

## 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](http://www.istindia.com); CIN: L33301HR1976PLC008316.

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Commencement of e-Voting	End of e-Voting	Cut-off Date
<b>Saturday, February 21, 2026 at 9.00 A.M. (IST)</b>	<b>Sunday, March 22, 2026 at 5.00 P.M. (IST)</b>	<b>Friday, February 13, 2026</b>

Dear Members,

**NOTICE** is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended (including any statutory modification or re-enactment thereof) read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated 25 September, 2023 and 09/2024 dated 19 September, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR, 2015**") and any other applicable law, rules, circular, notification (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the Resolution(s) as set out hereunder is proposed to be passed by the members of the Company (**as on the Cut-off dated i.e. Friday, February 13, 2026**) by voting through postal ballot and the Company accordingly seeks assent or dissent of the members only by way of **remote e-voting**. Pursuant to Sections 102, 110 and other applicable provisions of the Act and the SS-2, the explanatory statement pertaining to the Ordinary Resolutions appended below, setting out the rationale, material facts and reasons concerning the proposal and relevant disclosures is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ("**Notice**").

This Postal Ballot Notice can be accessed from the website of the Company at <https://www.istindia.com>, Stock Exchange i.e. BSE Limited ('BSE') at <https://www.bseindia.com> and on the website of Mas Services Limited at <https://www.masserv.com>.

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 13, 2026 ('**cut-off date**') and whose e-mail addresses are registered with the Company / Mas Services Limited, the Registrar & Share Transfer Agent of the Company ("**Masserv**") / Depositories.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only. For the purpose, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide remote e-voting facility to enable the members to cast their votes electronically.

The e-voting period will commence on **Saturday, February, 21, 2026 at 9.00 A.M. (IST)** and will end on **Sunday, March 22, 2026 at 5.00 P.M. (IST)**.

The e-voting facility will be disabled by NSDL immediately thereafter and the e-voting will not be allowed later than **Sunday, March 22, 2026 at 5.00 P.M. (IST)**.

The last date of the e-voting i.e. **Sunday, March 22, 2026**, shall be the date on which the resolution would be deemed to have passed, if approved by the requisite majority.

The Board of Directors of the Company has appointed Mr. Vinod Kumar Aneja, Proprietor, M/s. Vinod Kumar & Co., Practicing Company Secretary (FCS 5740 and CP No. 5740), as Scrutinizer to conduct the remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman. The result of Postal Ballot will be announced not later than 2 working days from the conclusion of e-voting i.e. Tuesday, March 24, 2026. The result will also be placed on the Company's website <https://www.istindia.com> and website of and intimated to BSE Limited through listing centre of BSE.

The business to be transacted through this postal ballot is as under:

**SPECIAL BUSINESS:**

**1) APPROVAL FOR INCREASE IN REMUNERATION OF MRS. SHWETA GUPTA WHO IS HOLDING AN OFFICE OR PLACE OF PROFIT IN GURGAON INFOSPACE LIMITED, WHOLLY OWNED SUBSIDIARY OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation and approval of the Audit Committee and Board of Directors of the Company at its meeting held on 12<sup>th</sup> February, 2026, approval of the shareholders be and is hereby accorded for holding and continue holding office and / or place of profit w.e.f. 1<sup>st</sup> January, 2026 by Mrs. Shweta Gupta, a related party, who is holding office or place of profit in Gurgaon Infospace Limited, wholly owned subsidiary of the Company at a revised remuneration of Rs. 60.00 Lacs (Rupees Sixty Lacs) per annum (including salary, perquisite, allowance and benefits) plus other amenity(ies) / facility(ies) in accordance with the policy of Gurgaon Infospace Limited.

**RESOLVED FURTHER THAT** the Board of Directors of Gurgaon Infospace Limited, wholly owned subsidiary of the Company, be and is hereby authorised to revise the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mrs. Shweta Gupta, from time to time, subject to maximum of Rs. 1.00 Crores (Rupees One Crores) per annum without any requirement of further approval of the members of the Company in General Meeting subject to the condition that any such increase in the remuneration shall not be more than 10% (ten percent) calculated on the basis of last drawn remuneration in each instance.

**RESOLVED FURTHER THAT** any increase in the remuneration shall be subject to the approval of audit committee of IST Limited.

**RESOLVED FURTHER THAT** the Board of Directors of Gurgaon Infospace Limited, be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company and its subsidiary."

**2) APPROVAL FOR INCREASE IN REMUNERATION OF MRS. PRIYANKKA GUPTAA WHO IS HOLDING AN OFFICE OR PLACE OF PROFIT IN GURGAON INFOSPACE LIMITED, WHOLLY OWNED SUBSIDIARY OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation and approval of the Audit Committee and Board of Directors of the Company at its meeting held on 12<sup>th</sup> February, 2026, approval of the shareholders be and is hereby accorded for holding and continue holding office and / or place of profit w.e.f. 1<sup>st</sup> January, 2026 by Mrs. Priyankka Guptaa, a related party, who is holding office or place of profit in Gurgaon Infospace Limited, wholly owned subsidiary of the Company at a revised remuneration of Rs. 60.00 Lacs (Rupees Sixty Lacs) per annum (including salary, perquisite, allowance and benefits) plus other amenity(ies) / facility(ies) in accordance with the policy of Gurgaon Infospace Limited.

**RESOLVED FURTHER THAT** the Board of Directors of Gurgaon Infospace Limited, wholly owned subsidiary of the Company, be and is hereby authorised to revise the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mrs. Priyankka Guptaa, from time to time, subject to maximum of Rs. 1.00 Crores (Rupees One Crores) per annum without any requirement of further approval of the members of the Company in General Meeting subject to the condition that any such increase in the remuneration shall not be more than 10% (ten percent) calculated on the basis of last drawn remuneration in each instance.

**RESOLVED FURTHER THAT** any increase in the remuneration shall be subject to the approval of audit committee of IST Limited.

**RESOLVED FURTHER THAT** the Board of Directors of Gurgaon Infospace Limited, be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company and its subsidiary."

By order of the Board of Directors

**IST Limited**

Sd/-

Suresh Chand Jain

Executive Director

DIN: 00092079

Date: 19-02-2026

Place: New Delhi

## NOTES

- a) The explanatory statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts relating to the aforesaid resolution, additional information and the reasons thereof is annexed hereto and form part of this Notice.
- b) In accordance with the MCA Circulars, this Notice is being sent via email only to the members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the Cut-off Date i.e. Friday, February 13, 2026 and whose e-mail addresses are registered with the Company / Depositories / Depository Participants / Registrar and Transfer Agent ("RTA") i.e. Mas Services Ltd. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The same will also be available on the Company's website at <https://www.istindia.com>, websites of the Stock Exchanges at <https://www.bseindia.com> and on the website of NSDL at <https://www.evoting.nsdl.com>.
- c) The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Sunday, March 22, 2026. Further, resolution passed by the members through postal ballot are deemed to have been passed as if it is passed at a General Meeting of the Members.
- d) The Scrutinizer will submit the report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days from the conclusion of e-voting and will also be displayed on the Company's website <https://www.istindia.com>, on the website of NSDL <https://www.evoting.nsdl.com>, and communicated to the stock exchanges and RTA.
- e) All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests at [cs@istindia.com](mailto:cs@istindia.com) or [investor@masserv.com](mailto:investor@masserv.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- f) In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR, 2015, the MCA Circulars and SS-2, the Company has provided remote e-voting facility for its Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.
- g) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Friday, February 13, 2026.
- h) The e-voting period commences on Saturday, February, 21, 2026 at 9.00 A.M. (IST) and will end on Sunday, March 22, 2026 at 5.00 P.M. (IST). Once the vote on the resolution is cast by the members, the members shall not be allowed to change it subsequently.
- i) Any query/grievance with respect to voting on the Postal Ballot may please be addressed to Mr. Bhupinder Kumar, Company Secretary & Compliance Officer at: Email id: [cs@istindia.com](mailto:cs@istindia.com), Tel No. (011)-41044511 or to the Registrar and Transfer Agent, MAS Services Limited, at T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase – II, New Delhi – 110020, e-mail: [investor@masserv.com](mailto:investor@masserv.com), Phone No. +91 11 2638 7281/ 82/ 83.

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period commences on Saturday, February, 21, 2026 at 9.00 A.M. (IST) and will end on Sunday, March 22, 2026 at 5.00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, February 13, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal</li><li>5. Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to</li></ol>

	<p>enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>6. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">     </div> <div style="text-align: center;">     </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [fcsvinod@gmail.com](mailto:fcsvinod@gmail.com) as well as the Company at its email id [cs@istindia.com](mailto:cs@istindia.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case, shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@istindia.com](mailto:cs@istindia.com) (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@istindia.com](mailto:cs@istindia.com) (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

By order of the Board of Directors

**IST Limited**

Sd/-

Suresh Chand Jain

Executive Director

DIN: 00092079

Date: 19-02-2026

Place: New Delhi

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE ACT), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO BUSINESS MENTIONED UNDER ITEM NO. 1 & 2 OF THE ACCOMPANYING POSTAL BALLOT NOTICE**

Attached to the Notice Convening the Postal Ballot of IST Limited dated 19<sup>th</sup> February, 2026

**Item No.1**

Mrs. Shweta Gupta, a graduate from Delhi University, is working with the Gurgaon Infospace Limited (GIL), a wholly owned subsidiary of the Company, as Manager (Operations) w.e.f. 1<sup>st</sup> November, 2012. At the time of her appointment, she was drawing a salary of Rs. 24.00 Lacs per annum which was increased to Rs. 29.40 Lacs per annum by the Board of Directors of Gurgaon Infospace Limited at its meeting held on 11-08-2016. Members may note that there has been no increase in the remuneration and perquisites of Mrs. Shweta Gupta since 11-08-2016.

It is proposed to increase the present remuneration of Mrs. Shweta Gupta from Rs. 29.40 Lacs per annum to Rs. 60.00 Lacs (Rupees Sixty Lacs) per annum with effect from 1<sup>st</sup> January, 2026. Further, in order to provide flexibility, it is also proposed to authorise the Board of Directors of Gurgaon Infospace Limited to increase the remuneration of Mrs. Shweta Gupta upto a maximum limit of Rs. 1.00 Crores (Rupees One Crores) subject to enhancement at a rate of 10% (ten percent) per annum calculated on the basis of last drawn salary every year. Every such increase shall require the prior approval of the Audit Committee of the Company.

Pursuant to the provisions of Section 2(77) of the Companies Act, 2013, Mrs. Shweta Gupta is relative of Mrs. Sarla Gupta, Whole-time Director of Gurgaon Infospace Limited and Mr. Mayur Gupta, Director of the Company. Further, the proposed increase in the remuneration of Mrs. Shweta Gupta exceeds the prescribed ceiling of Rs. 30.00 Lacs per annum, under the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations (LODR, 2015), approval of the members of the Company is sought for Mrs. Shweta Gupta to hold and continue to hold the office or place of profit in Gurgaon Infospace Limited, wholly owned subsidiary of the Company.

The Audit Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> February, 2026 had accorded their approval for Mrs. Shweta Gupta to hold and continue to hold the office or place of profit in Gurgaon Infospace Limited, wholly owned subsidiary of the Company on the revised terms of appointment as mentioned hereinabove, subject to the approval of the Members of the Company.

The salary proposed to be paid to Mrs. Shweta Gupta commensurate with the industrial standard and relevant market benchmarks for similar profile. Moreover, the Management is also satisfied with her performance over the past many years. While considering the proposed increase in remuneration, the emphasis may also be drawn to the fact that there has been no increase in the remuneration of Mrs. Shweta Gupta for almost a decade.

The relevant details pertaining to the proposed related party transaction required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 are as follows:

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	A summary of the information provided by the management of the listed entity to the audit committee as specified in the Circular issued by SEBI	
a)	Name of the Related Party	Mrs. Shweta Gupta
b)	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Mayur Gupta, Director of the Company Mrs. Sarla Gupta, Whole-time Director of Gurgaon Infospace Limited, wholly owned subsidiary of the Company
c)	Nature of Relationship	Mrs. Shweta Gupta is the wife of Mr. Mayur Gupta Mrs. Shweta Gupta is daughter-in-law of Mrs. Sarla Gupta

d)	Nature, material terms, monetary value and particular of the contract or arrangement	<p>To hold and continue to hold the office or place of profit in Gurgaon Infospace Limited, wholly owned subsidiary of the Company at a designation and position of Manager (Operations) on the revised remuneration of Rs. 60.00 Lacs (Rupees Sixty Lacs) per annum with effect from 1<sup>st</sup> January, 2026.</p> <p>Further to authorise the Board of Directors of Gurgaon Infospace Limited to increase the remuneration of Mrs. Shweta Gupta upto a maximum of Rs. 1.00 Crores subject to enhancement at a rate of 10% (ten percent) per annum calculated on the basis of last drawn salary every year. Every such increase shall require the prior approval of the Audit Committee of the Company.</p> <p>The aforesaid amount represents the maximum limit of remuneration for the purpose of seeking approval. The actual pay-out will be determined by the Board of Directors of Gurgaon Infospace Limited in accordance with the policy of the Company. The remuneration shall also commensurate the established industrial standards and relevant benchmarks to establish fair and reasonable for compensation to Mrs. Shweta Gupta</p>
e)	Tenure of the Proposed Transaction	Continuing till discontinuation of services with the Company
f)	Justification as to why the RPT is in the interest of the Listed entity or its subsidiary	Mrs. Shweta Gupta, a graduate from Delhi University, is working with the Gurgaon Infospace Limited (GIL), a wholly owned subsidiary of the Company, as Manager (Operations) w.e.f. 1 <sup>st</sup> November, 2012. The salary proposed to be paid to Mrs. Shweta Gupta commensurate with the industrial standard and relevant market benchmarks for similar profile. Moreover, the Management is also satisfied with her performance over the past many years. While considering the proposed increase in remuneration, the emphasis may also be drawn to the fact that there has been no increase in the remuneration of Mrs. Shweta Gupta for almost a decade.
g)	Where the transaction relates to any loan, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary, specify the requisite detail	Not Applicable
h)	A copy of the valuation or other external reports, if any	Not Applicable
i)	Any other information that may be relevant	NIL

None of the Director or Key Managerial Personnel's or their relatives except Mr. Mayur Gupta, Director of the Company and his relatives are deemed to be directly or indirectly concerned or interested in the aforesaid resolution.

Your Directors recommend passing of this resolution set out at item no. 1 of the notice for approval of the shareholders by way of an Ordinary resolution.

## Item No. 2

Mrs. Priyankka Guptaa completed her post-graduation in Accounting and Financial Management from University of Lancaster, UK in 2007. After her post-graduation, she joined American Express Banking Corporation as an Investment Banker. She later joined Gurgaon Infospace Limited (GIL), a wholly owned subsidiary of the Company as Manager (Public Relations) with effect from 1<sup>st</sup> November, 2012. At the time of her appointment, she was drawing a salary of Rs. 24.00 Lacs per annum which was increased to Rs. 29.40 Lacs per annum by the Board of Directors of Gurgaon Infospace Limited at its meeting held on 11-08-2016. Members may note that there has been no increase in the remuneration and perquisites of Mrs. Priyankka Guptaa since 11-08-2016.

It is proposed to increase the present remuneration of Mrs. Priyankka Guptaa from Rs. 29.40 Lacs per annum to Rs. 60.00 Lacs (Rupees Sixty Lacs) per annum with effect from 1<sup>st</sup> January, 2026. Further, in order to provide flexibility, it is also proposed to authorise the Board of Directors of Gurgaon Infospace Limited to increase the remuneration of Mrs. Priyankka Guptaa upto a maximum limit of Rs. 1.00 Crores (Rupees One Crores) subject to enhancement at a rate of 10% (ten percent) per annum calculated on the basis of last drawn salary every year. Every such increase shall require the prior approval of the Audit Committee of the Company.

Pursuant to the provisions of Section 2(77) of the Companies Act, 2013, Mrs. Priyankka Guptaa is relative of Mrs. Sarla Gupta, Whole-time Director of Gurgaon Infospace Limited and Mr. Gaurav Guptaa, Director of the Company. Further, the proposed increase in the remuneration of Mrs. Priyankka Guptaa exceeds the prescribed ceiling of Rs. 30.00 Lacs per annum, under the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations (LODR, 2015), approval of the members of the Company is sought for Mrs. Priyankka Guptaa to hold and continue to hold the office or place of profit in Gurgaon Infospace Limited, wholly owned subsidiary of the Company.

The Audit Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> February, 2026 had accorded their approval for Mrs. Priyankka Guptaa to hold and continue to hold the office or place of profit in Gurgaon Infospace Limited, wholly owned subsidiary of the Company on the revised terms of appointment as mentioned hereinabove, subject to the approval of the Members of the Company.

The salary proposed to be paid to Mrs. Priyankka Guptaa commensurate with the industrial standard and relevant market benchmarks for similar profile. Moreover, the Management is also satisfied with her performance over the past many years. While considering the proposed increase in remuneration, the emphasis may also be drawn to the fact that there has been no increase in the remuneration of Mrs. Priyankka Guptaa for almost a decade.

The relevant details pertaining to the proposed related party transaction required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 are as follows:

S. No.	Particulars	Details
1.	A summary of the information provided by the management of the listed entity to the audit committee as specified in the Circular issued by SEBI	
a)	Name of the Related Party	Mrs. Priyankka Guptaa
b)	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Gaurav Guptaa, Director of the Company Mrs. Sarla Gupta, Whole-time Director of Gurgaon Infospace Limited, wholly owned subsidiary of the Company
c)	Nature of Relationship	Mrs. Priyankka Guptaa is the wife of Mr. Gaurav Guptaa Mrs. Priyankka Guptaa is daughter-in-law of Mrs. Sarla Gupta
d)	Nature, material terms, monetary value and particular of the contract or arrangement	To hold and continue to hold the office or place of profit in Gurgaon Infospace Limited, wholly owned subsidiary of the Company at a designation and position of Manager (Public Relations) on the revised remuneration of Rs. 60.00 Lacs (Rupees Sixty Lacs) per annum with effect from 1 <sup>st</sup> January, 2026.

		<p>Further to authorise the Board of Directors of Gurgaon Infospace Limited to increase the remuneration of Mrs. Priyankka Guptaa upto a maximum of Rs. 1.00 Crores subject to enhancement at a rate of 10% (ten percent) per annum calculated on the basis of last drawn salary every year. Every such increase shall require the prior approval of the Audit Committee of the Company.</p> <p>The aforesaid amount represents the maximum limit of remuneration for the purpose of seeking approval. The actual pay-out will be determined by the Board of Directors of Gurgaon Infospace Limited in accordance with the policy of the Company. The remuneration shall also commensurate the established industrial standards and relevant benchmarks to establish fair and reasonable for compensation to Mrs. Priyankka Guptaa.</p>
e)	Tenure of the Proposed Transaction	Continuing till discontinuation of services with the Company
f)	Justification as to why the RPT is in the interest of the Listed entity or its subsidiary	Mrs. Priyankka Guptaa, a post-graduate in Accounting and Financial Management from University of Lanchaster, UK, is working with the Gurgaon Infospace Limited (GIL), a wholly owned subsidiary of the Company, as Manager (Public Relations) w.e.f. 1 <sup>st</sup> November, 2012. The salary proposed to be paid to Mrs. Priyankka Guptaa commensurate with the industrial standard and relevant market benchmarks for similar profile. Moreover, the Management is also satisfied with her performance over the past many years. While considering the proposed increase in remuneration, the emphasis may also be drawn to the fact that there has been no increase in the remuneration of Mrs. Priyankka Guptaa for almost a decade.
g)	Where the transaction relates to any loan, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary, specify the requisite detail	Not Applicable
h)	A copy of the valuation or other external reports, if any	Not Applicable
i)	Any other information that may be relevant	NIL

None of the Director or Key Managerial Personnel's or their relatives except Mr. Gaurav Guptaa, Director of the Company and his relatives are deemed to be directly or indirectly concerned or interested in the aforesaid resolution.

Your Directors recommend passing of this resolution set out at item no. 2 of the notice for approval of the shareholders by way of an Ordinary resolution.