

*45th*  

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*Annual Report*  

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*2020-21*  

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**IST LIMITED**

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**IST LIMITED**

## **45th Annual Report 2020-21**

### **BOARD OF DIRECTORS**

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

### **CHIEF FINANCIAL OFFICER**

SHRI D.N. TULSHYAN

### **COMPANY SECRETARY**

SHRI BHUPINDER KUMAR

### **AUDITORS**

M/s. GUPTA VIGG & CO.  
CHARTERED ACCOUNTANTS, NEW DELHI

### **BANKERS**

STATE BANK OF INDIA  
HDFC BANK LIMITED

### **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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Registered 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 45<sup>th</sup> Annual General Meeting of IST Limited, will be held on Thursday, the 30<sup>th</sup> September, 2021 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:
  - a) the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March 2021 and Reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March 2021 and Report of Auditors thereon.
2. To appoint a director in place of Mrs. Sarla Gupta (DIN: 00069053), who retires by rotation and being eligible offers herself for reappointment.
3. To appoint a director in place of Mr. Suresh Chand Jain (DIN: 00092079), who retires by rotation and being eligible offers himself for reappointment.

## SPECIAL BUSINESS

1. To consider and give your assent or dissent to the following **Special Resolution**:

### **APPOINTMENT OF MRS. MANU AGGARWAL AS INDEPENDENT DIRECTOR OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and Regulation 17 of the Listing Regulations, Mrs. Manu Aggarwal (**DIN 09009095**), who was appointed as Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that she meets with the criteria of independence as provided in Sub Section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from the 11<sup>th</sup> January, 2021 upto 10<sup>th</sup> January, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

Place: New Delhi  
Dated: 27.08.2021

By Order of the Board of Directors  
Bhupinder Kumar  
Company Secretary

## Notes :

1. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item No. 4 is also annexed hereto.
2. **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 holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.



## IST LIMITED

3. 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.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2021 to 30.09.2021 (both days inclusive) for the purpose of this Annual General Meeting.
6. 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.
7. Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
8. 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
9. 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.
10. 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 Exchange(s), 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.
11. 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.
12. Electronic copy of the Annual Report for financial year 2020-21 along with the Notice of the 45<sup>th</sup> 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 Participant(s) with their consent for communication purposes unless any member has requested for a hard copy of the same.
13. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2020-21 along with Notice of the 45<sup>th</sup> 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.
14. Members may also note that the Notice of the 45<sup>th</sup> Annual General Meeting and the Annual Report for 2020-21 will also be available on the Company's website: [www.istindia.com](http://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 11:00 A.M.to 5:00 P.M on any working day, excluding Saturday, Sunday and Public Holiday. 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](mailto:istgroup.ho@gmail.com).

### VOTING THROUGH ELECTRONIC MEANS

15. 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 Regulation 44 of SEBI (LODR) Regulations, 2015, 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 45<sup>th</sup> 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 sent along with the Annual Report. Members are advised to read the instructions carefully before exercising their vote.



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE ACT),  
THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS  
RELATING TO BUSINESS MENTIONED UNDER ITEM NO. 4  
OF THE ACCOMPANYING NOTICE**

Attached to the Notice convening the 45<sup>th</sup> Annual General Meeting of IST Limited to be held on Thursday, 30<sup>th</sup> September, 2021.

**Item No. 4**

Mrs. Manu Aggarwal (DIN: 09009095) has been appointed as an Additional Director in the capacity of Independent Director of the Company with effect from 11<sup>th</sup> January, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company. As such Mrs. Manu Aggarwal holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of Director of the Company.

Mrs. Manu Aggarwal holds a bachelor's degree in Arts (Honours) and is a practicing Advocate. She has vast knowledge in various laws including Indian Corporate Laws and having expertise in matters relating to Intellectual Property Rights. Apart from her expertise in the field of Law, she is also financially literate.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation. Mrs. Manu Aggarwal has consented to act as Director of the Company and has given declaration to the Board that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Manu Aggarwal fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder read with Listing Regulations (LODR) for appointment as an Independent Director of the Company. The Board considers that, given her experience and professional background, the appointment of Mrs. Manu Aggarwal would be beneficial to the Company and it is desirable to avail her services as an Independent Director. Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee, recommends her appointment as an Independent Director for a period of five years commencing from 11<sup>th</sup> January, 2021 till 10<sup>th</sup> January, 2026.

Consent of the Members is required for appointment of Mrs. Manu Aggarwal, in terms of Section 149 of the Act read with Schedule IV of the Act. The terms and conditions of appointment of Mrs. Manu Aggarwal, pursuant to Schedule IV of the Act, shall be open for inspection at the registered office of the Company by any Member during business hours on any working day of the Company.

None of the Directors or Key Managerial Personnel and their respective relatives, except Mrs. Manu Aggarwal, is concerned or interested (financially or otherwise) in this Resolution. The Board recommends the resolution set out at Item No. 4 of the Notice for approval of the Members.

The brief resume of Mrs. Manu Aggarwal is given in the Annexure to the notice under the head 'Brief profile of the Director(s) seeking appointment / re-appointment'.

Place: New Delhi  
Dated: 27.08.2021

By Order of the Board of Directors  
Bhupinder Kumar  
Company Secretary



# IST LIMITED

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING 45<sup>TH</sup> ANNUAL GENERAL MEETING

Name of the Director	Mr. S.C. Jain	Mrs. Sarla Gupta	Mrs. Manu Aggarwal
Date of Birth	06.09.1945	25.01.1955	06.09.1979
Date of Appointment	14.08.2012	14.02.2015	11.01.2021
Expertise in Specific functional Areas	B.Sc. (Hons), M.Sc. (Physics). Expertise in Business Development, Corporate Affairs and Administration.	Undergraduate. Vast experience and knowledge in the field of management, sales & Marketing, administration, Corporate Governance and business operations of Manufacturing and Service Industries	BA (H) and LLB, Practicing Advocate having vast knowledge in various laws including Indian Corporate Laws and having expertise in the matters relating to Intellectual Property Rights. Corporate Affairs and Financial Management
List of Public Companies in which Directorship is held	Whole Time Director, IST Limited Director, GPC Technology Ltd. Director, Gurgaon Infospace Ltd. Director, IST Steel and Power Limited	Whole Time Director, Gurgaon Infospace Limited Director, IST Limited Director, IST Steel and Power Limited	NIL
Chairman / Member of the Committees of the Board of Companies on which he / she is a Director	IST Limited Member, Shareholders Grievance Committee; Chairman, Risk Management Committee GPC Technology Ltd. Member, Shareholders Grievance Committee IST Steel and Power Limited Member, Nomination and	NIL	NIL



## BOARDS' REPORT

Dear Members,

Your Directors are pleased to present their 45<sup>th</sup> Annual Report on your Company's operations and performance together with the audited financial statement for the year ended 31<sup>st</sup> March 2021.

### Financial Results

The performance of the Company for the financial year ended March 31, 2021 and for the previous year ended March 31, 2020 are summarized below:

#### KEY FIGURES FOR THE FINANCIAL YEAR 2020-21(Rs. In Lacs)

PARTICULARS	Standalone		Consolidated	
	For the year ended			
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
Share Capital	584.68	584.68	584.68	584.68
Other Equity (Reserves & Surplus)	19,184.45	18,363.02	91,774.58	79,737.02
Secured Loan	0.00	0.00	21.23	0.00
Unsecured Loan	0.00	0.00	0.00	0.00
Fixed Assets & Immovable Properties	6,367.52	6,521.7	25,282.64	23,868.12
Investment	11,529.89	11,020.98	59,433.32	48,155.05
Revenue from Operations	2,976.63	1,755.07	13,651.95	11,825.38
Other Income	941.15	1,093.22	4,059.90	3,416.3
EBIDTA	1,331.92	997.98	14,339.48	11,703.25
Less :- Finance Cost	22.02	59.56	593.12	393.34
Less :- Depreciation	340.51	339.94	524.44	506.26
Earning before tax (EBT)	969.39	598.48	13,276.97	10848.76
Profit After Tax	813.63	499.47	9,573.31	8,037.27
EPS (In Rs.)	6.98	4.28	82.07	68.91

### State of Company's Affairs

Your Company is primarily engaged in the business of manufacturing of high precision engineering components / assemblies for Automobile and Consumer Goods Industry. Incorporated in the year 1976, the Company has remained a going concern. The Company has one operative production plant at Dharuhera (Gurgaon), which has been accredited as ISO/TS 16949:2009 and ISO 14001:2004 certified unit. The Company is also a ISO 9001:2008 certified Company.

The operations of the Company continued in a smooth and uninterrupted manner during the course of the year except for a shorter period during the nationwide lockdown in the month of April-May 2021. The Company took all necessary measures for the well being of its employees while minimizing the adverse effect on the operations of the Company. Post lock-down the business operation gradually resumed and normalized by the end of second quarter. However, due to prevailing pandemic, the Company and its management ensured that all the advisories issued by the Government from time to time were duly complied.

During the year under review, the operating revenue of your company increased to 2,976.63 Lacs as against Rs. 1,755.07 Lacs achieved in the previous year. The Earnings before interest, depreciation, tax & amortizations (EBIDTA) increased to Rs. 1,331.92 Lacs as compared to Rs. 997.98 Lacs in the previous year. The net profit after tax (PAT) for the year also increased to Rs. 813.63 Lacs as compared to Rs. 499.47 Lacs in the previous year. The Basic and Diluted Earnings Per Share (EPS) for the year was Rs. 6.98 per share.

During the year under review, the Company continues to remain Debt Free.

The Equity Shares of the Company are listed on Bombay Stock Exchange (BSE)

### Appropriation of Profit after Tax for Transfer to Reserves

No amount has been transferred to the General Reserve during the year. The net retained earnings have been kept in the profit and loss account.



## Dividend

The Board of Directors has decided not to recommend any dividend for the financial year 2020-21.

## 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, 2020 and 31st March, 2021 remained unchanged.

## Deposits

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

## Subsidiaries and Associate Companies

The Company has one wholly owned Subsidiary namely 'Gurgaon Infospace Limited', and one Associate namely 'IST Steel & Power Limited' as on March 31, 2021. There has been no material change in the nature of the business of the subsidiary. The subsidiary of the Company is engaged in the business of development of Infrastructure for IT / ITES Sector.

None of the Company has become or cease to become the subsidiary, joint venture or associates of your Company during the year 2020-21.

The particulars of Subsidiary(ies) and Associate(s) of the Company are provided in form MGT – 9 attached as Annexure – A to this report.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the Financial Statements of the Company's subsidiary(ies) in Form AOC-1 is attached to the Financial Statements of the Company.

In accordance to the provisions of section 136 of the Act, the Standalone Financial Statements of the Company, the Consolidated Financial Statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company.

The Policy for determining Material Subsidiaries, adopted by your Board, in conformity with Regulation 16(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, can be accessed on the Company's website [www.istindia.com](http://www.istindia.com).

## Consolidated Financial Statements

The audited consolidated financial statements of the Company for the FY 2020-21 and its subsidiary(ies), which forms part of the Annual Report have been prepared in the same form and manner as that of its own and in accordance with the Indian Accounting Standards (Ind AS), form part of the Annual Report.

## Board of Directors

The Board of Directors devises operational and financial strategies for the organization and monitor the effectiveness of the practices adopted by the Company. The members of the Board are judgmental, responsible and experienced and have varied industrial expertise. The diversity of the Board enhances the quality of the decisions making by utilizing the different skills, qualification, professional experience, knowledge etc., necessary for achieving sustainable and balanced





development as well as ensuring good Corporate Governance. The Board of your Company possesses the appropriate expertise and experience, combination of Industry Knowledge, diversity and integrity, which is in the best interest of the Company.

In accordance with the provisions of Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mrs. Sarla Gupta (DIN: 00069053) and Mr. Suresh Chand Jain (DIN: 00092079) shall retire by rotation at the ensuing Annual General Meeting and being eligible has offered themselves for re-appointment, subject to approval of the shareholders. The brief detail of Mrs. Sarla Gupta and Mr. Suresh Chand Jain is furnished in the explanatory statement to the notice of the AGM under the head "Directors Seeking Appointment/ Re-appointment at this Annual General Meeting".

The Board of Directors has appointed Mrs. Manu Aggarwal as additional director in the capacity of Independent Director of the Company w.e.f. 11<sup>th</sup> January, 2021 who shall hold office upto the ensuing Annual General Meeting (AGM) and being eligible for appointment as Independent Director in terms of Section 149 and 152 of the Act at the AGM, subject to the provisions of the Act, your Company has received a notice in writing from a member proposing her candidature for the office of Independent Director along with the requisite deposit. She qualifies to be an Independent Director pursuant to the provisions of Section 149(6) of the Act.

Mr. Narinder Lal Khitha, Whole Time Director, designated as Director (Technical), resigned as member of the Board w.e.f. 30<sup>th</sup> June, 2021, due to personal reasons and pre-occupations.

In terms of Section 149 of the Act, and Regulation 16(1) of the Listing Regulations, the Independent Directors of the Company as on March 31, 2021. The Independent Directors have submitted a declaration that each of them meet the criteria of Independence as laid down under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16 of the Listing Regulations and that they are not aware of the circumstances or situation, which might have exists or is anticipated, that could impair their ability to discharge their duties with an objective independent judgment and without any external influence as required under Regulation 25 of the Listing Regulation. Further, all the Directors have confirmed that they have complied with the Company's code of conduct.

## **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out Annual Performance Evaluation of its own performance, each of Director individually and that of its Committees. The performance was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information flow and functioning etc.

The performance of the Committees was also evaluated by the Board after seeking inputs from all the members of the respective Committee on the basis of criteria such as the composition of the committee, effectiveness of committee, information flow and functioning etc.

Further, Board has also carried out an Annual evaluation of Independent Directors. The Performance Evaluation was based on their contribution to Company's objectives and plans, efficient discharge of their responsibilities, participation in Board/ Committee meetings, adherence to the Code of Conduct and other relevant parameters.

During the year a Separate Meeting of Independent Directors was held to assess the performance of Non-independent Director and the Chairperson of the Company. While evaluating the performance of any member, the views of executive directors and non-executive directors were also taken into consideration.

## **Familiarization Program for Independent Directors**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company regularly appraises the Directors at the meetings about the changes and updates in the regulatory and business environment to enable them to familiarize with the Company's procedure and practices. The familiarization programs are conducted as and when required or on the specific request of a Director which includes visit to manufacturing unit, meeting with senior and middle level management to make them understand the in-depth about the financials and operations of the Company.

## **Number of Meetings of the Board**

During the year under review, the board of the directors of the company met 6 times. A separate meeting of Independent Directors was held on 13.02.2021. The details of such meetings have been provided in Corporate Governance Report



that form part of the Annual Report. The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations.

## **Key Managerial Personnel**

In terms of the provisions of Section 203 of the Companies Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Suresh Chand Jain, Executive Director, Lt. Col. (Retd.) N.L. Khitha, Director (Technical) (Resigned w.e.f. 30/06/2021), Mr. D.N. Tulshyan, Chief Financial Officer and Mr. Bhupinder Kumar, Company Secretary are the Key Managerial Personnel (KMP's) of the Company.

## **Directors Responsibility Statements**

In terms of the requirement of Section 134(5) of the Companies Act, 2013 and based on the framework of internal financial control and audit / review conducted by the internal, statutory and secretarial auditors, the Board of Directors with the concurrence of the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective and hereby confirm:

- a) that in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31<sup>st</sup> March, 2021 and of the profit and loss of the Company for that period;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts have been prepared on a going concern basis;
- e) that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively; and

## **Corporate Social Responsibility**

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, Board of Directors of the Company has constituted the Corporate Social Responsibility Committee (CSR Committee) comprising of the following Directors:

- (a) Air Marshal Denzil Keelor (Retd), Chairman
- (b) Mr. Gaurav Gupta
- (c) Lt. Col. N.L. Khitha (Retd.) (Resigned w.e.f. 30/06/2021)

The said committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) or any amendment thereto, inter-alia indicating the activities to be undertaken by the Company, monitoring the implementation of the CSR policy and recommending the amount to be spent on CSR activities.

Further details on Corporate Social Responsibility are given in Annexure- B to this Board Report.

## **Auditors and Auditors' Report**

### **Statutory Audit**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s Gupta Vigg & Co., Chartered Accountants were appointed as the Statutory Auditors of the Company at the 41<sup>st</sup> Annual General Meeting of the Company held on 29th September, 2017, for a first term of 5 consecutive years from the conclusion of 41<sup>st</sup> Annual General Meeting till the conclusion of 46<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022.