

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than twelve (15) Directors. Our Company currently has four (4) Directors on Board. The following table sets forth current details regarding our Board of Directors:

| Name, Father's name, Address, Occupation, Nationality, tenure & DIN   | Age         | Status of Directorship in our Company | Other Directorships   |
|---|-------------|---------------------------------------|---|
| <b>Mr. Rajeev Gupta</b><br>S/o. Mr. Naresh Gupta,<br><b>Address:</b> 203, Gupta Arcade, Shresth Vihar Market, Delhi-110 092, Delhi, India<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Tenure:</b> Appointed for 5 years w.e.f. 27 <sup>th</sup> November, 2014<br><b>DIN:</b> 00603828 | 34<br>Years | Managing<br>Director                  | 1. Yogya Infrastructure Ltd.<br>2. Excellent Securities Ltd.<br>3. Dhanu Consultants P Ltd.<br>4. Elevate Enterprises LLP |
| <b>Mrs. Monica Gupta</b><br>D/o. Mr. Govardhan Lal,<br><b>Address:</b> Goverdhan Lal Arora, C-19, East Baldev Park, Krishna Nagar, Delhi- 110 051, Delhi, India<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Tenure:</b> Retire By Rotation<br><b>DIN:</b> 01559355                     | 34<br>Years | Director                              | 1. Yogya Infrastructure Ltd.<br>2. Excellent Securities Ltd.<br>3. Elevate Enterprises LLP                                |
| <b>Mr. Shyam Sunder Aggarwal</b><br>S/o. Mr. Murlidhar Aggarwal<br><b>Address:</b> 87-C, Gali No 4, Krishna Nagar, Delhi - 110 029, Delhi, India<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Tenure:</b> Till Ensuing AGM<br><b>DIN:</b> 03574733                                      | 34<br>Years | Independent<br>Director               | NIL   |
| <b>Mr. Aditya Mehra</b><br>S/o. Late Sri. Rameshwar Dayal Mehra<br><b>Address:</b> M.R. Nagar Mathura 333-C, R.G. App. Sahibabad, Ghaziabad - 201 002<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Tenure:</b> Till Ensuing AGM<br><b>DIN:</b> 06750294                                 | 35<br>Years | Independent<br>Director               | A & H Realtech Private Limited  |

**Note:**

As on the date of the Prospectus:

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date.

2. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.

3. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

#### **DETAILS OF DIRECTORS**

**Mr. Rajeev Gupta** aged 34 years is the Promoter and Managing Director of our Company. He holds Bachelor Degree in Commerce (Hons.) from Delhi University and PGDBM in Finance and Marketing. He is having more than 15 years of Experience in Financial Markets, Metal Industry and Trading operations. He looks after day-to-day routine operational activities of our Company. With his multifunctional experience, He guides company in its growth strategies. He is well versed in all aspects of Marketing, Finance and Administration. He has contributed well towards the growth of our Company and under his guidance the turnover of our Company has increased manifold.

**Mrs. Monica Gupta** aged 35 years is the Non Independent Non Executive director of the Company. She holds Bachelor Degree in Arts from Delhi University. She is having 14 years of experience in Fabrics Industry, Marketing and Administration. She takes care of our Textile Division as well as Human Resource and Administration.

**Mr. Shayam Sunder Aggarwal** aged 34 Years, is the Independent & Non - Executive director. He holds Bachelor Degree in Computer Application. He is having 13 years of experience in Research and Administration through building systems and processes for smooth & efficient running of business.

**Mr. Aditya Mehra** aged 35 Years, is the Independent Non-Executive director. He holds Bachelor Degree in Commerce from Delhi University. He is having more than 10 years of experience in banking sectors, with 6 years at senior level positions. He was instrumental in growth of many branches headed by him. He is having sound experience in different kinds of financial instruments and products, which the Banks offers to its corporate clients. As an independent director, he brings value addition to Company.

#### **CONFIRMATIONS**

None of the Directors is or was a director of any listed company during the last five years preceding the date of filing of the Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in any such company.

None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.

#### **NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS**

Mr. Rajeev Gupta and Mrs. Monica Gupta are related to each other i.e. Mrs. Monica Gupta is wife of Mr. Rajeev Gupta. Except this no other directors are related to each other.

#### **BORROWING POWERS OF THE DIRECTORS**

Pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on 10<sup>th</sup> January, 2015 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our

Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 25 Crores.

#### TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

|  |   |
|--|---|
| <b>Name</b>  | Mr. Rajeev Gupta  |
| <b>Designation</b>   | Managing Director   |
| <b>Period</b>  | Appointed for five years with effect from 27 <sup>th</sup> November, 2014   |
| <b>Date of Appointment</b>                                 | Extraordinary General Meeting dated 27 <sup>th</sup> November, 2014   |
| <b>Remuneration</b>  | <p><b>a) Remuneration</b><br/> <b>Basic Salary</b> - Rs. 25,000/- p.m. (Rupees Twenty Five Thousand Only) with such annual increments / increases as may be decided by the Nomination and Remuneration Committee from time to time.</p> <p><b>b) Perquisites</b></p> <ul style="list-style-type: none"> <li>• Amounting to Rs.5000/- p.m.</li> <li>• Subject to any statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Remuneration Committee / Board of Directors from time to time may decide.</li> </ul> <p><b>c) Minimum Remuneration</b><br/> In the event of loss or in adequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p> |
| <b>Remuneration paid in FY 31<sup>st</sup> March, 2014</b> | NIL   |

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

#### NON - EXECUTIVE DIRECTORS

Currently, non-executive Directors are not being paid sitting fees.

#### CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Four (4) Directors. We have one (1) executive non-independent director, one (1) non-executive non-independent director and two (2) independent non executive directors. The Chairman of the Board is Mr. Rajeev Gupta being Managing Director. The constitution of our Board is in compliance with the requirements of Clause 52 of the Listing Agreement.

**The following committees have been formed in compliance with the corporate governance norms:**

- A) Audit Committee
- B) Stakeholders relationship Committee
- C) Nomination and Remuneration Committee

#### **AUDIT COMMITTEE**

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Section 177 of the Companies Act, 2013 and Clause 52 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 18<sup>th</sup> December, 2014.

The terms of reference of Audit Committee complies with the requirements of Clause 52 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Aditya Mehra is the Chairman of the Audit Committee.

| Sr. No. | Name of the Director      | Status   | Nature of Directorship                   |
|---------|---------------------------|----------|--|
| 1.      | Mr. Aditya Mehra          | Chairman | Independent Director                     |
| 2.      | Mr. Shyam Sunder Aggarwal | Member   | Independent Director                     |
| 3.      | Mrs. Monica Gupta         | Member   | Non-Executive & Non Independent Director |

#### **Role of Audit Committee**

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.

- b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
  10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
  11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
  12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  13. Discussion with internal auditors any significant findings and follow up there on.
  14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
  18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
  19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  20. Mandatorily reviews the following information:
    - a. Management discussion and analysis of financial condition and results of operations;
    - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - d. Internal audit reports relating to internal control weaknesses; and
    - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
  21. Review the Financial Statements of its subsidiary company, if any.
  22. Review the composition of the Board of Directors of its Subsidiary Company, if any.
  23. Review the Vigil mechanism (whistle blowing) policy.
  24. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

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#### STAKEHOLDERS RELATIONSHIP COMMITTEE / INVESTORS GRIEVANCE COMMITTEE

Our Company has constituted a Stakeholders relationship Committee / investors grievance committee ("**Stakeholders relationship committee / Investors Grievance Committee**") to redress the complaints of the shareholders. The Stakeholders relationship Committee / Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 18<sup>th</sup> December, 2014. The committee currently comprises of three (3) Directors Mr. Aditya Mehra is the Chairman of the Stakeholders relationship Committee / Investors Grievance committee.

| Sr. No. | Name of the Director      | Status   | Nature of Directorship                   |
|---------|---------------------------|----------|--|
| 1.      | Mr. Aditya Mehra          | Chairman | Independent Director                     |
| 2.      | Mr. Shyam Sunder Aggarwal | Member   | Independent Director                     |
| 3.      | Mrs. Monica Gupta         | Member   | Non-Executive & Non Independent Director |

#### Role of stakeholder Relationship committee

The Stakeholder Relationship Committee / Investors Grievance Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

#### NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a nomination and remuneration committee ("**Nomination and Remuneration Committee**"). The Nomination and Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 18<sup>th</sup> December, 2014. The committee currently comprises of three (3) Directors. Mr. Aditya Mehra is the Chairman of the remuneration committee.

| Sr. No. | Name of the Director      | Status   | Nature of Directorship                   |
|---------|---------------------------|----------|--|
| 1.      | Mr. Aditya Mehra          | Chairman | Independent Director                     |
| 2.      | Mr. Shyam Sunder Aggarwal | Member   | Independent Director                     |
| 3.      | Mrs. Monica Gupta         | Member   | Non-Executive & Non Independent Director |

The terms of reference of the remuneration committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.

- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.