

47th ANNUAL REPORT

2019 -20

NIPPO

TECHNOLOGY FOR A BETTER LIFE



INDO NATIONAL LIMITED

KINECO | KAMAN

Composite Structures

Aerospace | Defence | Space



A Multi-National JV between
Kineco Limited - India & Kaman Aerospace Group - USA

INDO NATIONAL LIMITED

(CIN L31909TN1972PLC006196)

Registered Office: 'Lakshmi Bhavan' IVth Floor, No.609, Mount Road, Chennai - 600 006.

Corporate / Head Office: 'Surya Varsh', 1st & 2nd Floor, Door No.17/9, Wallace Garden 2nd Street,
Nungambakkam, Chennai - 600 006.

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INDO NATIONAL LIMITED

BOARD OF DIRECTORS

N. Ramesh Rajan
Chairman

P. Dwaraknath Reddy
Managing Director

R.P. Khaitan
Joint Managing Director

P. Aditya Reddy
Joint Managing Director

S. Obul Reddy
(Upto 13th February, 2020)

Mrs. Lakshmmi Subramanian

M. Sankara Reddy

CHIEF FINANCIAL OFFICER

C.R. Sivaramakrishnan

COMPANY SECRETARY

J. Srinivasan

AUDITORS

G Balu Associates LLP
'Jammi Building',
No.123, Royapettah High Road,
Mylapore,
Chennai - 600 004.

BANKERS

Canara Bank
HDFC Bank Ltd.
HSBC Bank Ltd.

REGISTERED OFFICE

No.609, Mount Road
Lakshmi Bhavan
IVth Floor
Chennai – 600 006

CORPORATE / HEAD OFFICE

'Surya Varsh', 1st & 2nd Floor,
Door No.17/9, Wallace Garden 2nd Street
Nungambakkam,
Chennai - 600 006.

FACTORY

Tada Village
Nellore District - 524 401.
(Andhra Pradesh)

NOTICE

NOTICE is hereby given that the FORTY SEVENTH ANNUAL GENERAL MEETING of INDO NATIONAL LTD will be held on Monday the 28th day of September 2020 at 3.00 p.m through Video conferencing ("VC") / other Audio Visual Means ("OVAM") to transact the following business:

ORDINARY BUSINESS:

1. (a) To receive, consider and adopt the Directors Report, Audited Standalone Balance Sheet of the Company as at March 31, 2020 and the statement of Profit and Loss for the year ended that date together with the reports of the Auditors thereon.
- (b) To receive, consider and adopt the Audited Consolidated financial Statements of the company for the financial year ended 31st March 2020 together with the report of the Auditors thereon.
2. To declare a Dividend on equity shares of Rs.5/- per share (50%) for the year 2019-20.
3. To appoint a Director in the place of Mr.P. Dwaraknath Reddy (DIN:00277929), who retires by rotation under Article 147 of the Articles of Association of the Company and as per applicable provisions of the Companies Act 2013, and who, being eligible offers himself for re-appointment.
4. To appoint a Director in the place Mr.R.P. Khaitan (DIN:00015801), who retires by rotation under Article 147 of the Articles of Association of the Company and as per applicable provisions of the Companies Act 2013, and who, being eligible offers himself for re-appointment.
5. To appoint a Director in the place of Mr.P.Aditya Reddy (DIN:00482051), who retires by rotation under Article 147 of the Articles of Association of the Company and as per applicable provisions of the Companies Act 2013, and who, being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

Resolved that pursuant to the provisions of section 149, 152, 160 and all 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), as per Articles of Association of the Company and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, Mr. M. Sankara Reddy (DIN : 07212025) who was appointed as an Additional Director of the Company with effect from 01st April 2020 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee (NRC) and who holds office up to the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing under section 160 of the Act proposing the candidature of Mr. M. Sankara Reddy for the office of the Director be and is hereby appointed as a Non-executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

Resolved that pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and FAQ on SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 released by SEBI dated January

08, 2016 and on the basis of recommendation of NRC and on the basis of approval by Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to pay, the salary and other perquisites as stated in the Item No.7 of the explanatory statement attached herewith, to Mr. M. Sankara Reddy, who is a Director of the company, to hold office or place of profit as Advisor for a period of two years w.e.f 01st April 2020, subject to terms and conditions, as stated in the Explanatory Statement.

Resolved further that the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

Resolved further that for the purpose of giving effect to the foregoing Resolution, Mr. J.Srinivasan, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of returns with any authority.

8. To re-appoint Mr.P. Dwaraknath Reddy (DIN:00277929) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**.

Resolved that in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as per Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, being a member of the promoter group, on the basis of recommendation of Nomination and Remuneration Committee and approval of the

board, the consent of the Company be and is hereby accorded to the appointment of Mr.P. Dwaraknath Reddy (DIN:00277929) as Managing Director of the Company, for a period of one year with effect from 1st October 2020, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr.P. Dwaraknath Reddy (DIN:00277929), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Resolved further that pursuant to provisions of section 197 (1) and 197(3) read with Schedule V to the Companies Act 2013 and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, the consent of the Company be and is hereby accorded for the remuneration and other perquisites as stated in the Information in terms of Schedule V to the Company's Act, 2013 / Item No.8 of the Explanatory Statement attached herewith, paid / payable to Mr. P. Dwaraknath Reddy (DIN:00277929) Managing Director of the Company for the period from 01st April 2019 to 30th September, 2021.

Resolved further that pursuant to sub-section (3) of Section 197 of the Companies Act, 2013, Mr.P. Dwaraknath Reddy (DIN:00277929) Managing Director of the Company be paid minimum remuneration and perquisites in case of absence or inadequacy of profits in any financial year of the Company during his term of office but does not exceeding the limit specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

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 to give effect to this resolution.

9. To re-appoint Mr.P. Aditya Reddy (DIN:00482051) as Joint Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**.

Resolved that in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as per Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, being a member of the promoter group, on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, the consent of the Company be and is hereby accorded to the appointment of Mr.P. Aditya Reddy (DIN:00482051) as Joint Managing Director of the Company, for a period of five years with effect from 1st October 2020, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr.P. Aditya Reddy (DIN:00482051), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Resolved further that pursuant to provisions of section 197 (1) and 197(3) read with Schedule V to the Companies Act 2013 and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, the consent of the Company be and is hereby accorded for the remuneration and other perquisites as stated in the Information

in terms of Schedule V to the Company's Act, 2013 / Item No. 9 of the Explanatory Statement attached herewith, paid to Mr. P. Aditya Reddy (DIN:00482051) Joint Managing Director of the Company for the period from 01st April 2019 to 31st March 2020.

Resolved further that pursuant to provisions of section 197 (1) and 197(3) read with Schedule V to the Companies Act 2013 and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, the consent of the Company be and is hereby accorded for the remuneration and other perquisites as stated in the Item No.9 of the Explanatory Statement attached herewith payable to Mr. P. Aditya Reddy (DIN:00482051) Joint Managing Director of the Company for the period from 01st April 2020 to 31st March, 2022.

Resolved further that pursuant to sub-section (3) of Section 197 of the Companies Act, 2013, Mr.P. Aditya Reddy (DIN:00482051) Joint Managing Director of the Company be paid minimum remuneration and perquisites in case of absence or inadequacy of profits in any financial year of the Company during his term of office but does not exceeding the limit specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

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 to give effect to this resolution.

10. To re-appoint Mr. R.P. Khaitan (DIN:00015801) as Joint Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**.

Resolved that in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force), Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, being a member of the promoter group, on the basis of recommendation of Nomination and Remuneration Committee and approval of the board the consent of the Company be and is hereby accorded to the appointment of Mr. R.P. Khaitan (DIN:00015801) as Joint Managing Director of the Company, for a period of one year with effect from 1st October 2020, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. R.P. Khaitan, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Resolved further that pursuant to provisions of section 197 (1) and 197(3) read with Schedule V to the Companies Act 2013 and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, the consent of the Company be and is hereby accorded for the remuneration and other perquisites as stated in the Information in terms of Schedule V to the Company's Act, 2013 / Item No.10 of the Explanatory Statement attached herewith, paid / payable to Mr. R.P. Khaitan (DIN:00015801), Joint Managing Director of the Company for the period from 01st April 2019 to 30th September, 2021.

Further resolved that pursuant to sub-section (3) of Section 197 of the Companies Act, 2013, Mr. R.P. Khaitan (DIN:00015801), Joint Managing Director of the Company be paid minimum remuneration and perquisites in case of absence or inadequacy of profits in any financial year of the Company during his term

of office but does not exceeding the limit specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

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 to give effect to this resolution.

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

Resolved that pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and FAQ on SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 released by SEBI dated January 08, 2016, section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation and re-enactment thereof for the time being in force and on the basis of approval of the Audit Committee the consent of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

S.No.	Name of Related Party	Transactions	Value of transaction	Period
1.	M/s.Radiohms Agencies	Sale / Supply of Products and other Services	Rs.40 Crs per year (Rupees Forty Crores only)	1 st October 2020 to 30 th September, 2021

Resolved further that to give effect to the resolution the Board of Directors /Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.

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

Resolved that pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure