

# MIDAS INFRA TRADE LIMITED

(Formerly Associated Finlease Limited)

## MIDAS INFRA TRADE LIMITED ANNUAL REPORT FOR THE FINANCIAL YEAR 2013-2014

### **BOARD OF DIRECTORS**

|                         |                     |
|-------------------------|---------------------|
| MR. SANTOSH KUMAR GARG  | (Managing Director) |
| MR. ROHIT KUMAR SINGHAL | (Director)          |
| MR. NIKHIL BANSAL       | (Director)          |
| MRS. MAMTA AGARWAL      | (Director)          |
| MR. NIMISH AGARWAL      | (Director)          |

### **AUDITOR**

M/s. Sudhir Agarwal & Associates  
Chartered Accountants  
New Delhi - 110092

### **REGISTERED AND ADMINISTRATIVE OFFICE**

439, Jagriti Enclave  
Vikas Marg, Delhi - 110092  
**CIN No: L65910DL1994PLC062379**

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**MIDAS INFRA TRADE LIMITED**

(Formerly Associated Finlease Limited)

**CIN No: L65910DL1994PLC062379****Notice of the 20th Annual General Meeting**

Notice is hereby given that the 20th Annual General Meeting of the Members of the Company will be held on Tuesday, 09th September, 2014 at 10:00 A.M at the registered office of the company at 439, Jagriti Enclave, Vikas Marg, Delhi-110092 to transact the following business:

**Ordinary Business**

1. To receive, consider and adopt the Audited Accounts for the year ended on 31st March, 2014 and the Auditors and Directors Reports thereon.
2. To appoint a director in place of Mrs. Mamta Agarwal who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint **M/S. DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS** in place of **M/s SUDHIR AGARWAL & ASSOCIATES CHARTERED ACCOUNTANTS** as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting of the Company and to fix their remuneration.

**Special Business**

4. **To consider and if though fit, to pass with or without modification, the following resolution as Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the Listing agreement, Mr. Rohit Kumar Singhal whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member 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 upto Five Consecutive years Form September 9, 2014.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **To consider and if though fit, to pass with or without modification, the following resolution as Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the Listing agreement, Mr. Nimish Agarwal whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member 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 upto Five Consecutive years Form September 9, 2014.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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 subject to the Listing Agreement with the Stock Exchange and Securities Contracts (Regulations) Act, 1956 and provision of the Section 61 and other applicable provision, if any, of

## MIDAS INFRA TRADE LIMITED

(Formerly Associated Finlease Limited)

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Companies Act, 2013 and the Provisions of the Articles of Associations of the Company, and Subject to the approvals, consents permissions and sanctions as may be necessary from the appropriate Authorities or Bodies, one Equity shares of the Company having Face Value RS.10 (Rs. Ten) each be Sub divided into 10 Equity Shares of Face Value ₹ 1 ( ₹ One ) each and the relevant Capital Clause in the Memorandum of Association of the Company be altered accordingly.

**RESOLVED FURTHER THAT** upon sub-division of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the Existing Shares of the Face Value of Rs. 10 each held in the Physical form shall be exchanged in lieu of the Original Share Certificate surrendered by the Shareholder and from the Record date (to be decided by the Board) and the Company may require the surrender of existing Share Certificate (s) issue and dispatch the rectified Share Certificate(s) of the Company, in lieu of such existing Share Certificate (s) subject to the provisions of the Rules made by Central Government in this behalf and in case of Share held in dematerialized form, the corresponding number of sub divided Equity Share to be credited to the respective Beneficiary Accounts of the Shareholders with the Depository Participants, in lieu of Existing Equity Credits representing the Equity Shares of the Company before sub division.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby severally authorized to do acts and execute all such documents, instruments and writing as may be required in the said connection and to delegate all or any of the powers herein vested in them to any committee of Directors or any Director(s) to give effect to the aforesaid resolution.”

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

“**RESLOVED THAT** pursuant to the provision of Section 13 of the Companies Act, 2013 and all other applicable provisions, if any, and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing relevant clauses of the Memorandum of Association of the Company be and are hereby substituted as follows:

“**The Authorized Share Capital of the Company is ₹ 125,000,000 (Twelve Crores Fifty Lacs Only) divided into 125,000,000 (Twelve Crores Fifty Lacs) Equity Shares of ₹ 1/- ( ₹ One ) each.**”

By the Order of the Board  
For **MIDAS INFRA TRADE LIMITED**  
(Formerly Associated Finlease Ltd)

Sd/-  
**Santosh Kumar Garg**  
(Managing Director)  
Din 01490535

Place : New Delhi  
Dated : 14/08/2014

### NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THAT MEETING.
2. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL BE CLOSED FROM MONDAY 01/09/2014 TO TUESDAY 09/09/2014 (BOTH THE DAYS INCLUSIVE).
3. MEMBERS ARE REQUESTED TO PLEASE NOTIFY IMMEDIATELY ANY CHANGE IN THEIR ADDRESSES TO THE COMPANY.
4. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
5. SHAREHOLDERS SEEKING ANY INFORMATION WITH REGARD TO ACCOUNTS ARE REQUESTED TO WRITE WELL IN ADVANCE SO AS TO REACH THE COMPANY AT LEAST 7 DAYS PRIOR TO THE ANNUAL GENERAL MEETING TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY AT THE AGM.

6. THE MEMBER ARE REQUESTED TO: -
- INTIMATE CHANGES IF ANY IN THEIR ADDRESS TO THE COMPANY OR TO THE REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY, **M/s SKYLINE FINANCIAL SERVICES (P) LTD.** AT D-153A, OKHLA INDUSTRIAL AREA, PHASE-I, DELHI-110020. PH-011-30857575.
  - QUOTE FOLIO NUMBER IN ALL THEIR CORRESPONDENCE WITH THE COMPANY.
  - BRING THEIR COPIES OF ANNUAL REPORT INCLUDING ATTENDANCE SLIP AT THE VENUE FOR THE AGM.
7. MEMBER HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO LODGE SHARE TRANSFER, TRANSMISSION AND INTIMATE CHANGES, IF ANY, IN THEIR REGISTERED ADDRESS, BANK ACCOUNT AND MANDATE DETAILS, RESIDENTIAL STATUS ETC. QUOTING THEIR FOLIO NUMBER(S) TO COMPANY'S SHARE TRANSFER AGENT.
8. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THE REPRESENTATIVES TO ATTEND AND VOTE AT THE GENERAL MEETING.
9. THE EXPLANATORY STATEMENTS, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE BUSINESS UNDER ITEM NOS. 4 TO 7 ABOVE, IS ANNEXED HERETO. DISCLOSURES REQUIRED TO BE MADE IN TERMS OF THE SEBI (ICDR) REGULATIONS, 2009 WITH RESPECT TO THE PROPOSED RESOLUTIONS FOR PREFERENTIAL ALLOTMENT ARE ALSO GIVEN IN THE SAID EXPLANATORY STATEMENT AND MAY BE CONSIDERED AS AN INTEGRAL PART OF THE NOTICE OF EGM.

#### **ANNEXURE TO THE NOTICE**

##### **Explanatory statement pursuant to the provision of Section 102 of the Companies Act, 2013 in respect to the special business:**

##### **Item No. 4 & 5**

Mr.Rohit Kumar Singhal and Mr. Nimish Agarwal are Independent Directors of the Company, whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Pursuant to Section 149 of the Companies Act, 2013 and clause 49 of the Listing agreement, it is proposed to appoint Mr.Rohit Kumar Singhal and Mr. Nimish Agarwal as Independent Directors to hold office for five(5) consecutive years for a term upto 31st March, 2019. Notice(s) has been received from member(s) proposing Mr.Rohit Kumar Singhal and Mr. Nimish Agarwal candidates(s) for the office of Independent Director(s) of the Company.

Mr.Rohit Kumar Singhal and Mr. Nimish Agarwal are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr.Rohit Kumar Singhal and Mr. Nimish Agarwal that they meet with the criteria of independence as prescribed both under Section 149 of the Act and under clause 49 of the Listing Agreement.

In the opinion of the Board, Mr.Rohit Kumar Singhal and Mr. Nimish Agarwal fulfil the conditions for appointment as Independent Directors; and they are Independent of the Management.

Brief resume of Mr.Rohit Kumar Singhal and Mr. Nimish Agarwal , nature of their expertise in specific functional area and names of companies in which they hold directorship and memberships/chairmanships of Board Committees, and provided in this Notice.

Mr.Rohit Kumar Singhal and Mr. Nimish Agarwal are interested in the resolutions set out respectively at item no. 4& 5 of the Notice with regard to their respective appointments.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in these resolutions.

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The Board recommends the ordinary resolution set out at item no. 4 & 5 of the Notice for the approval of the Shareholders.

### Item No. 6 & 7

Presently, the face value of the equity shares of the Company is Rs.10/- (Rupees Ten only) per equity shares. The Equity Shares of the Company are listed at BSE . In order to board basing of small investors and free float, the Board of Directors of the Company at its meeting 14th August, 2014 considered it desirable to sub divide the Face Value of equity share Capital of the Company from Rs. 10/- ( Rupees Ten only) per share to Re.1/- (Rupees one only) per Share.

As a corollary to the sub division of shares of the Company, Clause V of the Memorandum of Association of the Company needs to be altered suitably.

A copy of Memorandum of Association of the Company together with the proposed alteration would be available for inspection by the members at the Registered Office of the Company during business hours on any working day.

The Board of Directors of the Company accordingly recommends the above resolution as set out at item no. 4 & 5 of the notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolutions.

By the Order of the Board  
For **MIDAS INFRA TRADE LIMITED**  
(Formerly Associated Finlease Ltd)

Sd/-  
**Santosh Kumar Garg**  
(Managing Director)  
DIN 01490535

Place : New Delhi  
Dated : 14/08/2014

**Pursuant to clause 49 of Listing Agreement, the brief profile of Directors eligible for appointment vide item no. 4 & 5 is as follows :**

| Name of the Director(s) | DIN      | Date of Birth | Date of Appointment | Qualifications and experience                 | Number of shares held in the company | List of outside Directorships held on 31st March, 2014 |
|-------------------------|----------|---------------|---------------------|---|--------------------------------------|--|
| Rohit Kumar Singhal     | 02497843 | 15/03/1990    | 10/01/2014          | Graduate and experience in managing business  | Nil                                  | Nil  |
| Nimish Agarwal          | 06939030 | 07/03/1991    | 23/08/2014          | Graduate and experience in Finance & taxation | Nil                                  | Salora Capital limited                                 |

**DIRECTOR'S REPORT**

To,

The Members

**M/s. MIDAS INFRA TRADE LIMITED**

( Formerly Assoicated Finlease Ltd)

Your Directors have pleasure in presenting the 20th Annual Report on the business, operations and financial performance of the company during the financial year ended 31st March 2014.

**FINANCIAL RESULTS**

(₹ in lacs)

| Particulars                             | For the Year Ended |                  |
|---|--------------------|------------------|
|   | 31st March 2014    | 31st March, 2013 |
| Sales/Operating Income                  | 336.30             | 153.57           |
| Other Income                            | 2.45               | 2.85             |
| Less:-<br>Expenses:                     |                    |                  |
| Purchase of Stock in Trade              | 328.80             | 138.98           |
| Change in Inventories of Stock in Trade | -                  | -                |
| Employee Benefits Expenses              | 2.42               | 5.89             |
| Finance Cost                            | -                  | -                |
| Depreciation & Amortisation             | 0.19               | 0.20             |
| Administrative & Other Expenses         | 6.04               | 10.99            |
| Profit Before Tax                       | 1.3                | 0.37             |
| Less: Income Tax                        | (0.248)            | 0.07             |
| Deferred Tax                            | (0.001)            | -                |
| Profit/(Loss) after tax                 | 1.061              | 0.30             |

**BUSINESS REVIEW**

The year has ended with a Net Profit of ₹ 1,06,093/- as against Net Profit of ₹ 29,543/- of last year. The Company is exploring avenues for business opportunities and wish to enter in new area of activity. The Company is trying its best to keep its expenses in check in spite of inflationary trends and to revive the business of the Company. Baring unforeseen circumstances- we expect better performance in the current year.

**FUTURE OUTLOOK**

The outlook of the economic growth across the globe with positive vibrations will fuel a growth and demand recovery. At the present moment there is a lull in the market and the management is looking forward for changing situation in the global market. While optimism rears for new vigour and thrust like emphasis on colour ways and new designs, it is expected these changes will bring in positive response from the overseas buyers and will trigger growth and profitability in due course of time.

**DIVIDEND**

The Board is of the view that the Company should utilize its funds towards the operations to accelerate the growth rate. Accordingly the Board does not recommend any dividend payment for the year 2013-14.

**PUBLIC DEPOSITS**

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 58A and 58 AA of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

**DIRECTORS**

The Board consists of Executive & Non – Executive Directors including Independent Directors who have wide & varied experience in different disciplines of corporate functioning.

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Shri. Rohit Kumar Singhal & Nimish Agarwal was appointed as an Additional Director by the Board in the category of Independent Director to broad base the Board of Director & to comply with the requirement Clause No. 49 of the Listing Agreement. The Company has received a notice in writing from members signifying his candidature for the office of the Director of the Company. Shri. Rohit Kumar Singhal & Nimish Agarwal is an Independent Director & the Board recommend for his appointment.

In accordance with Article of Association Mrs. Mamta Agarwal retire by rotation and being eligible , has offered himself for re- appointment.

Mr. Arvind Kumar Agarwal has resigned from the office of the directorship of the Company during the financial year under review.

### AUDITORS AND THEIR REPORT

M/s Sudhir Agarwal & Associates, Chartered Accountants, who served as Statutory Auditors of the company since a long time, resigned from the position w.e.f. 09th September, 2014, expressing their inability to continue as the Statutory Auditors of the Company. In their replacement, M/s DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS, will be appointed as Statutory Auditors of the Company with approval of shareholders of the company by way of ordinary resolution passed in its Annual General Meeting.

The board recommends their appointment as statutory auditors of the company.

### SUBSIDIARIES

As on 31st March 2014, the Company has three Wholly Owned Subsidiary namely Holynx InfraBuild Limited, RAO Steels Limited and Vesilot Exports Limited respectively.

Consolidated Accounts of its subsidiaries for the year under review has also been drawn in accordance with applicable accounting Standards.

### CONSOLIDATED FINANCIAL STATEMENT

As required under the Listing Agreements with the Stock Exchanges Consolidated Financial Statements of the Company and all its subsidiaries are attached. The consolidated Financial statements have been prepared in accordance with Accounting standard 21 ,Accounting standard 23 and Accounting standard 27 issued by The Institute of Chartered Accountants of India and showing the financial resources, assets, liabilities, income, profits and other details of the Company and its subsidiaries as a single entity, after elimination of minority interest

### CORPORATE GOVERNANCE

A separate section on Corporate Governance together with a certificate from the Company's auditors confirming the compliance of conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchanges is annexed hereto.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Clause 49 of the Listing Agreement with the Stock Exchanges is given in Annexure-A and forms an integral part of this report.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARN-INGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings & outgo, as required under the Companies Act, 2013, read with the Draft Companies Rules, 2014 is given as per Annexure of the Directors Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

In Accordance with the provisions of Section 134(5) (Corresponding to Section 217(2AA) of the Companies Act, 1956) the Board confirms & submits the Director's Responsibility Statement:-

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- ii) they 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 and of the profit or loss of the company for that period;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;



iv) they have prepared the annual accounts on a going concern basis.

**PARTICULARS OF EMPLOYEES**

As required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended time to time, no employee of the company was covered by these provisions during the year ended 31.03.2014.

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation for the co-operation extended to the company by commercial banks, business associates, shareholders, customers and executives.

**For and on behalf of the Board of Directors**

Place : Delhi  
Date : 14.08.2014

Sd/-  
**Santosh Kumar Garg**  
Managing Director  
DIN: 01490535

Sd/-  
**Nikhil Bansal**  
Director  
DIN: 02701658

**ANNEXURE TO THE DIRECTORS REPORT****CONSERVATION OF ENERGY**

The operations of your Company do not consume high levels of energy. Adequate measures have been taken to conserve by using energy, efficient computers and equipment.

**A. TECHNOLOGY ABSORPTION**

1. Specific areas in which R & D carried out are as follows:
  - a. Review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.
  - b. Providing technical support on existing products.
2. Benefits derived as a result of the above R & D:  
As a result the organization is being able to implement current courses.
3. Expenditure on R & D: NIL

**B. FOREIGN EXCHANGE EARNINGS**

There were no foreign exchange earnings as well as outgo of the company during the year under report.

| Particulars                     | Year Ended March 31, 2014 | Year Ended March 31, 2013 |
|---------------------------------|---------------------------|---------------------------|
| Earnings in Foreign currency    | Nil                       | Nil                       |
| Expenditure in Foreign Currency | Nil                       | Nil                       |

On behalf of the Board of Directors  
For **MIDAS INFRA TRADE LIMITED**  
(Formerly Associated Finlease Ltd)

Place : New Delhi  
Dated : 14/08/2014

Sd/-  
**Santosh Kumar Garg**  
(Managing Director)  
DIN 01490535



# MIDAS INFRA TRADE LIMITED

(Formerly Associated Finlease Limited)

## Report on Corporate Governance

(As required by clause 49 of the Listing Agreement of the Stock Exchanges)

### I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

GOOD CORPORATE GOVERNANCE MEANS ADOPTION OF BEST BUSINESS PRACTICES TO ENSURE THAT THE COMPANY NOT ONLY OPERATES WITHIN REGULATORY FRAMEWORK, BUT IS ALSO GUIDED BY ETHICS. Your Company possesses an ethical mindset about the values of good Corporate Governance. For **Midas Infra Trade Limited (Formerly Associated Finlease Limited)**, Corporate Governance stands for responsible and value creating management and control of the Company. The company's policies and practice are not only consistent with the statutory requirement but also underline its commitment to operate in the best interest of its stakeholders.

**Midas Infra Trade Limited (Formerly Associated Finlease Ltd)** is committed to maintain highest standards of ethical behaviour and makes an honest endeavour to uphold the attributes of transparency, independence, accountability, responsibility and growth in all aspects of its operations.

### II. BOARD OF DIRECTOR

The composition of board is as follows:

| Name of the Director | Category                 | Independent/Non- Independent Director |
|----------------------|--------------------------|---------------------------------------|
| Santosh Kumar Garg   | Managing Director        | Non- Independent Director             |
| Nikhil Bansal        | Non-Executive Director   | Non- Independent Director             |
| Mamta Agarwal        | Non- Executive Director  | Non- Independent Director             |
| Rohit Kumar Singhal  | Non- Executive Director  | Independent                           |
| Nimish Agarwal       | Non - Executive Director | Independent                           |

#### Attendance of each director at Board Meetings and the last AGM

During the year, Ten board meeting were held on 03/05/2013, 19/06/2013, 15/07/2013, 10/08/2013, 20/08/2013, 09/09/2013, 05/10/2013, 14/11/2013, 10/01/2014, 14/02/2014. The attendance and composition and category of directors are as follows:

| Name of the Director | Attendance Particulars |         | Committee memberships/ Chairmanships in our Company |              | Number of other Directorships & Committee memberships |                |
|----------------------|------------------------|---------|---|--------------|---|----------------|
|                      | No. of Board Meeting   |         | Last AGM  | Member-ships | Chairman-ships  | Director-ships |
|                      | Held                   | Present |   |              |   |                |
| Santosh Kumar Garg   | 10                     | 10      | Yes   | 2            | 1   | -              |
| Nikhil Bansal        | 10                     | 10      | Yes   | 2            | -   | -              |
| Mamta Agarwal        | 10                     | 10      | Yes   |              |   | -              |
| Arvind Kumar Agarwal | 10                     | 7       | Yes   | -            | -   | -              |
| Rohit Kumar Singhal  | 10                     | 1       | No  | -            | -   | -              |
| Nimish Agarwal       | 10                     | -       | No  |              |   | -              |

\*Mr. Arvind Kumar Agarwal have ceased to be the director of the company w.e.f. 10/01/2013.

### III. COMMITTEES OF THE BOARD

#### a) Audit Committee

The audit committee of the company was constituted to exercise power & discharge functions as stipulated

in section 177 of the Companies Act, 2013 (Corresponding to section 292A of the Companies Act, 1956), Clause 49 of the listed agreement with Stock Exchange and other relevant statutory / regulatory provision.

**Composition**

The Audit Committee comprises following four members having strong background in financial management:-

| S. No. | Name of Directors       | Category |
|--------|-------------------------|----------|
| 1.     | Arvind Kumar Agarwal*   | Chairman |
| 2.     | Sh. Rohit Kumar Singhal | Chairman |
| 3.     | Sh. Nikhil Bansal       | Member   |
| 4.     | Sh. Santosh Kumar Garg  | Member   |

\*Mr. Arvind Kumar Agarwal have ceased to be the Chairman of Audit Committee w.e.f. 10/01/2013.

**Meetings of Audit Committee:**

During the year, The Audit Committee Meetings were held on 30/05/2013, 10/08/2013,14/11/2013,14/02/2014. All the members of the committee were present in the meetings held during there respective tenure.

**Role of the Audit Committee:**

The Audit Committee of the Company, inter-alia, provides assurance to the Board on the existence and adequacy of effective internal control systems. Brief description of the terms of reference to the Audit Committee: -

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information.
- b) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment of any other services.
- c) Reviewing and recommending the appointment and removal of managerial personnel, fixation of remuneration and also approval for payment for any other services as recommended by the Remuneration Committee.
- d) Reviewing with management of the annual financial statements before submission to the board, focusing primarily on:
- e) Any changes in accounting policies and practice.
- f) Major accounting entries based on exercise of judgment by management.
- g) Qualifications in draft audit report.
- h) Significant adjustments arising out of audit.
- i) The going concern assumption.
- j) Compliance with accounting standard.
- k) Any related party transactions of the company of material nature, with Promoters or the management, their subsidiaries or relatives etc. that May have potential conflict with the interests of Company at large.
- l) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- m) Reviewing the adequacy of internal audit functions and discussion with internal auditors on any significant findings and follow-up there on.
- n) Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- o) Discussion, with external auditors before the audit commences, of nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.