,505,483
Less : Depletion in value of stocks	2,817,853	41,379,412
Less : Material consumed for R&D	49,814	601,517
	19,368,657	1,427,524,554
	141,790,931	1,573,914,120
Less : Closing Stock	119,336,090	122,422,274
Raw Material Consumed	22,454,841	1,451,491,846
B) Packing Materials and consumables		
Opening Stock	1,714,726	1,355,028
Purchase of packing material & consumables	14,082	438,535
Freight & Carriage Inwards	2,413	106,430
	1,731,221	1,899,993
Less : Closing Stock	1,185,378	1,714,726
Consumption	545,843	185,267
Total Cost of material consumed	23,000,684	1,451,677,113
NOTE- 2.22		
Changes in Inventory		
Closing Stock of :		
Work-in-Progress	194,525,254	1,109,607,572
Finished Goods / FG in transit	127,853,128	136,461,387
	Total (A) 322,378,382	Total 1,246,068,959
Opening Stock of :		
Work-in-Progress	1,109,607,572	842,770,455
Less : Depletion in value of inventories	914,285,972	195,321,600
Finished Goods	136,461,387	146,144,627
Less : Depletion in value of inventories	6,246,987	130,214,400
	Total (B) 325,536,000	Total 988,915,082
Increase/(Decrease) in Stock (A-B)	(3,157,618)	257,153,877
NOTE- 2.23		
Employee Benefit expense		
Salary, Wages, Allowances & other Benefits	32,288,680	39,875,238
Directors Remuneration	1,800,000	3,900,000

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Gratuity	-	7,038,032
Leave Salary	-	2,222,384
P. F. & ESI Contribution	2,256,684	2,525,772
Staff Welfare Expenses	535,630	959,670
	36,880,994	56,521,096
NOTE- 2.24		
Financial Cost		
Bank Charges	147,666	3,630,588
Interest on :		
Term Loan	-	217,699,714
Others - Interest on other loans/ICDs & Financial Charges	457,487	22,858,478
	605,153	244,188,780
NOTE- 2.25		
Other Expenses		
Job-works, Installation charges & Maintenance Expenses	2,222,207	9,137,054
Power and Fuel	2,066,968	3,278,291
Insurance	462,465	596,936
Repairs & Maintenance	746,730	838,422
Printing & Stationary	326,699	488,633
Postage, Telephones & Internet	580,654	1,488,778
Rent	497,000	1,842,667
Rates & Taxes	2,848,341	7,047,459
Excise duty	-	55,471,619
Professional Charges	2,113,323	12,708,428
Auditors Remuneration		
As Statutory Auditors	350,000	413,000
As Tax auditors	150,000	177,000
General Expenses	4,335,553	8,955,220
Resolution Professional Remuneration	3,600,000	-
Foreign exchange rate difference	16,532,698	6,778,778
LD Charges	258,830	2,363,170
Security Expenses	67,550	-
Travelling & Conveyance	2,981,571	8,959,542
Bad debts & debit balances written off	1,671,533	27,721,600
Provision for bad/doubtful debts/advances	136,093,299	56,042,649
Vehicle Maintenance	858,020	1,594,904
Sales Tax	-	34,113,022
Selling & Distribution Expenses	1,730,127	2,036,034
R & D Expenses	6,170,349	7,456,755
	186,663,917	249,509,961

NOTE - 2.26

- (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 - 2.27**Foreign Currency / Exchange Transactions :**

(Amount in Rs.)

SI No.	Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
A)	Value of Imports on CIF Basis Components	17,164,132	22,423,935
		17,164,132	22,423,935
B)	Expenditure Travelling	395,357	801,612
		395,357	801,612
C)	Earnings in Foreign Exchange FOB Value of Exports	-	69,575
		-	69,575

NOTE - 2.28**Contingent Liabilities : The following contingent liabilities are not provided for.**

(Amount in Rs.)

SI No.	Particulars	As at 31st March, 2019	As at 31st March, 2018
1	Counter guarantees given by the company to banks towards issue of B.Gs.	6,931,750	6,931,750
2	Counter guarantees given by the company to banks towards issue of B.Gs to Customs & Central Excise Dept.	6,096,982	6,096,982
3	Bonds executed to Customs & Central Excise Dept. (net of BGs)	82,300,000	82,300,000
4	Corporate Guarantees given by the company to banks Invoked but not acknowledged	87,566,670	87,566,670
5	Claims against the company, not acknowledged:	34,226,950	34,226,950
	TAX Matters in Appeals		
1	Excise Duty	3,896,982	3,896,982
2	Customs Duty	1,801,111	1,801,111
3	Sales Tax	3,195,527	3,195,527

NOTE - 2.29**Managerial Remuneration :**

(Amount in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Managing Director		
Remuneration	1,200,000	2,400,000
Perquisite value of Rent	-	720,000
Director		
Remuneration	600,000	1,500,000
Total	1,800,000	4,620,000

NOTE- 2.30

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". As per the records with the company, none of the enterprises have been identified as Micro, Small and Medium Enterprises.

NOTE - 2.31

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

(Amount in Rs.)

Particulars	For the year ended 31st March, 19		For the year ended 31st March, 18	
	Value	%	Value	%
Imported	19,251,573	83.70%	140,496,814	8.59%
Indigeneous (including purchase of traded goods)	3,749,111	16.30%	1,495,088,911	91.41%
Total	23,000,684	100.00%	1,635,585,725	100.00%

NOTE- 2.32

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 : 2.33 : Disclosure Under Accounting Standards**2.33.1 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. However, in view of ongoing CIRP Process, the company has not made any actuarial valuation for gratuity provision for the financial year 2018-19. The company is making actual gratuity payments as and when crystallized. 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. However, in view of ongoing CIRP Process, the company has not made any actuarial valuation for Accrued Leave Salary for the financial year 2018-19. The company is making actual payments as and when crystallized.

Other Disclosures :**Other defined benefit plans :**

(Amount in Rs.)

	Gratuity	Accrued Leave Salary
A.Changes in the present value of the obligation as on		
31st March 2018		
Present value of obligation at the beginning of the year	13,525,005	8,888,734
Interest cost	904,823	594,656
Current service cost	1,029,805	1,583,288
Past service cost	924,921	-
Benefits paid/payable	-	-
Actuarial gain/loss on obligation	(2,491,840)	(3,092,383)
Present value of obligation at the end of the period	13,892,714	7,974,295
31st March 2019		
Present value of obligation at the beginning of the year	13,892,714	7,974,295

Interest cost	-	-
Current service cost	-	-
Past service cost	-	-
Benefits paid/payable	-	-
Actuarial gain/loss on obligation	-	-
Present value of obligation at the end of the period	13,892,714	7,974,295
B. Changes in the fair value of the plan Assets as on		
31st March 2018		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits paid/payable	-	-
Actuarial gain/loss on plan assets	-	-
Fair value of plan assets at the end of the period		
31st March 2019		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits paid/payable	-	-
Actuarial gain/loss on plan assets	-	-
Fair value of plan assets at the end of the period		
C. Amounts recognised in the Balance sheet as on		
31st March 2018		
Present value of the obligations at the end of the year	13,892,714	7,974,295
Fair value of plan assets at the end of the year	-	-
Liability(+)/Asset (-) recognised in the balance sheet	(13,892,714)	(7,974,295)
31st March 2019		
Present value of the obligations at the end of the year	13,492,679	7,974,295
Fair value of plan assets at the end of the year	-	-
Liability(+)/Asset (-) recognised in the balance sheet	(13,492,679)	(7,974,295)
D. Amounts recognised in the Statement of P&L for the period ended		
Expenses recognised in Statement of Profit and Loss		
31st March 2018		
Current service cost	1,029,805	1,583,288
Past service cost	924,921	-
Interest cost	904,823	594,656
Expected return on plan assets	-	-
Net actuarial gain/loss recognised in the year	-	-
Expenses recognised in Statement of Profit and Loss	2,859,549	2,177,944
31st March 2019		
Current service cost	-	-
Past service cost	-	-
Interest cost	-	-
Expected return on plan assets -	-	-
Net actuarial gain/loss recognised in the year	-	-
Expenses recognised in Statement of Profit and Loss	-	-

E. Principal Actuarial Assumptions:

DESCRIPTION	2018-19	2017-18
i. Discount Rate	-	7.65%
ii. Mortality Rate	-	IALM(2006-08) ULT
iii. Medical Cost Trend rates	-	5.00%
iv. Expected average remaining service	-	12.19%
v. Employee Attrition Rate (Past Service)	-	PS : 0 TO 40 : 3%

i) The discount rate adopted above is based on market yields at the balance sheet date on government bonds.

NOTE- 2.34

Segment Information (Ind AS 108): The company is operating only in one segment i.e, LED based products and hence no segmental reporting is made.

NOTE- 2.35**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 :

SI No.	Name of the Related Party	Nature of Relationship
1	M/s.MIC Electronics Inc., USA	100% Subsidiary Companies
2	M/s.MIC Green Energy Solutions Pvt Ltd	
3	Dr.M.V.Ramana Rao, Managing Director	
4	Shri L.N.Malleswara Rao, Executive Director & CFO	Key Management Personnel
5	Shri M.S.Muralikrishnan, Company Secretary	

b) Aggregated Related party transactions

i) Particulars of transactions during the year

SI No.	Nature of Transaction	for the year ended 31st March, 2019	for the year ended 31st March, 2018
(Amount in Rs.)			
Expenditure during the year			
1	Remuneration to Key Managerial personnel	2,858,400	4,898,400
2	Rents paid towards accommodation provided to Management personnel	-	720,000
3	Sitting fee and other expenses reimbursed to Directors	-	308,824

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

SI No.	Nature of Transaction	As at 31st March, 2019	As at 31st March, 2018
(Amount in Rs.)			
1	Outstanding balances payable to Management Personnel	8,242,618	5,892,064
2	Sitting fee and other expenses payable to Directors	2,490,862	2,490,862

NOTE- 2.36**Calculation of earnings per share (Ind AS 33)**

(Amount in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Profit attributable to Share Holders	(274,780,130)	(1,907,565,940)
No. of Equity Shares Outstanding	220,254,319	220,254,319
Weighted No. of Equity Shares	220,254,319	220,254,319
Convertible Share Warrants	30,000,000	30,000,000
No. of diluted equity shares	250,254,319	250,254,319
Nominal Value of Equity Share	2.00	2.00
Basic EPS	(1.25)	(8.66)
Diluted EPS	(1.10)	(7.62)

NOTE - 2.37**Intangible Assets (Ind AS-38) - R & D**

The Research & Development expenditure, charged to statement of profit & loss during the year is Rs.61.70 lakhs (previous year Rs.74.57 Lakhs)

NOTE - 2.38

Provisions, Contingent Liabilities and Contingent Assets (Ind AS-37) : Necessary details in regard to provisions have been disclosed in notes 2.28

Note - 2.39**Disclosure as required under Regulation 34(3) and 53(f) of SEBI (LODR)**

2.39.1 Loans and advances in the nature of loans to Subsidiary companies where there is no repayment schedule or no interest : Nil

2.39.2 There are no Investments by the loanees as mentioned in 2.40.1 in the shares of MIC Electronics Ltd.

2.39.3 The company does not have any associate companies as on 31st March, 2019

2.39.4 There are no loans and advances in the nature of loans to firms/companies in which directors are interested.

Note - 2.40 : Others**2.44.1 Fair Value Measurement****Financial instruments by category**

(Amount in Rs.)

	As at March 19			As at March 18		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial Assets						
Trade receivables			194,366,986			337,548,932
Cash and cash equivalents			539,834			562,761
Other bank balances			17,206,281			16,473,186
Other financial assets			1,477,047			1,502,481
Total	-	-	213,590,148			356,087,360
Financial Liabilities						
Borrowings			148,630,315			148,630,315
Trade payables			578,197,623			556,537,963
Other financial liabilities			1,812,693,205			1,807,545,008
Total	-	-	2,539,521,143	-	-	2,512,713,286

- Assets that are not financial assets (such as receivables from statutory authorities, prepaid expenses, advances paid and certain other receivables) as of 31 March 2019, and 31st March 2018, respectively, are not included.
- Other liabilities that are not financial liabilities (such as statutory dues payable, advances from customers and certain other accruals) as of 31 March 2019, and 31st March 2018, 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.

2.40.2 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.

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.

- (i) Expected credit loss for trade receivables under simplified approach is detailed as per the below tables:

Year ended 31st March 2019

(Amount in Rs.)

Ageing	< 6 months	6-12 months	>1-3 years	>3 years	Total
Gross carrying amount	17,905,572	9,327,359	528,640,410	56,885,126	612,758,467
Expected loss rate	34.34	77.96	66.09	97.71	68.28
Expected credit losses (loss allowance provision)	6,149,432	7,271,230	349,389,311	55,581,508	418,391,481
Carrying amount of trade receivables (net of impairment)	11,756,140	2,056,129	179,251,099	1,303,618	194,366,986

Year ended 31st March 2018

(Amount in Rs.)

Ageing	< 6 months	6-12 months	>1-3 years	>3 years	Total
Gross carrying amount	183,780,755	75,004,442	332,664,875	25,641,212	617,091,284
Expected loss rate	20.35	74.36	49.51	84.43	45.30
Expected credit losses (loss allowance provision)	37,405,956	55,772,055	164,715,493	21,648,848	279,542,352
Carrying amount of trade receivables (net of impairment)	146,374,799	19,232,387	167,949,382	3,992,364	337,548,932

(ii) Reconciliation of loss allowance provision - trade receivables

Loss allowance on 1 April 2017	291,820,085
Changes in loss allowance	(12,277,733)
Loss allowance on 31 March 2018	279,542,352
Changes in loss allowance	138,849,129
Loss allowance on 31 March 2019	418,391,481

The impairment provisions for trade receivables disclosed above are based on assumptions about risk of default and expected loss rates.

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.

However, the Company is facing financial difficulties and currently does not have sufficient cash on demand to meet expected operational expenses including the servicing of financial obligations.

Maturities of financial liabilities

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

(Amount in Rs.)

	Year ended 31 March 2019	Year ended 31 March 2018
	On demand	On demand
Borrowings	148,630,315	148,630,315
Trade payables	578,197,623	556,537,963
Other financial liabilities	1,812,693,205	1,807,545,008
Total	2,539,521,143	2,512,713,286

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.

Other Notes

- 2.41 Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of MIC Electronics Limited ("company") under the provisions of the Insolvency and Bankruptcy Code, 2016 ('Code') by an order of the National Company Law Tribunal (NCLT), Hyderabad with effect from 13th March 2018. As per Section 17 of the Code, appointed Mr.N.Prabhakar as the interim Resolution Professional (IRP) in terms of IBC. Mr.N.Prabhakar was subsequently confirmed by the committee of creditors (CoC) as the Resolution Professional (RP).
- Accordingly, RP took control of the management and operations of the company. As the powers of the Board of Directors have been suspended, the above results have not been adopted by the Board of Directors. However, the same have been reviewed and signed by Shri L.N.Malleswara Rao, Director of the Company. These financial statements have thereafter been taken on record by the RP on 30th May 2019 for filing with Stock Exchanges.
- 2.42 During the year, the company has incurred a net loss of Rs.27.48 crores resulting into accumulated losses of Rs.155.46 crores as at 31st March 2019 and erosion of its networth. The company has obligations towards fund based borrowings aggregating to Rs.182.14 crores. As part of CIRP Process, the resolution plan approved by Coc was submitted to Hon'ble NCLT, Hyderabad Bench and is currently under process. In the opinion of the management, resolution and revival of the company is possible in foreseeable future, accordingly, in view of the ongoing CIRP, above results have been prepared on the basis that the company is a going concern.
- 2.43 The company has certain trade receivables, security deposits, loans and advances, other financial and current assets aggregating to Rs.34.59 crores. The management of the company is confident of recovery of the aforesaid dues. Confirmation of balances could not be obtained as at 31st March 2019 for various trade receivables, trade payables though the management has requested for confirmation of balances. The management has already made provision for doubtful receivables / advances and believes that no material adjustments would be required in books of accounts upon receipt of these confirmations
- 2.44 Since, the company is under CIRP, due to the shortage of resources, physical verification of inventories and its valuation could not be done as on 31st March 2019 aggregating to Rs.49.88 crores. However, as part of CIRP, physical verification of inventories and its valuation has been done during the financial year 2017-18 by external valuers and no material movements to the inventories have taken place during the financial year 2018-19 due to lower level of operations of the company. Hence, the company is of the opinion that there will be no material changes to the valuation of inventories as on 31st March 2019.
- 2.45 Physical verification of fixed assets aggregating to Rs.83.96 crores (WDV as on 31 March 2019) has been carried out by the management. However due to the ongoing CIRP and the constraint of resources, the company is still in the process of reconciliation of properties as per verification reports with fixed assets records.
- 2.46 Management reviewed the deferred tax assets/liabilities on temporary differences between the tax base of assets and liabilities and their carrying amounts for the financial reporting purpose at reporting date. However, as the company is under CIRP, there is virtual uncertainty of taxable profits in near future and availability of deferred tax assets to be set off. Accordingly, the deferred tax (net assets) for the reporting period i.e, April 1, 2018 to March 31, 2019 have not been considered.
- 2.47 The interest on debt for the year ended March 31, 2019 has not been charged to the statement of profit and loss since the company is under CIRP process and the claims along with interest have been considered as on Insolvency commencement date i.e., March 13, 2018.

To

**The Members of
M/s. MIC ELECTRONICS LIMITED**

**I. Corporate Insolvency Proceedings as per
Insolvency and Bankruptcy Code, 2016 :**

The Hon'ble National Company Law Tribunal, Hyderabad Bench ("NCLT") admitted on 13/03/2018 an insolvency and bankruptcy petition filed against MIC ELECTRONICS LIMITED ("the Company") and appointed Mr. N. Prabhakar to act as Interim Resolution Professional (IRP) with direction to initiate appropriate action contemplated with extent provisions of the Insolvency and Bankruptcy Code, 2016 and other related rules. Mr. N. Prabhakar was subsequently confirmed by the Committee of Creditors (CoC) as the Resolution Professional (RP).

**Report on the Audit of Consolidate Financial
Statements:**

Disclaimer of Opinion

We were engaged to audit the accompanying Consolidated financial statements of **M/s. MIC ELECTRONICS LIMITED** ("the Holding Company or the Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the group"), which comprise the Consolidated Balance Sheet as on 31st March, 2019, and the Consolidated Statement of Profit and Loss (including other Comprehensive Income), statement of changes in equity and statement of Consolidated cash flows for the year ended 31st March, 2019 and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

We do not express an opinion on the accompanying Consolidated financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

Basis for Disclaimer of Opinion

We refer to the following notes to Consolidated financial statements.

- (a) Note 2.39 to the Consolidated financial statements,

in respect of preparation of financial statements of the group on going concern basis. During the year the group has incurred a Net Loss of Rs. 27.49 crores resulting into accumulated losses of Rs. 148.48 crores and erosion of its Net worth as at 31st March 2019. The Group has obligations towards fund based borrowings aggregating to Rs. 182.14 crores. Even though the resolution plan submitted for the company is approved by Committee of Creditors, the matter is still pending before Honorable NCLT, Hyderabad bench. The ultimate outcome of these matters at present is uncertain. We are unable to obtain sufficient and appropriate audit evidence in relation to going concern.

- (b) Note 2.40 to the Consolidated financial statements in connection with trade receivables, security deposits, loans and advances, other financial and current assets aggregating to Rs. 35.38 crores. There is existence of material uncertainties over the realisability of these amounts due to various factors such as disputes, age of these assets etc. There is also non-availability of confirmation of various trade receivables, trade payables etc. In absence of alternative corroborative evidence, we are unable to comment on the extent to which such balances are recoverable/payable.
- (c) Note 2.41 to the Consolidated financial statements, the Company has neither counted the physical inventories nor stated the inventories at the lower of cost and net realizable value as on 31st March 2019 which constitute departure from the accounting standards prescribed under section 133 of the Companies Act, 2013. We were unable to satisfy ourselves by alternative means concerning the inventory quantities held at March 31, 2019 which are stated in the balance sheet at Rs 49.88 crores.
- (d) Note 2.42 to the Consolidated financial statements, according to the information and explanation given to us, the Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years. However, the management is still in the process of reconciliation of quantities as per verification reports with the fixed assets records. Pending such reconciliation and physical verification, we are unable to comment on the reasonableness of the physical verification programme and discrepancies that may arise on such reconciliation and physical verification of fixed assets as well as requirement of any provision

for impairment of fixed assets. We were unable to satisfy ourselves by alternative means concerning the fixed assets held at March 31, 2019 which are stated in the balance sheet at Rs 83.96 crores.

- (e) The Company has received communication from State Bank of India to conduct a forensic audit and appointed an audit firm to conduct the forensic audit and as on the date of the report, the forensic audit is still under progress. The Company is of the view that material adjustments or disclosures, if any arising out of the forensic audit would be considered after conclusion of the forensic audit and the Management has not estimated the impact of any adjustment that may arise to the amounts and disclosures in the financial statements.

As a result of these matters, we have not been able to obtain sufficient appropriate audit evidence to state whether any adjustments or disclosure would be required to the information included in the financial statements and the impact thereof.

Other Matters :

We did not audit the financial statements of the subsidiary company M/s. MIC Green Energy Solutions Pvt Ltd for year ended 31st March 2019. The financial statements and financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors.

We have also relied on the unaudited financial statements of subsidiary M/s. MIC Electronics Inc., USA for year ended 31st March 2019. These unaudited financial statements signed by the respective director of this company have been furnished to us by the Management and our report in so far as it relates to the amounts included in respect of this subsidiary company is based solely on such unaudited financial statements.

Responsibilities of Management and those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133

of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process. Pursuant to ongoing Corporate Insolvency Resolution Process (CIRP) powers of the board of Directors have been suspended and these Powers are now vested with Resolution Professional.

Auditor's Responsibilities for the Audit of the Financial Statements

Auditor's responsibility is to conduct an audit of the entity's financial statements in accordance with Standards on Auditing and to issue an auditor's report. However, because of the matter(s) described in the Basis for Disclaimer of Opinion section, we are not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

We are independent of the entity in accordance with the Code of Ethics and provisions of the Companies Act, 2013 that are relevant to our audit of the Consolidated financial statements in India under the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics and the requirements under the Companies act, 2013.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

- a) Except for possible effects of the matters as described in the "Basis for Disclaimer of opinion" paragraph, we have sought and obtained the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) Except for possible effects of the matters as described in the "Basis for Disclaimer of opinion" paragraph, 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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- d) Due to the matters as described in the "Basis for Disclaimer of opinion" paragraph, in our opinion, the aforesaid consolidated financial statements do not comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) The matter described in the "Basis for Disclaimer of opinion" may have an adverse effect on the functioning of the company.
- f) In view of the CIRP process, the powers of the Board of Directors are suspended. Therefore, written representations have not been taken on record by the Board of Directors. However on the basis of written representations received from Directors as on 31st March 2019 and taken on record by the Resolution Professional, none of the directors are disqualified from being appointed as director in terms of sec 164(2) of the Act. In case of the subsidiary company M/s MIC Green Energy Solutions Pvt Ltd, on the basis of the report of the statutory auditor of this subsidiary company, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the "Basis for Disclaimer of opinion" paragraph above;
- h) 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 A". Our report expresses a Disclaimer of opinion on the Company's internal financial controls over financial reporting.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The group has disclosed the impact of pending litigations on its financial position to the extent ascertained, in its Consolidated financial statements;
 - (ii) Except for the possible effects of the matters described under "Basis for Disclaimer of opinion" paragraph, the group has made a provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The group did not have any derivative contracts.
 - (iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the group.

For PAVULURI&Co.
Chartered Accountants
 Firm Reg. No:012194S

(CA N. RAJESH)
 PARTNER
 M.No : 223169

Date : 30.05.2019
 Place : Hyderabad

“Annexure A” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of MIC ELECTRONICS LIMITED

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

We have audited the internal financial controls over financial reporting of MIC ELECTRONICS LIMITED (“the Company”) and its Indian subsidiaries as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal 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”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements

and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is not 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 controls 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.

Basis for Disclaimer of Opinion

According to the information and explanation given to us, the Holding Company still has not established the internal financial controls over financial reporting on criteria based on or considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Further, the holding company did not have proper internal audit system during the year commensurate with the size of the company and nature of its business.

Disclaimer of Opinion

Because of the significance of matters described in the basis for a disclaimer of opinion paragraph, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Holding Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2019.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Holding Company, and the disclaimer has affected our opinion on the financial statements of

the Group and we have issued Disclaimer of opinion on the consolidated financial statements.

For PAVULURI&Co.
Chartered Accountants
Firm Reg. No:012194S

(CA N. RAJESH)
PARTNER
M.No : 223169

Date : 30.05.2019
Place : Hyderabad

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2019

(Amount in Rs.)

Particulars	Note.	As at 31.03.2019	As at 31.03.2018
I. ASSETS			
(1) Non-Current Assets			
Property, Plant & Equipment	2.01	820,520,952	896,821,362
Capital Work-in-Progress		18,255,480	18,255,480
Other Intangible Assets	2.02	842,722	1,176,823
Financial Assets			
(i) Investments	2.03	71,221,226	66,960,404
Other Non Current Assets	2.04	118,774,838	119,802,547
		<u>1,029,615,218</u>	<u>1,103,016,616</u>
(2) Current Assets			
Inventories	2.05	498,790,270	505,563,420
Financial Assets			
(i) Trade receivables	2.06	194,366,986	337,548,932
(ii) Cash & Cash Equivalents	2.07	595,863	615,438
(iii) Bank balances other than (ii) above	2.08	17,206,281	16,473,186
(iv) Other Financial Assets	2.09	7,988,870	7,740,025
Other Current Assets	2.10	32,831,676	31,078,066
		<u>751,779,946</u>	<u>899,019,067</u>
TOTAL ASSETS		<u><u>1,781,395,164</u></u>	<u><u>2,002,035,683</u></u>
II. EQUITY AND LIABILITIES			
(1) Equity			
Equity Share Capital	2.11	440,508,638	440,508,638
Other Equity		(1,484,842,125)	(1,214,058,078)
		<u>(1,044,333,487)</u>	<u>(773,549,440)</u>
(2) Liabilities			
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	2.12	-	-
Long Term Provisions	2.13	21,466,974	21,867,009
		<u>21,466,974</u>	<u>21,867,009</u>
Current liabilities			
Financial Liabilities			
(i) Borrowings	2.14	148,630,315	148,630,315
(ii) Trade Payables	2.15	587,492,205	565,277,798
(iii) Other Financial Liabilities	2.16	1,812,745,705	1,807,590,008
Other current liabilities	2.17	248,496,078	225,322,618
Current Tax Liabilities (Net)	2.18	6,897,374	6,897,374
		<u>2,804,261,677</u>	<u>2,753,718,113</u>
TOTAL EQUITY & LIABILITIES		<u><u>1,781,395,164</u></u>	<u><u>2,002,035,683</u></u>
See accompanying notes to financial statements	1-2.44		

per our report of even date
For **PAVULURI & CO**
Chartered Accountants
Firm Reg. No: 012194S

For MIC Electronics Ltd.

Sd/-
Dr. M.V.Ramana Rao
Director

Sd/-
L.N.Malleswara Rao
Director & CFO

Sd/-
CA.N.Rajesh
Partner
M.No : 223169

Sd/-
M.S. Murali Krishnan
Company Secretary

Date : 30.05.2019
Place : Hyderabad

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR PERIOD ENDED 31st MARCH 2019

(Amount in Rs.)

Particulars	Year ending 31.03.2019	Year ending 31.03.2018
I INCOME :		
Revenue from operations 2.19	48,379,564	1,641,702,898
Other Income 2.20	6,601,036	11,723,053
Total Revenue	54,980,600	1,653,425,951
II. EXPENDITURE :		
Cost of material consumed 2.21	23,000,684	1,451,677,113
Purchase of traded goods	-	183,908,612
(Increase)/Decrease in Inventories 2.22	3,157,618	(257,153,877)
Employee benefits expense 2.23	36,880,994	56,521,096
Finance Costs 2.24	605,153	244,234,189
Depreciation and amortization expense 2.01/2.02	76,634,511	77,458,680
Other expenses 2.25	186,786,826	249,896,310
Total expenses	327,065,786	2,006,542,123
III. Profit/(Loss) before exceptional items and tax (I-II)	(272,085,186)	(353,116,172)
IV Exceptional Items		
Depletion in value of inventories	2,817,853	961,912,371
	2,817,853	961,912,371
V Profit/(Loss) before tax (III+IV)	(274,903,039)	(1,315,028,543)
VI Tax expenses:		
Deffered tax (Liability)/Asset	-	(598,546,436)
	-	(598,546,436)
VII Profit/(Loss) for the period from continuing operations (V - VI)	(274,903,039)	(1,913,574,979)
VIII Other comprehensive Income		
A (i) Items That May Not Be Reclassified to Profit or Loss	-	5,584,223

(Amount in Rs.)

Particulars	Year ending 31.03.2019	Year ending 31.03.2018
(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)	(274,903,039)	(1,907,990,756)
X Earnings per equity share of par value Rs 2/- each		
Basic	(1.25)	(8.66)
Diluted	(1.10)	(7.62)
Notes forming part of financial statements 1-2.44		

per our report of even date
For PAVULURI & CO
Chartered Accountants
Firm Reg. No: 012194S

For MIC Electronics Ltd.

Sd/-
Dr. M.V.Ramana Rao
Director

Sd/-
L.N.Malleswara Rao
Director & CFO

Sd/-
CA.N.Rajesh
Partner
M.No : 223169

Sd/-
M.S. Murali Krishnan
Company Secretary

Date : 30.05.2019
Place : Hyderabad

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH 2019

A. Movements in Equity Share Capital

Statement of Changes in Equity for the period ended 31st March 2019

	No. of Shares	Equity Share Capital (Rs)
As at 01.04.2018	220,254,319	440,508,638
Changes in equity share capital	-	-
As at 31.03.2019	220,254,319	440,508,638

B. Other Equity

Statement of Changes in Equity for the period ended 31st March 2019

Particulars	Share Application Money pending Allotment	Reserves & Surplus						Revaluation Surplus	Money Received against Share Warrants	Total Other Equity
		Capital Reserve	Securities Premium Reserve	Share warrants forfeited	Amalgamation Reserve	General Reserve	Retained Earnings			
Balance as at 01.04.2018	-	267,000	1,884,309,212	396,331,045	18,000,000	180,000,000	(3,880,515,634)	187,550,300	(1,214,058,077)	
Issue of Equity Shares on conversion of share warrants	-	-	-	-	-	-	-	-	-	
Issue of Equity Shares on conversion of secured, unsecured loans and trade creditors through preferential allotment	-	-	-	-	-	-	-	-	-	
Money received during the year	-	-	-	-	-	-	-	-	-	
Share warrants forfeited during the year	-	-	-	-	-	-	-	-	-	
Money paid during the year	-	-	-	-	-	-	-	-	-	
Profit for the year	-	-	-	-	-	-	(274,903,039)	-	(274,903,039)	
Effect of currency translation on consolidation	-	-	-	-	-	-	4,118,991	-	4,118,991	
Other Comprehensive Income	-	-	-	-	-	-	-	-	-	
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	
Balance as at 31.03.2019	-	267,000	1,884,309,212	396,331,045	18,000,000	180,000,000	(4,151,299,682)	187,550,300	(1,484,842,125)	

(Amount in Rs.)

(Amount in Rs)

Particulars	Figures as at the end of 31 March 2019	Figures as at the end of 31 March 2018
Cash Flow from Operating Activities		
Profit/(Loss) before Income tax from Continued Operations	(274,903,039)	(1,315,028,543)
Re-measurement gains/ (losses) on defined benefit plans	-	5,584,223
Effect of currency transaction on consolidation	4,118,991	560,374
Profit before Income tax including discontinued operations	(270,784,048)	(1,308,883,946)
Adjustments for non cash/non operational expenses :		
Depreciation & amortisation expenses	76,634,511	77,458,680
Loss on disposal of property, plant & equipment	-	(112,100)
Financial Charges	605,153	244,234,189
Interest received /Other Income	(818,400)	(1,269,188)
Operating Profit before Working Capital Changes	(194,362,784)	(988,572,365)
Adjustments for working capital changes		
(Increase)/Decrease in Trade Receivables	143,181,947	2,823,541
Increase/(Decrease) in Inventories	6,773,150	631,096,256
increase/(Decrease) in Other financial assets	(248,845)	7,452,825
increase/(Decrease) in Other Non Current Assets	1,027,709	(11,202,530)
(increase)/Decrease in Other Current Assets	(1,753,610)	115,204,890
Increase/(Decrease) in Trade Payables	22,214,407	167,893,916
Increase/(Decrease) in Provisions	(400,035)	(546,730)
Increase/(Decrease) in Other financial liabilities	5,155,697	631,677,329
Increase/(Decrease) in Other Current Liabilities	23,173,460	17,373,245
Increase/(Decrease) in Deferred Tax Asset	-	598,546,436
Cash generated from Operations	199,123,879	2,160,319,178
Financial Charges paid	(605,153)	(244,234,189)
Direct Taxes paid	-	(598,546,436)
Net Cash Flow from operating activities	4,155,942	328,966,188

07 CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

(Amount in Rs)

Particulars	Figures as at the end of 31 March 2019	Figures as at the end of 31 March 2018
Cash Flow from Investing Activities		
Expenditure on acquisition of tangible and intangible assets (net of Sale proceeds)	-	(49,897,257)
(Increase) / Decrease of Capital Work-in-Progress	-	48,263,679
Purchase of Investments	(4,260,822)	(285,455)
Interest Received/Other Income	818,400	1,269,188
Net Cash Flow from Investing Activities	(3,442,422)	(649,845)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	-	(327,004,138)
Deposits paid towards LCs & BGs	(733,095)	(2,473,655)
Net Cash Flow from financing activities	(733,095)	(329,477,793)
Net Increase in Cash and Cash equivalents	(19,575)	(1,161,450)
Cash and Cash equivalents as at the beginning of the year	615,438	1,776,888
Cash and Cash equivalents as at the end of the year	595,863	615,438

per our report of even date

For PAVULURI & CO

Chartered Accountants

Firm Reg. No: 012194S

For MIC Electronics Ltd.

Sd/-

Dr. M.V.Ramana Rao

Director

Sd/-

L.N.Malleswara Rao

Director & CFO

Sd/-

CA.N.Rajesh

Partner

M.No : 223169

Sd/-

M.S. Murali Krishnan

Company Secretary

Date : 30.05.2019

Place : Hyderabad

I Significant Accounting Policies

I.1 Basis of Preparation

(a) Statement of Compliance

The consolidated 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 consolidated 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 consolidated 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 has been rounded to the nearest rupee except share and per share data.

(d) Use of estimates and judgement

The preparation of consolidated 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.

(e) Principles of consolidation

The consolidated financial statements have been prepared on the following basis :

- i. The consolidated financial statements are prepared to the extent possible by using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements except as otherwise stated.
- ii. the financial statements of the company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as specified in Indian Accounting Standard 110 - "Consolidated Financial Statements".
- iii. The difference between the cost of investment in the subsidiaries, the Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- iv. Non controlling interest in net profit/loss of the subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the share holders of the company.

- v. Non controlling interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separately from liabilities and equity of the Company's share holders.
- vi. The financial statements of MIC Electronics Inc., USA have been prepared on accrual basis and according to the historical cost basis assuming the Company is a going concern and converted in Indian Rupees considering as non-integral operation as per Indian Accounting Standard 21 - "the effects of changes in Foreign Exchange Rates" for the purpose of consolidated financial statements.

I.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 consolidated 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 consolidated 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 whichever 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) :****I. Review of accounting policies**

a. Revenue recognition : (Accounting policy No.1(1.2) (xii)) :

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 entitled 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.

2. Ind AS issued and not yet effective :

Ind AS 116 Leases :

Ministry of Corporate Affairs has notified 'The Companies (Indian Accounting Standards) Amendment Rules, 2019 dated March 30, 2019 which iner alia includes the new standard on Leases Ind AS 116 replacing the existing standard Ind AS 17, to be effective from the 1st April 2019. The impact of the same is yet to be assessed. The company is proposing to use the Modified Retrospective Approach for transitioning to Ind AS 116.

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 occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

Note 2.01 : Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended 31st March, 2019 are as follows :

	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE		
	As at 01.04.2018	Additions	Additions due to revaluation	Disposals	As at 31.03.2019	As at 01.04.2018	Additions	due to revaluation	Disposals	As at 31.03.2019	As at 31.03.2018
Land & Land Development	221,079,000	-	-	-	221,079,000	-	-	-	-	-	221,079,000
Buildings	220,315,679	-	-	-	220,315,679	16,142,511	9,450,885	-	-	25,593,396	194,722,283
Plant & Machinery	964,789,418	-	-	-	964,789,418	506,637,371	64,351,038	-	-	570,988,409	393,801,009
Furniture & Fixtures	21,507,814	-	-	-	21,507,814	17,656,078	986,656	-	-	18,642,734	2,865,080
Office Equipment	3,166,727	-	-	-	3,166,727	2,677,420	148,863	-	-	2,826,283	340,444
Electrical Installations	13,129,859	-	-	-	13,129,859	11,248,802	820,715	-	-	12,069,517	1,060,342
D.G.Set	1,228,230	-	-	-	1,228,230	1,093,171	73,251	-	-	1,166,422	61,808
Transformer	1,109,125	-	-	-	1,109,125	980,460	73,210	-	-	1,053,670	55,455
Vehicles	16,756,208	-	-	-	16,756,208	15,331,697	273,857	-	-	15,605,554	1,424,511
Computers	34,823,251	-	-	-	34,823,251	34,169,953	121,935	-	-	34,291,888	531,363
Display Equipment not put to use	4,853,514	-	-	-	4,853,514	-	-	-	-	-	4,853,514
Total (Rs)	1,502,758,825	-	-	-	1,502,758,825	605,937,463	76,300,410	-	-	682,237,873	820,520,952
											896,821,362

(Amount in Rs.)

Note 2.02 : Intangible Assets

The changes in the carrying value of intangible assets for the year ended 31st March, 2019 are as follows :

	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE		
	As at 01.04.2018	Additions	Additions due to revaluation	Disposals	As at 31.03.2019	As at 01.04.2018	Additions	Disposals	As at 31.03.2019	As at 31.03.2018	
Computer Software	15,277,444	-	-	-	15,277,444	14,100,621	334,101	-	-	14,434,722	1,176,823
Total (Rs)	15,277,444	-	-	-	15,277,444	14,100,621	334,101	-	-	14,434,722	842,722
											1,176,823

(Amount in Rs.)

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE - 2.03		
Investments		
Investments carried at cost, Unquoted equity shares in subsidiaries:		
Other Investments by MIC Electronics Inc, USA,	71,221,226	66,960,404
	<u>71,221,226</u>	<u>66,960,404</u>
NOTE - 2.04		
Other Non Current Assets		
Unsecured, Considered Good :		
Capital advances	30,090	-
Security Deposits		
- Deposit-Delhi Metro Rail Corpn	23,916,725	23,916,725
- Other Secured Deposits	90,469,184	91,734,483
Others		
- Share Application money pending allotment in other companies	3,000,000	3,000,000
Pre-operative expenses -Subsidiaries	720,653	713,153
Preliminary Expenses to the extent not written off	438,186	438,186
	<u>118,574,838</u>	<u>119,802,547</u>
Unsecured, considered doubtful :		
Security Deposits		
- Other Secured Deposits	200,000	-
	<u>200,000</u>	<u>-</u>
	<u>118,774,838</u>	<u>119,802,547</u>
NOTE - 2.05		
Inventories		
Raw Material	119,336,090	122,422,274
Material under customs clearance	55,890,420	55,890,420
Work-in-Progress	194,525,254	1,109,607,572
Less : Depletion in value of inventories	<u>-</u>	<u>914,285,972</u>
Finished Goods	127,853,128	136,461,387
Less : Depletion in value of inventories	<u>-</u>	<u>6,246,987</u>
Stores and Spares	1,185,378	1,714,726
	<u>498,790,270</u>	<u>505,563,420</u>

Materials under customs clearance represent certain materials imported and pending for customs clearance whose purchase value have been taken. With respect demurrages and other claims, the same have not been provided as they will be known at the time of clearance of materials.

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE- 2.06		
Trade Receivables		
Trade receivables outstanding for a period exceeding six months from the due date of payments	594,852,895	433,310,529
Other Trade receivables	17,905,572	183,780,755
	<u>612,758,467</u>	<u>617,091,284</u>
Less : Loss Allowance	418,391,481	279,542,352
	<u><u>194,366,986</u></u>	<u><u>337,548,932</u></u>
Break-up security details		
i) Secured, Considered good	-	-
ii) UnSecured, Considered good	194,366,986	337,548,932
iii) Doubtful	418,391,481	279,542,352
NOTE- 2.07		
Cash & Cash equivalents		
Balance with Banks :		
In Current Accounts	579,276	612,804
Cash in Hand	16,587	2,634
	<u>595,863</u>	<u>615,438</u>
NOTE- 2.08		
Bank balances others than 2.07 above		
In Margin Money Accounts	17,206,281	16,473,186
	<u>17,206,281</u>	<u>16,473,186</u>
NOTE- 2.09		
Other Financial Assets		
Advances to related parties	6,511,823	6,237,544
Advance for expenses	1,477,047	1,502,481
	<u>7,988,870</u>	<u>7,740,025</u>
NOTE- 2.10		
Other Current Assets		
Unsecured Considered Good		
Other Advances		
(i) Prepaid Expenses	371,387	418,736
(ii) Balances with Govt Authorities		
TDS receivable	2,879,294	2,518,855
IGST Receivable	10,753	10,753

(Amount in Rs.)

Particulars	As at	
	31.03.2019	31.03.2018
GST Input	15,584,415	18,805,523
VAT deposit refundable	435,150	435,150
(iii) Others		
Advance for Materials	10,569,035	7,690,681
Advance for Services	1,094,344	372,971
Other advances	1,887,298	825,397
	32,831,676	31,078,066
Unsecured Considered Doubtful		
(i) Balances with Govt. Authorities		
TDS receivable	5,639,060	8,320,328
(ii) Other Advances		
Advance for Materials	41,034,989	41,043,194
Advance for Services	721,372	787,731
Other advances	18,133,229	18,133,229
	65,528,650	68,284,482
Less : Provision for bad and doubtful advances	65,528,650	68,284,482
	32,831,676	31,078,066

NOTE- 2.11**Equity Share Capital**

(Amount in Rs.)

Particulars	As at		As at	
	31.03.2019		31.03.2018	
	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)
I. Authorised:				
Equity shares of Rs 2/- each with voting rights	270,000,000	540,000,000	270,000,000	540,000,000
II. Issued, Subscribed and Paid up:				
Equity shares of Rs 2/- each with voting rights	220,254,319	440,508,638	220,254,319	440,508,638
	220,254,319	440,508,638	220,254,319	440,508,638

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, 2019		As at 31st March, 2018	
	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)
Equity shares with voting rights:-				
Opening Balance	220,254,319	440,508,638	220,254,319	440,508,638
Fresh Issue	-	-	-	-
Closing Balance	220,254,319	440,508,638	220,254,319	440,508,638

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

Sr No	Class of shares / Name of shareholder	As at 31st March, 2019		As at 31st March, 2018	
		Number of shares held	% holding	Number of shares held	% holding
	Equity shares with voting rights				
I	Malaxmi Infraventures India Pvt Ltd	14,089,347	6.40%	14,089,347	6.40%

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
-------------	---------------------	---------------------

NOTE - 2.12**Borrowings**

	Current Portion (*)	Non-Current Portion	Current Portion (*)	Non-Current Portion
Secured Loans				
Long Term Loans - From Banks				
UCO Bank	71,231,180	-	71,231,180	-
State Bank of India, SAM Branch	590,000,000	-	590,000,000	-
Long Term Loans - Others				
Technology Development Board	150,000,000	-	150,000,000	-
Srei Equipment Finance Ltd	100,000,000	-	100,000,000	-
Unsecured Loans				
Financial Contribution from EESL	111,897,973	-	111,897,973	-
	1,023,129,153	-	1,023,129,153	0

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

a) **Term Loan taken from UCO Bank is secured as follows:**

Primary Security: (i) 1st hypothecation charge over the plant and machinery, LED Display boards, software and other fixed assets of the project at 8 Delhi Metro Railway Stations (DMRC).

(ii) 1st charge on receivables arising out of the DMRC project. **Collateral Security:** Second charge on the fixed assets of the company other than what has been taken as first charge. UCO Bank is further secured by personal guarantee of the Director of the company.

b) Term Loan taken from State Bank of India is secured as follows:

- a) Primary Security:
 - (i) Exclusive Charge on hypothecation of stock
 - (ii) Exclusive charge on hypothecation of Receivables
- b) Collateral Security:
 - (i) Pari-passu first charge on the below mentioned fixed assets along with Technology Development Board of India
 - 1) EM Land admeasuring 4444.44 sq.yards with industrial building comprising of Plot No.A 4/1 to A4/7 situated at Sy.Nos.321,321/5, 321/6 & 321/1A, Electronic Complex at Kushaiguda, RR District, Telangana state valued for Rs.15.42 cores as on 25.02.2016.
 - 2) EM on residential plot no.41, 42, 60 and 61 at Kowkooor, Alwal Municipality, Hyderabad, Telangana State admeasuring 820 Sq.Yards valued for Rs.0.32 Crores as on 19.02.2016.
 - 3) EM on industrial site admeasuring 1455 sq.mts with building with 5035 sft builtup area at Plot No.47, Raipur Industrial Area, Bhagawanpur, Roorkee Tahsil, Haridswar District, Uttaranchal State valued at Rs.1.25 crores as on 18.02.2016.
 - 4) EM on industrail site at Khasra No.117 admeasuring 269.54 sq Mt (322.38 Sq.Yards) situated at Raipur Paragana, Roorkee Tehsil, Haridwar District valued for Rs.0.22 crores as on 18.02.2016.
 - 5) Second charge on EM of industrial plot no.192/B, Sy.No.274 admeasuring 5341 Sq.Yartds situated at Phase II, IDA, Cherlapally Village, Ghatkesar Mandal, RR District, Telangana (First charge held of M/s.Srei Equipment Finance Pvt Ltd for term loan of Rs.24.00 crores) valued at Rs.20.51 crores.
 - 6) Charge on unencumbered Plant & Machinery of the company for Rs.9.15 crores as on 2016.
- c) SBI is further secured by personal guarantees of Directors of the company.

c) Term Loan taken from Technology Development Board is secured as follows:

- (i) Paripassu first charge on the below mentioned fixed assets along with State Bank of India.
 - 1) EM Land admeasuring 4444.44 sq.yards with industrial building comprising of Plot No.A 4/1 to A4/7 situated at Sy.Nos.321,321/5, 321/6 & 321/1A, Electronic Complex at Kushaiguda, RR District, Telangana state valued for Rs.15.42 cores as on 25.02.2016.
 - 2) EM on residential plot no.41, 42, 60 and 61 at Kowkoot, Alwal Municipality, Hyderabad, Telangana State admeasuring 820 Sq.Yards valued for Rs.0.32 Crores as on 19.02.2016.
 - 3) EM on industrial site admeasuring 1455 sq.mts with building with 5035 sft builtup area at Plot No.47, Raipur Industrial Area, Bhagawanpur, Roorkee Tahsil, Haridswar District, Uttaranchal State valued at Rs.1.25 crores as on 18.02.2016.
 - 4) EM on industrail site at Khasra No.117 admeasuring 269.54 sq Mt (322.38 Sq.Yards) situated at Raipur Paragana, Roorkee Tehsil, Haridwar District valued for Rs.0.22 crores as on 18.02.2016.
- (ii) Personal guarantees of Directors of the Company.
- (iii) Pledge of 37.50 Lakh shares held by director of the company.

d) Term Loan taken from Srei Equipment Finance Ltd is secured as follows:

- (i) Hypothecation of IT Equipments, work stations & power electronic equipment
- (ii) Collateral Security : First charge on (Second charge held by State Bank of India) a) land with building located at Plot no.192/B, Sy.No.274 admeasuring 5341 Sq.Yards situated at Phase II, IDA, Cherlapally Village, Ghatkesar Mandal, RR District, Telangana with all the furniture & fixtures
- (iii) Personal Guarantee of the Director of the company.

e) Financial contribution from Energy Efficiency Services Limited :

MIC Electronics Limited (MIC) has entered a joint implementation agreement with Energy Efficiency Services Ltd (EESL) for joint implementation of order received from Nashik Municipal Corporation (NMC) for supply and maintenance of LED Luminaries. As per the agreement EESL shall extend financial contribution of Rs.39.93 crores payable in monthly instalments during the project period based on achievement of specified mile stones of the project. The first instalment shall be due after 30 days from the issue of "Implementation Completion Certificate" by NMC in favour of MIC on completion of installation of LED Lights.

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE - 2.13		
Long Term Provisions		
Provision for employee benefits		
- Provision for gratuity	13,492,679	13,892,714
- Provision for leave encashment	7,974,295	7,974,295
	<u>21,466,974</u>	<u>21,867,009</u>
NOTE - 2.14		
Borrowings		
(A) UnSecured Loans		
(i) Loans from related parties		
Loans from directors	3,954,062	3,954,062
(ii) Intercorporate Loans		
JBB Infrastructures Pvt Ltd	12,000,000	12,000,000
MIC Electronics Limited Employees welfare trust	6,270,534	6,270,534
Reliance Capital Ltd	35,102,000	35,102,000
Sri Kanakadurga Castings Pvt Ltd	5,000,000	5,000,000
Think Solar India Pvt Ltd	46,460,155	46,460,155
Kiran impex pvt ltd	39,843,564	39,843,564
Total Borrowings (i+ii)	<u>148,630,315</u>	<u>148,630,315</u>
NOTE - 2.15		
Trade Payables		
Payables for materials	574,574,418	554,172,500
Payables for services	12,917,787	11,105,298
	<u>587,492,205</u>	<u>565,277,798</u>
	<u>587,492,205</u>	<u>565,277,798</u>
NOTE - 2.16		
Other Financial Liabilities		
Current maturities of long term borrowings (Refer Note No : 2.12)	1,023,129,153	1,023,129,153
Interest accrued and due on borrowings		
- Interest accrued and due on long term borrowings	630,067,630	630,067,630
- Interest accrued and due on short term borrowings	19,542,133	19,542,133
- Interest accrued and due on others	5,901,302	5,901,302
Share Warrants Application Money refundable	72,308,866	72,308,866
Payables on purchase of fixed assets	4,129,157	4,184,218
Payables for expenses	57,667,464	52,456,706
	<u>1,812,745,705</u>	<u>1,807,590,008</u>
	<u>1,812,745,705</u>	<u>1,807,590,008</u>

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE - 2.17		
<u>Other Current Liabilities</u>		
Statutory remittances	100,065,904	94,106,899
Salaries Payable	111,128,906	96,158,574
Directors remuneration Payable	4,461,428	2,870,264
Advance from customers	5,229,394	5,055,761
Other payables	27,610,446	27,131,120
	248,496,078	225,322,618
NOTE - 2.18		
<u>Current Tax Liabilities (NET) :</u>		
Income Tax	6,897,374	6,897,374
	6,897,374	6,897,374
NOTE- 2.19		
<u>Revenue from Operations</u>		
<u>(A) Revenue from Sale of products</u>		
Exports	-	69,575
Domestic	32,921,026	1,418,252,979
Freight & Insurance recd. on Sales	-	1,800
	32,921,026	1,418,324,354
Traded Goods	-	186,251,100
	32,921,026	1,604,575,454
<u>(B) Other operating revenues</u>		
Equipment Lease Rentals	928,186	7,143,223
AMC Charges & Service Charges	14,530,352	8,753,062
Transport, Loading & Unloading receipts	-	17,170,781
Installation Charges	-	4,060,378
	15,458,538	37,127,444
	15,458,538	37,127,444
Total Revenue from Operations (A+B)	48,379,564	1,641,702,898
NOTE- 2.20		
<u>Other Incomes</u>		
Interest Received	818,400	1,269,188
Credit Balances written back	27,445	2,853,018
Rents received	1,344,500	1,835,028
Profit on sale of assets	-	112,100
Bad debts collected	1,384,678	2,631,766
Claims/Settlement fee	3,000,000	-
Miscellaneous Income	26,013	3,021,953
	6,601,036	11,723,053

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE- 2.21		
Cost of Materials Consumed		
A) Raw Material Consumed		
Opening Stock	122,422,274	146,389,566
Purchases	22,236,324	1,469,505,483
Less : Depletion in value of stocks	2,817,853	41,379,412
Less : Material consumed for R&D	49,814	601,517
	19,368,657	1,427,524,554
	141,790,931	1,573,914,120
Less : Closing Stock	119,336,090	122,422,274
Raw Material Consumed	22,454,841	1,451,491,846
B) Packing Materials and consumables		
Opening Stock	1,714,726	1,355,028
Purchase of packing material & consumables	14,082	438,535
Freight & Carriage Inwards	2,413	106,430
	1,731,221	1,899,993
Less : Closing Stock	1,185,378	1,714,726
Consumption	545,843	185,267
Total Cost of material consumed	23,000,684	1,451,677,113
NOTE- 2.22		
Changes in Inventory		
Closing Stock of :		
Work-in-Progress	194,525,254	1,109,607,572
Finished Goods / FG in transit	127,853,128	136,461,387
	Total (A)	322,378,382
Opening Stock of :		
Work-in-Progress	1,109,607,572	842,770,455
Less : Depletion in value of inventories	914,285,972	195,321,600
Finished Goods	136,461,387	146,144,627
Less : Depletion in value of inventories	6,246,987	130,214,400
	Total (B)	325,536,000
Increase/(Decrease) in Stock (A-B)	(3,157,618)	257,153,877
NOTE- 2.23		
Employee Benefit expense		
Salary, Wages, Allowances & other Benefits	32,288,680	39,875,238
Directors Remuneration	1,800,000	3,900,000

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Gratuity	-	7,038,032
Leave Salary	-	2,222,384
P. F. & ESI Contribution	2,256,684	2,525,772
Staff Welfare Expenses	535,630	959,670
	36,880,994	56,521,096
NOTE- 2.24		
Financial Cost		
Bank Charges	147,666	3,675,997
Interest on :		
Term Loan	-	217,699,714
Others - Interest on other loans/ICDs & Financial Charges	457,487	22,858,478
	605,153	244,234,189
NOTE- 2.25		
Other Expenses		
Job-works, Installation charges & Maintenance Expenses	2,222,207	9,137,054
Power and Fuel	2,066,968	3,278,291
Insurance	462,465	596,936
Repairs & Maintenance	746,730	838,422
Printing & Stationary	326,699	488,633
Postage, Telephones & Internet	580,654	1,488,778
Rent	497,000	1,842,667
Rates & Taxes	2,848,341	7,047,459
Excise duty	-	55,471,619
Professional Charges	2,113,323	12,761,259
Auditors Remuneration		
As Statutory Auditors	350,000	413,000
As Tax auditors	150,000	177,000
General Expenses	4,371,662	9,082,009
Resolution Professional Remuneration	3,600,000	-
Foreign exchange rate difference	16,532,698	6,778,778
LD Charges	258,830	2,363,170
Security Expenses	67,550	-
Travelling & Conveyance	3,068,371	9,202,172
Bad debts & debit balances written off	1,671,533	27,721,600
Provision for bad/doubtful debts/advances	136,093,299	56,006,748
Vehicle Maintenance	858,020	1,594,904
Sales Tax	-	34,113,022
Selling & Distribution Expenses	1,730,127	2,036,034
R & D Expenses	6,170,349	7,456,755
	186,786,826	249,896,310

NOTE - 2.26

- (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 - 2.27

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

(Amount in Rs.)

SI No.	Particulars	As at 31st March, 2019	As at 31st March, 2018
1	Counter guarantees given by the company to banks towards issue of B.Gs.	6,931,750	6,931,750
2	Counter guarantees given by the company to banks towards issue of B.Gs to Customs & Central Excise Dept.	6,096,982	6,096,982
3	Bonds executed to Customs & Central Excise Dept. (net of BGs)	82,300,000	82,300,000
4	Corporate Guarantees given by the company to banks Invoked but not acknowledged	87,566,670	87,566,670
5	Claims against the company, not acknowledged:	34,226,950	34,226,950
	TAX Matters in Appeals		
1	Excise Duty	3,896,982	3,896,982
2	Customs Duty	1,801,111	1,801,111
3	Sales Tax	3,195,527	3,195,527

NOTE - 2.28

Managerial Remuneration :

(Amount in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Managing Director		
Remuneration	1,200,000	2,400,000
Perquisite value of Rent	-	720,000
Director		
Remuneration	600,000	1,500,000
Total	1,800,000	4,620,000

NOTE- 2.29

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". As per the records with the company, none of the enterprises have been identified as Micro, Small and Medium Enterprises.

NOTE- 2.30

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 : 2.31 : Disclosure Under Accounting Standards**2.31.1 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. However, in view of ongoing CIRP Process, the company has not made any actuarial valuation for gratuity provision for the financial year 2018-19. 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. However, in view of ongoing CIRP Process, the company has not made any actuarial valuation for Accrued Leave Salary for the financial year 2018-19. The company is making actual payments as and when crystalized.

Other Disclosures :**Other defined benefit plans :**

(Amount in Rs.)

	Gratuity	Accrued Leave Salary
A.Changes in the present value of the obligation as on		
31st March 2018		
Present value of obligation at the beginning of the year	13,525,005	8,888,734
Interest cost	904,823	594,656
Current service cost	1,029,805	1,583,288
Past service cost	924,921	-
Benefits paid/payable	-	-
Actuarial gain/loss on obligation	(2,491,840)	(3,092,383)
Present value of obligation at the end of the period	13,892,714	7,974,295
31st March 2019		
Present value of obligation at the beginning of the year	13,892,714	7,974,295
Interest cost	-	-
Current service cost	-	-
Past service cost	-	-
Benefits paid/payable	-	-
Actuarial gain/loss on obligation	-	-
Present value of obligation at the end of the period	13,892,714	7,974,295
B. Changes in the fair value of the plan Assets as on		
31st March 2018		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits paid/payable	-	-
Actuarial gain/loss on plan assets	-	-
Fair value of plan assets at the end of the period		
31st March 2019		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-

Contributions	-	-
Benefits paid/payable	-	-
Actuarial gain/loss on plan assets	-	-

Fair value of plan assets at the end of the period

C. Amounts recognised in the Balance sheet as on
31st March 2018

Present value of the obligations at the end of the year	13,892,714	7,974,295
Fair value of plan assets at the end of the year	-	-
Liability(+)/Asset (-) recognised in the balance sheet	(13,892,714)	(7,974,295)

31st March 2019

Present value of the obligations at the end of the year	13,492,679	7,974,295
Fair value of plan assets at the end of the year	-	-
Liability(+)/Asset (-) recognised in the balance sheet	(13,492,679)	(7,974,295)

D. Amounts recognised in the Statement of P&L for the period ended
Expenses recognised in Statement of Profit and Loss
31st March 2018

Current service cost	1,029,805	1,583,288
Past service cost	924,921	-
Interest cost	904,823	594,656
Expected return on plan assets	-	-
Net actuarial gain/loss recognised in the year	-	-
Expenses recognised in Statement of Profit and Loss	2,859,549	2,177,944

31st March 2019

Current service cost	-	-
Past service cost	-	-
Interest cost	-	-
Expected return on plan assets -	-	-
Net actuarial gain/loss recognised in the year	-	-
Expenses recognised in Statement of Profit and Loss	-	-

E. Principal Actuarial Assumptions:

DESCRIPTION	2018-19	2017-18
i. Discount Rate	-	7.65%
ii. Mortality Rate	-	IALM(2006-08) ULT
iii. Medical Cost Trend rates	-	5.00%
iv. Expected average remaining service	-	12.19%
v. Employee Attrition Rate (Past Service)	-	PS : 0 TO 40 : 3%

i) The discount rate adopted above is based on market yields at the balance sheet date on government bonds.

NOTE- 2.32

Segment Information (Ind AS 108): The company is operating only in one segment i.e, LED based products and hence no segmental reporting is made.

NOTE- 2.33**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 :

SI No.	Name of the Related Party	Nature of Relationship
1	M/s.MIC Electronics Inc., USA	100% Subsidiary Companies
2	M/s.MIC Green Energy Solutions Pvt Ltd	”
3	Dr.M.V.Ramana Rao, Managing Director	Key Management Personnel
4	Shri L.N.Malleswara Rao, Executive Director & CFO	”
5	Shri Atluri Venkata Ram, Director	”
6	Shri M.S.Muralikrishnan, Company Secretary	”

b) Aggregated Related party transactions

i) Particulars of transactions during the year (Amount in Rs.)

SI No.	Nature of Transaction	for the year ended 31st March, 2019	for the year ended 31st March, 2018
Expenditure during the year			
1	Remuneration to Key Managerial personnel	2,858,400	4,898,400
2	Rents paid towards accommodation provided to Management personnel	-	720,000
3	Sitting fee and other expenses reimbursed to Directors	-	308,824

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

(Amount in Rs.)

SI No.	Nature of Transaction	As at 31st March, 2019	As at 31st March, 2018
1	Outstanding balances payable to Management Personnel	8,242,618	5,892,064
2	Sitting fee and other expenses payable to Directors	2,490,862	2,490,862

NOTE- 2.34**Calculation of earnings per share (Ind AS 33)**

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Profit attributable to Share Holders	(274,903,039)	(1,907,990,756)
No. of Equity Shares Outstanding	220,254,319	220,254,319
Weighted No. of Equity Shares	220,254,319	220,254,319
Convertible Share Warrants	30,000,000	30,000,000
No. of diluted equity shares	250,254,319	250,254,319
Nominal Value of Equity Share	2.00	2.00
Basic EPS	(1.25)	(8.66)
Diluted EPS	(1.10)	(7.62)

NOTE - 2.35**Intangible Assets (Ind AS-38) - R&D**

The Research & Development expenditure, charged to statement of profit & loss during the year is Rs.61.70 lakhs (previous year Rs.74.57 Lakhs)

NOTE - 2.36

Provisions, Contingent Liabilities and Contingent Assets (Ind AS-37) : Necessary details in regard to provisions have been disclosed in notes 2.27

Note - 2.37 : Others**2.37.1 Fair Value Measurement****Financial instruments by category**

(Amount in Rs.)

	As at March 19			As at March 18		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial Assets						
Trade receivables			194,366,986			337,548,932
Cash and cash equivalents			595,863			615,348
Other bank balances			17,206,281			16,473,186
Other financial assets			7,988,870			7,740,025
Total	-	-	220,158,000	-	-	362,377,581
Financial Liabilities						
Borrowings			148,630,315			148,630,315
Trade payables			587,492,205			565,277,798
Other financial liabilities			1,812,745,705			1,807,590,008
Total	-	-	2,548,868,225	-	-	2,521,498,121

- Assets that are not financial assets (such as receivables from statutory authorities, prepaid expenses, advances paid and certain other receivables) as of 31 March 2019, and 31st March 2018, respectively, are not included.
- Other liabilities that are not financial liabilities (such as statutory dues payable, advances from customers and certain other accruals) as of 31 March 2019, and 31st March 2018, 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.

2.37.2 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.

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.

(i). Expected credit loss for trade receivables under simplified approach is detailed as per the below tables:

Year ended 31 March 2019

Ageing	(Amount in Rs.)				
	< 6 months	6-12 months	>1-3 years	>3 years	Total
Gross carrying amount	17,905,572	9,327,359	528,640,410	56,885,126	612,758,467
Expected loss rate	34.34	77.96	66.09	97.71	68.28
Expected credit losses (loss allowance provision)	6,149,432	7,271,230	349,389,311	55,581,508	418,391,481
Carrying amount of trade receivables (net of impairment)	11,756,140	2,056,129	179,251,099	1,303,618	194,366,986

Year ended 31 March 2018

(Amount in Rs.)

Ageing	< 6 months	6-12 months	>1-3 years	>3 years	Total
Gross carrying amount	183,780,755	75,004,442	332,664,875	25,641,212	617,091,284
Expected loss rate	20.35	74.36	49.51	84.43	45.30
Expected credit losses (loss allowance provision)	37,405,956	55,772,055	164,715,493	21,648,848	279,542,352
Carrying amount of trade receivables (net of impairment)	146,374,799	19,232,387	167,949,382	3,992,364	337,548,932

(ii) Reconciliation of loss allowance provision - trade receivables

Loss allowance on 1 April 2017	291,820,085
Changes in loss allowance	(12,277,733)
Loss allowance on 31 March 2018	279,542,352
Changes in loss allowance	138,849,129
Loss allowance on 31 March 2019	418,391,481

The impairment provisions for trade receivables disclosed above are based on assumptions about risk of default and expected loss rates.

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.

However, the Company is facing financial difficulties and currently does not have sufficient cash on demand to meet expected operational expenses including the servicing of financial obligations.

Maturities of financial liabilities

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

(Amount in Rs.)

	Year ended 31 March 2019	Year ended 31 March 2018
	On demand	On demand
Borrowings	148,630,315	148,630,315
Trade payables	587,492,205	565,277,798
Other financial liabilities	1,812,745,705	1,807,590,008
Total	2,548,868,225	2,521,498,121

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.

Other Notes

- 2.38 Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of MIC Electronics Limited ("company") under the provisions of the Insolvency and Bankruptcy Code, 2016 ('Code') by an order of the National Company Law Tribunal (NCLT), Hyderabad with effect from 13th March 2018. As per Section 17 of the Code, appointed Mr.N.Prabhakar as the interim Resolution Professional (IRP) in terms of IBC. Mr.N.Prabhakar was subsequently confirmed by the committee of creditors (CoC) as the Resolution Professional (RP).
- Accordingly, RP took control of the management and operations of the company. As the powers of the Board of Directors have been suspended, the above results have not been adopted by the Board of Directors. However, the same have been reviewed and signed by Shri L.N.Malleswara Rao, Director of the Company. These financial statements have there after been taken on record by the RP on 30th May 2019 for filing with Stock Exchanges.
- 2.39 During the year, the company has incurred a net loss of Rs.27.49 crores resulting into accumulated losses of Rs.148.48 crores as at 31st March 2019 and erosion of its networth. The company has obligations towards fund based borrowings aggregating to Rs.182.14 crores. As part of CIRP Process, the resolution plan approved by Coc was submitted to Hon'ble NCLT, Hyderabad Bench and is currently under process. In the opinion of the management, resolution and revival of the company is possible in foreseeable future, accordingly, in view of the ongoing CIRP, above results have been prepared on the basis that the company is a going concern.
- 2.40 The company has certain trade receivables, security deposits, loans and advances, other financial and current assets aggregating to Rs.35.38 crores. The management of the company is confident of recovery of the aforesaid dues. Confirmation of balances could not be obtained as at 31st March 2019 for various trade receivables, trade payables though the management has requested for confirmation of balances. The management has already made provision for doubtful receivables / advances and believes that no material adjustments would be required in books of accounts upon receipt of these confirmations.
- 2.41 Since, the company is under CIRP, due to the shortage of resources, physical verification of inventories and its valuation could not be done as on 31st March 2019 aggregating to Rs.49.88 crores. However, as part of CIRP, physical verification of inventories and its valuation has been done during the financial year 2017-18 by external valuers and no material movements to the inventories have taken place during the financial year 2018-19 due to lower level of operations of the company. Hence, the company is of the opinion that there will be no material changes to the valuation of inventories as on 31st March 2019.
- 2.42 Physical verification of fixed assets aggregating to Rs.83.96 crores (WDV as on 31 March 2019) has been carried out by the management. However due to the ongoing CIRP and the constraint of resources, the company is still in the process of reconciliation of properties as per verification reports with fixed assets records.
- 2.43 Management reviewed the deferred tax assets/liabilities on temporary differences between the tax base of assets and liabilities and their carrying amounts for the financial reporting purpose at reporting date. However, as the company is under CIRP, there is virtual uncertainty of taxable profits in near future and availability of deferred tax assets to be set off. Accordingly, the deferred tax (net assets) for the reporting period i.e, April 1, 2018 to March 31, 2019 have not been considered.
- 2.44 The interest on debt for the year ended March 31, 2019 has not been charged to the statement of profit and loss since the company is under CIRP process and the claims along with interest have been considered as on Insolvency commencement date i.e., March 13, 2018.

BLANK



MIC Electronics Limited

Regd. Office: A-4/II, Electronic Complex, Kushaiguda, Hyderabad-500062.

FORM NO. MGT - II PROXY FORM

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

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./ Client ID :

DP ID :

I/We being the Member(s) of _____ equity shares of the above named, hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____ Signature: _____

or failing him

2. Name: _____ E-mail Id: _____

Address: _____ Signature: _____

or failing him

3. Name: _____ E-mail Id: _____

Address: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Saturday, December, 21th, 2019 at 10.30 a.m. at Registered Office situated at A-4/II, Electronic Complex, Kushaiguda, Hyderabad-500062. Telangana and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Resolution Number	Resolution	For	Against	Abstain
Ordinary Business				
1	Item No: 1: Adoption of Financial Statements To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2019 together with the Report of the Auditors thereon.			
Special Business				
2.	Appointment of Mr. Vishnu Ravi as Executive Director			
3.	Appointment of Mr. Siva Lakshmanarao Kakarala as Non-executive Director			
4.	Appointment of Mr. Medasani Srinivas as a Independent Director			

Signed: this _____ day of _____ 2019

Signature of Member(s): _____

Signature of the Proxy holder(s): _____

Affix Re. 1/- Revenue Stamp

Note : 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.

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

Registered Folio No./ DP ID no / Client ID No:

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Number of Shares held:

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 31st Annual General Meeting of the Company on Saturday, the 21st December, 2019 at 10.30 AM at Registered Office situated at A-4/II, Electronic Complex, Kushaiguda, Hyderabad-500062. Telangana.

.....
Name of the member / proxy

.....
Signature of member / proxy

CORPORATE INFORMATION

Annual General Meeting

Date : 21th day of December 2019
Day : Saturday
Time : 10.30 AM
Place : A-4/II, Electronic Complex
Kushaiguda
Hyderabad – 500062
Telangana

Registrar and Transfer Agents

Venture Capital and Corporate
Investments Private Limited
#12-10-167, Bharat Nagar,
Hyderabad-500018
Tel: 040-23818475/476
Fax: 040-23868024
Email: info@vccilindia.com
Website: www.vccilindia.com

Board of Directors

Shri Vishnu Ravi
Shri Siva Lakshmanarao Kakarala
Shri Medasani Srinivas

CFO

Shri L N Malleswara Rao

Company Secretary

M S Murali Krishnan

Bankers

State Bank of India

Overseas Branch, Hyderabad

UCO Bank

MG Road Branch, Hyderabad

Andhra Bank

Kapra Sainikpuri Branch, Hyderabad

Auditors

M/s. Pavuluri & Co.,
Chartered Accountants, Hyderabad

Registered Office

A-4/II, Electronic Complex
Kushaiguda
Hyderabad – 500062
Telangana

Registered Office Address:

MIC Electronics Limited

A-4/II, Electronic Complex, Kushaiguda, Hyderabad - 500062, Telangana, India.
Tel : +91-40-271 22222, Fax : +91-40-2713 3333, Email : cs@mic.co.in