

*46th*  

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*Annual Report*  

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*2021-22*  

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**IST LIMITED**

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**IST LIMITED**

## **46th Annual Report 2021-22**

### **BOARD OF DIRECTORS**

AIR MARSHAL (RETD.) DENZIL KEELOR, CHAIRMAN  
MR. S.C. JAIN, EXECUTIVE DIRECTOR  
MR. SATCHIT KUMAR BASU, DIRECTOR (TECH.)  
MRS. SARLA GUPTA, DIRECTOR  
MR. MAYUR GUPTA, DIRECTOR  
MR. GAURAV GUPTAA, DIRECTOR  
BRIG. (RETD.) G.S. SAWHNEY, DIRECTOR  
MR. SUBHASH CHANDER JAIN, DIRECTOR  
MRS. MANU AGGARWAL, DIRECTOR

### **CHIEF FINANCIAL OFFICER**

MR. D.N. TULSHYAN

### **COMPANY SECRETARY**

MR. 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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## NOTICE

**Notice** is hereby given that the 46<sup>th</sup> Annual General Meeting of IST Limited, will be held on Thursday, the 29<sup>th</sup> day of September, 2022 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 the audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March 2022 and Reports of the Board of Directors and Auditors thereon and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statement, including the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the reports of the Board of Directors and Auditors thereon, as laid before the meeting, be and are hereby considered and adopted.”

2. To appoint a director in place of Mr. Mayur Gupta (DIN: 00131376), who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Mayur Gupta (DIN: 00131376), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint a director in place of Mr. Gaurav Gupta (DIN: 00047372), who retires by rotation and being eligible offers himself for re-appointment, and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gaurav Gupta (DIN: 00047372), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint M/s. O.P. Dadu & Co., Chartered Accountants, as Statutory Auditors of the Company, to hold office for a term of 2 (Two) years from the conclusion of this 46<sup>th</sup> Annual General Meeting until the conclusion of 48<sup>th</sup> Annual General Meeting and to fix their remuneration, and in this regard, to consider and if thought fit, pass the following Resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any amendment(s), modification(s) or variation(s) thereto) and the recommendations of the Audit Committee and Board of Directors, the appointment of M/s O.P. Dadu & Co., Chartered Accountants (Firm Registration No. 001201N), as Statutory Auditors of the Company, in place of M/s. Gupta Vigg & Co. Chartered Accountants (Firm Registration No. 001393N) whose tenure expires at the 46<sup>th</sup> Annual General Meeting, to hold office for a term of 2 (Two) years commencing from the conclusion of this Annual General Meeting until the conclusion of the Forty Eighth Annual General Meeting of the Company to be held in the calendar year 2024 on such remuneration plus reimbursement of out of pocket expenses as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the said Auditors (based on the recommendation of the Audit Committee) be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.”

### **SPECIAL BUSINESS**

5. To appoint Mr. Satchit Kumar Basu as Whole Time Director designated as Director (Technical) and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under and the Article 64 of Articles of Association of the



## IST LIMITED

Company, **Mr. Satchit Kumar Basu (DIN 08969146)**, who was appointed as an Additional Director by the Board of Directors on the recommendations of Nomination & Remuneration Committee w.e.f. 25<sup>th</sup> November 2021 and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and 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 subject to the approval of any authority, if required, Mr. Satchit Kumar Basu (DIN: 08969146) be and is hereby appointed as Whole-time-Director designated as Director (Technical) of the Company, for a period of three years, liable to retire by rotation, with effect from 25<sup>th</sup> November, 2021 on the terms and conditions as set out in the explanatory statement including remuneration as given below:

Sl. No.	Particulars	Amount (Rs.) Per Month
a)	Basic Salary	23,426
b)	Dearness Allowance	14,055
c)	House Rent Allowance	9,500
d)	Special Allowance	47,317
e)	Leave Travel Allowance	2,070
f)	Medical Allowance	2,070
<b>Total</b>		<b>98,438</b>

Apart from the above Mr. Satchit Kumar Basu shall also be entitled to the following:

- a) Contribution towards Provident Fund, as applicable
- b) Gratuity payable at the rate not exceeding half a month salary for each completed year of continuing services
- c) **Company's Chauffeur Driven Car**

The Company shall provide to the Director (Technical) one Chauffeur driven car exclusively for the purpose of Business of the Company. Any expenses incurred by the Director (Technical) in connection with running and maintenance of the Car shall be reimbursed to him.

**d) Earned Leave**

One month's leave with full pay and allowance as per rules of the Company for every calendar year. However, leave accumulated and not availed of during his tenure as Whole Time Director will be encashed.

**RESOLVED FURTHER THAT** The company's contribution to provident fund, superannuation or annuity fund, if any, to the extent these are singly or put together are not taxable under the income tax law, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leaves at the end of the tenure shall not be included for the purpose of computation of the overall ceiling of remuneration.

**RESOLVED FURTHER THAT** the approval of the Company be and is hereby also accorded for paying the above said remuneration to Mr. Satchit Kumar Basu Rana with effect from 25<sup>th</sup> November, 2021.

**RESOLVED FURTHER THAT** the Board of Directors and / or Nomination & Remuneration Committee of the Board, be and is hereby authorized to increase or restructure the aforesaid remuneration to the extent it may deem appropriate, upto a maximum of 30% from the prevailing remuneration, per annum, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said terms and conditions of appointment of Mr. Satchit Kumar Basu be suitably amended to give effect to such modification, revision or relaxation, as the case may be, without seeking any further approval of the Shareholders of the Company in the general meeting.

**RESOLVED FURTHER THAT** the remuneration specified hereinabove, be paid as minimum remuneration to Mr. Satchit Kumar Basu in the year of losses or inadequacy of profits and if necessary, an application to the



Central Government be made seeking its approval for payment of the said minimum remuneration in so far as the same is in excess of the ceiling prescribed for payment of minimum remuneration under Schedule V to the Companies Act, 2013 or any statutory modification thereof as may be in force from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient and execute all such documents, instruments and writings as may be necessary and to delegate all or any of the powers herein conferred to any Committee of Directors or any Individual Director(s) to give effect to the foregoing resolution."

Place: New Delhi  
Dated: 27.08.2022

By Order of the Board of Directors  
Bhupinder Kumar  
Company Secretary  
M. No. A-15871

## Notes:

1. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
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.
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. Notice of AGM is also available on the Company's website [www.istindia.com](http://www.istindia.com) and websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
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 Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2022 to 29.09.2022 (both days inclusive) for the purpose of the Annual General Meeting.
9. As per Regulation 40 of the SEBI Listing Regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Members of the Company who hold securities in physical form and intend to transfer their securities after 1st April 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. In view of the same and to avail the in-built advantages of NECS payment, nomination facility and other advantages, the shareholders are requested to dematerialize their shares. Members can contact the Company or RTA for assistance in this regard.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the 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. Further, in accordance with SEBI Circular No. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20th April 2018, all Members holding shares in physical form are requested to register their PAN and bank account details by submitting their self-attested copy PAN Card (including that of the joint holders also) and an original cancelled cheque or submit copy of bank passbook / statement of the holder attested by the bank to the Registrar and Share Transfer Agent (RTA) of the Company.
11. The Members are requested to contact the Company's Registrars and Share Transfer Agents, MAS Services Limited for all their queries, transmission and transposition requests etc. and / or for any other matter relating to their shareholding in the Company as per their following contact details:



## IST LIMITED

### 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

12. As per the provisions of Section 72 of the Act, the facility of making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their respective DP in case the shares are held by them in electronic form and to the Company / RTA, in case the shares are held in physical form.
  13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company / 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. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  14. 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.
  15. 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.
  16. Electronic copy of the Annual Report for financial year 2021-22 along with the Notice of the 46<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 Participants(s) with their consent for communication purposes unless any member has requested for a hard copy of the same.
  17. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2021-22 along with Notice of the 46<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.
  18. Members may also note that the Notice of the 46<sup>th</sup> Annual General Meeting and the Annual Report for 2021-22 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.
  19. For any communication, the shareholders may also send requests to the Company's investor email id: [cs.ist@istindia.com](mailto:cs.ist@istindia.com).
  20. 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.
- ### VOTING THROUGH ELECTRONIC MEANS
21. 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 46<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.
  22. The company has appointed Mr. R.S. Bhatia, Company Secretary in practice (Membership No. 2599 / C.P. No. 2514) as scrutinizer for conducting the e-voting process in fair and transparent manner.
  23. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website [www.istindia.com](http://www.istindia.com) and will also be forwarded to BSE Limited, where the Company's shares are listed.



**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. 5 OF THE ACCOMPANYING NOTICE**

Attached to the Notice convening the 46<sup>th</sup> Annual General Meeting of IST Limited to be held on Thursday, the 29<sup>th</sup> day of September, 2022

**Item No. 5**

On the recommendation of Nomination and Remuneration Committed of Directors and pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at its meeting held on 25<sup>th</sup> November, 2021, appointed Mr. Satchit Kumar Basu as Additional Director of the Company, who shall hold the office of Director up to the date of the 46<sup>th</sup> Annual General Meeting. Mr. Satchit Kumar Basu being eligible for appointment as a Director, had offered himself for the re-appointment as Director of the Company.

Mr. Satchit Kumar Basu was associated with the Company for more than 12 years working as General Manager – Operations & Marketing and before joining the Company he served the Indian Army and at the time of his retirement he was serving Indian Army as Director EME, Armaments. On the recommendation of Nomination and Remuneration Committee while considering his long association with the Company and his experience and professional background, which commensurate with the requirement of the Company, the Board of Directors had at its meeting held on 25<sup>th</sup> November, 2021 inducted him on the Board and also appointed him as whole time director designated as Director (Technical) for a period of 3 years from 25<sup>th</sup> November, 2021 to 24<sup>th</sup> November, 2024 at a remuneration and other benefits as briefed below:

Sl. No.	Particulars	Amount (Rs.) Per Month
a)	Basic Salary	23,426
b)	Dearness Allowance	14,055
c)	House Rent Allowance	9,500
d)	Special Allowance	47,317
e)	Leave Travel Allowance	2,070
f)	Medical Allowance	2,070
<b>Total</b>		<b>98,438</b>

**Other Perquisites and Benefits**

Apart from the above Mr. Satchit Kumar Basu shall also be entitled to the following:

- Contribution towards Provident Fund, as applicable
- Gratuity payable at the rate not exceeding half a month salary for each completed year of continuing services
- Company's Chauffeur Driven Car**

The Company shall provide to the Director (Technical) one Chauffeur driven car exclusively for the purpose of Business of the Company. Any expenses incurred by the Director (Technical) in connection with running and maintenance of the Car shall be reimbursed to him.

**d) Earned Leave**

One month's leave with full pay and allowance as per rules of the Company for every calendar year. However, leave accumulated and not availed of during his tenure as Whole Time Director will be encashed.

Apart from the company's contribution to provident fund, superannuation or annuity fund, if any, to the extent these are singly or put together are not taxable under the income tax law, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leaves at the end of the tenure shall not be included for the purpose of computation of the overall ceiling of remuneration.

As Mr. Satchit Basu has attained the age of 70 years, pursuant to the provisions of Section 196(3) the proposed appointment of Mr. Satchit Kumar Basu requires the approval of shareholders through Special Resolution as set out at item no. 5.

The brief resume of Mr. Satchit Kumar Basu is given in the Annexure to the notice under the head 'Brief Profile of the Director(s) seeking appointment / re-appointment'.

None of the Directors or Key Managerial Personnel and their respective relatives, except Mr. Satchit Kumar Basu, is concerned or interested (financially or otherwise) in this Resolution.

The Board of Directors of the Company, recommends the appointment of Mr. Satchit Kumar Basu as Whole Time Director, designated as Director (Technical) for a period of 3 (Three) years with effect from 25<sup>th</sup> November, 2021 till 24<sup>th</sup> November, 2024 through Special Resolution as set out at item no. 5.





## BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI with respect to the appointment / Re-appointment of Directors of the Company referred in Item No. 2, 3 and 5 of the Notice.

Particulars	Mr. Mayur Gupta	Mr. Gaurav Gupta	Mr. Satchit Kumar Basu
<b>DIN</b>	00131376	00047372	08969146
<b>Qualification</b>	MBA (MIS & E-Business) from Bentley College Boston, USA with specialization in Business Administration & Finance.	M.Sc. in International Business Economics from City University, London (UK); Bachelor of Business Administration from IILM, New Delhi.	Engineering from College of Military Engineering, Pune. Post-Graduation Degree in Advance Armament Technology from EME School, Baroda. Diploma in Management (DIM) from IGNOU
<b>Experience and brief resume</b>	Being one of the Promoter Director he is mostly involved in the Business Development and Management, Strategic Alliance, Finance Management and exploring new avenues in the best interest of the Company.	Expertise in Corporate Finance, International Business Economics.	He served Indian Army till 2006 and retired as Director EME (Armament) posted in Army HQ. After retirement he joined VXL Technology, a Birla Group Company as General Manager. Later in July 2010 he joined IST Limited as General Manager. He is primarily responsible for factory operations leading a team of Engineers and professional having varied expertise. At IST he has been instrumental in development of new products for Defence and business development and marketing of the products.
<b>No. of Meetings of the Board Attended</b>	All 6 meetings held during the year	All 6 meetings held during the year	He was appointed as Director of the Company w.e.f. 2021. After his appointment and during the year 2021-22 only one meeting was held on 12.02.2022, which was attended by Mr. Satchit Kumar Basu.



Particulars	Mr. Mayur Gupta	Mr. Gaurav Gupta	Mr. Satchit Kumar Basu
<b>List of Directorship in public Company / Membership and Chairmanship of the Committees</b>	<b>Directorship:</b> 1) IST Limited, 2) Gurgaon Infospace Limited 3) GPC Technology Limited <b>Committee Membership &amp; Chairmanship</b> NIL	<b>Directorship:</b> 1) IST Limited 2) GPC Technology Limited 3) IST Steel and Power Limited, Executive Director 4) Gurgaon Infospace Limited <b>Committee Membership &amp; Chairmanship</b> Stakeholders Relationship Committee: 1) IST Limited 2) GPC Technology Limited	<b>Directorship:</b> 1) SHA Online Services Private Limited <b>Committee Membership:</b> NIL
<b>Listed Entities from which the person has resigned during the past 3 years</b>	NIL	NIL	NIL
<b>No. of Shares held in the Company including shareholding as a beneficial owner</b>	NIL	NIL	NIL
<b>Disclosure of relationship between and Key Managerial Person of the Company</b>			NIL
<b>Term and Conditions of the Appointment / re-appointment</b>	He is Non-independent, Non-executive Director	He is Non-independent, Non-executive Director	As per the Agreement dated 25 <sup>th</sup> November, 2021 entered into between Mr. Satchit Kumar Basu and the Company.
<b>Detail of Remuneration sought to be paid</b>	NIL	NIL	As per the Resolution set out at Item No. 5 of the Notice read with Explanatory statement thereof
<b>Detail of remuneration last drawn</b>	NIL	NIL	There is no change in the remuneration and the last remuneration is same as set out at item no. 5 of the Notice.



**Details as required pursuant to Regulation 36(5) of the SEBI  
(Listing Obligations and Disclosures Requirements) Regulations, 2015  
with respect to appointment of Auditors of the Company**

**As regards to the appointment of Statutory Auditors referred in Item No. 4 of the Notice,  
following necessary disclosures are made for the information of the Members.**

M/s. Gupta Vigg & Co., Chartered Accountants (FRN: 001393N), have been the Statutory Auditors of the Company since their appointment at the 41<sup>st</sup> Annual General Meeting ('AGM') held on September 29, 2017. Pursuant to the provisions of Section 139 (2) of the Companies Act 2013 ('the Act'), read with applicable Rules framed thereunder, the term of 5 years of the present Statutory Auditors expires at the conclusion of the Forty Sixth Annual General Meeting. The Board of Directors places on record its appreciation for the services rendered by M/s. Gupta Vigg & Co., Chartered Accountants.

The Board of Directors based on the recommendations of the Audit Committee at its meeting held on 27<sup>th</sup> August, 2022, proposed to the shareholders the appointment of M/s. O.P. Dadu & Co., Chartered Accountants (FRN: 001201N) as Statutory Auditors of the Company in place of M/s. Gupta Vigg & Co. the retiring auditors, for a term of 2 years.

M/s. O.P. Dadu & Co., Chartered Accountants have vide their letter dated 25<sup>th</sup> August, 2022, consented to their appointment as Statutory Auditors of the Company and have also informed the Company that their appointment, if made, shall be in compliance with the provisions of Sections 139, 141 and 144 of the Act and Companies (Audit and Auditors) Rules, 2014. It has also been informed by the proposed auditors that they have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and are holding a valid peer review certificate.

The Board recommends the appointment of M/s. O.P. Dadu & Co., Chartered Accountants as the Statutory Auditors of the Company for a term of 2 (two) years to hold the office from the conclusion of forthcoming forty sixth Annual General Meeting till the conclusion of the Forty Eighth Annual General Meeting of the Company to be held in the calendar year 2024.

Details as required pursuant to regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are as under:

**Proposed statutory audit fee payable to auditors**

The proposed remuneration to be paid to the Auditors for the financial year 2022-23 is Rs. 3.50 Lacs. The said remuneration excludes applicable taxes and also excludes any fees payable for other certification(s) and charge for the additional services, as may be provided by them from time to time and out-of-pocket expenses shall be re-imbursed as per actual.

The remuneration for the year 2023-24 and subsequent year(s), if any, of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

**Terms of Appointment**

2 (Two) years from the conclusion of Forty Sixth Annual General Meeting till the conclusion of the Forty Eighth Annual General Meeting of the Company.

**Material change in fee payable**

There is no material change in the proposed fees for the auditors and the audit fees paid to the retiring auditors.

**Basis of recommendation and auditor credentials**

The recommendations are based on the fulfilment of the eligibility criteria prescribed in the Companies Act, 2013

Constituted in the year 1970, M/s O.P. Dadu & Co. (FRN: 001201N) is one of the senior Chartered Accountancy Firm operating in Delhi. Apart from providing Statutory Audit Services to various Listed and Unlisted Companies, including companies in the Automobile Sector, the firm also provide end-to-end Tax Advisory services to its clients. The firm has adequate expertise and infrastructure, which commensurate with the requirement of the Company and is peer reviewed by the Institute of Chartered Accountants of India (ICAI) and is holding a valid Peer Review Certificate.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

The Board recommends resolution as set out in Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

Place: New Delhi  
Dated: 27.08.2022

By Order of the Board of Directors  
Bhupinder Kumar  
Company Secretary