

39th

Annual Report

2014-2015



IST LIMITED



IST LIMITED

39th Annual Report 2014-2015

BOARD OF DIRECTORS

AIR MARSHAL (RETD.) D. KEELOR, CHAIRMAN
SHRI S.C. JAIN, EXECUTIVE DIRECTOR
LT. COL. (RETD.) N.L. KHITHA, DIRECTOR (TECH.)
MRS. SARLA GUPTA, DIRECTOR
SHRI MAYUR GUPTA, DIRECTOR
SHRI GAURAV GUPTA, DIRECTOR
BRIG. (RETD.) G.S. SAWHNEY, DIRECTOR
SHRI R.K. JAIN, DIRECTOR
SHRI SUBHASH CHANDER JAIN, DIRECTOR

COMPANY SECRETARY

SHRI R.K. SAPRA

AUDITORS

M/S. O.P. DADU & CO.,
CHARTERED ACCOUNTANTS, NEW DELHI

BANKERS

STATE BANK OF INDIA

REGISTERED OFFICE & WORKS

DHARUHERA INDUSTRIAL COMPLEX,
DELHI JAIPUR HIGHWAY NO. 8,
KAPRIWAS, DHARUHERA,
REWARI – 123106 (HARYANA)
TEL: (01274) 267346-48;
FAX : (01274) 267444;
Website: www.istindia.com;
CIN: L33301HR1976PLC008316

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Regd. Office : Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari-123106 (Haryana)
Tel: (01274) 267346-48; Fax: (01274) 267444; Website: www.istindia.com; CIN: L33301HR1976PLC008316

NOTICE

Notice is hereby given that the 39th Annual General Meeting of IST Limited, will be held on Wednesday, the 30th September, 2015 at 11.30 A.M. at the Registered Office of the Company at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari – 123106 (Haryana), to transact the following business:

1. To consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) for the financial year ended 31st March 2015 and Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mayur Gupta (DIN : 00131376), who retires by rotation and being eligible has offered himself for reappointment.
3. To appoint a director in place of Lt. Col. N. L. Khitha (Retd.) (DIN : 01128275), who retires by rotation and being eligible has offered himself for reappointment.
4. To ratify the appointment of Statutory Auditors and authorize Board of Directors to fix their remuneration and in this regard to consider, and if thought fit, to pass, the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder the appointment of M/s. O.P. Dadu & Co., Chartered Accountants (Firm Registration No. 001201N), who had been appointed as Statutory Auditors of the Company at 38th Annual General Meeting (AGM) held on 30th September, 2014 to hold office from the conclusion of 38th AGM until the conclusion of the 41st AGM subject to ratification of the appointment by the members at every AGM, be and is hereby ratified and the Board of Directors be and are hereby authorized to fix the remuneration as may be recommended by Audit Committee in consultation with the Auditors for the Financial Year ending March 31, 2016.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, consent of the shareholders of the Company be and is hereby accorded to re-appoint Lt. Col. N.L. Khitha (Retd.) (DIN: 01128275) as Whole Time Director, designated as Director (Technical) of the Company for a period of 2 years with effect from 01st June, 2015 to 31st May, 2017 and to pay him remuneration, as per details given below :

| | |
|----------------------|-----------------------|
| Basic Pay | Rs.20,000/- per month |
| Dearness Allowance | Rs. 7,000/- per month |
| House Rent Allowance | Rs.10,000/- per month |
| Special Allowance | Rs.13,000/- per month |

PERQUISITES

PART-A

- a) Reimbursement of medical expenses actually incurred by the Director (Technical) and his family subject to ceiling of one month's basic pay in a year.
- b) Leave Travel Allowance – Expenses incurred by the Director (Technical) and his family subject to the ceiling of one month's basic pay in a year.
- c) Reimbursement of Car Expenses – All expenses incurred by the Director (Technical) in connection with the running and maintenance of car including Driver's Salary for the purpose of Official Work.
- d) Reimbursement of actual expenses incurred by the Director (Technical) on use of telephone / mobile phone for official work.

PART-B

- a) Earned Leave : One month's leave as per rules of the Company for every 11 months of service. Leave accumulated and not availed of during his tenure as Director (Technical) will be allowed to be encashed as per rules of the Company.
- b) Reimbursement of Expenses – The Director (Technical) shall also be entitled to reimbursement of expenses actually and properly incurred for the



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purpose of business and business development of the Company.

OTHER CONDITIONS :

If during the currency of tenure of the Director (Technical), the Company has no profits or its profits are inadequate in any financial year, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule –V of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek approval of statutory authority, if any, as may be required in this regard;

FURTHER RESOLVED THAT the Board of Directors of the Company and / or the Remuneration Committee be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Lt. Col. N.L. Khitha (Retd.).

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

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152

and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Subhash Chander Jain (DIN: 00169972), who was appointed as an Additional Director/ Independent Director, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the year 2020.”

7. To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Sarla Gupta, (DIN: 00069053), who was appointed as an Additional Director / Women Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company, liable to retire by rotation.”

By Order of the Board

(R.K. SAPRA)

COMPANY SECRETARY
FCS-3785

Place : New Delhi

Date : 11.08.2015

NOTES:

- 1. A Member entitled to attend and vote at the Meeting is entitled to appoint another person as a Proxy to attend and vote on a Poll on his/her behalf. A Proxy need not be a Member of the Company. However, proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the Annual General Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- 2. The Instrument of Proxy in Form MGT 11 (Proxy Form) prescribed under Companies (Management and Administration) Rules, 2014 pursuant to Section 105(6) of the Companies Act, 2013 is given separately in the Annual Report.**
- 3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.**
- 4. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive) for the purpose of this Annual General 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.
6. Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
7. The Members are requested to contact the Company's Registrars and Share Transfer Agents, MAS Services Limited for all their queries, transfer requests, or any other matter relating to their shareholding in the Company as per their following contact details :

Mas Services Limited,
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi – 110020;
Phone : 011-26387281-83;
Fax : 011-26387384;
email: info@masserv.com
8. Members are requested to (i) quote their Registered Folio Numbers / DP ID & Client ID Nos. in all correspondences with the Company / with the Registrars and Share Transfer Agents; and (ii) promptly notify any change in their address to the Registrars and Share Transfer Agents, in case they still hold the Equity Shares in physical form.
9. Dematerialization of the Equity Shares of the Company : The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for Trading on the floor of the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the Members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above.
10. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically, with the Company's Registrars and Share Transfer Agents.
11. Electronic copy of the Annual Report for financial year 2014-15 along with the Notice of the 39th Annual General Meeting of the Company (including

Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) with their consent for communication purposes unless any member has requested for a hard copy of the same.

12. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2014-15 along with Notice of the 39th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
13. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website: www.istindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during 10:00 A.M. to 5:00 P.M on any working day, excluding Saturday. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: istgroup.ho@gmail.com.

VOTING THROUGH ELECTRONIC MEANS

14. Voting through electronic means: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the revised Clause 35B of the Listing Agreement, the Company is providing remote e-voting facility to enable the members to cast their votes electronically on all the resolutions set forth in the Notice convening the 39th Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facilities. The Instructions for remote e-voting are provided in the Attendance Slip, which is enclosed along with the Annual Report. Members are advised to read the instructions carefully before exercising their vote.

By Order of the Board

(R.K. SAPRA)
COMPANY SECRETARY
FCS-3785

Place : New Delhi
Date : 11.08.2015



STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (THE ACT)

Attached to the Notice convening the 39th Annual General Meeting of IST Limited to be held on Wednesday, the 30th September, 2015.

Item No. 5:

Lt. Col. N.L. Khitha (Retd.) is Whole Time Director, Designated as Director (Technical) of the Company. His term of appointment, as per resolution passed by the Shareholders of the Company in Annual General Meeting held on 28th September, 2013, has expired on 31.05.2015.

The Board of Directors of the Company in its meeting held on 30.05.2015 considered reappointment of Lt. Col. N.L. Khitha (Retd.) as Whole Time Director, to be Designated as Director (Technical) for a further period of 2 years with effect from 1st June, 2015.

As Mr. Lt. Col. N.L. Khitha (Retd.) has attained age of 77 years, relevant provisions of the Companies Act, 2013, were also discussed by the Board, which, inter alia, provide that appointment of a person having age of 70 years or above as Whole Time Director may be made by passing a special resolution with due justification in the explanatory statement.

The Board of Directors, keeping in view smooth and efficient running of Technical affairs of the Company by Lt. Col. N.L. Khitha (Retd.) and also keeping in view the good health possessed by him, recommend reappointment of Lt. Col. N.L. Khitha (Retd.), as Whole Time Director, designated as Director (Technical) of the Company for a further period of 2 years with effect from 1st June, 2015 on remuneration and terms and conditions as given in the proposed resolution.

None of the Directors or other Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution except the appointee himself.

Item No. 6:

Mr. Subhash Chander Jain was appointed as an Additional Director / Independent Director by the Board on 30.05.2015. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Subhash Chander Jain being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five years. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Mr. Subhash Chander Jain for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Subhash Chander Jain (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Subhash Chander Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Subhash Chander Jain as an Independent Director.

Except Mr. Subhash Chander Jain, none of the Directors or key managerial personnel or their relatives is interested or concerned in the resolution.

The Board recommends the special resolution in relation to the appointment of Mr. Subhash Chander Jain as an Independent Director, for the approval by the members of the Company.

Item No. 7:

Mrs. Sarla Gupta was appointed as an Additional Director by the Board on 14.05.2015. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Sarla Gupta being eligible and offering herself for appointment, is proposed to be appointed as Director (Non-Executive / Non-Independent of the Company,), liable to retire by rotation. The Company has received notice in writing under the provisions of Section 160 of the



Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Mrs. Sarla Gupta for the office of Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mrs. Sarla Gupta (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Sarla Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her reappointment as Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mrs. Sarla Gupta as Director of the Company.

Except Mrs. Sarla Gupta, herself and Mr. Mayur Gupta & Mr. Gaurav Gupta, Directors of the Company, being her relatives, none of the Directors or key managerial personnel or their relatives is interested or concerned in the resolution.

The Board recommends the resolution in relation to the appointment of Mrs. Sarla Gupta as a Director, for the approval by the members of the Company.

By Order of the Board

(R.K. SAPRA)
COMPANY SECRETARY
FCS-3785

Place : New Delhi
Date : 11.08.2015

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE FORTHCOMING 39TH ANNUAL GENERAL MEETING

| Name of the Director | Mrs. Sarla Gupta | Mr. Subhash Chander Jain | Lt. Col. N.L. Khitha (Retd.) | Mr. Mayur Gupta |
|---|---|---|---|---|
| Date of Birth | 25.01.1955 | 15.06.1949 | 25.09.1937 | 27.03.1977 |
| Date of Appointment | 14.02.2015 | 30.05.2015 | 01.06.2011 | 01.10.2006 |
| Expertise in Specific functional Areas | Business | Law, Banking, Finance, Accounts, Business and Industry. | Held various distinguished positions in Army and has vast experience in Technical and Administration Fields. Business Development . | MBA (MIS & E-Business) from Bentley College Bentley College Boston, USA Business Administration & Finance |
| List of Public Companies in which Directorship is held | Whole Time Director, Gurgaon Infospace Limited Director, IST Steel and Power Limited Director, Antique Investment Co. Ltd. | — | — | Director, GPC Technology Limited Director, Gurgaon Infospace Limited |
| Chairman / Member of the Committees of the Board of Companies on which he / she is a Director | — | Member, Audit Committee, IST Limited | Member, CSR Committee, IST Limited | Member, Risk Management Committee IST Limited |



IST LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 39th Annual Report and the Company's audited financial statement for the financial year ended March 31, 2015.

FINANCIAL RESULTS

The summarized financial results for the year ended March 31, 2015 and for the previous year ended March 31, 2014 are as follows:

| Particulars | Standalone | | Consolidated | |
|---------------------------------|----------------|----------------|----------------|----------------|
| | March 31, 2015 | March 31, 2014 | March 31, 2015 | March 31, 2014 |
| Income from Operations | 1,839.04 | 2,131.87 | 7,694.73 | 7,550.75 |
| Other Income | 564.37 | 439.12 | 947.63 | 681.12 |
| Total Expenses | 2,076.49 | 2,091.50 | 2,453.82 | 2,353.41 |
| Finance Cost | 2.57 | 2.23 | 2.57 | 2.23 |
| Profit before Tax | 324.35 | 477.26 | 6,185.97 | 5,876.23 |
| Tax Expenses | 71.70 | 78.86 | 330.70 | 285.04 |
| Share of Profit from Associates | — | — | -29.36 | 224.20 |
| Profit after Tax | 252.65 | 398.40 | 5,825.91 | 5,815.39 |

APPROPRIATION OF PROFIT AFTER TAX FOR TRANSFER TO RESERVES

The Company proposes to transfer Rs.252.65 lacs to the General Reserve out of the current year Profit.

DIVIDEND

Your Directors have not recommended any dividend for the year 2014-15.

SHARE CAPITAL

During the year under review:

- No Equity shares have been issued with differential voting rights. Hence, no disclosure is required in terms of Rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014.
- No issue of Sweat Equity Share has been made. Hence, no disclosure is required in terms of Rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014.
- There was no issue of Employee Stock Option. Hence, no disclosure is required in terms of Rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014.
- There was no provision made by the Company for any money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence, no disclosure is required in terms of Rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014.
- The issued, subscribed and fully paid up share capital of the Company as on 1st April, 2014 and 31st March, 2015 remained unchanged.

THE STATE OF COMPANY'S AFFAIRS

During the year under review the gross revenue from operations of your Company has declined to Rs.1839.04 lacs from Rs.2131.87 lacs i.e. by 13.73%, Profit before Tax has declined to Rs. 324.35 lacs from Rs.477.26 lacs i.e. 32.04% and Net Profit declined to Rs.252.65 lacs from Rs.398.40 lacs i.e. by 36.58%, as compared to the previous year. The reasons for this downfall are -

- The Auto Component Industry in India is highly price sensitive. The Original Equipment Manufacturers do not grant price increase though the input costs have increased. This has impacted profits of the Company.



- The Company has discontinued production of some components which were grossly unprofitable. This has resulted into decline in turnover.
- Costs have been incurred for producing new components / assemblies.

SUBSIDIARIES AND ASSOCIATE COMPANIES

Gurgaon Infospace Limited is wholly owned subsidiary of the Company and IST Steel & Power Limited is Associate of the Company as per provisions of the Companies Act, 2013.

CONSOLIDATED FINANCIAL STATEMENTS

Applicable provisions of the Companies Act, 2013 and the Accounting Standards on consolidated Financial Statements and Accounting for Investments in Subsidiary and Associate Companies, have been followed in preparation of the audited consolidated financial statements.

CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in any business of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mrs. Sarla Gupta was inducted on the Board as an Additional Director in the category of Non-Independent / Woman Director on 14th February, 2015. Further the Board appointed Mr. Subhash Chander Jain as an Additional Director in the category of Independent Director on 30th May, 2015.

In terms of Section 161 of the Companies Act 2013, Mrs. Sarla Gupta and Mr. Subhash Chander Jain shall hold office up to the date of the ensuing Annual General meeting. The Company has received notices in writing along with the requisite deposits pursuant to Section 160 of Companies Act, 2013, proposing their appointment as Directors of the Company.

Your Board, based on the recommendation of the Nomination and Remuneration Committee of the Board has recommended the appointment of Mrs. Sarla Gupta as a Non-independent / Woman Director of the Company liable to retire by rotation and Mr. Subhash Chander Jain as an Independent Director for a period of 5 years with effect from the date of appointment.

The tenure of office of Lt. Col. N.L. Khitha (Retd.), Whole Time Director, designated as Director (Technical) was upto 31.05.2015. The Board, on recommendation of the Nomination and Remuneration Committee, at its meeting held on 30th May, 2015 has re-appointed Lt. Col. N.L. Khitha (Retd.) as Director (Technical) for a further period of 2 years w.e.f. 1st June, 2015 till 31st May, 2017 subject to approval by the Members at the ensuing Annual General Meeting in terms of Section 196, 197 and 203 read with of Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Mr. Mayur Gupta and Lt. Col. N. L. Khitha (Retd.) are subject to re-appointment as Director in the ensuing Annual General Meeting, consequent upon their retirement as a Director by rotation in terms of Section 152(6) of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Companies Act, 2013 the Company has following Key Managerial Personnel

Mr. S.C. Jain, Whole Time Director, designated as Executive Director

Lt. Col. N.L. Khitha, Whole Time Director, designated as Director (Technical)

Mr. D.N. Tulshyan, Chief Financial Officer

Mr. R.K. Sapra, Company Secretary

STATEMENT ON DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS

The Declarations required under Section 149(7) of the Companies Act, 2013 from the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as under Clause 49.II.B of the Listing Agreement with the Stock Exchanges, were duly received by the Company.



CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance requirements under the Companies Act, 2013 and as stipulated in the Clause 49 (Revised) under the listing agreement with the stock exchanges.

A separate report on Corporate Governance under the listing agreement, along with certificate from the Statutory Auditors of the Company confirming the compliance, is annexed as Annexure – 'A'.

DETAILS OF BOARD MEETINGS

The details of Board Meeting during the financial year 2014-15 and details on Board of Directors are provided in the Corporate Governance Report.

COMMITTEES OF THE BOARD

a) Audit Committee

Details on composition, terms of reference, meetings and attendance etc. are given in the Corporate Governance Report.

b) Nomination and Remuneration Committee

Details on composition, terms of reference, remuneration policy, meetings and attendance, details of remuneration to Directors, etc. are given in the Corporate Governance Report.

c) Corporate Social Responsibility Committee

As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company as under

| Name | Category of Director | Chairman / Members |
|-----------------------------------|----------------------|--------------------|
| Air Marshal Denzil Keelor (Retd.) | Independent | Chairman |
| Mr. Gaurav Gupta | Non-Executive | Member |
| Lt. Col. N.L. Khitha (Retd.) | Executive | Member |

The CSR Committee has formulated and recommended to the Board, Corporate Social Responsibility Policy (CSR Policy) inter-alia indicating the activities to be undertaken by the Company, which has been approved by the Board and has been uploaded on the Company's website.

Further Details on Corporate Social Responsibility are given in Annexure 'F' to the Report of the Board of Directors.

a) Stakeholders Relationship Committee

Details on composition, meetings and attendance, details of investor complaints received and redressal thereof etc. are given in the Corporate Governance Report.

b) Risk Management Committee

Details on composition, meetings and attendance, risk management policy etc. are given in the Corporate Governance Report.

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors.

In compliance with Clause 49 of the Listing Agreement, the performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated.

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

The Independent Directors of the Company met separately on 31st January, 2015 without the presence of Non-Independent Directors and the members of management. The meeting was attended by all the Independent Directors. The meeting was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company. In accordance with the Listing Agreement, following matters were, *inter-alia*, discussed in the meeting: