

38th

Annual Report

2013-2014



IST LIMITED



**38th Annual Report
2013-2014**

BOARD OF DIRECTORS

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

COMPANY SECRETARY

SHRI R.K. SAPRA

AUDITORS

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

BANKERS

STATE BANK OF INDIA

REGISTERED OFFICE & WORKS

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

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NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of IST Limited, will be held on Tuesday, the 30th September, 2014 at 11.30 A.M. at the Registered Office of the Company at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari – 123106 (Haryana), to transact the following business:

1. To consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) for the financial year ended 31st March 2014 and Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Shri Gaurav Gupta (DIN : 00047372), who retires by rotation and being eligible has offered himself for reappointment.
3. To re-appoint M/s. O. P. Dadu & Co., Chartered Accountants, as Statutory Auditors of the Company, to hold office for a term of 3 years from the conclusion of this 38th Annual General Meeting until the conclusion of the 41st Annual General Meeting and to fix their remuneration and pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed there under and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. O. P. Dadu & Co., Chartered Accountants, (FR No. 001201N), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of 3 years from the conclusion of this 38th Annual General Meeting until the conclusion of the 41st Annual General Meeting, subject to ratification by the members at every Annual General Meeting hereafter, and the Board of Directors be and are hereby authorized to fix their remuneration, in accordance with the recommendation of the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS

4. **To consider and, if thought fit, to pass with or without modification(s), the following Resolutions:**

4.1 As Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any,

consent of the shareholders of the Company be and is hereby accorded to re-appoint Shri S.C. Jain (DIN : 00092079) as Whole Time Director, designated as Executive Director of the Company for a period of 2 years with effect from 14th August, 2014 and to pay him remuneration, as per details given below :

Basic Pay	Rs.30,000/- per month
Dearness Allowance	Rs.10,000/- per month
House Rent Allowance	Rs.25,000/- per month
Special Allowance	Rs.22,500/- per month

PERQUISITES

PART-A

- a) Reimbursement of medical expenses actually incurred by the Executive Director and his family subject to ceiling of one month's basic pay in a year.
- b) Leave Travel Allowance – Expenses incurred by the Executive Director and his family subject to the ceiling of one month's basic pay in a year.
- c) Reimbursement of actual expenses to the Executive Director subject to a limit of Rs.3,00,000/- per annum on account of use of his personal car for official purposes including Driver's salary, magazine / newspapers at residence and bills of land line phone connection with internet.
- d) Reimbursement of actual Expenses incurred by the Executive Director, on account of free use of one mobile phone for the purpose of official work.

PART-B

- a) Earned Leave : One month's leave with full pay and allowances as per Rules of the Company for every 11 months of service. Leave accumulated and not availed of during his tenure as Executive Director will be encashed as per Rules of the Company.
- b) The Executive Director shall also be entitled to reimbursement of expenses actually and properly incurred for the purpose of business and business development of the Company.

OTHER CONDITIONS :

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

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also



accorded that where in any financial year the Company has no profits or inadequate profits then the remuneration as decided above will be paid as minimum remuneration, subject to approval of statutory authority, if required;

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

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Shri S.C. Jain, Executive Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of Rs.18.00 Lacs per annum."

4.2 As Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Air Marshal (Retd.) D. Keelor (DIN: 00999470), who was appointed as an Independent Director liable to retire by rotation at the Annual General Meeting held in 1997, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the year 2019."

4.3 As Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Brig. (Retd.) G.S. Sawhney (DIN: 01037821), who was appointed as an Independent Director liable to retire by rotation at the Annual General Meeting held in 1985, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years till the conclusion

of the Annual General Meeting of the Company to be held in the year 2019."

4.4 As Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri R.K. Jain (DIN: 03165162), who was appointed as an Independent Director liable to retire by rotation at the Annual General Meeting held in 2012, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 13.08.2017."

4.5 As Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Rajesh & Company, Cost Accountants, (Registration No. 000031) the Cost Auditors appointed by the Board of Directors of the Company, at a remuneration of Rs.40,000/- (Rupees forty thousand only) plus applicable Service Tax thereon, to conduct the audit of the cost records of the Company in respect of parts of ammunition, parts of motor vehicles and parts of medical dental instruments for the financial year ending March 31, 2015, be and is hereby ratified;

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and to take such steps as may be necessary, proper or expedient to give effect to this resolution."

4.6 As Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 the draft regulations for management of the Company contained in the altered Articles of Association be and are hereby approved and adopted in substitution of the regulations contained in the existing Articles of Association of the Company;

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
(R.K. SAPRA)
COMPANY SECRETARY
FCS-3785



NOTES:

1. **A Member entitled to attend and vote at the Meeting is entitled to appoint another person as a Proxy to attend and vote on a Poll on his/her behalf. A Proxy need not be a Member of the Company. However, proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the Annual General Meeting.**

2. The Instrument of Proxy in Form MGT 11 (Proxy Form) prescribed under Companies (Management and Administration) Rules, 2014 pursuant to Section 105(6) of the Companies Act, 2013 is given separately in the Annual Report.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2014 to 30th September, 2014 (both days inclusive) for the purpose of this Annual General Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.

7. The Members are requested to contact the Company's Registrars and Share Transfer Agents, MAS Services Limited for all their queries, transfer requests, or any other matter relating to their shareholding in the Company as per their following contact details :

MAS SERVICES LIMITED,
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi – 110020;
Phone : 011-26387281-83;
Fax : 011-26387384;
email: info@masserv.com

8. Members are requested to (i) quote their Registered Folio Numbers / DP ID & Client ID Nos. in all correspondences with the Company / with the Registrars and Share Transfer Agents; and (ii) promptly notify any change in their address to the Registrars and Share Transfer Agents, in case they still hold the Equity Shares in physical form.

9. Dematerialization of the Equity Shares of the Company: The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for Trading on the floor of the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form

with any Depository Participant (DP) with whom the Members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above.

10. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically, with the Company's Registrars and Share Transfer Agents.

11. Electronic copy of the Annual Report for financial year 2013-14 along with the Notice of the 38th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) with their consent for communication purposes unless any member has requested for a hard copy of the same.

12. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2013-14 along with Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.

13. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website: www.istindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during 10:00 A.M. to 5:00 P.M on any working day. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: istgroup.ho@gmail.com.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL) .



PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company Name – "IST Limited" from the drop down menu and click on "SUBMIT"
- (iv) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below :
- (v) Now, fill up the following details in the appropriate boxes :

EVSN (Electric Voting Sequence Number) : Enter "140820055" along with Company Name – IST Limited
User ID: For members holding shares in Demat Form : For NSDL : 8 Character DPID followed by 8 digits Client ID For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form : Folio No. registered with the Company
PAN : Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) box. Members holding shares in physical form who have not updated their PAN with the Company are requested to use the first two letters of their name in 'Capital Letter' following by 8 digit folio number in the PAN Field. In case the folio number of less than 8 digits enter the applicable number of 0's before the folio number. For example : If your name is Deepak Gupta with folio number 1234 then enter DE00001234 in the PAN field. Members holding shares in Demat form who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in 'Capital Letter' followed by 8 digit CDSL/NSDL Client ID. For example: If your name is Deepak Gupta and your CDSL Demat A/c. No. is 1205870000001234 then enter DE00001234 or if your NSDL DPID-CLID is IN300100-10001234 then enter DE10001234 in the PAN field.
DOB Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details

Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If details are not recorded with the Depository or the Company please enter your Folio No. / Demat A/c. No. / DPID-CLID, as the case may be in the dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for IST Limited to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification / Captcha code and click on Forgot Password & enter the details as prompted by the system.



(xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

GENERAL INSTRUCTIONS

- (A) The e-voting period commences on 23.09.2014 (10.00 a.m.) and ends on 25.09.2014 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) In Case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cDSLindia.com

- (C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22.08.2014.
- (D) Shri Suchitta Koley, FCS 1647 (CP No. 714), Practicing Company Secretary, New Delhi, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (F) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.istindia.com and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to BSE Limited (BSE) and Delhi Stock Exchange Limited (DSE).

Place : New Delhi
Date : 12.08.2014

By Order of the Board
(R.K. SAPRA)
COMPANY SECRETARY
FCS-3785

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

Attached to the Notice convening the 38th Annual General Meeting of IST Limited to be held on Tuesday, the 30th September, 2014.

Item No. 4.1

Shri S.C. Jain is Whole Time Director, Designated as Executive Director of the Company. His term of appointment, as per resolution passed by the Shareholders of the Company in Annual General Meeting held on 28th September, 2012, will expire on 13th August, 2014.

The Board of Directors of the Company in its meeting held on 12th August, 2014 considered reappointment of Shri S.C. Jain as Whole Time Director, to be Designated as Executive Director for a further period of 2 years with effect from 14th August, 2014.

As Shri S. C. Jain will attain age of 70 years on 06.09.2015, relevant provisions of the Companies Act, 2013, were also discussed by the Board, which, inter alia, provide that appointment of a person having age of 70 years or above as Whole Time Director may be made by passing a special resolution with due justification in the explanatory statement.

The Board of Directors, keeping in view smooth and efficient running of administrative affairs of the Company by Shri S.C. Jain and also keeping in view the good health possessed by him, recommend reappointment of Shri S.C. Jain, as Whole Time Director, designated as Executive Director of the Company for a further period of 2 years with effect from 14th August, 2014 on remuneration and terms and conditions as given in the proposed resolution.

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

Item Nos. 4.2, 4.3 and 4.4

As per the provisions of Companies Act, 2013, Independent Directors shall be appointed for not more than two terms of five years each and that the Independent Directors shall not be liable to retire by rotation at every Annual General Meeting.



Directors who have already served the Company as Independent Directors for more than five years, as on 1st October, 2014, shall be eligible for appointment for not more than one term of five years as provided under Clause 49 of Listing Agreement as amended by SEBI vide circular dated 17th April, 2014.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges. Accordingly, the Independent Directors will serve a maximum of two tenures of five years each on the Board of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Air Marshal (Retd.) D. Keelor, Brig. (Retd.) G.S. Sawhney and Shri R.K. Jain, being eligible have offered themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of Companies Act, 2013, it is, therefore, proposed to appoint them as follows:-

Air Marshal (Retd.) D. Keelor as an Independent Director on the Board of the Company for a term of 5 years till the conclusion of the Annual General Meeting to be held in the year 2019;

Brig. (Retd.) G.S. Sawhney as an Independent Director on the Board of the Company for a term of 5 consecutive years till the conclusion of the Annual General Meeting to be held in the year 2019; and

Shri R.K. Jain, as an Independent Director on the Board of the Company for a term up to 13.08.2017, as indicated in their respective resolutions.

A brief profile of proposed Independent Directors, including nature of their expertise, is provided herein below.

Air Marshal (Retd.) D. Keelor, Brig. (Retd.) G.S. Sawhney, and Shri R.K. Jain, (the Appointees) are the existing Independent Directors on the Board of the Company as per Clause 49 of the Listing Agreement with the Stock Exchanges. In accordance with the relevant provisions of the Companies Act, 1956 they were appointed in the Annual General Meetings held in 1997, 1985 and 2012 respectively, liable to retire by rotation.

In the opinion of the Board, the Appointees meet the criteria of independence as provided in Section 149 read with Schedule IV of the Act for such appointment.

Air Marshal (Retd.) D. Keelor is associated with the Company since 1996. He has held various distinguished positions in Air Force and Civil Aviation and has vast experience in Administration. He is one of the highest decorated Air Force Officers in the Country and has been awarded PVSM, KC, AVSM and VRC.

Brig. (Retd.) G.S. Sawhney is associated with the Company as Director since 1985. He is a Graduate in Science. He is an Ex. Director of Quality Assurance (Armament) and Fellow of Institute of Quality Assurance (U.K.).

Shri R.K. Jain is associated with the Company as Director since 2012. He is graduate in Mechanical Engineering and has expertise in Engineering and possess rich experience in finance and accounting.

Keeping in view the expertise in the relevant field, expert knowledge and vast experience of the Appointees, it may be in the interest of the Company to appoint each of the Appointees as an Independent Director on the Board of the Company.

A copy of the draft letter of appointment to be issued to each of the Appointees for appointment as an Independent Director setting out the terms and conditions shall be kept open for inspection by the Members at the Registered Office of the Company during usual business hours viz. 10.00 AM to 5.00 PM on any working day till the date of the Annual General Meeting.

The required information in respect of Directors seeking appointment at the forthcoming Annual General Meeting under Clause 49 of the Listing Agreement has been appended to this notice.

The Directors recommend the proposed Ordinary Resolutions for approval by the Members.

None of the Directors or other Key Managerial Personnel of the Company or any of their relatives is in any way concerned or interested, financially or otherwise, in the aforesaid resolutions, except the Appointees themselves.

Item No. 4.5

The Board upon recommendation of the Audit Committee has approved the appointment of M/s. Rajesh & Company, Cost Accountants as Cost Auditors to conduct the audit of the Cost Records maintained in respect of parts of ammunition, parts of motor vehicles and parts of medical dental instruments, for the year ending 31st March, 2015 at a remuneration of Rs.40,000/- (Rupees Forty thousand only) plus applicable Service Tax thereon.

In terms of provision of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration payable to the Cost Auditors is subject to ratification by the shareholders of the Company.

Accordingly, the consent of the Members is sought by way of Ordinary Resolutions in this regard.



The Directors recommend the proposed Ordinary Resolutions for approval by the Members.

None of the Directors or other Key Managerial Personnel of the Company or any of their relatives is in any way concerned or interested, financially or otherwise in the aforesaid Resolution.

Item No. 4.6

The existing Articles of Association (existing AoA) of the Company are based on the Companies Act, 1956 and several Articles therein contain references to specific Sections of the Companies Act, 1956. With most of the provisions of the Companies Act, 2013 having been made applicable with effect from 1st April, 2014 or even earlier, certain Articles contained in the existing AoA are no longer in conformity with the new provisions of the Act and therefore required to be deleted. Similarly, certain new provisions of the Act are required to be inserted in the existing AoA.

In view of this, it is considered expedient to alter the existing AoA by a new set of Articles (new AoA), based on Table F of Schedule I to the Act, providing for a model Articles of Association for a company limited by shares as well as various other provisions of the Act.

The existing AoA and the draft altered AoA shall be kept open for inspection by any Member of the Company during the usual business hours viz. 10.00 AM to 5.00 PM on any working day till the date of the Annual General Meeting.

The Directors recommend the Special Resolutions set out in this regard in the Notice for approval by the Members.

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

Place : New Delhi
Date : 12.08.2014

By Order of the Board
(R.K. SAPRA)
COMPANY SECRETARY
FCS-3785



IST LIMITED

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE FORTHCOMING 38TH ANNUAL GENERAL MEETING

Name of the Director	Shri Gaurav Gupta	Air Marshal (Retd.) D. Keelor	Shri S.C. Jain	Brig. (Retd.) G.S. Sawhney	Shri R.K. Jain
Date of Birth	21.10.1982	07.12.1933	06.09.1945	26.02.1927	20.07.1946
Date of Appointment	14.08.2012	27.05.1996	14.08.2012	29.03.1985	14.08.2012
Expertise in Specific functional Areas	M.Sc. in International Business Economics from City University, London (UK), Bachelor of Business Administration from IILM, New Delhi. Expertise in Corporate Finance, International Business Economics.	Held various distinguished positions in Air Force and Civil Aviation and has vast experience in Administration	B.Sc. (Hons.), M.Sc. (Physics). Expertise in Business Development Corporate Affairs and Administration.	Ex. Director of Quality Assurance (Armament) Fellow, Institute of Quality Assurance (U.K.).	B.Sc. (Mechanical) Engineering). Expertise in Mechanical Engineering and possess rich experience in finance and accounting.
List of Public Companies in which Directorship is held	1. IST Limited 2. GPC Technology Ltd. 3. IST Steel and Power Ltd. 4. Gurgaon Infospace Limited 5. Antique Investment Co. Ltd.	1. Ist Limited 2. GPC Technology Limited	1. IST Limited 2. GPC Technology Ltd. 3. Gurgaon Infospace Ltd. 4. IST Steel & Power Limited 5. Antique Investment Co. Ltd.	IST Limited	1. IST Limited 2. GPC Technology Limited 3. IST Steel and Power Limited
Chairman/ Member of the Committees of the Board of Companies on which he is a Director	IST Limited Member, Shareholders Grievance Committee GPC Technology Limited Member, Shareholders Grievance Committee IST Steel & Power Limited Member, Audit Committee	IST Limited Chairman, Shareholders Grievance Committee; and Member, Audit Committee GPC Technology Ltd. Member Audit Committee and Chairman, Shareholders Grievance Committee	IST Limited Member, Shareholders Grievance Committee GPC Technology Limited Member, Audit Committee, and Member, Shareholders Grievance Committee IST Steel and Power Limited Member Audit Committee	IST Limited Member, Audit Committee	IST Limited Chairman, Audit Committee GPC Technology Ltd. Chairman, Audit Committee



DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present their 38th Annual Report together with the Audited Statement of Accounts of the Company and the report of the Auditors thereon for the year ended 31st March, 2014.

FINANCIAL RESULTS

The turnover of the Company during the year was Rs.2131.87 Lacs as against Rs. 2078.57 Lacs in the previous year. The profit before tax during the year was Rs.477.26 Lacs as against Rs.865.51 Lacs in the previous year. The profit after tax was Rs.398.40 lacs as against Rs.671.59 lacs in the previous year.

The effort by your management towards cost control and diversifying activities of the Company continue unabatedly.

DIVIDEND

In order to conserve the resources for modernization and up gradation of Plant of the Company, your Directors express their inability to recommend payment of dividend for the year 2013-14.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013, Rules framed there under and Articles of Association of the Company Shri S.C. Jain, is proposed to be appointed as Whole Time Director, designated as Executive Director of the Company for a further period of 2 years w.e.f. 14th August, 2014, as per details given in the Notice for Annual General Meeting (AGM).

In accordance with the provisions of the Companies Act, Rules framed there under and Articles of Association of the Company Shri Gaurav Gupta who retires by rotation is proposed to be reappointed as Director of the Company.

In accordance with the provisions of the Companies Act, Rules framed there under and Articles of Association of the Company and Clause 49 of the Listing Agreements with Stock Exchanges Air Marshal (Retd.) D. Keelor, Brig. (Retd.) G.S. Sawhney and Shri R.K. Jain are proposed to be appointed as Independent Directors of the Company as per details given in the notice for the AGM.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 271 (2AA) of the Companies Act 1956, the Directors confirm that, to the best of their knowledge and belief –

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) Appropriate accounting policies have been selected and applied consistently, and such judgments and estimates have been made 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 of the Company for the period;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) The annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

As per requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, a Corporate Governance Report as well as Corporate Governance Compliance Certificate received from the Statutory Auditors is annexed as part of the Annual Report. The Corporate Governance Report, inter alia, contains details of Audit Committee of Board of Directors of the Company.

PARTICULARS OF EMPLOYEES

There is no employee in the Company drawing salary in excess of Rs.60.00 lacs per annum during the financial year 2013-14. Therefore, particulars of employees in the Directors' Report as per Circular No. 23/2011 issued by Ministry of Corporate Affairs are not being given.

AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed there under M/s. O. P. Dadu & Co., Chartered Accountants, (FR No. 001201N), Statutory Auditors of the Company, being eligible, are proposed to be re-appointed as the Statutory Auditors of the Company, to hold office for a term of 3 years from the conclusion of this 38th Annual General Meeting until the conclusion of the 41st Annual General Meeting, as per details given in the Notice for the AGM.



FIXED DEPOSITS

The Company has not accepted any deposit covered under the Companies Act, 1956 and the rules framed there under.

SUBSIDIARY COMPANY

The annual accounts of subsidiary of this Company i.e. Gurgaon Infospace Limited are not attached pursuant to General Circular 2/2011 (No. 51/12/2007-CL-III) dated 8th February, 2011. Members who desire to obtain the annual accounts of Subsidiary Company, may write to the Company Secretary at the registered office of the Company. The annual accounts of Subsidiary Company shall be kept available at the registered office and the Head Office of the Company for inspection by the members during working hours. A statement pursuant to Section 212 of the Companies Act, 1956 is attached.

LISTING OF SECURITIES

The Equity Shares of the Company continue to be listed on the Bombay Stock Exchange Limited and Delhi Stock Exchange Limited and listing fee for the year 2013-14 has been paid to the above Stock Exchanges.

DEMATERIALIZATION OF SHARES

The details on Dematerialization of Equity Shares of the Company are given in the annexed Corporate Governance Report.

Place : New Delhi

Dated : 12th August, 2014

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A. The information in accordance with the provisions of Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed herewith.

B. FOREIGN EXCHANGE EARNING AND OUTGO

Your Company utilized foreign exchange equivalent to Rs.39.20 lacs for import of raw material and components, stores and spares, capital goods and expense on overseas travelling. The foreign exchange earned by your company was Rs.161.74 lacs in respect of exports made by it.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their thanks and appreciation for the valuable Cooperation and continued support received from the Government of Haryana and the Company's Bankers – State Bank of India.

Your Directors also wish to place on record their deep sense of appreciation for the devoted contribution made by the Executives, Staff and Workers of the Company at all levels.

For and on behalf of the Board
Air Marshal (Retd.) D. Keelor
Chairman
DIN : 00999470



Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies

1	Name of the Subsidiary	Gurgaon Infospace Ltd.
2	Financial year of the Subsidiary ended on	31 st March, 2014
3	Shares of the Subsidiary held by the Company on the above date	
	(a) Number of shares Face value	1,00,000 Equity shares of Rs. 100/- each
	(b) Extent of holding	100%
4	Net aggregate amount of profits/ (losses) of the Subsidiary for the above financial year so far as they concern members of the Company	
	(a) dealt with in the accounts of the Company for the year ended 31 st March, 2014	Nil
	(b) not dealt with in the accounts of the Company for the year ended 31 st March, 2014	Rs.51,92,78,473/-
5	Net aggregate amount of profits/ (losses) for previous years of the Subsidiary, since it became a subsidiary so far as they concern members of the Company	
	(a) dealt with in the accounts of the Company for the year ended 31 st March, 2013	Nil
	(b) not dealt with in the accounts of the Company for the year ended 31 st March, 2013	Rs.39,71,21,052/-
6.	Change in the interest of the Company in the subsidiary between the end of the financial year of the subsidiary and that of the Company	Nil
7.	Material changes between the end of the financial year of the subsidiary and end of the financial year of the Company in respect of the Subsidiary's fixed assets, Investments, lending and borrowing for the purpose other than meeting their current liabilities.	Nil
8.	Remarks	Nil



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENT

The main business streams of your company are

(a) Manufacturing of Auto Components

As far as auto components industry is concerned there is significant potential for growth in domestic as well as export markets.

(b) Development of Infrastructure for IT /ITES Sector.

Information Technology Industry has been contributing to exports vis-à-vis Indian Economy.

2. OPPORTUNITIES AND THREATS

The main business of your Company is manufacturing of High Precision Auto Components. Tremendous opportunities for growth in auto industry are available both in the domestic and overseas markets. The Company has been consistently making its efforts to upgrade the manufacturing technology with a view to increase its market share with major automobile manufacturing companies. It has been observed during the last few years that gradually the industry is becoming high-tech and has witnessed an intense competition in the domestic market.

Gurgaon Infospace Limited, a wholly owned subsidiary of the Company, has set up Sector Specific Special Economic Zone for IT /ITES at Village Dundahera, District Gurgaon, Haryana. Indian IT Industry has been facing threat from the changing US policies which is one of the major market for the Indian IT Industry. The developed countries, in order to protect jobs back home, are extending veiled protectionism, which is yet another threat to Indian IT Industry.

3. OUTLOOK

Auto Component Manufacturing sector remain the main stream of your company. The Company has been consistently trying to upgrade the quality of its products. The Company look forward to be able to increase its share with major automobile manufacturing companies.

In view of emerging opportunities in demand for IT Infrastructure, the Company look forward for continued growth.

4. STATEMENT OF CAUTION

Representations and statements made under 'Management Discussions and Analysis' are based on the projection and expectation on the basis of present market conditions. Actual results may materially differ due to several factors, which could influence the Company's business operations such as demand and supply conditions, prices of input, changes in Government levels, policies, regulations, industrial relations and other economic developments in the country.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has strong internal control systems commensurate with its size, in all financial and functional areas.

6. HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company believes that human resources and industrial relations are the core areas of its business strategy. Participation of employees at all levels is encouraged through suggestions schemes and other means. Industrial relations continue to be harmonious and positive. As a result, employee motivation is high and turnover is low.



CORPORATE GOVERNANCE REPORT

Your Company has been practicing the principle of good Corporate Governance, which comprises all activities that result in the control of the Company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The details of the Corporate Governance Compliance by the Company as per Clause 49 of the Listing Agreement with Stock Exchanges are as under :

COMPLIANCE OF MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that good Corporate Governance is essential for achieving long term corporate goals and enhancing value to stakeholders. In pursuit, your Company's philosophy of Corporate Governance is aimed at assisting the management of the Company in the efficient conduct of its business and to continuously strive to attain high levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Your Company continues to lay great emphasis on broad principles of Corporate Governance. Your Company, with a view to achieve these objectives, has adopted corporate strategies, prudent business plans and continuous monitoring of performance.

2. BOARD OF DIRECTORS

Composition

The strength of the Board as on March 31, 2014 was 7 Directors, including one Non Executive Chairman and Two Executive Directors. The Board meets the requirement of not less than one-third being independent Directors.

None of the Directors hold Chairmanship of more than 5 Committees or Membership in more than 10 committees of Public Limited Companies.

During the year under review 5 Board meetings were held on 30.05.2013, 14.08.2013, 14.11.2013, 06.01.2014 and 11.02.2014.

The Composition of Board of Directors, their shareholding, attendance during the year and at the Board Meetings and the last Annual General Meeting, Number of other Directorships, Committee memberships and Chairmanships held by them as at 31st March, 2014 are given below:-

Directors / Category	Shares held	Attendance		No. of other Directorships and Committee Memberships / Chairmanships in other public Companies		
		Board Meetings	Last AGM	Director-ships	Committee Member-ships	Committee Chairman-ships
Air Marshal (Retd.) D. Keelor, Chairman (Non Executive / Independent)	—	5	Yes	1	1	1
Shri S.C. Jain, (Executive Director)	—	5	Yes	4	2	—
Shri N.L. Khitha, (Director -Technical)	—	3	No	—	—	—
Shri Mayur Gupta, Director (Promoter)	—	4	No	2	—	—
Shri Gaurav Gupta, Director (Promoter)	—	4	Yes	4	2	—
Brig. (Retd.) G.S. Sawhney, Director (Non Executive & Independent)	—	1	No	—	—	—
Shri R.K. Jain, Director (Non Executive & Independent)	—	4	Yes	2	—	1

3. AUDIT COMMITTEE

BROAD TERMS OF REFERENCE

The terms of reference of this Committee covers the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.



The broad terms of reference of Audit Committee include, inter alia, the following :

- Review quarterly and annual financial statements before submission to the Board for approval;
- Discuss with Auditors about Internal Control System and to consider their observations and follow up;
- Review of risk management policies and practices;
- Ensure compliance of Internal Control System;
- Investigate on any matter referred by the Board; and
- Make recommendation to the Board on any matter relating to the financial management of the Company, including the Audit Report.

COMPOSITION

The Audit Committee of the Company comprises of 3 independent Non-Executive Directors. The Members of the Audit Committee are Financially Literate and Shri R.K. Jain, Chairman of the Audit Committee possesses rich experience in finance and accounting. The Company Secretary acts as the Secretary to the Audit Committee.

The minutes of the Audit Committee meetings are noted by the Board of Directors at the subsequent Board meeting.

During the year under review 4 Audit Committee meetings were held on 30.05.2013, 14.08.2013, 14.11.2013 and 11.02.2014.

The Composition of Audit Committee and attendance at its meeting is as follows:-

Members	Category	No. of Meetings attended
Shri R.K. Jain	Chairman, Non-Executive & Independent.	4
Air Marshal (Retd.) D. Keelor	Member, Non-Executive & Independent.	4
Brig. (Retd.) G.S. Sawhney	Member, Non-Executive & Independent.	1

4. REMUNERATION COMMITTEE

The Company does not have a Remuneration Committee. Detailed terms of appointment of the Executive Director and the Whole Time Director (Technical) are governed under Board and members resolutions. Details of Directors' Remuneration paid to the Directors during the Financial year ended 31st March, 2014 are as under:-

The details of remuneration paid to Executive Director and Director (Technical) are as under:-

Name & Designation	Salary (in Rs.)	Perquisites (Rs.)	Total (Rs.)
Shri S.C. Jain, Executive Director	8,20,800	43,200	8,64,000
Shri N.L. Khitha, Director (Technical)	5,30,000	32,160	5,62,160

The tenure of the appointment of the Executive Director is for a period of two years w.e.f. 14.08.2012.

The tenure of the appointment of the Director (Technical) is for a period of two years w.e.f. 01.06.13.

None of the Non-executive Director draw any remuneration from the Company except sitting fee of Rs.2,500/- for attending each meeting of the Board of Directors.

Details of sitting fee paid to Non-executive Directors are given below :

Director	Sitting Fees (Rs.)
Air Marshal (Retd.) D. Keelor	12,500
Shri Mayur Gupta	10,000
Shri Gaurav Gupta	10,000
Shri R.K. Jain	10,000
Brig. G.S. Sawhney	2,500



5. SHAREHOLDERS/INVESTORS SHARE TRANSFER CUM GRIEVANCE COMMITTEE

The Board has constituted a Committee of three members to deal with shareholders grievance, transfer, transmission etc., under the Chairmanship of a Non-executive Director. The Committee reviews the status of Investor's grievances and redressal mechanism and recommends measures to improve the level of investor services. Details of shares transfers / transmissions approved by the Committee are placed at the Board Meetings from time to time.

COMPOSITION

The constitution of the Committee is as under:-

Members	Category
Air Marshal (Retd.) D Keelor	Chairman, Non Executive & Independent
Shri S.C. Jain	Member, Executive
Shri Gaurav Gupta	Member, Non Executive / Promoter

COMPLIANCE OFFICER

During the Financial Year ended 31st March, 2014 Shri Manish Mehta, Company Secretary acted as Compliance Officer up to 31.08.2013 and thereafter due to his resignation Shri R.K. Sapra, Company Secretary has been designated as Compliance Officer w.e.f. 04.10.2013.

DETAILS OF SHAREHOLDERS' COMPLAINTS RECEIVED AND REPLIED TO THE SATISFACTION OF SHAREHOLDERS.

Number of shareholders Complaints received during the period 01.04.2013 to 31.03.2014	9
Number of complaints not solved to the satisfaction of shareholders	NIL
Number of pending complaints as on 31.03.2014.	1

6. GENERAL BODY MEETINGS

(I) Details of the last three Annual General Meetings:

Financial year	Date	Time	Location of the meeting
2012-13	28.09.2013	11.30 AM	Registered Office at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari (Haryana)
2011-12	28.09.2012	11.00 AM	Registered Office at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari (Haryana)
2010-11	01.09.2011	11.00 AM	Registered Office at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari (Haryana)

(II) Special Resolution passed in the previous three AGMs.

Financial year Details of Special Resolutions Passed

2012-13	<p>Following 3 Special Resolutions were passed in the AGM held on 28.09.2013:</p> <p>(1) To approve Re-appointment of Lt. Col. (Retd.) N.L. Khitha as Director (Technical) and remuneration payable.</p> <p>(2) To approve appointment of Mrs. Shweta Gupta (a relative of Directors) as Manager (Operations) on remuneration of Rs.2.00 Lacs per month, in Gurgaon Infospace Limited, a Wholly Owned Subsidiary of the Company.</p> <p>(3) To approve appointment of Mrs. Priyanka Gupta (a relative of Directors) as Manager (PR) on remuneration of Rs.2.00 Lacs per month, in Gurgaon Infospace Limited, a Wholly Owned Subsidiary of the Company.</p>
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2011-12	No Special Resolution passed in the AGM held on 28.09.12
2010-11	Following Special Resolution was passed in the AGM held on 01.09.2011 : Appointment of Lt. Col. (Retd.) N.L. Khitha as Director (Technical) for a period of two years w.e.f. 01.06.2011.

(III) Extra Ordinary General Meeting

No Extra Ordinary General Meeting was held during the Financial Year.

(IV) Postal ballot

No Postal Ballot was conducted during the Financial Year.

7. DISCLOSURES

i) Related Party Transactions

There have been related party transaction as reflected in notes to the accounts but they are not in conflict with the interest of the Company.

ii) Accounting Standards

The Company follows the Accounting Standards laid down by the Institute of Chartered Accountants of India and there has been no deviation during the year.

iii) Details on Non Compliance

There are no instances of non-compliance by the Company on any matter relating to the Capital Market during the last 3 years.

iv) Declaration by CEO with regard to Code of Conduct : Yes.

v) CEO /CFO certificates : Yes.

8. MEANS OF COMMUNICATION

The Company's financial results are forthwith communicated to Bombay Stock Exchange Limited and Delhi Stock Exchange Limited with whom the Company has listing arrangements as soon as they are approved and taken on record by the Board of Directors of the Company. Thereafter the results are published in one National newspaper in English language and one Regional Newspaper in Hindi Language.

9. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

Day, Date & Time	Tuesday, the 30 th September, 2014 at 11.30 A.M.
Venue	Registered Office at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari (Haryana)
Financial year	1 st April to 31 st March
Book Closure	23.09.2014 to 30.09.2014 (Both days inclusive)
Financial Calendar (Tentative):	1 st April, 2014 to 31 st March, 2015

Financial reporting

Approval and Adoption of

Financial Results for the

quarter ended -

	On or before
30 th June, 2014	14 th August, 2014
30 th September, 2014	14 th November, 2014
31 st December, 2014	14 th February, 2014
31 st March, 2015	30 th May, 2015

Listing on Stock Exchanges:

The Equity shares of the Company are listed on Bombay Stock Exchange Limited and Delhi Stock Exchange Ltd.



Distribution of shareholding as on 31st March, 2014

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	6,936	97.608	6,36,277	10.91
501-1000	104	1.464	75,039	1.287
1001-2000	34	0.478	49,379	0.847
2001-3000	8	0.113	20,340	0.349
3001-4000	2	0.028	6,246	0.107
4001-5000	1	0.014	4,794	0.082
5001-10000	7	0.099	46,244	0.793
10001 and above	14	0.197	49,93,737	85.626
GRAND TOTAL	7,106	100.00	58,32,056	100.00

Shareholding pattern as on 31st March, 2014:

CATEGORY	NO. OF SHARES	% OF HOLDING
Promoters	43,73,702	74.994
Financial Institutions, Mutual funds, Banks	300	0.005
Foreign Institutional Investors	0	0
Private Body Corporates	5,62,151	9.639
Indian Public	8,90,540	15.270
NRIs/ OCBs	3,979	0.068
Others	1,384	0.024
GRAND TOTAL	58,32,056	100.00

Stock Market Data

Stock market data for the Financial Year 2013-14 on Bombay Stock Exchange is as under :

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
Apr 13	232.00	200.00	Oct 13	246.00	230.00
May 13	245.00	230.00	Nov 13	236.75	225.00
Jun 13	240.00	220.00	Dec 13	225.00	211.00
Jul 13	250.00	231.00	Jan 14	234.00	190.05
Aug 13	240.00	219.50	Feb 14	210.00	182.45
Sep 13	249.90	222.00	Mar 14	218.95	198.60

Dematerialization of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialized form. As on 31st March, 2014, 23,63,883 (40.53%) Equity shares of total paid up equity shares were held in Dematerialized form.

NSDL/ CDSL –ISIN : INE684B01011

Outstanding GDR/ Warrants and Convertible Bonds etc.

There is no outstanding GDR/ Warrants and Convertible Bonds etc.



IST LIMITED

Share Transfer System

Share transfer requests received in physical form are registered within 15 days from the date of receipt and demat / remat requests are normally confirmed within the prescribed time from the date of receipt.

Investor correspondence address

Shareholders correspondence should be addressed to the Registrar and Transfer Agents at the address given below or to the Registered Office of the Company.

Mas Services Limited,

Registrar and Share Transfer Agents

Address : T-34, 2nd Floor,

Okhla Industrial Area, Ph. II,

New Delhi - 110020

Tel.: 011-26387281, 26387282, 26387283

Fax : 011-26387384

Email: info@masserv.com

IST Limited

Registered Office & Plant Location :

Dharuhera Industrial Complex,

Delhi Jaipur Highway No. 8, Kapriwas,

Dharuhera, Rewari (Haryana)

Phone Number: (0124)267346-48

Fax Number: (01274) 267444

E-Mail: istgroup.ho@gmail.com

Website: www.istindia.com

Corporate Office :

A-23, Defence Colony

New Delhi - 110024



AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by IST Limited for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

The compliance of conditions of corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Dated: 12TH AUGUST, 2014

For O.P. DADU & CO.
CHARTERED ACCOUNTANTS
FRN. 001201N
(O.P. DADU)
PARTNER
M.NO. 010871



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS

Report on the Financial Statements

We have audited the accompanying financial statements of M/S. IST LIMITED which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

IST LIMITED



- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) In our opinion, and based on information and explanations given to us, none of the directors is disqualified as on 31st March, 2014 from being appointed as director in terms of clause(g) of sub-section(1) of Section 274 of the Companies Act, 1956;

FOR O.P.DADU & CO.
CHARTERED ACCOUNTANTS
FRN. 001201N

PLACE : NEW DELHI
DATED: 27th May,2014

(O.P.DADU)
PARTNER
M.No.010871



ANNEXURE TO THE AUDITORS' REPORT

In our opinion, and in so far as we have been able to ascertain from the records produced, information furnished and the explanations given to us by the Company

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) The management has certified that the fixed assets of the Company have been physically verified during the year and that no material discrepancy was noticed between the physical verification and the book records. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of the assets.
c) In our opinion, the Company has not disposed of substantial part of fixed assets during the year, and the going concern status of the Company is not affected.
2. a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. a) The Company has granted Unsecured Loans to Five parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.21.25 Crores and the year end balance of Loan granted was Rs.3.48 Crores.
b) In our opinion, rate of interest and the terms and conditions on which Unsecured Loans have been granted to parties, listed in the register maintained under Section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company.
c) The principal amounts are repayable over a period of one year, while the interest is payable annually at the discretion of the Company.
d) There is no overdue amount of Loans granted to parties listed in the register maintained under section 301 of the Companies Act, 1956.
e) The company has not taken Unsecured Loan from Company covered in register maintained under section 301 of the Companies Act, 1956 during the year.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.
5. a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts and arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which appear reasonable as per information available with the Company.
6. The company has not accepted any deposit with in the meaning of section 58A and 58AA or any other relevant provision of the Companies Act, 1956.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the books of account relating to materials, Labour and other items of cost maintained by the company pursuant to the Rules made by he Central Government for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.



9. a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues, wherever applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess were in arrears, as at 31st March, 2014 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no dues of Sales tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
10. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to bank.
11. In our opinion, the terms and conditions on which the company has given guarantees for loans taken by others from banks are not prejudicial to the interest of the company.
12. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.
13. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
14. Matter specified in items x, xii, xiii, xiv, xvi, xviii, xix, xx of clause to para 4 of Companies (Auditor's Report) Order 2003 do not apply to the Company.

FOR O.P.DADU & CO.
CHARTERED ACCOUNTANTS
FRN. 001201N

PLACE : NEW DELHI
DATED: 27th May,2014

(O.P.DADU)
PARTNER
M.No.010871



IST LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

	Note	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
EQUITY AND LIABILITY			
Shareholder' funds			
(a) Share capital	2	5,84,67,546	5,84,67,546
(b) Reserves and Surplus	3	1,42,34,58,231	1,38,36,18,511
		<u>1,48,19,25,777</u>	<u>1,44,20,86,057</u>
NON-CURRENT LIABILITIES			
Deferred tax liabilities (net)	4	1,84,00,000	1,69,00,000
Other Long Term Liabilities	5	1,12,00,000	—
Long-term provisions	6	76,78,768	75,52,194
		<u>3,72,78,768</u>	<u>2,44,52,194</u>
CURRENT LIABILITIES			
Short-term borrowings	7	16,39,172	—
Trade payables	8	43,63,962	65,07,429
Other current liabilities	9	91,19,954	1,31,66,448
Short-term provisions	10	65,61,292	48,40,226
		<u>2,16,84,380</u>	<u>2,45,14,103</u>
		<u>1,54,08,88,925</u>	<u>1,49,10,52,354</u>
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	11		
Tangible assets		25,82,04,175	26,78,69,637
Intangible assets		11,72,103	14,93,643
Capital work- in-progress		79,72,290	—
		<u>26,73,48,568</u>	<u>26,93,63,280</u>
NON-CURRENT INVESTMENTS	12	51,40,01,674	51,38,01,542
Long-term loans and advances	13	21,37,85,535	24,63,31,818
Current assets			
Current Investments	14	38,43,15,172	27,67,75,770
Inventories	15	7,15,62,142	8,83,06,087
Trade receivables	16	4,41,70,929	3,03,42,140
Cash and cash equivalents	17	4,20,48,155	4,91,90,561
Short-term loans and advances	18	15,64,915	44,06,488
Other current assets	19	20,91,835	1,25,34,668
		<u>54,57,53,148</u>	<u>46,15,55,714</u>
		<u>1,54,08,88,925</u>	<u>1,49,10,52,354</u>

Note 1 to 39 form integral part of financial statements

As per our Report of even date
for O.P. DADU & CO.

Chartered Accountants

FRN 001201N

O.P.Dadu

Partner

M.No. 010871

Place : New Delhi

Dated : 27th May, 2014

D.N.Tulshyan
GM(Finance)

R.K. Sapra
Company Secretary

Mayur Gupta
Director

S.C.Jain
Executive Director

For and on behalf of the Board

**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014**

	Note	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
INCOME			
Revenue from operations	20	21,31,87,019	20,78,57,047
Other income	21	4,39,11,601	4,71,08,078
Total Revenue		25,70,98,620	25,49,65,125
EXPENSES			
Cost of materials consumed	22	5,06,62,354	5,78,91,318
Purchases of Stock-in-trade	23	6,07,702	—
Change in inventories	24	1,31,34,461	(3,08,24,012)
Employees benefit expense	25	6,83,37,054	7,03,65,833
Finance charges	26	2,23,016	4,07,550
Depreciation		1,64,01,351	1,47,84,788
Other expenses	27	6,00,06,796	5,57,87,988
		20,93,72,734	16,84,13,465
Profit before tax		4,77,25,886	8,65,51,660
Tax expenses			
Current tax		61,00,000	1,53,00,000
Deferred tax		15,00,000	37,67,000
Profit after tax		4,01,25,886	6,74,84,660
Prior period adjustment Income tax		(2,86,166)	(3,25,326)
Profit after tax and adjustment		3,98,39,720	6,71,59,334
Earning per share			
Basic & Diluted		6.83	11.52
(Refer note no.34)			

Note 1 to 39 form integral part of financial statements

As per our Report of even date
for O.P. DADU & CO.
Chartered Accountants
FRN 001201N
O.P.Dadu
Partner
M.No. 010871
Place : New Delhi
Dated : 27th May, 2014

For and on behalf of the Board

D.N.Tulshyan
GM(Finance)

R.K. Sapra
Company Secretary

Mayur Gupta
Director

S.C.Jain
Executive Director

**NOTES TO FINANCIAL STATEMENTS AS 31 MARCH, 2014****NOTES : 1****ACCOUNTING POLICIES**

The significant Accounting Policies adopted in the preparation of these accounts are as under :

- (i) **Basis of Accounting :**
The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.
- (ii) **Fixed Assets :**
 - a) Fixed Assets are stated at Cost less Depreciation.
 - b) Plant & Machinery manufactured within the plant is stated at Cost (less Depreciation wherever applicable). The over head expenses are, however, allocated on estimates given by Technical Personnel.
- (iii) **Depreciation :**
Depreciation is calculated on Straight Line Method at the rates prescribed in schedule XIV of the Companies Act.1956
- (iv) **Valuation of Inventories :**
 - a) Raw Material, Stores, Spares and purchased components, Finished Goods, and Goods under process are valued at cost on weighted average basis or net realisable value which ever is lower.
 - b) Tools and Instruments are valued at cost less depletion in value.
 - c) Stock of Scrap is valued at estimated realisable value.
- (v) **Revenue Recognition**
 - a) Sales are recognized when goods are supplied .
 - b) Processing Income : Processing income is recognized after services are rendered.
- (vi) **Foreign Exchange Transactions**
Foreign Exchange transactions are recorded at the exchange rate prevailing on the date of transaction. The difference in realized gains and losses on foreign exchange transactions other than those relating to the fixed assets are recognized in the profit and loss account.
- (vii) **Investments:**
Investments are stated at cost and diminution in value is provide for.
- (viii) **Employees Retirement Benefits :**
Company's Contribution towards Provident Fund is charged to Profit & Loss Account. The amount of gratuity & leave encashment benefits on the basis of actuarial valuation is charged to Profit & Loss Account.
- (ix) **Excise Duty :**
The Excise Duty is accounted for at the time of despatch of goods from the Factory.
- (x) **Claims :**
Credits for certain claims such as interest on Telephone Deposits, Insurance, Customs Duty Drawback etc. are taken as and when determined or received.
- (xi) The liability for reimbursement of Medical Expenses and Leave Travel Allowance is provided for at the time when the same is due and the claim is made irrespective of the time of expenditure incurred by the employees.
- (xii) Liquidated damages on Defence Sales are accounted for as and when ascertained.
- (xiii) In determining earnings per share, the company considers the net profit after tax and includes the post-tax effect of any extraordinary items. The number of shares used in computing basic earnings per share is the number of shares outstanding during the period.
- (xiv) **Income Tax**
Provision is made for income tax annually based on the tax liability computed after considering tax allowances and exemptions. The differences that result between the profit offered for income tax and the profit as per the financial statement are identified and thereafter a deferred tax assets or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate being considered.
- (xv) **Impairment of Assets**
The management assesses the performance of its unit to arrive at the value in use to check for impairment, if any, in Fixed Assets, as required under AS 28 of the ICAI and provides for any impairment thereof in Profit & Loss Account.
- (xvi) **Provision,Contingent Liabilites and Contingent Assets**
The Company creates a provision when there is a present obligation as a result of a past event where the out flow of economic resources is probable and a reliable estimate of the amount of obligation can be made. The disclosure is made for possible or present obligation that may, but probably will not, require out flow of resources as contingent liabilities in the financial statements. Contengent assets are not recognized in the financial statements.



	As at 31.03.2014 Rs.		As at 31.03.2013 Rs.	
Note 2: SHARE CAPITAL				
Authorised				
1,00,00,000 equity shares of Rs.10/- each		10,00,00,000		10,00,00,000
Issued				
60,27,728 Equity Shares of Rs. 10/- each		6,02,77,280		6,02,77,280
Subscribed and fully paid up				
58,32,056 Equity Shares of Rs. 10/- each fully paid up		5,83,20,560		5,83,20,560
Add : Shares Forfeited		1,46,986		1,46,986
		5,84,67,546		5,84,67,546
a) Reconciliation of the Outstanding at the beginning and at the end of the reporting period				
	31.03.2014		31.03.2013	
Ordinary Shares	No. of Shares	Rs.	No. of Shares	Rs.
At the beginning of the year	58,32,056	5,83,20,560	58,32,056	5,83,20,560
Issued during the year	—	—	—	—
Outstanding at the end of the period	58,32,056	5,83,20,560	58,32,056	5,83,20,560
b) Shareholder Holding more than 5% shares in the Company				
			%	%
M/s Gupta International Investment Company Ltd				
29,13,221 Shares (Previous year 29,13,221 Shares)			49.95	49.95
M/s Antique Investment Company Ltd				
9,55,700 Shares (Previous year 9,55,700 Shares)			16.39	16.39
Note 3: RESERVES AND SURPLUS				
Securities premium account				
Share premium on 12,11,716 shares @ Rs.5/- each as per last year Balance Sheet		60,58,580		60,58,580
General reserve				
as per last year Balance Sheet		1,10,80,04,235		1,10,80,04,235
Surplus in Statement of Profit & Loss				
Opening Balance		26,95,55,696		20,23,96,362
Add:Net Profit for the current year		3,98,39,720		6,71,59,334
		30,93,95,416		26,95,55,696
		1,42,34,58,231		1,38,36,18,511
Note 4: DEFERRED TAX LIABILITIES (NET)				
Difference of assets between Books of account and as per income-tax		6,92,39,780		6,33,18,411
Less:Expenses allowed for tax purpose on payment basis		1,25,88,201		1,13,27,085
		5,66,51,579		5,19,91,326
Deferred tax liabilities (Net)		1,84,00,000		1,69,00,000
Note 5: OTHER LONG TERM LIABILITIES				
Security Deposit		1,12,00,000		—



IST LIMITED

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Note 6: LONG-TERM PROVISIONS		
Provisions for employees benefits	76,78,768	75,52,194
	<u>76,78,768</u>	<u>75,52,194</u>
Note 7: SHORT-TERM BORROWINGS		
Cash Credit from Bank (Secured) State Bank of India (Secured by hypothecation of charge on entire current assets, book debts, receivables, documentary bills, domestic export of the company both present and future.	16,39,172	—
	<u>16,39,172</u>	<u>—</u>
Note 8: TRADE PAYABLES		
For Goods	43,63,962	65,07,429
	<u>43,63,962</u>	<u>65,07,429</u>
Note 9: OTHER CURRENT LIABILITIES		
Statutory Remittances	12,13,650	7,54,805
Expenses Payable	1,38,560	56,828
Director's	77,67,744	1,23,54,815
Others	91,19,954	1,31,66,448
	<u>91,19,954</u>	<u>1,31,66,448</u>
Note 10: SHORT-TERM PROVISIONS		
Provision for employee benefits	49,09,433	37,54,381
Provision for Tax	16,51,859	10,85,845
[Note : Provision is net of Prepaid Tax Rs.1,98,70,141 (Rs.3,05,86,155)]	65,61,292	48,40,226
	<u>65,61,292</u>	<u>48,40,226</u>



NOTE '11' FIXED ASSETS

Particulars	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	Cost as at 31.3.2013 Rs.	Additions during the Year Rs.	Deductions during the Year Rs.	As at 31.3.2014 year Rs.	As at 31.3.2013 Rs.	For the Year Rs.	Deductions during the Year Rs.	Upto 31.3.2014 Rs.	As at 31.3.2014 Rs.	As at 31.3.2013 Rs.		
Tangible Assets												
Freehold Land	3,61,94,802	—	—	3,61,94,802	—	—	—	—	3,61,94,802	3,61,94,802		
Building	9,78,61,811	—	—	9,78,61,811	9,30,503	15,95,148	—	25,25,651	9,53,36,160	9,69,31,308		
Plant & Machinery	24,87,01,954	8,85,399	15,52,842	24,80,34,511	13,03,14,827	1,23,11,752	14,75,200	14,11,51,379	10,68,83,132	11,83,87,127		
Furniture	61,66,585	3,54,405	—	65,20,990	22,55,998	3,04,347	—	25,60,345	39,60,645	39,10,587		
Office Equipments	75,89,250	6,73,874	—	82,63,124	30,22,884	5,52,307	—	35,75,191	46,87,933	45,66,366		
Vehicles	141,89,286	46,35,287	11,39,482	1,76,85,091	63,09,839	13,16,257	10,82,508	65,43,588	1,11,41,503	78,79,447		
Total	41,07,03,688	65,48,965	26,92,324	41,45,60,329	14,28,34,051	1,60,79,811	25,57,708	15,63,56,154	25,82,04,175	26,78,69,637		
Intangible Assets												
Computer Software	19,49,835	—	—	19,49,835	4,56,192	3,21,540	—	7,77,732	11,72,103	14,93,643		
Total	41,26,53,523	65,48,965	26,92,324	41,65,10,164	14,32,90,243	1,64,01,351	25,57,708	15,71,33,886	25,93,76,278	26,93,63,280		
Previous year	28,76,45,197	12,50,17,926	9,600	41,26,53,523	12,85,10,674	1,47,84,788	5,219	14,32,90,243	26,93,63,280	—		
Capital Work in Progress:									79,72,290	—		



IST LIMITED

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Note 12: NON-CURRENT INVESTMENTS (AT COST)		
Other Investment in Equity Instruments		
(A) Unquoted (Fully paid up)		
Subsidiary Company		
1,00,000 Equity Shares of Gurgaon Infospace Ltd of Rs.100/- each [Refer Note no.32]	1,00,00,000	1,00,00,000
Related Parties		
88,40,000 Equity Shares of IST Steel & Power Ltd of Rs.10/- each	8,84,00,000	8,84,00,000
	<u>9,84,00,000</u>	<u>9,84,00,000</u>
(B) Quoted (Fully paid up)		
Others		
4,800 Equity Shares of J.C.T.Ltd. of Rs.2.50 each	2,93,399	2,93,399
2,000 Equity Shares of C.T.Cotton Yarn Ltd. of Rs.10/- each	50,838	50,838
3,000 Equity Shares of JMT Auto Ltd Rs.10/- each	4,25,795	4,25,795
1,000 Equity Shares of DCM Shriram Consolidated Ltd Rs.2/- each	1,07,767	1,07,767
	<u>8,77,799</u>	<u>8,77,799</u>
Less: Demuntion in value of Investment	<u>(3,36,125)</u>	<u>(5,36,257)</u>
	<u>5,41,674</u>	<u>3,41,542</u>
Investments in Preference Shares		
Related Parties		
15,00,000 9% Non Cumulative, Non Convertable Preference Shares of Rs.100/-each of IST Steel & Power Ltd, Redeemable at par	15,00,00,000	15,00,00,000
Others		
11,50,000 9% Non Cumulative, Non Convertable Preference Shares of Rs.100/-each of Subham Infradevelopment (P) Ltd	11,50,00,000	11,50,00,000
Investments in Bonds		
Quoted		
1,50,000 7.51%, HUDCO 15 Years Tax-free Bonds of Rs.1000/- each	15,00,00,000	15,00,00,000
National Saving Certificate (Rs.40000/-Pledged with Mining Engineers Nagore.[Refer note 30]	60,000	60,000
	<u>51,40,01,674</u>	<u>51,38,01,542</u>
Aggregated value of Quoted Investments		
Cost	5,08,77,799	15,08,77,799
Market value	13,95,90,174	15,03,41,542
Aggregated value of Unquoted Investments cost	<u>36,34,00,000</u>	<u>36,34,00,000</u>
Note 13: LONG-TERM LOANS AND ADVANCES		
(Unsecured Considered good)		
Capital Advances		
Related Party	5,00,00,000	5,00,00,000
Others	12,32,49,906	
Security Deposits		
Related Parties [Refer Note.no 37]	39,60,000	39,60,000
Others	17,75,629	15,65,629
Loans & Advances		
Related Parties [Refer Note.no 37]	3,48,00,000	19,08,06,189
	<u>21,37,85,535</u>	<u>24,63,31,818</u>



	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Note 14: CURRENT INVESTMENTS (AT COST)		
Other Investment in Mutual funds (Unquoted)		
37,30,70,194 (27,58,79,163) SBI Premier Liquid Fund Direct Plan Daily Dividend	38,43,15,172	27,67,75,770
	38,43,15,172	27,67,75,770
Note 15 : INVENTORIES		
(As taken, valued and certified by the management)		
Raw materials	95,09,949	1,19,20,712
Work in Progress	4,82,07,162	6,27,81,559
Finished Goods	56,48,518	46,40,463
Stores & Spare parts	70,34,284	83,23,519
Scrap	11,62,229	6,39,834
	7,15,62,142	8,83,06,087
Note : Refer Note 1 (iv).for mode of valuation		
Note 16: TRADE RECEIVABLES		
Unsecured considered good		
Outstanding for a period exceeding six months from the due date	47,12,502	15,47,403
Others	3,94,58,427	2,87,94,737
	4,41,70,929	3,03,42,140
Note 17: CASH & CASH EQUIVALENTS		
Cash on hand	3,49,026	10,71,618
Cheques / Drafts on Hand	42,735	22,25,133
With Scheduled Banks		
In Current Accounts	14,19,760	2,38,29,684
Term Deposits remaining maturity more than 12 months (Pledged with Sales Tax Dept.)	1,20,740	1,20,740
Term Deposit	2,69,39,938	83,95,936
Balance held as Margin Money	1,31,75,956	1,35,47,450
	4,20,48,155	4,91,90,561
Note 18 : SHORT TERM LOANS & ADVANCES		
Unsecured Considered good		
Loans to Emplpyees	1,46,000	91,726
Advances Raw materials & Stores	4,55,375	20,82,748
Prepaid Expenses	3,97,102	2,90,073
Balance with Gov.Authorities	5,66,438	19,41,941
	15,64,915	44,06,488
Note 19: OTHER CURRENT ASSETS		
Unsecured Considered good		
Share Application money pending allotment	—	1,00,00,000
Interest Accured	20,74,133	24,83,777
Others	17,702	50,891
	20,91,835	1,25,34,668



IST LIMITED

	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
Note 20: REVENUE FROM OPERATION		
Sale of Product		
Export Sales	1,57,51,950	41,62,782
Domestic Sales	21,76,79,631	21,52,29,557
Other Operating Revenue		
Job Charges	29,55,816	1,11,12,352
Revenue from Operations	23,63,87,397	23,05,04,691
Less: Excise duty	2,32,00,378	2,26,47,644
Revenue from Operations	<u>21,31,87,019</u>	<u>20,78,57,047</u>
Note 21: OTHER INCOME		
Interest		
Related Parties	94,38,970	94,35,263
Tax Free Bonds	1,12,65,000	13,57,973
Others	13,90,209	61,89,961
Unspent liabilities written back	89,388	1,00,559
Dividend		
Current Investments	1,75,39,402	2,93,53,343
Others	3,100	—
Profit on sale of Long term Investments	—	1,03,899
Profit on sale of fixed Assets	5,25,189	
Provision on Investment written back	2,00,132	4,04,588
Exchange rate difference (Net)	4,21,780	1,57,418
Sundry Debit / Credit balances adjusted	29,79,885	—
Miscellaneous Receipts	58,546	5,074
	<u>4,39,11,601</u>	<u>4,71,08,078</u>
EXPENSES		
Note 22 : COST OF MATERIAL CONSUMED		
Indigenous	4,76,90,216	5,50,70,726
Imported	29,72,138	28,20,592
	<u>5,06,62,354</u>	<u>5,78,91,318</u>
Note 23 : PURCHASES OF STOCK-IN-TRADE		
	<u>6,07,702</u>	<u>—</u>
Note 24 : CHANGE IN INVENTORIES		
Inventories at the end of the year		
Finished Goods	56,48,518	46,40,463
Goods under process	4,82,07,162	6,27,81,559
Scrap	10,71,715	6,39,834
	<u>5,49,27,395</u>	<u>6,80,61,856</u>
Inventories at the beginning of the year		
Finished Goods	46,40,463	44,48,146
Goods under process	6,27,81,559	2,79,94,753
Scrap	6,39,834	47,94,945
	<u>6,80,61,856</u>	<u>3,72,37,844</u>
	<u>1,31,34,461</u>	<u>(3,08,24,012)</u>



	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
Note 25: EMPLOYEE BENEFITS EXPENSES		
Directors' Remuneration [excluding Rs.75,360/- (previous year Rs.1,14,136/-) charged to other head of accounts]	13,50,800	15,13,420
Salaries, Wages, Bonus etc.	5,74,25,567	5,97,95,344
Gratuity	11,84,250	5,83,770
Contribution to P.F, E.S.I and Other Funds	31,24,379	29,99,605
Staff Welfare Expenses	52,52,058	54,73,694
	<u>6,83,37,054</u>	<u>7,03,65,833</u>
Note 26: FINANCE COSTS		
Interest	3,035	1,06,979
Bank Charges	2,19,981	3,00,571
	<u>2,23,016</u>	<u>4,07,550</u>
Note 27: OTHER EXPENSES		
Stores, Other Materials Consumed	1,35,48,564	1,65,52,690
Power and Fuel	1,28,29,932	1,21,96,570
Testing / Job Charges	2,61,019	2,44,874
Rent	39,50,000	39,00,000
Rates & Taxes	1,17,609	79,558
Insurance	6,79,655	8,94,225
Advertisement expenses	42,926	36,403
Repairs and maintenance		
Building	6,67,884	2,24,264
Plant & Machinery	35,12,449	26,43,528
Others	37,90,819	14,54,508
Travelling & Conveyance [including directors' travelling Rs.3,80,487/- (Previous year Rs.2,15,941/-)]	28,09,460	26,48,459
Selling Expenses		
Sales Tax	51,71,582	47,19,389
Export Expenses	9,92,670	32,345
Other Selling Expenses	12,47,308	10,16,677
Auditors' Remuneration		
Audit Fee	1,10,000	1,10,000
In Other Capacity		
For Tax Audit	35,000	35,000
For Certificates etc.	34,500	33,500
For Taxation & other matters	73,000	31,000
For Expenses	44,000	38,500
For Service Tax / Education Cess	36,648	30,655
Internal Audit Expenses	1,30,000	1,30,000
Directors' fee	45,000	35,000
Postage, Telegram & Telephone Expenses	7,65,948	7,51,992
Legal, Professional and Service Charges	18,71,431	19,02,543
Previous year expenses (Net)	2,27,994	3,62,420
Discount & Liquidated Damages	19,20,164	3,41,611
Miscellaneous Expenses	50,91,234	42,94,213
Sundry Debit / Credit balances adjusted	—	10,48,064
	<u>6,00,06,796</u>	<u>5,57,87,988</u>



IST LIMITED

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.		
28 Contingent Liabilities and Commitments :				
(i) Bank Gurantees given by the Bank	1,03,85,305	13,505,792		
(ii) Gurantees given by the Company on behalf of other Company	—	389,829,000		
(iii) Capital Contracts to be executed	1,47,68,000	—		
iv) Court case disputed by Company	31,75,000	3,175,000		
29 In view of accounting standard on "Accounting for retirement benefits in the Financial statement of Employer's" issued by ICAI being mandatory, the company has made provision for gratuity & leave encashment on actuarial valuation.				
30 NSC for Rs.60,000/-(Previous year Rs.60,000/-) shown under Non Current Investments are in the name of Company's executive.				
31 Previous year's expenses / income aggregate Rs. 2,49,939 / Rs.21,945 respectively (Previous year Rs.4,01,010/ Rs.38,590/-)				
32 The company's investment in its wholly owned subsidiary namely Gurgaon Infospace Limited are held in its own name except six equity shares which are held in the name of its nominees.				
33 Based on information available with the company there are no dues to Micro, Small & Medium Enterprises as defined in Micro, SME development Act,2006 as at 31.03.2014				
34 Earning per Share				
Profit after tax	39,839,720	67,159,334		
Weighted average No of share	5,832,056	5,832,056		
Nominal Value	10	10		
Basic & Diluted	6.83	11.52		
35 Consequent to the adoption of the Accounting Standard 22 on "Accounting For Taxes on Income", the Company has recognized a deferred tax liability of Rs.1,84,00,000 accumulated till 31st March, 2014 (Previous year Rs.1,69,00,000)				
36 Information on Leases as per Accounting Standard 19 on "Accounting for Leases"				
Operating Lease Expenses :				
The Company has various operating leases for office facilities, factory and guest house that are renewable on a periodic basis cancellable at its option. Rental expenses for operating lease recognised in the profit and loss account for the year is Rs.39,00,000(Previous year Rs.39,00,000)				
37 Information on Related Parties transactions as required by Accounting Standard(AS18)				
	Subsidiary Company Rs.	Associate Companies Rs.	Key Management Personnel Rs.	Others Rs.
For the year ending 31st March,2014				
Paid for Services & other charges		780,000 (780,000)		
Remuneration			1,426,160 (1,627,556)	
Rent		2,940,000 (2,940,000)		960,000 (960,000)
Outstanding Balance as on 31st March,2014				
Amount Payable			138,560 (56,828)	

IST LIMITED



Equity Contribution	1,00,00,000	8,84,00,000
	(1,00,00,000)	(8,84,00,000)
		15,00,00,000
		(15,00,00,000)
Security Deposit		39,60,000
		(39,60,000)
Loans & Advances		3,48,00,000
		(19,08,06,189)
Advance for Property & Share Application Money		5,00,00,000
		(6,00,00,000)

Subsidiary Company

Gurgaon Infospace Ltd

Associate Companies:

GPC Technology Ltd (Galaxy Power Cables Ltd), Delight Marketing Co. Pvt. Ltd, Delux Investments Pvt. Ltd, Lubetec India Pvt. Ltd, Antique Investment Co. Ltd, Galaxy International Hotels Pvt Ltd, Eastern India Power and Mining Co. Pvt Ltd., Neil Builders (P) Ltd, IST Technology Infrastructure P.Ltd, Gupta International Investment Co. Ltd, IST Steel and Power Ltd., IST Softech Pvt Ltd (AS Plastics Pvt Ltd.) Rex Propbuild Private Ltd, Western Indus Power Pvt Ltd, Delight Softech Private Ltd, Eastern Softech Private Ltd, AVG Realtors Pvt Ltd. Vinayak Infradevelopers Pvt. Ltd, IST Property Management Pvt Ltd (Galaxy Indus Power Private Ltd), IST Green Power Pvt Ltd, Wardha Vaalley Coal Field Pvt Ltd, IST Finvest LLP, IST Conbuild (P) Ltd, IST Projects (P) Ltd, IST Eco Power (P) Ltd, Mercantile Realtors (P) Ltd. Kiki Properties Pvt Ltd, Prosper Realty and Ventures LLP, e-Future Global Pvt Ltd, Mahodari Realty Trade Ventures LLP.

Key Management Personnel

Shri S.C.Jain, Lt. Col N.L.Khitha(Retd.)

38 Segment Reporting:

The Company Operates in only one operational segment viz precision engineering Components / Assemblies and one geographical Segment viz. India.

39-I RAW MATERIAL AND COMPONENTS CONSUMED

Steel / Brass / Aluminium Etc.	Kgs.	2,00,933	4,03,81,179
		(2,08,194)	(4,83,49,220)
Others			1,02,81,175
			(95,42,098)

II VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL, STORE AND SPARE PARTS CONSUMED AND PERCENTAGE THEREOF

	Total value of Consumption			Percentage of Total Consumption	
	Total	Imported	Indigenous	Imported	Indigenous
Raw Material & Components	5,06,62,354	29,72,138	4,76,90,216	5.87	94.13
	(5,78,91,318)	(28,20,592)	(5,50,70,726)	(4.87)	(95.13)
Stores & Spares	1,35,48,564	5,50,346	1,29,98,218	4.06	95.94
	(1,65,52,690)	(13,55,040)	(1,51,97,650)	(8.19)	(91.81)

III C.I.F. VALUE OF IMPORTS

	Amount(Rs.)
a) Raw material & Components	33,57,493
	(31,84,275)
b) Stores & Spare parts including Tools	4,22,326
	(15,09,273)
c) Capital Goods	—
	(58,36,830)



IST LIMITED

IV EXPENDITURE IN FOREIGN CURRENCY	
Overseas Travelling	116,967
	(60,900)
Other Expenses	23,636
	(10,441)
V INCOME IN FOREIGN CURRENCY	
Export Sales	15,751,950
	(4,162,782)
Exchange Rate Difference (Net)	421,780
	(157,418)

Previous year's figures have been regrouped and rearranged wherever necessary to make them comparable with those of the current year.

Signature to Note 1 to 39

As per our Report of even date
for O.P. DADU & CO.
Chartered Accountants
FRN 001201N
O.P.Dadu
Partner
M.No. 010871
Place : New Delhi
Dated : 27th May, 2014

For and on behalf of the Board

D.N.Tulshyan
GM(Finance)

R.K. Sapra
Company Secretary

Mayur Gupta
Director

S.C.Jain
Executive Director



CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2014

(Pursuant to clause 32 of the Listing Agreement)

Amount in Rs.

Particulars	2013-2014	2012-2013
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extra ordinary item	4,77,25,886	8,65,51,660
Depreciation	1,64,01,351	1,47,84,788
Interest (Net)	(2,20,91,144)	(1,68,76,218)
Amount written back (net)	(29,79,885)	10,48,064
(Profit)/ Loss on sale of Fixed Assets	(5,25,189)	4,381
(Profit)/ Loss on Investments & Derivatives	—	(1,03,899)
Diminution in value of Investment	(2,00,132)	(4,04,588)
Dividend	(1,75,42,502)	(2,93,53,343)
Operating Profit before working capital changes	2,07,88,385	5,56,50,845
Change in :		
Trade receivables	(1,38,28,789)	(13,81,840)
Inventories	1,67,43,945	(2,97,04,401)
Short term Loan & Advances	28,41,573	11,01,36,439
Other current Assets	1,04,42,833	(55,67,190)
Longterm Loan & Advances	3,25,46,283	(10,80,12,340)
Other Long Term Liabilities	1,12,00,000	—
Long term provisions	1,26,574	(7,40,967)
Short term Provisions	11,55,052	5,92,116
Trade Payables	(21,43,467)	(9,57,482)
Other current liabilities	(10,66,609)	(59,29,105)
	7,88,05,780	1,40,86,075
Cash from operations		
Interest paid	(3,035)	(1,06,979)
Direct Taxes paid	58,20,152	(58,20,152)
Net Cash from Operating Activities	7,29,82,593	(45,91,851)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	(1,45,21,255)	(1,84,38,395)
Sale of Fixed assets	6,59,805	—
Amount Recoverable (Fixed Assets)		18,02,00,000
Interest Received	2,20,94,179	1,69,83,197
Non Current Investment		(29,03,90,294)
Current Investment	(10,75,39,402)	(24,58,49,143)
Profit on Investments	—	1,03,899
Dividend	1,75,42,502	2,93,53,343
Net Cash used in Investing Activities	(8,17,64,171)	(32,80,37,393)



IST LIMITED

CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings / Repayment of borrowings (Net)	16,39,172	(14,31,144)
Net Cash from Financing Activities	16,39,172	(14,31,144)
Net change in Cash & cash Equivalents (A+B+C)	(71,42,406)	(33,40,60,388)
(C) Cash & Cash Equivalents		
- Opening Balance	4,91,90,561	38,32,50,949
- Closing Balance	4,20,48,155	4,91,90,561
	71,42,406	33,40,60,388

As per our Report of even date
for O.P. DADU & CO.
Chartered Accountants
FRN 001201N
O.P.Dadu
Partner
M.No. 010871
Place : New Delhi
Dated : 27th May, 2014

For and on behalf of the Board

D.N.Tulshyan
GM(Finance)

R.K. Sapra
Company Secretary

Mayur Gupta
Director

S.C.Jain
Executive Director



CONSOLIDATED ACCOUNTS

INDEPENDENT AUDITORS' REPORT

To
The Board of Directors,
IST Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of IST Limited (the Company), and its subsidiary which comprise the Consolidated Balance Sheet as at 31st March, 2014, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Managements Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these Consolidated Financial Statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- a) In the case of the Consolidated Balance Sheet, of the state of affairs as at 31st March, 2014.
- b) In the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

For O.P. DADU & CO.
Chartered Accountants
FRN. 001201N

Place : New Delhi
Dated : 27th May, 2014

(O.P. DADU)
Partner
Membership No. 010871



IST LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

	Note	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
EQUITY AND LIABILITY			
SHAREHOLDERS' FUNDS			
(a) Share capital	2	5,84,67,546	5,84,67,546
(b) Reserves and Surplus	3	3,09,88,57,045	2,53,97,38,852
		<u>3,15,73,24,591</u>	<u>2,59,82,06,398</u>
NON-CURRENT LIABILITIES			
Deferred Tax Liabilities (Net)	4	1,84,00,000	1,69,00,000
Other Long-term Liabilities	5	32,60,95,733	28,77,41,812
Long-term provisions	6	81,91,483	77,06,444
		<u>35,26,87,216</u>	<u>31,23,48,256</u>
CURRENT LIABILITIES			
Short-term borrowings	7	16,39,172	—
Trade payables	8	43,63,962	70,57,597
Other current liabilities	9	1,29,81,479	1,66,18,463
Short-term provisions	10	75,61,508	46,84,065
		<u>2,65,46,121</u>	<u>2,83,60,125</u>
		<u>3,53,65,57,928</u>	<u>2,93,89,14,779</u>
ASSETS			
Non-current assets			
Fixed Assets			
Tangible Assets	11	1,44,36,12,385	1,45,56,28,719
Intangible Assets		11,72,103	14,93,643
Capital Works in Progress		79,72,290	—
		<u>1,45,27,56,778</u>	<u>1,45,71,22,362</u>
Non current Investments	12	<u>50,40,01,674</u>	<u>50,38,01,542</u>
Long Term Loans and advances	13	<u>73,50,53,806</u>	<u>38,01,40,875</u>
CURRENT ASSETS			
Current Investment	14	60,17,39,307	37,17,75,770
Inventories	15	7,15,62,142	8,83,06,087
Trade Receivables	16	5,74,60,457	4,59,85,142
Cash & Cash Equivalents	17	4,39,59,334	6,72,41,483
Short Term Loans & Advances	18	6,63,61,417	1,17,42,288
Other Current Asset	19	36,63,013	1,27,99,230
		<u>84,47,45,670</u>	<u>59,78,50,000</u>
		<u>3,53,65,57,928</u>	<u>2,93,89,14,779</u>

Note 1 to 41 form integral part of Balance Sheet and Statement of Profit & Loss

As per our Report of even date

For and on behalf of the Board

for O.P. DADU & CO.

Chartered Accountants

FRN 001201N

O.P.Dadu

D.N.Tulshyan

R.K. Sapra

Mayur Gupta

S.C.Jain

Partner

GM(Finance)

Company Secretary

Director

Executive Director

M.No. 010871

Place : New Delhi

Dated : 27th May, 2014



CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014

	Note	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
INCOME			
Revenue from operations	20	75,50,74,761	63,06,15,697
Other income	21	6,81,11,617	4,89,70,265
Total Revenue		82,31,86,378	67,95,85,962
EXPENSES			
Cost of materials consumed	22	5,06,62,354	5,78,91,318
Purchase of Stock -in-trade	23	6,07,702	
Change in inventories	24	1,31,34,461	(3,08,24,012)
Employees benefit expense	25	7,97,35,838	7,76,79,476
Finance Charges	26	2,23,016	4,07,550
Depreciation		1,98,44,789	1,70,47,365
Other Expenses	27	7,13,56,019	6,70,47,564
		23,55,64,179	18,92,49,261
Profit before Tax		58,76,22,199	49,03,36,701
Tax Expenses			
Current Tax		11,91,00,000	9,63,00,000
MAT Credit		(9,26,00,000)	(7,43,36,011)
Deferred Tax		15,00,000	37,67,000
Profit after tax		55,96,22,199	46,46,05,712
Prior period Adjustment Income tax		(5,04,006)	(3,25,326)
Profit after Tax and adjustment		55,91,18,193	46,42,80,386
Earning per Share			
Basic & Diluted		95.87	79.61
(Refer note no.34)			

Note 1 to 41 form integral part of Balance Sheet and Statement of Profit & Loss

As per our Report of even date
for O.P. DADU & CO.
Chartered Accountants
FRN 001201N
O.P.Dadu
Partner
M.No. 010871
Place : New Delhi
Dated : 27th May, 2014

For and on behalf of the Board

D.N.Tulshyan
GM(Finance)

R.K. Sapra
Company Secretary

Mayur Gupta
Director

S.C.Jain
Executive Director



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTES : 1 ACCOUNTING POLICIES

ACCOUNTING POLICIES

The significant Accounting Policies adopted in the preparation of these accounts are as under :

(i) Principles of Consolidation

The Consolidated financial statements relate to IST Limited ('the company') and to its wholly owned Subsidiary Company Gurgaon Infospace Limited. The Consolidated financial statements have been prepared on the following basis.

- a) The financial statements of the Company and its wholly owned Subsidiary Company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and/or transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS)-21 "Consolidated Financial Statements" issued by Institute of Chartered Accountants of India.
- b) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

(ii) Basis of Accounting :

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

(iii) Fixed Assets :

- a) Fixed Assets are stated at Cost less Depreciation.
- b) Plant & Machinery manufactured within the plant is stated at Cost (less Depreciation wherever applicable). The overhead expenses are, however, allocated on estimates given by Technical Personnel.

(iv) Depreciation :

Depreciation is calculated on Straight Line Method at the rates prescribed in schedule XIV of the Companies Act, 1956

(v) Valuation of Inventories :

- a) Raw Material, Stores, Spares and purchased components, Finished Goods, and Goods under process are valued at cost on weighted average basis or net realisable value whichever ever is lower.
- b) Tools and Instruments are valued at cost less depletion in value.
- c) Stock of Scrap is valued at estimated realisable value.

(vi) Revenue Recognition

- a) Sales are recognized when goods are supplied .
- b) Processing Income : Processing income is recognized after services are rendered.
- c) Income from SEZ are recognized on accrual basis except otherwise stated.

(vii) Foreign Exchange Transactions

Foreign Exchange transactions are recorded at the exchange rate prevailing on the date of transaction. The difference in realized gains and losses on foreign exchange transactions other than those relating to the fixed assets are recognized in the profit and loss account.

(viii) Investments:

Investments are stated at cost and diminution in value is provided for.



(ix) Employees Retirement Benefits :

Company's Contribution towards Provident Fund is charged to Profit & Loss Account. The amount of gratuity & leave encashment benefits on the basis of actuarial valuation is charged to Profit & Loss Account.

(x) Excise Duty :

The Excise Duty is accounted for at the time of despatch of goods from the Factory.

(xi) Claims :

Credits for certain claims such as interest on Telephone Deposits, Insurance, Customs Duty Drawback etc. are taken as and when determined or received.

(xii) The liability for reimbursement of Medical Expenses and Leave Travel Allowance is provided for at the time when the same is due and the claim is made irrespective of the time of expenditure incurred by the employees.

(xiii) Liquidated damages on Defence Sales are accounted for as and when ascertained.

(xiv) In determining earnings per share, the company considers the net profit after tax and includes the post-tax effect of any extraordinary items. The number of shares used in computing basic earnings per share is the number of shares outstanding during the period.

(xv) Income Tax

Provision is made for income tax annually based on the tax liability computed after considering tax allowances and exemptions. The differences that result between the profit offered for income tax and the profit as per the financial statement are identified and thereafter a deferred tax assets or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate being considered.

(xvi) Impairment of Assets

The management assesses the performance of its unit to arrive at the value in use to check for impairment, if any, in Fixed Assets, as required under AS 28 of the ICAI and provides for any impairment thereof in Profit & Loss Account.

(xvii) Provision,Contingent Liabilites and Contingent Assets

Provisions are recognised in term of Accounting Standard 29 - 'Provisions, Contingent Liabilities and Contingent Assets' issued by the ICAI, when there is a present legal or statutory obligation as a result of past event where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Contingent Liabilities are recognized only when there is a possible obligation arising from past event due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation can not be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of sources are provided for. Contingent assets are not recognized in the financial statements.



IST LIMITED

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
NOTE '2' SHARE CAPITAL		
AUTHORISED		
1,00,00,000 Equity Shares of Rs.10/- each	10,00,00,000	10,00,00,000
ISSUED		
60,27,728 Equity Shares of Rs. 10/- each	6,02,77,280	6,02,77,280
SUBSCRIBED AND PAID UP		
58,32,056 Equity Shares of Rs. 10/- each fully paid up	5,83,20,560	5,83,20,560
Add : Shares Forfeited	1,46,986	1,46,986
	5,84,67,546	5,84,67,546

a) Reconciliation of the Outstanding at the beginning and at the end of the reporting period

	31.03.2014		31.03.2013	
	No. of Shares	Rs.	No. of Shares	Rs.
Ordinary Shares				
At the beginning of the year	58,32,056	5,83,20,560	58,32,056	5,83,20,560
Issued during the year	—	—	—	—
Outstanding at the end of the period	58,32,056	5,83,20,560	58,32,056	5,83,20,560

b) Shareholder Holding more than 5% shares in the Company

	%	%
M/s Gupta International Investment Company Ltd 29,13,221 Shares (Previous year 29,13,221 Shares)	49.95	49.95
M/s Antique Investment Company Ltd 9,55,700 Shares (Previous year 9,55,700 Shares)	16.39	16.39

Note 3: RESERVES AND SURPLUS

SECURITIES PREMIUM RESERVE

Share Premium on 12,11,716 Shares @ Rs.5/- each as per last year Balance Sheet	60,58,580	60,58,580
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GENERAL RESERVE

as per last year Balance Sheet	1,10,80,04,235	1,10,80,04,235
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Surplus in Profit & Loss Account

Opening Balance	1,42,56,76,037	96,13,95,651
Add: Net Profit for the current year	55,91,18,193	46,42,80,386
	1,98,47,94,230	1,42,56,76,037
	3,09,88,57,045	2,53,97,38,852

Note 4: DEFERRED TAX LIABILITIES (NET)

Difference of Assets between Books of account and as per Income-tax	6,92,39,780	6,33,18,411
Less: Expenses allowed for tax purpose on payment basis	1,25,88,201	1,13,27,085
	5,66,51,579	5,19,91,326
Deferred tax liabilities (Net)	1,84,00,000	1,69,00,000

Note 5: OTHER LONG TERM LIABILITIES

Security Deposits

	32,60,95,733	28,77,41,812
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	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Note 6: LONG TERM PROVISIONS		
Provisions for employees benefits	81,91,483	77,06,444
	<u>81,91,483</u>	<u>77,06,444</u>
Note 7: SHORT-TERM BORROWINGS		
Cash Credit from Bank (Secured)		
State Bank of India (Secured by hypothecation of charge on entire current assets, book debts, receivables, documentary bills, domestic export of the company both present and future.	16,39,172	—
	<u>16,39,172</u>	<u>—</u>
Note 8: TRADE PAYABLES		
For Goods & Services	43,63,962	70,57,597
	<u>43,63,962</u>	<u>70,57,597</u>
Note 9: OTHER CURRENT LIABILITIES		
Retention Money	11,40,578	12,87,088
Capital Expenses	6,14,670	6,14,670
Advance Rent Received	—	3,18,209
Taxes & Other Payables	27,43,789	13,35,767
Expenses Payable		
Director's	2,17,560	1,86,828
Others	82,64,882	1,28,75,901
	<u>1,29,81,479</u>	<u>1,66,18,463</u>
Note 10: SHORT-TERM PROVISIONS		
Provision for employee benefits	61,16,267	46,37,829
Provision for Tax	14,45,241	46,236
[Note : Provision is net of Prepaid Tax Rs.27,95,76,759 /(17,81,25,764)]		
	<u>75,61,508</u>	<u>46,84,065</u>



NOTE '11' FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 31.3.2013	Additions during the Year	Deductions during the Year	As at 31.3.2014	As at 31.3.2013	For the year	Deductions during the year	Upto 31.3.2014	As at 31.3.2014	As at 31.3.2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Tangible Assets										
Freehold Land	1,14,62,10,352	—	—	1,14,62,10,352	—	—	—	—	1,14,62,10,352	1,14,62,10,352
Building	13,02,94,056	—	—	13,02,94,056	14,38,730	21,23,794	—	35,62,524	12,67,31,532	12,88,55,326
Plant & Machinery	25,67,53,954	8,85,399	15,52,842	25,60,86,511	13,03,86,082	1,26,94,222	14,75,200	14,16,05,104	11,44,81,407	12,63,67,872
Furniture	4,57,27,502	12,25,198	—	4,69,52,700	39,78,146	28,32,006	—	68,10,152	4,01,42,548	4,17,49,356
Office Equipments	75,89,250	8,95,647	—	84,84,897	30,22,884	5,56,970	—	35,79,854	49,05,043	45,66,366
Vehicles	1,41,89,286	46,35,287	11,39,482	1,76,85,091	63,09,839	13,16,257	10,82,508	65,43,588	1,11,41,503	78,79,447
Total	1,60,07,64,400	76,41,531	26,92,324	1,60,57,13,607	14,51,35,681	1,95,23,249	25,57,708	16,21,01,222	1,44,36,12,385	1,45,56,28,719
Intangible Assets										
Computer Software	19,49,835	—	—	19,49,835	4,56,192	3,21,540	—	7,77,732	11,72,103	14,93,643
Total	1,60,27,14,235	76,41,531	26,92,324	1,60,76,63,442	14,55,91,873	1,98,44,789	25,57,708	16,28,78,954	1,44,47,84,488	1,45,71,22,362
Previous year	1,39,91,37,068	20,35,86,767	9,600	1,60,27,14,235	12,85,49,727	1,70,47,365	5,219	14,55,91,873	1,45,71,22,362	—
Capital Work in Progress:									79,72,290	—

Note:1 The Gurgaon Infospace Ltd. has created an equitable mortgage to the extent of undivided 72% of land admeasuring 27.6812 acres in favour of India Bulls Financial services Ltd. In respect of loan of Rs.600.00 crores taken by Co-developer (Unitech Developer & Projects Ltd.) by deposits of Title deed.



	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Note 12: NON CURRENT INVESTMENTS (AT COST)		
Other Investment in Equity Instruments		
(A) Unquoted (Fully paid up)		
Related Parties		
88,40,000(62,40,000) Equity Shares of IST Steel & Power Ltd of Rs.10/- each	8,84,00,000	884,00,000
	8,84,00,000	884,00,000
(B) Quoted (Fully paid up)		
Others		
4,800 Equity Shares of J.C.T.Ltd. of Rs.2.50 each	2,93,399	2,93,399
2,000 Equity Shares of C.T.Cotton Yarn Ltd. of Rs.10/- each	50,838	50,838
3,000 Equity Shares of JMT Auto Ltd Rs.10/- each	4,25,795	4,25,795
1,000 Equity Shares of DCM Shriram Consolidatated Ltd Rs.2/- each	1,07,767	1,07,767
	8,77,799	8,77,799
Less: Demuntion in value of Investment	(3,36,125)	(5,36,257)
	5,41,674	3,41,542
Investments in Preference Shares		
Related Parties		
15,00,000 9% Non Cumulative, Non Convertable Preference Shares of Rs.100/-each of IST Steel & Power Ltd, Redeemable at par	15,00,00,000	15,00,00,000
Others		
11,50,000 9% Non Cumulative, Non Convertable Preference Shares of Rs.100/-each of Subham Infradevelopment (P) Ltd	11,50,00,000	11,50,00,000
Investment in Bonds		
Quoted		
1,50,000 7.51% HUDCO 15 Years Tax-free Bonds of Rs.1000/- each	15,00,00,000	15,00,00,000
National Saving Certificate (Rs.40000/-Pledged with Minning Engineers Nagore.[Refer note 30]	60,000	60,000
	50,40,01,674	50,38,01,542
Aggregated value of Quoted Investments Cost	15,08,77,799	15,08,77,799
Market value	13,95,90,174	15,03,41,542
Aggregated value of Unquoted Investments Cost	35,34,00,000	35,34,00,000
Note 13: LONG-TERM LOANS AND ADVANCES		
Unsecured Considered good		
Capital Advances		
Related Party	5,00,00,000	5,00,00,000
Others	41,81,09,120	—
Security Deposits		
Related Parties [Refer Note.no 38]	39,60,000	39,60,000
Others	17,75,629	15,65,629
Loans & Advances		
Related Parties [Refer Note.no 38]	3,48,00,000	19,08,06,189
MAT Credit Receivable	22,64,09,057	13,38,09,057
	73,50,53,806	38,01,40,875



IST LIMITED

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Note 14: CURRENT INVESTMENTA (AT COST)		
Other Investment in Mutual funds (Unquoted)		
37,30,70,194 (27,58,79,163) SBI PLF- Direct Plan Daily Dividend	38,43,15,172	27,67,75,770
11,07,34,264 (5,16,31,558) SBI PLF-Dir Plan Growth	21,74,24,135	9,50,00,000
	<u>60,17,39,307</u>	<u>37,17,75,770</u>
Note 15 : INVENTORIES		
(As taken, valued and certified by the management)		
Raw materials	95,09,949	1,19,20,712
Work in Progress	4,82,07,162	6,27,81,559
Finished Goods	56,48,518	46,40,463
Stores & Spare parts	70,34,284	83,23,519
Scrap	11,62,229	6,39,834
	<u>7,15,62,142</u>	<u>8,83,06,087</u>
Note : Refer note 1(v).for mode of valuation		
Note 16: TRADE RECEIVABLES		
Unsecured considered good		
Outstanding for a period exceeding six months from the due date	58,81,839	20,85,993
Others	5,15,78,618	4,38,99,149
	<u>5,74,60,457</u>	<u>4,59,85,142</u>
Note 17: CASH & CASH EQUIVALENTS		
Cash on hand	3,50,282	10,82,692
Cheques / Drafts on Hand	8,68,269	28,71,478
With Scheduled Banks		
In Current Accounts	25,04,149	2,62,23,187
Term Deposits remaining maturity more than 12 months (Pledged with Sales Tax Dept.)	1,20,740	120,740
Term Deposit	2,69,39,938	2,33,95,936
Balance held as Margin Money	1,31,75,956	1,35,47,450
	<u>4,39,59,334</u>	<u>6,72,41,483</u>
Note 18 : SHORT TERM LOANS & ADVANCES		
Unsecured Considered good		
Loans & Advances	6,00,00,000	
Loans to Empolyees	49,39,180	74,27,026
Advances Raw materials & Stores	4,55,375	20,82,748
Prepaid Expenses	3,97,102	2,90,073
Balance with Central Excise Deptt.	5,66,438	19,41,941
Others	3,322	500
	<u>6,63,61,417</u>	<u>1,17,42,288</u>
Note 19: OTHER CURRENT ASSETS		
Unsecured Considered good		
Share Application money pending allotment	—	1,00,00,000
Interest Accured	36,45,311	27,48,339
Others	17,702	50,891
	<u>36,63,013</u>	<u>127,99,230</u>



	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
Note 20: REVENUE FROM OPERATION		
Sale of Product		
Export Sales	1,57,51,950	41,62,782
Domestic Sales	21,76,79,631	21,52,29,557
Other Operating Revenue		
Job Charges	29,55,816	1,11,12,352
Income from SEZ Operations	54,18,87,742	42,27,58,650
Revenue from Operations	77,82,75,139	65,32,63,341
Less: Excise duty	2,32,00,378	2,26,47,644
Revenue from Operations	<u>75,50,74,761</u>	<u>63,06,15,697</u>
Note 21: OTHER INCOME		
Interest		
Related Parties	94,38,970	94,35,263
Tax Free Bonds	1,12,65,000	13,57,973
Others (refer note below)	1,06,66,090	80,52,148
Unspent liabilities written back	89,388	1,00,559
Dividend		
Current Investments	1,75,39,402	2,93,53,343
Others	3,100	—
Profit on sale of Long term Investments	—	1,03,899
Profit on Sale of Fixed Assets	5,25,189	—
Provisin on Investment written back	2,00,132	4,04,588
Exchange rate difference (Net)	4,21,780	1,57,418
Sundry Debit / Credit balances adjusted	29,79,885	—
Pofit on Sale of SBI-PLF-Direct Growth Plan Units	1,49,24,135	—
Miscellaneous Receipts	58,546	5,074
	<u>6,81,11,617</u>	<u>4,89,70,265</u>
[Note: Interest includes Rs.Nil / (11,17,920) on Income Tax Refund]		
EXPENSES		
Note 22: COST OF MATERIAL CONSUMED		
Indigenous	4,76,90,216	5,50,70,726
Imported	29,72,138	28,20,592
	<u>5,06,62,354</u>	<u>5,78,91,318</u>
Note 23: PURCHASE OF STOCK-IN-TRADE		
	<u>6,07,702</u>	—
Note 24: CHANGE IN INVENTORIES		
Inventories at the end of the year		
Finished Goods	56,48,518	46,40,463
Goods under process	4,82,07,162	6,27,81,559
Scrap	10,71,715	6,39,834
	<u>5,49,27,395</u>	<u>6,80,61,856</u>
Inventories at the begining of the year		
Finished Goods	46,40,463	44,48,146
Goods under process	6,27,81,559	2,79,94,753
Scrap	6,39,834	47,94,945
	<u>6,80,61,856</u>	<u>3,72,37,844</u>
	<u>1,31,34,461</u>	<u>(3,08,24,012)</u>



IST LIMITED

	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
Note 25: EMPLOYEE BENEFITS EXPENSES		
Directors' Remuneration [excluding Rs.75,360/- (previous year Rs.1,14,136/-) charged to other head of accounts]	43,50,800	42,13,420
Salaries, Wages, Bonus etc.	6,55,34,036	6,36,86,410
Gratuity	14,02,274	13,06,347
Contribution to P.F, E.S.I and Other Funds	31,24,379	29,99,605
Staff Welfare Expenses	53,24,349	54,73,694
	<u>7,97,35,838</u>	<u>7,76,79,476</u>
Note 26: FINANCE COSTS		
Interest	3,035	1,06,979
Bank Charges	2,19,981	3,00,571
	<u>2,23,016</u>	<u>4,07,550</u>
Note 27: Other expenses		
Stores, Other Materials Consumed	1,35,48,564	1,65,52,690
Power and Fuel	1,28,29,932	1,21,96,570
Testing / Job Charges	2,61,019	2,44,874
Rent	56,00,000	39,00,000
Rates & Taxes	1,17,609	79,558
Insurance	6,79,655	8,94,225
Advertisement expenses	65,426	21,38,444
Repairs and maintenance		
Building	6,67,884	2,24,264
Plant & Machinery	35,12,449	26,43,528
Others	37,90,819	14,54,508
Travelling & Conveyance [including directors' travelling Rs.21,59,947/- (Previous year Rs.3,44,206/-)]	52,32,249	28,44,258
Selling Expenses		
Sales Tax	51,71,582	47,19,389
Export Expenses	9,92,670	32,345
Other Selling Expenses	12,47,308	10,16,677
Brokerage & Commission	45,56,474	60,38,620
Auditors' Remuneration		
Audit Fee	1,90,000	1,90,000
In Other Capacity		
For Tax Audit	55,000	55,000
For Certificates etc.	48,500	42,500
For Taxation & other matters	2,53,000	31,000
For Expenses	44,000	38,500
For Service Tax / Education Cess	72,987	44,128
Internal Audit Expenses	1,30,000	1,30,000
Directors' fee	45,000	35,000
Postage, Telegram & Telephone Expenses	7,74,009	7,55,744
Security Service Charges	16,050	—
Legal, Professional and Service Charges	22,92,781	21,83,103
Previous year expenses (Net)	13,03,477	28,42,405
Discount & Liquidated Damages	19,20,164	3,41,611
Miscellaneous Expenses	52,57,040	43,30,559
Sundry Debit / Credit balances adjusted	6,80,371	10,48,064
	<u>7,13,56,019</u>	<u>6,70,47,564</u>



	As at 31.3.2014 Rs.	As at 31.3.2013 Rs.
28 Contingent Liabilities and Commitments :		
(i) Bank Gurantees given by the Bank	1,03,85,305	1,35,05,792
(ii) Gurantees given by the Company on behalf of other Company	6,00,00,00,000	6,38,98,29,000
(iii) Capital Contracts to be executed	8,06,95,226	—
(iv) Court case disputed by Company	31,75,000	31,75,000
29 In view of accounting standard on “Accounting for retirement benefits in the Financial statement of Employer’s” issued by ICAI being mandatory, the company has made provision for gratuity & leave encashment on actuarial valuation.		
30 NSC for Rs.60,000/-(Previous year Rs.60,000/-) shown under Loans & Advances are in the name of Company’s executive.		
31 Previous year’s expenses / income aggregate Rs.15,05,489/ Rs.2,02,012 respectively (Previous year Rs.28,80,995/ Rs.38,509/)		
32 The company’s investment in its wholly owned subsidiary namely Gurgaon Infospace Limited are held in its own name except six equity shares which are held in the name of its nominees.		
33 Based on information available with the company there are no dues to Micro, Small & Medium Enterprises as defined in Micro, SME development Act,2006 as at 31.03.2014		
34 Earning per Share		
Profit after tax	55,91,18,193	46,42,80,386
Weighted average No of share	58,32,056	58,32,056
Nominal Value	10	10
Basic & Diluted	95.87	79.61
35 Consequent to the adoption of the Accounting Standard 22 on “Accounting For Taxes on Income”, the Company has recognized a deferred tax liability of Rs.1,84,00,000 accumulated till 31st March, 2014 (Previous year Rs.1,69,00,000)		
36 The Company has received approval dated 19th June, 2007 from Department of Commerce (SEZ Section), Ministry of Commerce and Industry, Government of India for the development, operation and maintenance of the sector specific Special Economic Zone for IT/ITES on its land. The Company is developing Special Economic Zone alongwith the Unitech Developers and Projects Limited in terms of Co-Development Agreement dated 17-09-2007 in terms of which receipts shall be shared between the parties in 28(GIL): 72(UDPL) ratio. The SEZ shall be developed and operated in terms of the SEZ Act, 2005 and the rules framed thereunder.		
37 Information on Leases as per Accounting Standard 19 on “Accounting for Leases”		
Operating Lease Expenses :		
The Company has various operating leases for office facilities, factory, guest house that are renewable on a periodic basis cancellable at its option. Rental expenses for operating lease recognised in the profit and loss account for the year is Rs.55,50,000(Previous year Rs.39,00,000) Income received during the year is Rs.54,18,87,742/-(Rs.42,27,58,850/-) from SEZ operation. SEZ income received during the year on the assets cost Rs.1,19,11,53,278/-(Rs.1,19,00,60,712/-) WDV Rs.1,18,54,08,210/-(Rs.1,18,77,59,082/-) and depreciation Rs.34,43,438/-(Rs.22,62,577/-).		



IST LIMITED

38 Information on Related Parties transactions as required by Accounting Standard(AS18)

	Associate Companies Rs.	Key Management Personnel Rs.	Others Rs.
For the year ending 31st March,2014			
Paid for Services & other charges	7,80,000 (7,80,000)		
Remuneration		44,26,160 (43,27,556)	48,00,000 (20,00,000)
Rent	45,90,000 (29,40,000)		9,60,000 (9,60,000)
Outstanding Balance as on 31st March,2014			
Amount Payable		2,17,560 (1,86,828)	1,00,000 (1,00,000)
Equity Contribution	8,84,00,000 (8,84,00,000)		
Redeemable Preference Shares	15,00,00,000 (15,00,00,000)		
Security Deposit	39,60,000 (39,60,000)		
Loans & Advances	3,48,00,000 (19,08,06,189)		
Advance for Property & Share Application Money	5,00,00,000 (6,00,00,000)		
Amount Receivable			47,93,180 (73,27,600)

Associate Companies:

GPC Technology Ltd (Galaxy Power Cables Ltd), Delight Marketing Co. Pvt. Ltd, Delux Investments Pvt. Ltd, Lubetec India Pvt. Ltd, Antique Investment Co. Ltd, Galaxy International Hotels Pvt Ltd, Eastern India Power and Mining Co.Pvt Ltd., Neil Builders (P) Ltd, IST Technology Infrastructure P.Ltd, Gupta International Investment Co. Ltd, IST Steel and Power Ltd., IST Softech Pvt Ltd(AS Plastics Pvt Ltd.) Rex Propbuild Private Ltd, Western Indus Power Pvt Ltd, Delight Softech Private Ltd, Eastern Softech Private Ltd, AVG Realtors Pvt Ltd. Vinayak Infradevelopers Pvt. Ltd, IST Property Management Pvt Ltd(Galaxy Indus Power Private Ltd), IST Green Power Pvt Ltd, Wardha Vaalley Coal Field Pvt Ltd, IST Finvest LLP, IST Conbuild (P) Ltd, IST Projects (P) Ltd, IST Eco Power (P) Ltd, Mercantile Realtors (P) Ltd. Kiki Properties Pvt Ltd, Prosper Realty and Ventures LLP, e-Future Global Pvt Ltd, Mahodari Realty Trade Ventures LLP.

Key Management Personnel

Shri S.C.Jain, Lt. Col N.L.Khitha(Retd.)
Mrs.Sarla Gupta

Others

Mrs Sweta Gupta, Mrs Priyanka Gupta

39 Segment Reporting :

The Company Operates in only one operational segment viz precision engineering Components / Assemblies and the subsidiary company is SEZ Developer and one Geographical Segment viz.India.

40 The company has exercised its option to claim deduction u/s 80IAB of the Income Tax Act 1961 w.e.f. Assessment year 2009-10 in respect of the profit derived by the company from the business of developing SEZ Act.2005.

IST LIMITED



41- I RAW MATERIAL AND COMPONENTS CONSUMED

Steel / Brass / Aluminium Etc.	Kgs.	2,00,933	4,03,81,179
		(2,08,194)	(4,83,49,220)
Others			1,02,81,175
			(95,42,098)

II VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL, STORE AND SPARE PARTS CONSUMED AND PERCENTAGE THEREOF

	Total	Total value of Consumption		Percentage of Total Consumption	
		Imported	Indigenous	Imported	Indigenous
Raw Material & Components	5,06,62,354	29,72,138	4,76,90,216	5.87	94.13
	(5,78,91,318)	(28,20,592)	(5,50,70,726)	(4.87)	(95.13)
Stores & Spares	1,35,48,564	5,50,346	1,29,98,218	4.06	95.94
	(1,65,52,690)	(13,55,040)	(1,51,97,650)	(8.19)	(91.81)

III C.I.F. VALUE OF IMPORTS

a) Raw material & Components	Amount(Rs.)
	33,57,493
b) Stores & Spare parts including Tools	(31,84,275)
	4,22,326
c) Capital Goods	(15,09,273)
	—
	(58,36,830)

IV EXPENDITURE IN FOREIGN CURRENCY

Overseas Travelling	1,16,967
	(60,900)
Other Expenses	23,636
	(10,441)

V INCOME IN FOREIGN CURRENCY

Export Sales	1,57,51,950
	(41,62,782)
Exchange Rate Difference (Net)	4,21,780
	(1,57,418)

Previous year's figures have been regrouped and rearranged wherever necessary to make them comparable with those of the current year.

Signature to Notes '1' to '41'

As per our Report of even date
for O.P. DADU & CO.

Chartered Accountants

FRN 001201N

O.P.Dadu

Partner

M.No. 010871

Place : New Delhi

Dated : 27th May, 2014

For and on behalf of the Board

D.N.Tulshyan

GM(Finance)

R.K. Sapra

Company Secretary

Mayur Gupta

Director

S.C.Jain

Executive Director



IST LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2014

(Pursuant to clause 32 of the Listing Agreement)

Amount in Rs.

Particulars	2013-2014	2012-2013
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extra ordinary item	58,76,22,199	49,03,36,701
Depreciation	1,98,44,789	1,70,47,365
Interest (Net)	(3,13,67,025)	(1,87,38,405)
Amount written back (net)	(29,79,885)	10,48,064
Profit/Loss on sale of Fixed Assets	(5,25,189)	4,381
(Profit)/ Loss on Investments & Derivatives	(1,49,24,135)	(1,03,899)
Diminution in value of Investment	(2,00,132)	(4,04,588)
Dividend	(1,75,42,502)	(2,93,53,343)
Operating Profit before working capital changes	53,99,28,120	45,98,36,276
Change in :		
Trade receivables	(1,14,75,315)	(1,51,98,756)
Inventories	1,67,43,945	(2,97,04,401)
Short Term Loans & advances	(5,46,19,129)	10,28,00,639
Other current Assets	91,36,217	(58,31,752)
Long term Loan & Advances	(26,23,12,931)	(10,62,03,060)
Other Long term liabilities	3,83,53,921	4,32,16,850
Long Term Provision	4,85,039	(5,86,717)
Short Term Provisions	14,78,438	14,75,564
Trade Payables	(26,93,635)	(16,37,844)
Other current liabilities	(6,57,099)	(26,23,17,921)
	27,43,67,571	18,58,48,878
Cash from operations		
Interest paid	(3,035)	(1,06,979)
Direct Taxes paid	(11,82,05,001)	(8,04,20,571)
Net Cash from Operating Activities	15,61,59,535	10,53,21,328
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	(1,56,13,821)	(2,39,97,902)
Sale of Fixed assets	6,59,805	—
Amount Recoverable (Fixed Assets)	—	18,02,00,000
Interest Received	3,13,70,060	1,88,45,384
Non current Investment	—	(29,03,90,294)
Current Investment	(21,50,39,402)	(34,08,49,143)
Profit on Investments & Derivatives	—	1,03,899
Dividend	1,75,42,502	2,93,53,343
Net Cash used in Investing Activities	(18,10,80,856)	(42,67,34,713)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings / Repayment of borrowings (Net)	16,39,172	(14,31,144)
Net Cash from Financing Activities	16,39,172	(14,31,144)
Net change in Cash & cash		
Equivalents (A+B+C)	(2,32,82,149)	(32,28,44,529)
Cash & Cash Equivalents		
- Opening Balance	6,72,41,483	39,00,86,012
- Closing Balance	4,39,59,334	6,72,41,483

As per our Report of even date
for O.P. DADU & CO.

Chartered Accountants

FRN 001201N

O.P.Dadu

Partner

M.No. 010871

Place : New Delhi

Dated : 27th May, 2014

For and on behalf of the Board

D.N.Tulshyan

GM(Finance)

R.K. Sapra

Company Secretary

Mayur Gupta

Director

S.C.Jain

Executive Director

IST LIMITED



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

ATTENDANCE SLIP

DP ID*	
Client ID* / Regd. Folio No.	
No. of Shares held	
Name and Address of the registered Shareholder	

I being the registered shareholder / proxy for the registered shareholder of the Company hereby record my presence at the 38th Annual General Meeting of the Company held on Tuesday, the 30th September, 2014 at 11.30 A.M. at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari – 123106 (Haryana).

.....

Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form.

IST LIMITED



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BALLOT

A.ORDINARY BUSINESS	No. of equity shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1. Adoption of Audited Financial Statements (including Consolidated) for the financial year ended March 31, 2014 together with the reports of the Directors' and Auditors' thereon			
2. Re-appointment of Shri Gaurav Gupta as Director of the Company			
3. Re-appointment of M/s. O.P. Dadu & Co., Chartered Accountant, as Statutory Auditors and fixing their remuneration.			
B. SPECIAL BUSINESS			
4.1 Re-appointment of Shri S.C. Jain as Whole Time Director designated as Executive Director			
4.2 Appointment of Air Marshal (Retd.) D. Keelor, as an Independent Director			
4.3 Appointment of Brig. (Retd.) G.S. Sawhney, as an Independent Director			
4.4 Appointment of Shri R.K. Jain, as an Independent Director			
4.5 Approval of Remuneration of Cost Auditors for the financial year ending March 31, 2015.			
4.6 Alteration in Articles of Association of the Company			

Signed this _____ day of _____ 2014

Signature of the Shareholder _____ Signature of proxy holder(s) _____



IST LIMITED

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

PROXY FORM

(Form MGT-11 pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

CIN	L33301HR1976PLC008316
Name of the Company	IST LIMITED
Registered Office	Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari-123106 (Hr.)
Name of the Member (s)	
Registered Address	
Email	
Folio No. /DP No./Client ID	

I / We being the member(s) of IST LIMITED holding _____ shares, hereby appoint the following person (s) as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company to be held on Tuesday, the 30th September, 2014 at 11.30 P.M. at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari – 123106 (Haryana), and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

- 1) Name Address Or failing him
Email Signature
- 2) Name Address Or failing him
Email Signature
- 3) Name Address Or failing him
Email Signature

A. ORDINARY BUSINESS	No. of equity shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1. Adoption of Audited Financial Statements (including Consolidated) for the financial year ended March 31, 2014 together with the reports of the Directors' and Auditors' thereon			
2. Re-appointment of Shri Gaurav Gupta as Director of the Company			
3. Re-appointment of M/s. O.P. Dadu & Co., Chartered Accountant, as Statutory Auditors and fixing their remuneration.			
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4.4 Appointment of Shri R.K. Jain, as an Independent Director			
4.5 Approval of Remuneration of Cost Auditors for the financial year ending March 31, 2015.			
4.6 Alteration in Articles of Association of the Company			

Affix
Revenue
Stamp
of Rs.1/-

Signed this _____ day of _____ 2014

Signature of the Shareholder _____ Signature of proxy holder(s) _____

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

If undelivered please return to :



IST Limited

A-23 New Office Complex,
Defence Colony,
New Delhi-110 024 (INDIA).


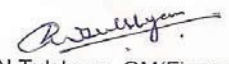




IST LIMITED

CIN:L33301HR1976PLC008316

FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH THE STOCK EXCHANGE.

FORM -A

1	Name of the Company	IST Limited
2	Annual financial Statements for the Year Ended	31 st March, 2014
3	Type of Audit Observation	Un-Qualified
4	Frequency of Observation	N.A
5	To be Signed by-	
	<ul style="list-style-type: none">• Ceo/Managing Director/Executive Director	 Mr. S.C.Jain (Executive Director)
	<ul style="list-style-type: none">• CFO	 Mr. D.N.Tulshyan, GM(Finance)
	<ul style="list-style-type: none">• Auditor of the Company	 O.P. Dadu & Company
	<ul style="list-style-type: none">• Audit Committee Chairman	 Mr. R.K.Jain

For IST Limited


S.C.Jain
Executive Director

N



Head off. : A-23, New Office Complex, Defence Colony, New Delhi-110024 (India)
Phones : 24694291-92, 24617319 Fax : 011-24625694
Regd. Off. & Factory : Dharuhera Industrial Complex, Delhi-Jaipur Highway No. 8,
Village Kapriwas, Dharuhera, Distt. Rewari-123106 (Haryana)
Phones : 01274-267346-48, Fax : 01274-267444
E-mail : istgroup@sify.com Website : www.istindia.com