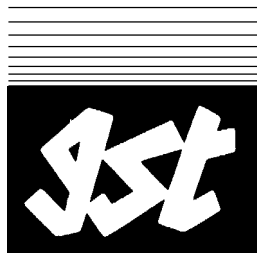


47th

Annual Report

2022-23



IST LIMITED



47th Annual Report 2022-23

BOARD OF DIRECTORS

AIR MARSHAL D. KEELOR (RETD.), CHAIRMAN
SHRI S.C. JAIN, EXECUTIVE DIRECTOR
SHRI SATCHIT KUMAR BASU, DIRECTOR (TECH.)
SHRI MAYUR GUPTA, DIRECTOR
SHRI GAURAV GUPTAA, DIRECTOR
SHRI SUBHASH CHANDER JAIN, DIRECTOR
MRS. MANU AGGARWAL, DIRECTOR

CHIEF FINANCIAL OFFICER

SHRID.N. TULSHYAN

COMPANY SECRETARY

SHRI BHUPINDER KUMAR

AUDITORS

M/s. O.P. DADU & Co.
CHARTERED ACCOUNTANTS, NEW DELHI

BANKERS

STATE BANK OF INDIA
HDFC BANK LIMITED

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 47th Annual General Meeting (AGM) of IST Limited, will be held on Friday, the 29th day of September, 2023 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 the audited consolidated financial statement of the Company for the financial year ended 31st March 2023 and Reports of the Board of Directors and Auditors thereon and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statement, including the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon, as laid before the meeting, be and are hereby considered and adopted.”

2. To appoint a director in place of Mr. Satchit Kumar Basu (DIN 08969146), who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Satchit Kumar Basu (DIN 08969146), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. **To consider and give your assent or dissent to the following Special Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meeting and 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 the relevant provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and Articles of Association of the Company, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of **Mr. Suresh Chand Jain (DIN : 00092079)** as Whole Time Director, designated as Executive Director of the Company for a further period of 3 years with effect from 14th August, 2023 upto 13th August, 2026 (both days inclusive) and to pay him remuneration as per revised terms of appointment, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed to between the Board of Directors and the appointee.

RESOLVED FURTHER THAT the remuneration payable to Mr. Suresh Chand Jain, Whole Time Director w.e.f. 14th August, 2023 shall be as under:

Salary Component	Amount (Rs.) Per Month
Basic Pay	56,250
Dearness Allowance	33,750
House Rent Allowance	55,480
Special Allowance	79,520
Total	2,25,000

PERQUISITES

PART - A

a) **Company's Chauffeur Driven Car**

Company shall provide to the Executive Director One Chauffeur driven Car exclusively for Business and other official purpose of the Company. Any expenses incurred by the Executive Director in connection with running and



maintenance of the Car provided by the Company shall be re-imbursed to him.

b) Reimbursement of Expenses

- (i) Re-imburement of Expenses incurred towards magazine / newspapers at residence;
- (ii) Re-imburement of monthly bill of one Landline Telephone and Internet Connection at residence for the purposes of business of the Company;
- (iii) Re-imburement of actual Expenses incurred by the Executive Director on account of one mobile phone for the purpose of official work.
- (iv) The Executive Director shall also be entitled to reimbursement of reasonable entertainment expenses actually and properly incurred for the purposes of business of the Company.

PART - B

Earned Leave

One month's leave with full pay and allowance as per rules of the Company for every 11 months of service. However, leave accumulated and not availed-off during his tenure as Executive Director will be encashed.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that in the event of no profits or inadequate profits in any financial year, Mr. Suresh Chand Jain shall be entitled to receive remuneration including perquisites and re-imburements etc. upto the limit as approved by the members hereinabove, as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER 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 and to seek approval of statutory authority, if any, as may be required in this regard.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and subject to the Company's Policy on Annual Increments or otherwise, 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 of appointment, including the components of the above mentioned remuneration payable to Mr. Suresh Chand Jain, subject to the overall cap of Rs. 35.00 Lacs per annum.

RESOLVED FURTHER THAT any Director of the Company and / or Company Secretary be and are hereby severally / individually authorised to do all acts, deeds and things, to enter into such agreements(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable to give effect to the aforesaid resolution.

4. To appoint Ms. Gurpreet Kaur as Independent Women Director and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time read with schedule IV of the Act and regulation 17 of the Listing Regulations, **Mrs. Gurpreet Kaur (DIN 10277591)**, who was appointed as an Additional Director by the Board of Directors on the recommendations of Nomination & Remuneration Committee w.e.f. 28th August 2023 and who has given a declaration that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years with effect from the 28th August 2023 upto 27th August 2028.

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

Place: New Delhi
Dated: 28.08.2023

By Order of the Board of Directors
Bhupinder Kumar
Company Secretary
M. No. A-15871



Notes:

1. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
2. **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.** A person can act as a proxy on behalf of members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. 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.
4. 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.
5. Notice of AGM is also available on the Company's website www.istindia.com and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
6. 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.
7. Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2023 to 29.09.2023 (both days inclusive) for the purpose of the Annual General Meeting.
9. As per Regulation 40 of the SEBI Listing Regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Members of the Company who hold securities in physical form and intend to transfer their securities after 1st April 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. In view of the same and to avail the in-built advantages of NECS payment, nomination facility and other advantages, the shareholders are requested to dematerialize their shares. Members can contact the Company or RTA for assistance in this regard.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Further, in accordance with SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, all Members holding shares in physical form are requested to register their PAN and bank account details by submitting their self-attested copy PAN Card (including that of the joint holders also) and an original cancelled cheque or submit copy of bank passbook / statement of the holder attested by the bank to the Registrar and Share Transfer Agent (RTA) of the Company.
11. The Members are requested to contact the Company's Registrars and Share Transfer Agents, MAS Services Limited for all their queries, transmission and transposition requests etc. and / or for 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
12. As per the provisions of Section 72 of the Act, the facility of making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their respective DP in case the shares are held by them in electronic form and to the Company / RTA, in case the shares are held in physical form.



13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company / RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 14. 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.
 15. 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.
 16. Electronic copy of the Annual Report for financial year 2022-23 along with the Notice of the 47th 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.
 17. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2022-23 along with Notice of the 47th 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.
 18. Members may also note that the Notice of the 47th Annual General Meeting and the Annual Report for 2022-23 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 11:00 A.M. to 5:00 P.M on any working day, excluding Saturday, Sunday and Public Holiday. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
 19. For any communication, the shareholders may also send requests to the Company's investor email id: cs@istindia.com.
 20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat Account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- VOTING THROUGH ELECTRONIC MEANS**
21. Voting through electronic means: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing remote e-voting facility to enable the members to cast their votes electronically on all the resolutions set forth in the Notice convening the 47th Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facilities. The Instructions for remote e-voting are provided in the Attendance Slip, which is sent along with the Annual Report. Members are advised to read the instructions carefully before exercising their vote.
 22. The company has appointed Mr. Vinod Kumar Aneja, Company Secretary in practice (Membership No. 5740 / C.P. No. 5740) as scrutinizer for conducting the e-voting process in fair and transparent manner.
 23. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.istindia.com and will also be forwarded to BSE Limited, where the Company's shares are listed.



**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. 3 AND 4 OF THE ACCOMPANYING NOTICE**

Attached to the Notice convening the 47th Annual General Meeting of IST Limited to be held on Friday the 29th day of September, 2023

Item No. 3

Mr. Suresh Chand Jain (DIN: 00092079) is currently a Whole Time Director, Designated as Executive Director of the Company. He is also a member of Stakeholders Relationship Committee and Risk Management Committee.

Mr. Suresh Chand Jain was appointed as the Whole Time Director designated as Executive Director by the shareholders of the Company at their Annual General Meeting held on 29th September, 2016 for a term of 3 years, Subsequently, he was re-appointed to the position of Executive Directors, by the shareholders, from time to time. His present term expired on 13th August, 2023 and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10th August, 2023, re-appointed him for a further term of 3 years from 14th August, 2023 to 13th August, 2026, subject to the approval of the shareholders.

Mr. Suresh Chand Jain is a post graduate in nuclear physics from Delhi University and is associated with the Company for over 30 years. He has held distinguished positions in the Company during such association and over the past 17 years, as the Executive Director of the Company, he has been the Chief Operating Officer (CEO) and is heading the complete operations of the Company. Be it strategic planning, overseeing and directing all the sales and marketing plans, development and growth, product planning, financial management and overseeing day to day affairs of the Company.

The Board of Directors, keeping in view smooth and efficient running of administrative affairs of the Company by Mr. S.C. Jain and also keeping in view the good health possessed by him, recommends his re-appointment as Whole Time Director, designated as Executive Director of the Company for a further period of 3 years with effect from 14th August, 2023 on remuneration and terms and conditions as given in the proposed resolution.

Mr. S.C. Jain is 78 years of age and as per the relevant provisions of section 196 of the Companies Act, 2013, a person who has attained the age of 70 years, may be appointed as Whole Time Director, by passing a Special Resolution at the General Meeting. Further the explanatory statement annexed to the notice for such motion shall indicate the justification for such appointment.

The Board of Directors, while re-appointing Mr. S.C. Jain as an Executive Director of the Company, considered his skills, expertise, background and contributions during his tenure with the Company.

The terms and conditions of appointment of the Mr. S.C. Jain are open for inspection by the members at the Registered Office of the Company from 11.00 a.m. to 5.00 p.m. during working business days (except Saturday, Sunday and Public Holiday) till the date of Annual General Meeting.

The brief resume of Mr. S.C. Jain is given in the Annexure to the notice under the head 'Brief profile of the Director(s) seeking appointment / re-appointment'.

Save and except appointee director, none of the Director(s), Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested, except to the extent of their shareholding, if any in the Company, in the proposed Special Resolution(s) at item no. 3.

The Board of Directors recommends the Special Resolution set out at item no. 3 of the accompanying Notice for the approval of the Members.

Item No. 4

Mrs. Gurpreet Kaur (DIN: 10277591) has been appointed as an Additional Director in the capacity of Independent Director of the Company with effect from 28th August, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company. As such Mrs. Gurpreet Kaur holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of Director of the Company.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation. Mrs. Gurpreet Kaur has consented to act as



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Director of the Company and has given declaration to the Board that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Gurpreet Kaur holds a bachelor's degree in Arts and is into the business of interior designing, architecture and real estate consultancy. She is also financially literate.

In the opinion of the Board, Mrs. Gurpreet Kaur fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder read with Listing Regulations (LODR) for appointment as an Independent Director of the Company. While appointing as Independent Director, the Board take into consideration the skills, expertise and competencies required in context of the business segment(s) of the Company and its future business plans. Considering the rich experience of Mrs. Gurpreet Kaur of over 20 years, she meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mrs. Gurpreet Kaur possess the core skills, expertise and competencies fundamental for effective functioning of her role as an Independent Director and her association would be of immense benefit to the Company. The brief resume of Mrs. Gurpreet Kaur is given in the Annexure to the notice under the head 'Brief profile of the Director(s) seeking appointment / re-appointment'.

Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee, recommends her appointment as an Independent Director for a period of five years commencing from 28th August, 2023 till 27th August, 2028, subject to the approval of the Shareholder through Special Resolution.

Consent of the Members is required for appointment of Mrs. Gurpreet Kaur, in terms of Section 149 of the Act read with Schedule IV of the Act. The terms and conditions of appointment of Mrs. Gurpreet Kaur, pursuant to Schedule IV of the Act, shall be open for inspection at the registered office of the Company by any Member during business hours on any working day of the Company.

None of the Directors or Key Managerial Personnel and their respective relatives, except Mrs. Gurpreet Kaur, is concerned or interested (financially or otherwise) in this Resolution. The Board recommends the resolution set out at Item No. 4 of the Notice for approval of the Members.



BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
Details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI with respect to appointment / re-appointment of Director

As regards to the appointment / re-appointment of Directors of the Company referred in Item No. 3 and 4 of the Notice, following necessary disclosures is made for the information of the Members.

Particulars	Mr. Satchit Kumar Basu	Mr. Suresh Chand Jain	Mrs. Gurpreet Kaur
DIN	08969146	00092079	10277591
Date of Birth	01-03-1952	06-0-1945	10-10-1973
Qualification	Engineering from College of Military Engineering, Pune Post-Graduation degree in Advance Armament Technology from EME School, Baroda Diploma in Management (DIM) from IGNOU	B. Sc (Hons.)M.Sc. (Physics) with expertise in nuclear science.	Bachelor of Arts from Delhi University
Experience and brief resume	He served Indian Army till 2006 and retired as Director EME (Armament) posted in Army HQ. After retirement he joined VXL Technology, a Birla Group Company as General Manager. Later in July 2010 he joined IST Limited as General Manager. He is primarily responsible for factory operations leading a team of Engineers and professional having varied expertise. At IST he has been instrumental in development of new products for Defence and business development and marketing of the products.	Mr. Suresh Chand Jain has a rich experience of more than 40 Years in the field of sales and marketing, product planning and branding, financial management and General Management.	Mrs. Gurpreet Kaur is engaged in the field of providing consultancy in real estate and taking up high profile interior designing assignments.
Skills and capabilities required for the role and the manner in which the Director meets the requirement	He is having requisite technical qualification and experience for the efficient running of operation.	Refer Item No. 3 of the Notice and relevant explanatory statement thereon	Refer Item No. 4 of the Notice and relevant explanatory statement thereon
Terms and Conditions of re-appointment	As per the Agreement dated 25 th November, 2021 entered into between Mr. Satchit Kumar Basu and the Company.	Re-appointment as Executive Director for a period of 3 years commencing from 14 th August, 2023 upto 13 th August, 2026 (both days inclusive). Other terms and remuneration as per the Proposed Resolution forming part of the Notice at Item No. 3.	Appointment of Independent Women Director for the first term of 5 years commencing from 28 th August, 2023 to 27 th August, 2028 (both days inclusive). For detail refer proposed resolution forming part of the Notice at item no. 4.
No. of Meetings of the Board Attended	During the year 7 meetings of the Board of Directors were held and Mr. Basu attended all the 7 meeting.	During the year 7 meetings of the Board of Directors were held and Mr. Suresh Chand Jain attended all the 7 meeting.	None as Mrs. Gurpreet Kaur has been appointed on 28 th August, 2023 i.e. the date of the meeting in which this notice has been issued.



IST LIMITED

List of Directorship in public Company / Membership and Chairmanship of the Committees	NIL	Directorship: 1. Gurgaon Infospace Limited 2. GPC Technology Limited 3. IST Steel and Power Limited Committee Membership: 1. IST Limited: Stakeholders Relationship Committee Risk Management Committee	NIL
Listed Entities from which the person has resigned during the past 3 years	NIL	NIL	NIL
No. of Shares held in the Company including share holding as a beneficial owner	NIL	NIL	NIL
Disclosure of relationship between and Key Managerial Person of the Company	None	None	None
Detail of Remuneration sought to be paid	As per the resolution passed by the Shareholders at the 46 th AGM of the Company held on 29 th September 2022.	As per the Resolution set out at Item No. 5 of the Notice read with Explanatory statement thereof	Sitting Fees as approved by the Board of Directors. Commission as per the provisions of the Companies Act subject to approval of the Board of Directors.
Detail of remuneration actually drawn	NA	Salary, Perquisites and Other allowances: Rs. 2,07,500 per month Leave Encashment: As per Company Policy Re-imbursement of Expenses incurred for official purpose: As per Actual	NIL

Place: New Delhi
 Dated: 28.08.2023

By Order of the Board of Directors
 Bhupinder Kumar
 Company Secretary
 M. No. A-15871



BOARDS' REPORT

Dear Members,

Your Directors have the pleasure in presenting the 47th Annual Report of your Company on the operations and performance together with the standalone and consolidated audited financial statement for the financial year ended 31st March 2023. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs, as amended from time to time.

Financial Results

The performance of the Company for the financial year ended March 31, 2023 and for the previous year ended March 31, 2022 are summarized below:

KEY FIGURES FOR THE FINANCIAL YEAR 2022-23

(Rs. In Lacs)

PARTICULARS	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Share Capital	584.68	584.68	584.68	584.68
Other Equity (Reserves & Surplus)	20,900.75	20,121.37	1,10,358.31	1,02,670.60
Secured Loan	0.00	0.00	1,000.00	1,000.25
Unsecured Loan	0.00	0.00	0.00	0.00
Fixed Assets & Immovable Properties	6,308.59	6,280.81	23,603.75	25,025.11
Investment	15,018.93	13,799.39	81,687.88	70,082.75
Revenue from Operations	2,604.96	2,758.97	12,107.05	12,523.19
Other Income	1,320.62	1,629.55	4,134.90	5,840.00
EBIDTA	1,251.99	1,546.66	11,583.23	13,855.04
Less :- Finance Cost	36.04	27.30	387.71	542.67
Less :- Depreciation	294.47	317.32	516.30	541.13
Earning before tax (EBT)	921.48	1,202.04	10,721.32	12,830.99
Profit After Tax	777.50	932.79	8,172.52	9,656.82
EPS (In Rs.)	6.67	8.00	70.07	82.79

State of Company's Affairs

Your Company is primarily engaged in the business of manufacturing of high precision engineering components / assemblies for Automobile and Consumer Goods Industry. During the year there have been no change in the nature of the business of the Company. Incorporated in the year 1976, the Company has remained a going concern. The Company has operative production plant at Dharuhera (Gurgaon), which has been accredited as ISO/TS 16949:2009 and ISO 14001:2004 certified unit. The Company is also a ISO 9001:2008 certified Company.

The operations of the Company continued in a smooth and uninterrupted manner. The Company continue to have stable growth during the year 2022-23. The operating revenue of your company marginally decreased to Rs. 2,604.96 Lacs against Rs. 2,758.97 Lacs achieved in the previous year. The Earnings before interest, depreciation, tax & amortizations (EBIDTA) stood at Rs. 1,251.99 Lacs as against Rs. 1,546.66 Lacs in the previous year. The net profit after tax (PAT) for the year also increased to Rs. 921.48 Lacs as compared to Rs. 1,202.04 Lacs in the previous year. The Earnings Per Share (EPS) for the year was Rs. 6.67 per share as against Rs. 8.00 per share recorded in the previous year.

Appropriation of Profit after Tax for Transfer to Reserves

No amount has been transferred to the General Reserve during the year. The net retained earnings have been kept in the profit and loss account.

Dividend

The Board of Directors has decided not to recommend any dividend for the financial year 2022-23.



Share Capital

The paid up share capital of the Company remained unchanged during the year 2022-23. During the year under review:

- a) No Equity shares have been issued with differential voting rights. Hence, no disclosure is required in terms of Rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014.
- b) No issue of Sweat Equity Share has been made. Hence, no disclosure is required in terms of Rule 8(13) of Companies (Share Capital and Debentures) Rules, 2014.
- c) There was no issue of Employee Stock Option. Hence, no disclosure is required in terms of Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014.
- d) There was no provision made by the Company for any money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence, no disclosure is required in terms of Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
- e) The issued, subscribed and fully paid up share capital of the Company as on 1st April, 2022 and 31st March, 2023 remained unchanged.

Deposits

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Subsidiaries and Associate Companies

The Company has one Subsidiary namely 'Gurgaon Infospace Limited', and one Associate namely 'IST Steel and Power Limited' as on March 31, 2023. There has been no material change in the nature of the business of the subsidiary and associate Company. The Company does not have any Joint Venture.

None of the Company has become or cease to become the subsidiary, joint venture or associate of your Company during the year 2022-23.

The subsidiary of the Company is engaged in the business of development and operating IT / ITES SEZ. The Associate Company is into the business of trading of raw material and consumables.

The Operational income of wholly owned subsidiary of the Company, namely Gurgaon Infospace Limited during the year 2022-23 was Rs. 9,502.09 Lacs as against Rs. 9,764.22 Lacs during the previous year and the Net Profit after tax was Rs. 7,352.92 Lacs as against Rs. 8,664.28 lacs during the previous year.

The Company holds 30.80% equity shares in the associate company namely IST Steel and Power Ltd. The operational income of the said associate company during the year was Rs. 350.31 Lacs as compared to 381.71 Lacs during the previous year. The Company's Net Profit after tax was Rs. 136.70 Lacs as against Rs. 193.99 lacs in the previous year.

In accordance with the provisions of section 136 of the Act, the Standalone Financial Statements of the Company, the Consolidated Financial Statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company at <https://istindia.com/annual-reports>.

The Policy for determining Material Subsidiaries, adopted by your Board is in conformity with Regulation 16(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The same can be accessed on the Company's website at <https://istindia.com/wp-content/themes/isttheme/assets/pdf/ist-limited-policy-on-material-subsidiaries.pdf>.

Consolidated Financial Statements

The consolidated financial statement of the Company and its subsidiaries / Associates, which forms part of the Annual Report have been prepared in accordance with the provisions of section 129(3) of the Companies Act, 2013 read with applicable Accounting Standards.

As per the requirement of section 129(3) of the Companies Act, 2013, the statement containing the salient features of the financial statement of the subsidiary and associate are disclosed in the financial statements of the Company.



The Statement in Form AOC-1, containing the salient features of the financial statement of the Subsidiary(ies) and Associate(s) also forms part of this report as **Annexure A**.

Directors Responsibility Statements

In terms of the requirement of Section 134(5) of the Companies Act, 2013 and based on the framework of internal financial control and audit / review conducted by the internal, statutory and secretarial auditors, the Board of Directors with the concurrence of the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective and it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2023 and of the profit and loss of the Company for that period;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts have been prepared on a going concern basis;
- e) that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Board of Directors

The composition of the Board is in conformity with the requirement of Regulation 17 of the Listing Regulations, Section 149 and other applicable provisions of Companies Act, 2013. The Board of Directors consists of Seven (7) Directors consisting of 2 non independent Executive Directors, 2 non-independent non-executive directors and 3 Independent directors including one independent women director with independent director being the Chairman of the Board. The Board of your Company possesses the appropriate expertise and experience, in the general corporate management, varied industrial knowledge, diversity and integrity, which enables them to contribute effectively and efficiently, in the best interest of the Company.

In accordance with the provisions of Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Satchit Kumar Basu (DIN: 08969146), whole time director designated as Director (Technical) will retire by rotation at the ensuing 47th Annual General Meeting and being eligible have offered himself for re-appointment, subject to approval of the shareholders. The Board of Directors recommends the appointment of Mr. Satchit Kumar Basu at the forthcoming annual general meeting.

In terms of section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and on recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 10th August, 2023 had re-appointed Mr. Suresh Chand Jain, whole time director designated as Executive Director, for a further term of 3 years w.e.f. 14th August, 2023 to 13th August, 2026 subject to approval by the shareholders. The Board of Directors recommends the appointment of Mr. Suresh Chand Jain at the forthcoming annual general meeting.

The brief detail of Directors seeking appointment /re-appointment at the ensuing general meeting is furnished in the explanatory statement to the notice of the AGM under the head "Directors Seeking Appointment / Re-appointment at this Annual General Meeting".

Independent Director's Declaration

In terms of Section 149(7) of the Companies Act, 2013 read with Regulation 16(1) of the Listing Regulations, the Independent Directors of the Company as on March 31, 2023 have submitted a declaration that each of them meet the criteria of Independence as laid down under Section 149(6) of the Act read with Rules framed thereunder and



Regulation 16 of the Listing Regulations and that they are not aware of the circumstances or situation, which might exist or is anticipated, that could impair their ability to discharge their duties with an objective of independent judgment and without any external influence as required under Regulation 25 of the Listing Regulation. Further, all the Directors have confirmed that they have complied with the Company's code of conduct.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out Annual Performance Evaluation of its own performance, each of Director individually and that of its Committees. The performance was evaluated by the Board after seeking inputs from all the Directors and other members (if any) on the basis of criteria such as the composition and structure, effectiveness of processes, information flow and functioning etc.

Further, Board has also carried out an Annual evaluation of Independent Directors. The Performance Evaluation was based on their contribution to Company's objectives and plans, efficient discharge of their responsibilities, participation in Board/Committee meetings, adherence to the Code of Conduct and other relevant parameters.

The nomination and remuneration committee also reviewed the evaluation criteria for the Board, its Committee, Executive and non-executive Directors and Chairman of the Board, considering qualification, expertise, attributes and various parameters based on which evaluation of the Board as a whole and its members individually has been carried out.

During the year, a separate meeting of Independent Directors was held to assess the performance of Non-Independent Directors of the Company. While evaluating the performance of any member, the views of executive directors and non-executive directors were also taken into consideration.

Familiarization Program for Independent Directors

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company apprised the Directors at the meetings about the changes and updates in the regulatory and business environment to enable them to familiarize with the Company's procedure and practices. The familiarization programs are conducted as and when required or on the specific request of a Director, which includes visit to manufacturing unit, meeting with senior and middle level management to make them understand the in-depth about the financials and operations of the Company. The detail of familiarization programs conducted by the Company is available on the website of the Company at <https://istindia.com/wp-content/themes/isttheme/assets/pdf/The%20Details%20of%20Familiarization%20Programme.pdf>

Number of Meetings of the Board

During the year under review, the board of the directors of the company met 7 times. The details of such meetings have been provided in Corporate Governance Report that form part of the Annual Report. The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations. Apart from the above, a separate meeting of Independent Directors was held on 14.03.2023. For more information regarding the dates and attendance of the members of the Board you may refer to relevant portion of the Corporate Governance Report forming part of the Annual Report.

Key Managerial Personnel

Pursuant to Section 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 following were the Key Managerial Personnel's during the year under review:

- 1) Mr. Suresh Chand Jain, Executive Director,
- 2) Col. (Retd.) Satchit Kumar Basu, Director (Technical)
- 3) Mr. D.N. Tulshyan, Chief Financial Officer
- 4) Mr. Bhupinder Kumar, Company Secretary (resigned w.e.f. 06/05/2022)
- 5) Mr. R.K. Sapra appointed as Company Secretary w.e.f. 07/05/2022 and resigned w.e.f. 16/07/2022
- 6) Mr. Bhupinder Kumar appointed as Company Secretary w.e.f. 25/07/2022



Nomination and Remuneration Policy of the Company relating to Director's appointment, Payment of Remuneration and Discharge of their duties.

The nomination and remuneration committee of the Board has formulated the Remuneration Policy of the Company that governs the appointment of Directors, Key Managerial Personnel (KMP's) and other employees including criteria for determining qualification, positive attributes, independence of a Director, remuneration and other matters mandated under sub-section (3) / (4) of Section 178.

The Board of Directors at its meeting held on 14th March, 2023 has reviewed and revised the Nomination and Remuneration Policy of the Company. The policy can be viewed at the following link: <https://istindia.com/wp-content/themes/isttheme/assets/pdf/Nomination%20%20Remmuneration.pdf>

Corporate Social Responsibility

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, Board of Directors of the Company has constituted the Corporate Social Responsibility Committee (CSR Committee) comprising of the following Directors:

- (a) Air Marshal Denzil Keelor (Retd), Chairman
- (b) Mr. Gaurav Gupta
- (c) Mrs. Manu Aggarwal

The said committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) or any amendment thereto, inter-alia indicating the activities to be undertaken by the Company, monitoring the implementation of the CSR policy and recommending the amount to be spent on CSR activities. The Board of Directors at its meeting held 14th March, 2023 had reviewed and revised the CSR policy of the Company. Copy of the said policy is also available on the website of the Company at <https://istindia.com/wp-content/themes/isttheme/assets/pdf/CSR%20Policy.pdf>.

The salient features and brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the CSR initiative undertaken by the Company during the year are set out in **Annexure - B** to this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.

Auditors and Auditors' Report

Statutory Audit

Pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. O.P. Dadu & Co., Chartered Accountants were appointed as the Statutory Auditors of the Company at the 46th Annual General Meeting of the Company held on 29th September, 2022, for a first term of 2 consecutive years from the conclusion of 46th Annual General Meeting till the conclusion of 48th Annual General Meeting of the Company to be held in the year 2024.

The report given by M/s. O.P. Dadu & Co., statutory auditors on the financial statement of the Company for the year 2022-23 is part of the Annual Report. The observations of the Auditors and the relevant notes on the accounts are self-explanatory and therefore do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

Further, during the year, in the course of the performance of their duties as auditor, no frauds were reported by them which they have reason to believe that an offence involving fraud has been committed against the Company by officer or employees of the Company.

Internal Audit

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, M/s Jinender & Co., Chartered Accountants has been appointed as the Internal Auditors of the Company. The Internal Auditors submit to the Board, their internal audit report on the affairs of the Company on quarterly basis. The report(s) submitted by the internal auditors are reviewed by the Audit Committee and the Board periodically and the Board had express its satisfaction to the scope and periodicity of the internal audit.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed



M/s. Vinod Kumar & Co., Company Secretaries in practice to conduct yearly Secretarial Audit. The Secretarial Audit Report presented by Vinod Kumar & Co., Company Secretaries confirms the compliances by the company of all the applicable provisions of Companies Act, 2013, Listing Agreement, SEBI guidelines and all other applicable laws, rules and regulations.

However, the Auditors had reported that the Company had delayed in filing few periodic returns / disclosures with the prescribed authority. The Board while noting the same, had advised the concerned officer(s) to ensure timely and adequate compliances in future. For details, you may refer the secretarial audit report for the financial year ended 31st March, 2023 which is annexed and forms part of this report as Annexure – C.

Pursuant to Regulation 24A of Listing Regulations, 2015, the Company has obtained the annual secretarial compliance report from CS Tumul Maheshwari, Proprietor M/s MT & Co. (C.P. No. 5554), Company Secretary in Practice and the same has been submitted to BSE Limited on 30/05/2023, which is within the prescribed time limit.

Cost Audit

Pursuant to Section 148(3) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Cost Audit / maintenance of cost records is not applicable on the Company.

Internal financial control systems and their adequacy

The Internal Control Systems are inherent in the Company and are working effectively, efficiently and are in the best interest of the Company. Policies and procedures adopted by the Company to ensure orderly and efficient conduct of its business, safeguarding its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of financial and management information.

The Company has a process in place to continuously monitor the efficiency and effectiveness of the Internal Controls which are reviewed by the audit committee as well as the management, from time to time. The Company has designed and implemented a process driven framework for Internal Financial Control (IFC) within the meaning of the Section 134(5)(e) of the Companies Act, 2013 read with explanation thereof. For the year ended March 31, 2023, the Board is of the opinion that the Company has sound IFC which commensurate with the nature and size of its business operations and no area of concern, continuing failure or major weakness was observed.

Vigil Mechanism

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors, employees and business associates to report to the management, their concern about any unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. The vigil mechanism is being overseen by the Audit Committee. It is hereby affirmed that no personnel of the Company had been denied access to the Audit Committee. The whistle blower policy is available at company's website www.istindia.com.

Risk Management

Risk is inherent in all the business and administrative activities of the Company. Therefore, the Company has a system in place for identifying and mitigating the Risk associated with the nature of business(es) undertaken by the Company. The audit committee and the Board also reviews the area of financial risks while analyzing the adequacy and efficiency of internal controls systems adopted by the Company, from time to time. Further the Board of Directors periodically takes note of the initiatives taken by the management to mitigate risk. The Company has formulated Risk Management Policy duly adopted by the Board which is available on Company's Website.

In accordance with provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to constitute Risk Management Committee during the year 2022-23.

Particulars of Investments, Loans, Guarantees given or Securities provided

The Company has not provided any Guarantee or security for any party. Particulars of investment under section 186 of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 is given in form AOC – 2 as annexed to this Report. Further the detail is also provided in the standalone financial statement under note no. 8 and 13.



Related Parties transactions

All the related party transactions were entered in ordinary course of business and are on arm's length basis. Transactions with related parties are conducted in a transparent manner and in the best interest of the Company. The system is in place for obtaining prior approval of Audit Committee for entering into any related party transaction is strictly followed by the Company. Once approved by the Audit Committee, all related party transactions are also approved by the Board of Directors. The statement of all the related party transaction being entered by the Company and any subsequent modification thereof, specifying the nature, value and terms and conditions of transaction is placed before the Audit Committee on Quarterly basis for its review and approval.

The disclosure on the Related Party Transactions (RPT's), as prescribed, is given in Note No. 42 to the financial statement.

During the year under review there was no materially significant related party transaction between the Company and its directors, Key Managerial Personnel, their relatives, subsidiaries or associate companies and other related parties. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1), along with the justification for entering into such contracts or arrangements in Form AOC-2 does not form part of this report.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on the Company's website at <https://istindia.com/wp-content/themes/isttheme/assets/pdf/Policy%20on%20Materiality%20of%20Related%20Party%20Transaction.pdf>.

Material Changes and Commitments

Pursuant to section 134(3)(l), no other material changes and commitments affecting the financial position of the Company have occurred between the end of financial year of the company to which this report relates till the date of this report.

Significant and Material Orders Impacting Operations of Company in future

No significant or material orders have been passed by any regulators or court or tribunals impacting the going concern status and future operations of your company.

Transfer of Unpaid / Unclaimed amounts to IEPF

Pursuant to the provisions of section 124(5) of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the declared dividends which remained unpaid / unclaimed for a period of 7 years needs to be transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years till 31st March, 2022. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF) during the year under review.

Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of the Annual Return can be accessed at Company's website at <https://istindia.com/annual-return/>.

Management Discussion and Analysis

Management Discussion and Analysis Report on the financial condition and operational performance of the Company for the year under review, as stipulated as per regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in separate section forming part of this Annual Report.

Corporate Governance Report

In pursuance of various Regulations and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance has been incorporated in the Annual Report for the information of the Shareholders. The prescribed certificate regarding compliance of the conditions of Corporate Governance as stipulated under the said regulations also forms part of the Annual Report.



Particulars of Employees

The relations with the Employees have been cordial throughout the year under review. Your Directors place on record their sincere appreciation in respect of the services rendered by the Employees of the Company at all levels.

The statement of particulars of appointment and remuneration of Key Managerial Personnel as per Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed vide **Annexure D** forming part of this report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, there is no employee who is drawing remuneration in excess of the limits set out in the said rules. Therefore, no statement required under Rule 5(2) and 5(3) forms part of this Report.

Protection of Women at Workplace

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention of sexual harassment at work place pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy has been widely disseminated and all employees are made aware of the same. During the year under review, there was no case of sexual harassment reported.

Conservation of energy, technology absorption, foreign exchange earnings and outgo Conservation of energy:

A. Conservation of Energy

a) Steps taken or impact on conservation of energy

- The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible saving of the energy is achieved.
- All possible steps are being taken to reduce idle running of machinery, thereby reducing wastage of energy and Fuel / Oil Consumption.
- All efforts are made to conserve the energy through various means such as use of low energy consuming lighting systems etc.
- No specific capital investment has been made for reduction in energy consumption. However, the Management continuously upgrades and/or replaces old machinery with energy efficient machinery from time to time.
- As the impact of measures taken for conservation and optimum utilization of energy are not possible to be quantified, its impact on cost cannot be stated accurately.
- No specific step has been taken by the management for utilization of alternate source of energy
The Company does not fall under the list of industries, which should furnish the information in Form A annexed to the Companies (Accounts) Rules, 2014

B. Technology Absorption

The Company products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore, no technology absorption is required. The Company constantly strives for maintenance and improvement in the quality of its product and the quality control activities are directed to achieve the aforesaid goal.

Expenditure incurred on Research & Development (R & D) - NIL

C. Foreign Exchange Earnings and Outgo

(Rs. in Lakhs)

Particulars	2022-23	2021-22
Earnings in Foreign Exchange	9.39	9.55
Value of imports (CIF Value)	18.47	12.74
Expenditure in Foreign Exchange	—	—



Listing

The Equity Shares of your Company continue to be listed on BSE Limited (BSE). There is no default in payment of Annual listing fees and annual custodian fee in respect of shares held in dematerialisation mode to NSDL and CDSL.

Dematerialisation of Shares

To provide better and smooth service to the shareholders, the Company's equity shares have been made available for dematerialisation in electronic form in the Depository Systems operated by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), Mumbai. In order to avail the service, shareholders can dematerialized their shares in the electronic form.

Compliance of Secretarial Standards

During the financial year 2022-23, the Company has complied with the Secretarial Standard – 1 for Meeting of Board of Directors and Secretarial Standard – 2 for General Meeting issued by the Institute of Company Secretaries of India.

Acknowledgement

Your Directors wish to place on record their sincere appreciation and thanks for the valuable cooperation and support received from the Company's Bankers, Financial Institutions, Central and State Government Authorities, Clients, Consultants, Suppliers, Members, Employees and other stakeholders of the Company and look forward for the same in greater measure in the coming years.

Place: New Delhi
Dated: 28.08.2023

For and on behalf of the Board of Directors
Mayur Gupta **Suresh Chand Jain**
Director Director
DIN: 00131376 DIN: 00092079



IST LIMITED

ANNEXURE – A

Form AOC - 1

Statement pursuant to Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 related to Subsidiary and Associates Companies

	As at 31.03.2023	As at 31.03.2022
1 Name of the Subsidiary	Gurgaon Infospace Limited	
2 Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable
Part A: Subsidiary Company		
1 Name of the Subsidiary	Gurgaon Infospace Limited	
	As at 31.03.2023	As at 31.03.2022
2 Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable
3 Reporting currency and exchange rate as on the last date of the relevant financial year	Indian Rupees	Indian Rupees
4 Share Capital (Paid up Share Capital)	100.00	100.00
5 Reserve & Surplus	88,843.05	81,936.76
6 Total Assets	95,334.78	87,345.23
7 Total Liability	6,391.73	5,308.47
8 Investment	67,652.95	55,770.63
9 Turnover	9,502.09	9,764.22
10 Profit before taxation	9,757.74	11,569.20
11 Provision for taxation	2,404.82	2,904.92
12 Profit after taxation	7,352.92	8,664.28
13 Proposed Dividend	NIL	NIL
14 % of shareholding	100%	100%
Part B: Associate Company		
1 Name of the Associate Company	IST Steel and Power Limited	
2 Latest Audited Balance Sheet Date	31.03.2023	31.03.2022
3 (a) Shares of Associate held by the Company on the year end	88,40,000	88,40,000
	Equity Shares	Equity Shares
(b) Extent of holding %	30.80%	30.80%
4 Description of how there is significant influence	Associate Company	Associate Company
5 Reason why the associate venture is not consolidated	Consolidated	Consolidated
6 Net Worth attributable to shareholding as per latest audited balance sheet	4,889.41	4,883.61
7 Profit / (Loss) for the year		
i) Considered in Consolidation	5.80	398.98
ii) Not considered in Consolidation	—	—

The following information shall be furnished at the end of the statement:

- | | | |
|---|---|-----|
| 1. Name of the subsidiary which are yet to commence operations | — | NIL |
| 2. Names of subsidiary which have been liquidated or sold during the year | — | NIL |

For and on behalf of the Board of Directors

D.N. Tulshyan
C.F.O.

Bhupinder Kumar
Company Secretary

S.C. Jain
Executive Director
DIN - 00092079

Mayur Gupta
Director
DIN - 00131376

Date: 28/08/2023
Place: New Delhi

**Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2022-23
(Pursuant to Section 135 of the Companies Act, 2013)**

<p>1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs</p>	<p>The Company has framed a CSR policy in compliance with the provision of the Companies Act, 2013 and the same is placed on the Company's website : www.istindia.com</p> <p>The Company have been regularly contributing in the projects involving "Promoting Education and "Health Care" apart from other permissible social welfare projects undertaken either directly or through any implementing agencies.</p> <p>The initiatives taken under CSR are predominantly based on the premise of helping the underprivileged and poor section of the society.</p>								
<p>2. Weblink at which Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company</p>	<p>http://istindia.com/wp-content/themes/isttheme/assets/pdf/board-of-directors.pdf</p>								
<p>3. Pursuant to provisions of Sub Rule 3 of Rule 8 of Companies (CSR) Rules, 2014, provide the assessment of CSR Projects</p>	<p>Not Applicable as the average CSR obligations in the three immediately preceding financial years was less than Rs. 10 Crores</p>								
<p>4. Details of amount available for set-off in pursuance of sub-rule 3 of rule 7 of Companies (CSR) Rules, 2014 and amount required for set-off for the financial year, if any</p>	<p>NIL</p>								
<p>5. Composition of the CSR Committee Name of the Member Air Marshal Denzil Keelor (Retd.) Mr. Gaurav Gupta Mrs. Manu Aggarwal</p>	<table border="0"> <tr> <td>Category of Director</td> <td>Chairman / Member</td> </tr> <tr> <td>Independent</td> <td>Chairman</td> </tr> <tr> <td>Non-Executive</td> <td>Member</td> </tr> <tr> <td>Independent</td> <td>Member</td> </tr> </table>	Category of Director	Chairman / Member	Independent	Chairman	Non-Executive	Member	Independent	Member
Category of Director	Chairman / Member								
Independent	Chairman								
Non-Executive	Member								
Independent	Member								
<p>6. Average net profit of the Company for last three financial year</p>	<p>Rs. 8,26,37,940/-</p>								
<p>7. Prescribed CSR Expenditure (2% of the amount as in item 2 above)</p>	<p>Rs. 16,52,759/-</p>								
<p>8. Detail of CSR spent during the financial year. (a) Total amount to be spent for the financial year (b) Amount unspent for the financial year, if any (c) Manner in which the amount spent during the financial year 2022-23</p>	<p>Rs. 20,00,000/- NIL</p> <p>The Company has spent an amount of Rs. 20.00 Lacs during the year 2022-23 which is in excess of the obligatory amount prescribed to be spent by the Company.</p> <p>The CSR Committee has resolved not to claim set-off of the excess amount spent against any future obligation.</p>								



Detail of CSR spending during the year 2022-23 is as below :

(1) S. No.	(2) CSR project or Activity identified	(3) Sector in which the project is covered	(4) Project or Programs (1) Local Area or other (2) Specify the State and district where project or program was undertaken	(5) Amount Outlay (budget) project or program wise	(6) Amount spent on the projects or programs Subhead: (1) Direct expenditure on projects or programs (2) Overheads	(7) Cumulative expenditure upto the reporting period	(8) Amount spent Direct or through implementing agency
(a)	Promoting Health Care including preventive healthcare development	Promoting healthcare Clause (i) of Schedule VII to the Companies Act 2013	Delhi	20.00 Lacs	NIL	20.00 Lacs	Indirect

8. In case the Company has failed to spend the two percent of the average net profit of the last three financial year or any part thereof, the Company shall provide the reason for not spending the amount in its Board Report	The CSR committee continuously explore new avenues and possible areas / activity on which the CSR amount may be spend and the management is committed to spend CSR funds yearly. The Company has fully spent its CSR obligation for the financial year 2022-23.
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9. a) CSR amount spent or unspent for the financial year :

Total amount spent for the Financial Year (Rs. Lacs)	Amount Unspent (In Rs. Lacs)				
	Total Amount transferred to unspent CSR Account As per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs. 20.00	—	NA	NA	—	NA

(b) Detail of CSR amount Spent on Ongoing Projects for the financial year : NIL

(c) Details of CSR amount spent against other than ongoing project for the financial year

S. No.	Name of the Projects	Item from the list of activities in Schedule VII of the act	Local Area (Yes/No)	Location of the Project		Amount Spent for the Project (Rs. Lacs)	Mode of imple-entation Direct (Yes/No)	Mode of Implementation - Through Implementing agency	
				State	District			Name	CSR Regn. No.
1	Promoting Health Care including preventive healthcare - Shree Aggarasen North Ex. Welfare Society at large	Item No. (i) Promoting Health Care including preventive healthcare	Yes	Delhi	North Delhi	20.00	No	Shree Aggarasen North Ex. Welfare Society (Regd.)	CSR 000 20396



- d) Amount spent in Administrative Overheads : NIL
 e) Amount spent on Impact Assessment, if applicable : Not Applicable
 f) Total amount spent for the financial year (9b + 9c + 9d) : Rs. 20.00 Lacs
 g) Excess amount for set off : NIL
 10. a) Detail of Unspent CSR Amount for the preceding three years

S. No.	Preceding Financial Year	Amount Transferred to Unspent CSR Account as per Section 135(6)	Amount spent in Reporting Financial year (In Lacs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial year (in Rs. Lacs)
				Name of the Fund	Amount (in Rs.)	Date of Transfer	
i)	2021-22	NIL	16.51	—	—	—	—
ii)	2020-21	NIL	18.13	—	—	—	—
iii)	2019-20	NIL	22.19	—	—	—	—

- b) Detail of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : NIL
 11. In case of creation or acquisition of capital asset(s), furnish the details relating to the asset(s) so created or acquired through CSR spent in the financial year (Asset Wise Details) : NIL
 12. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5): Not Applicable

Responsibility Statement:

It is hereby confirmed that the implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

For and on behalf of Board of Directors

Place: New Delhi
 Dated: 28.08.2023

Mayur Gupta
 Director
 DIN - 00131376

S.C. Jain
 Executive Director
 DIN - 00092079



FORM No. MR-3
**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)
CIN :- L33301HR1976PLC008316
NOMINAL CAPITAL :- RS. 100000000

To,
The Members,
IST LIMITED
Dharuhera Industrial Complex
Delhi-Jaipur Highway, Dharuhera , District Rewari,
REWARI HR 123106

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IST LIMITED (CIN L33301HR1976PLC008316) (**hereinafter called the Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit and the representations made by the Company, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by company for the financial year ended on 31st March, 2023 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (**Not Applicable**)
- III. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of insider Trading) Regulation, 2015
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable as the Company has not issued any further share capital during the period under review**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable as the company has not issued and listed any debt securities during the financial year under review**);
 - f. The Securities and Exchange Board of India (Registrar to an issue and share transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (**Not Applicable as the company is not registered as registrar to issue and Share Transfer Agent during the financial year under review**);



- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable as the company has not delisted/ proposed to delist its equity shares from any Stock Exchange during the financial year under review);**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable as the Company has not bought back/Proposed to buy- back any of its securities during the financial year under review)**
 - i. The Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015.
- VI. The Management has identified and confirmed the following other law as applicable to the Company :
- i. Payment of Wages Act, 1936
 - ii. Minimum Wages Act, 1948
 - iii. Employee's State Insurance Act, 1948
 - iv. Payment of Gratuity Act, 1972
 - v. Factories Act, 1948
 - vi. Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - viii. Payment of Bonus Act, 1965
 - ix. Air (Prevention And Control of Pollution)Act, 1981
 - xi. Water (Prevention And Control of Pollution)Act, 1974
 - xii. Equal Remuneration Act, 1976
 - xiii. The Contract Labour(Regulation And Abolition) Act, 1970

We have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards with regard to meeting of the Board of Directors (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standard, etc. mentioned above except to the extent as mentioned below :-

1. **The Annual Filing forms (AOC-4 XBRL and MGT-7) required to be filed under Companies Act, 2013 were filed after the period prescribed ; this should be reported as compliance by reference of payment of additional fees.**
2. **Company has not filed Form CSR-2 (Web Based Form) during the period prescribed.**
3. **The Company has delayed submitted the disclosure related to Related Party Transaction with the Stock Exchange as per the Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 and deposited fine by adjustment of advance amount lying with the stock exchange .**
4. **The Company has delayed submitted the Certificate of Practicing Company Secretary with the stock Exchange as per the Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015.**
5. **The Company has delayed submitted the outcome of Meetings of the Board of Directors in two instance with the stock Exchange as per the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and independent Directors.



IST LIMITED

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were send generally seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the information and explanation provided by the management, there are adequate systems and processes in the company commensurable with the size and operations of the company to monitor and ensure compliances with applicable laws, rules and regulations.

As per the minutes of the meeting duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that during the Audit period, there are no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards taken place.

This Report is to be read with our letter of even date which is annexed as '**Annexure A**' and Forms an integral part of this report.

PLACE :- NEW DELHI
DATED:- 28.08.2023

FOR VINOD KUMAR & CO.
COMPANY SECRETARIES
UDIN :-
CS VINOD KUMAR ANEJA
(CP 5740 FCS 5740)
UDIN : F005740E000877039



To,
The Members,
IST LIMITED
Dharuhera Industrial Complex
Delhi-Jaipur Highway, Dharuhera , District Rewari,
REWARI HR 123106

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The compliance by the company of applicable financial laws like Direct and Indirect tax laws has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

PLACE :- NEW DELHI
DATED:- 28.08.2023

FOR VINOD KUMAR & CO.
COMPANY SECRETARIES
UDIN :-
CS VINOD KUMAR ANEJA
(CP 5740 FCS 5740)
UDIN : F005740E000877039



Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each Director Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year:

Name of Director	Designation	Ratio of remuneration to median remuneration of all employees	% increase in remuneration in the Financial Year 2022-23
Independent Directors			
Air Marshal D. Keelor (Retd.)	Director	N.A.	N.A.
Mr. Subhash Chander Jain	Director	N.A.	N.A.
Mrs. Manu Aggarwal	Director	N.A.	N.A.
Whole Time Directors / Executive Directors			
Mr. S.C. Jain	Executive Director	13.16	13.70
Col. (Retd.) Satchit Kumar Basu	Director (Technical	6.73	N.A. [§]
Non-Executive Directors			
Mrs. Sarla Gupta*	Director	N.A.	N.A.
Mr. Mayur Gupta	Director	N.A.	N.A.
Mr. Gaurav Gupta	Director	N.A.	N.A.
Key Managerial Personnel's (KMP's)			
Deoki Nandan Tulshyan	Chief Financial Officer	6.97	5.10
Bhupinder Kumar	Company Secretary	9.19	54.72

*Resigned w.e.f. 12-09-2022

§Not comparable as he joined during the year 2021-22

- The percentage increase in median remuneration of employees in the financial year: 8.73%
- The number of permanent employees on the roll of the Company as on March 31, 2023: 180
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The salary and wages of the employees other than the managerial personnel has increased by approximately 3.31%. The marginal increase is due to annual increments of employees during the year and decrease in number of employees. The managerial remuneration increased by 26.18% due to annual increments 2022-23 and also due to the fact that the position of Director (Technical) was vacant for almost 5 months during the year 2021-22. Further, no other additional benefits as per the terms of appointment were due and paid.



Name	Designation	Remuneration	Qualification	Experience in years	Date of commencement of employment	Age	Last Employment held before joining the Company	% of equity shares held by employee
Suresh Chand Jain	Executive Director	24.90	MSC (Physics)	40	14-08-2016	78	NA	NIL
Bhupinder Kumar	Company Secretary	17.39	CS	20	22-02-2017	50	SPML Infra Ltd.	NIL
Vikas Kumar Naredi	Asstt. General Manager	12.86	CA, CS	11	04-11-2022	41	ASF Infra	NIL
D.N. Tulshyan	Chief Financial Officer	12.62	B.Com	49	01-08-1976	85	Birla Ltd.	NIL
Satchit Kumar Basu	Director	12.44	BE, DIM	48	17-07-2020	71	VXL Ltd.	NIL
Anil Tulshyan	General Manager	11.61	B.Com	39	01-11-1984	59	IST Ltd.	NIL
Paritosh Ghosh.	General Manager	11.61	PGDIT	48	03-10-2020	69	HPL Pvt. Ltd.	NIL
Sher Singh	General Manager	11.35	BE	46	01-03-1988	65	Surya Power Cable	NIL
Dinesh Kr. Yadav	Dy. General Manager	11.34	MBA, LLB	41	25-09-2009	59	KML Ltd.	NIL
Manoj Kumar	Assitt. General Manager	11.69	Dip. In Civil Engg.	30	01-10-2020	55	Gupta & Gupta Pvt. Ltd.	NIL

Note:

- 1) Nature of Employment, whether Contractual or Otherwise (for all above employees)
 - Mr. Suresh Chand Jain and Mr. Satchit Kumar Basu are Board Members and are appointed / re-appointed by the Board and shareholders at the recommendation of Nomination and Remuneration Committee as per the terms and tenure contain in the respective resolution(s).
 - All other employees are in regular employment of the Company.
- 2) The above remuneration does not include Leave Encashment, gratuity and perquisites.
- 3) None of the above employee is a relative of any Director or manager of the Company.

It is hereby affirmed that The Company has formulated Nomination and Remuneration Policy as required under section 178 of the Companies Act, 2013 and the remuneration paid to the employees are as per the remuneration policy of the Company.

Place: New Delhi
Dated: 28.08.2023

For and on behalf of the Board of Directors
Mayur Gupta Director
 DIN - 00131376
S.C. Jain Executive Director
 DIN - 00092079



CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The report states the compliance with the principles of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) 2015, hereinafter collectively referred to as the 'Listing Regulations'.

Good corporate governance is essential for achieving sustainable growth and enhance long term value of the enterprise and its stakeholders. The Company always endeavors to maintain a valuable relationship and trust with all stakeholders. We at IST consider stakeholders as partners and always remain committed in enhancing value to stakeholders, be it shareholders, employees, suppliers, customers, investors, communities or policy makers.

The Company also consider it imperative to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate behaviors. In this 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 efficient levels of business practices, ensure accountability, transparency, responsibility and fairness in all aspects of its operations. Your Company continues to lay great emphasis on broad principles of Corporate Governance and ethical standards.

Your Company, with a view to achieve these objectives, has adopted practices as mandated in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and had established corporate strategies and prudent business plans, which are monitored by the management on an ongoing basis.

2. BOARD OF DIRECTORS

The Board of Directors is responsible for the management, direction and performance of the Company and plays an important role in overseeing how the management serves the objectives and interests of the stakeholders, while achieving the corporate goals. Being in the fiduciary relationship the Board ensures that the rights of all stakeholders are protected. The Board consists of optimum combination of executive, non-executive and independent directors to maintain the independence of the Board and integrity in the affairs of the Company. Board diversity is necessary for achieving sustainable and balanced development as well as ensuring good Corporate Governance.

Further, Independent Directors also plays important role in Board decision processes by imparting their independent views on the matters placed before the Board. All the Independent Directors have confirmed that they meet the criteria of independence, as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure requirements), Regulations 2015, read with Section 149(6) of the Act and have been appointed as per the provisions of the Companies Act, 2013.

The dates for meetings of the Board of Directors and its Committees are scheduled well in advance and is communicated to Directors to enable them to make it convenient to attend the meeting and to ensure their effective participation. Additional meetings are convened wherever necessary. In case of urgent matters, resolutions are passed through circulation and the Board take note of the same in the subsequent Board meeting.

All relevant material information(s) are circulated to the directors before the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The information of the nature of unpublished price sensitive information is circulated to the Board before the commencement of the Board meeting. The Executive Director and the Chief Financial Officer of the Company make presentation to the Board on the matters including but not limited to the Company's performance, operations, plans, budgets etc. The Board is also kept informed of major events / items and approvals are taken wherever necessary. Follow-up action taken report(s) are submitted to the Board, wherever advised.

During the year under review seven (7) Board meetings were held on 24-5-2022, 25-07-2022, 13-08-2022, 27-08-2022, 14-11-2022, 13-02-2023 and 14-03-2023.

In addition, a meeting of Independent Directors was held on 14.03.2023 without the attendance of non-independent directors and members of the management. The meeting was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and putforth their view.

Composition of the Board

The composition of the Board is in conformity with the requirement of Regulation 17 of the Listing Regulations, Section 149 and other applicable provisions of Companies Act, 2013. The strength of the Board as on March 31, 2023 was



7 Directors, which is in conformity with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, having required combination of Executive and Non-Executive Directors with at least one (Independent) Women Director and not less than one-third of the Board comprising of Non-Executive Independent Directors for a Board chaired by Non-Executive Director. The composition of the Board is as under which is headed by Non-Executive Independent Director as the Chairman:

S.No.	Category	No. of Director	% of total no. of Director
1	Non Executive Promoter	2	28.5
2	Non Executive Non Independent Directors	—	—
3	Non Executive Independent Director (including Independent women Director)	3	43.00
4	Executive Director	2	28.50
	Total	7	100.00

Core Competencies of the Board of Directors

Your Directors are a combination of varied skills, competencies and expertise which brings diversity to the Board. The core skills / expertise / competencies identified for the Board are as follows:

- Legal, finance and accountancy;
- Technical Knowledge
- Human resources and stakeholders' management
- Sales and delivery
- Risk Management
- Knowledge of the Industry
- Leadership
- Corporate Affairs

Pursuant to the requirement of Part C of Schedule V of the Listing Regulations, the specific area of expertise of the individual board members have been highlighted in the table below. However, any exclusion does not imply that the members does not possess the corresponding qualification or skills for that particular matrix.

Director	Legal, Finance and accountancy	Technical knowledge and stakeholders management	Human resource and management	Sales and delivery	Risk Manage- ment	Knowledge of the Industry	Leadership	Corporate Affairs
Air Marshal (Retd.) Denzil Keelor, Chairman	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Suresh Chand Jain,	✓	✓	✓	—	✓	✓	✓	✓
Mr. Mayur Gupta,	✓	—	✓	✓	✓	✓	✓	✓
Mr. Gaurav Gupta,	✓	—	✓	—	—	✓	✓	✓
Mr. Subhash Chander Jain	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. Manu Aggarwal	✓	✓	✓	—	✓	✓	✓	✓
Col. (Retd.) Satchit Kumar Basu	✓	✓	—	✓	✓	✓	✓	✓

The Composition of Board of Directors, their shareholding, attendance during the year at the Board Meetings and the last Annual General Meeting, Number of other Directorships, Committee membership and Chairmanship held by them as at 31st March, 2023 are given below: -



IST LIMITED

Directors / Category	Shares held	Attendance		No. of other Directorships and Committee Memberships / Chairmanships in other public Companies		
		Board Meetings ¹	Last AGM	Director-ships ²	Committee Member-ships ³	Committee Chairman-ships
Air Marshal (Retd.) Denzil Keelor Non-Executive / Independent (Chairman)	—	6	Yes	3	3	3
Mr. Suresh Chand Jain, Whole Time Director	—	7	Yes	3	1	1
Mr. Mayur Gupta, Non Executive, Non Independent (Promoter)	—	7	No	2	—	—
Mr. Gaurav Gupta, Non Executive, Non Independent (Promoter)	—	6	Yes	3	1	1
Brig. (Retd.) Gurcharan Singh Sawhney Non-Executive / Independent	—	1	NA	—	—	—
Mrs. Sarla Gupta, Non Executive, Non Independent (Promoter)	—	3	NA	1	—	—
Mr. Subhash Chander Jain Non-Executive / Independent	250	7	Yes	—	—	—
Mrs. Manu Aggarwal Non-Executive / Independent Women Director	—	7	Yes	—	—	—
Col. (Retd.) Satchit Kumar Basu Whole Time Director	—	7	Yes	—	—	—

¹ Excludes separate meeting of independent directors

² Other directorships exclude directorship in Foreign Companies, Private Limited Companies, Companies Registered under Section 8 of the Companies Act, 2013 and alternate directorships, if any.

³ Memberships / Chairmanships of only Audit Committees and Stakeholders Relationship Committees have been considered.

Notes:

- Mrs. Sarla Gupta, Mr. Mayur Gupta and Mr. Gaurav Gupta, are related Director(s).
- During the year, the Company did not have any material pecuniary relationship or transaction with any of the non-executive director and Independent Director.
- None of the Director of the Company:
 - is a Director in more than 7 listed entities.
 - Serving as a whole time director is serving as an Independent Director in more than 3 listed entities.
 - Is a member of more than 10 committees or chairman of more than 5 committees of the Board (Audit Committee and Stakeholders Relationship Committee) across all listed entities in which he/she is a director.

Disclosure of relationships between directors inter-se:

Mr. Mayur Gupta and Mr. Gaurav Gupta, Non-Executive Promoter Directors of the Company are brothers and therefore related to each other.

Number of shares and convertible instruments held by non-executive directors;

S. No.	Name of Non-Executive Director	No. of Shares held
1	Mr. Mayur Gupta	Nil
2	Mr. Gaurav Gupta	Nil
3	Mr. Denzil Keelor	Nil
4	Mr. Subhash Chander Jain	250
5.	Mrs. Manu Aggarwal	Nil



Web link where details of familiarization programs imparted to independent directors

Pursuant to Regulation 25(7) of the Listing Regulations, the Company is required to familiarise the Independent Directors through various programme about the affairs of the Company.

At the time of appointment, the Independent Directors are given a formal Letter of appointment explaining the role, function, duties and responsibilities of the Independent Director. They are also explained the various compliance requirements under the Companies Act and Listing Regulations. Further under the various familiarisation programmes conducted by the Company, they are made aware of the various amendments to the applicable laws and regulations through special presentations and meetings with concerned officials of the Company. On specific request(s) received from the Independent Director(s), requisite details are provided, and if required, training programmes are conducted on specific project, activity or process of the Company.

The details of such familiarisation programmes conducted by the Company are disclosed on the website of the Company at <https://istindia.com/wp-content/themes/isttheme/assets/pdf/The%20Details%20of%20Familiarization%20Programme.pdf>

Disclosure of resignation of independent director during the financial year

During the year none of the Independent Director resigned from the Directorship of the Company. Mr. Gurcharan Singh Sawhney, ceases to be the Independent Director of the Company due to his sad demise.

Independent Directors confirmation by the Board

All Independent Directors have declared that they meet the independence criteria set out in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

3. COMMITTEES OF THE BOARD

There are five Committees of the Board - the Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. Details:

i) Audit Committee

In accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18(3) and Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of reference broadly includes overviews the Company's financial reporting processes and review of the quarterly, half-yearly and annual financial statements, approval of related party transactions, recommend appointment of auditors, review of internal audit reports and action taken report, assessment of the adequacy of internal control systems / financial reporting system, reviewing the adequacy of the financial and risk management policies and practices followed by the company.

Composition, Role and Attendance

The Audit Committee of the Company comprises of following 3 independent Non-Executive Directors:

Air Marshal (Retd.) Denzil Keelor	Chairman
Mr. Subhash Chander Jain	Member
Mrs. Manu Aggarwal	Member

The Company Secretary of the Company acts as Secretary to the Committee.

All members of the Committee are financially literate and have accounting and/or related financial management expertise.

Terms of Reference:

Power:

Power and Roles of the Audit Committee are as follows:

The power of the Audit Committee includes the following:

- To investigate any activity within its terms of reference
- To seek information required from any employee
- To obtain outside legal or other professional advice; and
- To secure the attendance of outsiders with relevant expertise, if considered necessary.

**Role:**

The role of the Audit Committee includes the following:

Part A

- 1) 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;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon 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) Modified Opinion / Qualifications in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) 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;
- 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the company, wherever it is necessary;
- 11) valuation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) 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;
- 14) Discussion with internal auditors of any significant findings and follow up thereon;
- 15) 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;
- 16) 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;
- 17) 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;
- 18) To review the functioning of the Whistle Blower mechanism;
- 19) 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 and background, etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.



- 21) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- 22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Part B

- 1) The audit committee shall mandatorily review the following information:
- 2) Management discussion and analysis of financial condition and results of operations;
- 3) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 4) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 5) Internal audit reports relating to internal control weaknesses; and
- 6) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 7) Statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

During the year under review Audit Committee met 5 (Five) times. The audit committee meetings were held on 20-04-2022, 24-5-2022, 13-08-2022, 14-11-2022 and 13-02-2023.

The attendance of the members at its meeting is as follows:

Members	Category	No. of meetings attended
Air Marshal (Retd.) Denzil Keelor	Chairman, Non-Executive & Independent.	5
Shri Subhash Chander Jain	Member, Non-Executive & Independent.	5
Mrs. Manu Aggarwal	Member, Non-Executive & Independent	5

ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013 and rule made there under read with Regulation 19 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time.

Composition and attendance

The Nomination and Remuneration Committee consists of 3 Directors out of which two are Independent Directors and one is Non Executive Director with Independent Director being the Chairman. The Committee held Two (2) meeting during the financial year on 07-05-2023 and 25-07-2023. The particulars of members and attendance at the Committee Meetings are as under:

Members	Category	No. of meetings attended
Mr. Subhash Chander Jain	Chairman, Non-Executive & Independent.	2
Mr. Gaurav Gupta	Non-Executive, Non-independent	2
Air Marshal (Retd.) Denzil Keelor	Member, Non-Executive & Independent.	2

The Company Secretary of the Company acts as Secretary to the Committee.

Terms of Reference:

The Committee is responsible for the following:

- 1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;



- 2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.]
- 3) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 4) devising a policy on diversity of board of directors;
- 5) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- 6) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- 7) recommend to the board, all remuneration, in whatever form, payable to senior management.

Criteria for Performance Evaluation of all the Directors

The Nomination and Remuneration Committee has duly formulated the performance evaluation criteria for all the directors (Including Independent Directors) of the Company. The said criteria are disclosed in the Boards' Report forming part of the Annual Report of the Company.

iii) Stakeholder Relationship committee,

The Stakeholders Relationship Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013 and rule made there under and Regulation 20 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, both as amended from time to time.

Terms of Reference:

The committee is vest with the following responsibilities:

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.]

Composition and attendance

The Stakeholders Relationship Committee consists of three (3) Directors out of which one is Independent Directors and one is Non-Executive Director with Air Marshal (Retd.) Denzil Keelor, Independent Director being the Chairman. The Committee held four (4) meeting during the financial year on 07-05-2022, 13.08.2022, 14.11.2022 and 13-02-2023. The particulars of members and attendance at the Committee Meetings are as under:

Members	Category	No. of meetings attended
Air Marshal (Retd.) Denzil Keelor	Chairman, Non-Executive & Independent	4
Mr. S.C. Jain	Whole Time Director	4
Mr. Gaurav Gupta	Non-Executive/Promoter	4

Mr. Bhupinder Kumar, Company Secretary is the Compliance Officer of the Company for complying with the requirements of the SEBI (LODR) Regulations, 2015 and the Stock Exchange as amended from time to time. The Compliance Officer also ensures that all the complaints / queries / requests of the shareholders / investors are satisfactorily resolved within the



stipulated time. Following are the details of the investors complaints / requests received and redressed during the year under review:

Complaints pending at the beginning of the year	0
Number of shareholders Complaints received during the period 01-04-2022 to 31-03-2023	9
Number of Complaints resolved during the year	9
Number of complaints not solved to the satisfaction of shareholders	Nil
Number of pending complaints as on 31-03-2023.	0

iv) Corporate Social Responsibility

In accordance with the provisions of section 135 of the Companies Act, 2013 read with CSR rules framed thereunder, the Company has duly constituted its Corporate Social Responsibility (CSR) Committee of the Board of Directors to guide the company for undertaking CSR activities. In terms of the Companies Act, 2013, the committee recommends to the Board for approval, the CSR budget for each financial year.

The Committee has formulated the CSR policy of the Company which was duly approved and adopted by the Board of Directors and is reviewed by the Board from as and when required. During the year, on recommendation of the CSR Committee the Board of Directors at its meeting held on 14th March, 2023 has reviewed and adopted the revised CSR policy of the Company and the same is hosted on the website of the Company at <https://istindia.com/wp-content/themes/isttheme/assets/pdf/CSR%20Policy.pdf>.

Composition and attendance

The Corporate Social Responsibility Committee consists of three (3) Directors out of which two is Independent Directors and one is Non-Executive Director with Air Marshal (Retd.) Denzil Keelor, Independent Director being the Chairman. During the year under review, two meeting of the Committee held on 16.06.2022 and 13.02.2023. The following is the composition and attendance of the members of the meeting of the committee:

Members	Category	No. of meetings attended
Air Marshal (Retd.) Denzil Keelor	Chairman, Non Executive & Independent	2
Mr. Gaurav Gupta	Member, Non Executive / Promoter	2
Mrs. Manu Aggarwal,	Member, Non Executive & Independent	2

Terms of Reference:

The terms of reference of the CSR Committee are as follows:

- 1) Formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- 2) To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013;
- 3) Recommend the amount of expenditure to be incurred on the CSR activities;
- 4) Prepare a transparent monitoring mechanism for ensuring implementation of the project/ programmes/ activities proposed to be undertaken by the Company;
- 5) To review the Company's disclosure of CSR matters;
- 6) To submit a report on CSR matters to the Board at such intervals and in such format as may be prescribed;
- 7) To consider other functions, as defined by the Board or as may be stipulated under any law, rule or regulation, Corporate Social Responsibility Voluntary Guidelines 2009, and the Companies Act, 2013

v) Risk Management Committee

The Company has an established Risk Management Policy, which outlines a comprehensive framework for risk identification, evaluation, prioritization and treatment of various risks associated with different areas of operations. Your Company has voluntarily constituted the Risk Management Committee though it is not compulsorily required to constitute Risk Management Committee pursuant to Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. During the year, the Board of Directors reviewed and adopted the revised Risk Management Policy of the Company at its meeting held on 14-03-2023, which is posted at the website of the Company.



The Committee periodically meet and during the year two meeting of the Committee held on 13.08.2022 and 13.02.2023. The following is the composition and attendance of the members of the meeting of the committee:

Members	Category	No. of meetings attended
Air Marshal (Retd.) D Keelor	Chairman, Non Executive & Independent	2
Mr. Suresh Chand Jain.	Member, Executive Director	2
Subhash Chander Jain	Member, Non Executive & Independent	2

Terms of reference

The role of the committee includes the following:

- 1) To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
- 2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- 3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- 4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- 5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- 6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

4. Remuneration of Directors:

The remuneration policy of the Company aims at attracting and retaining quality talent. The remuneration policy, therefore, is market-led and takes into account the competitive circumstance of each individual so as to leverage performance significantly while ensuring that the quality staff is retained in the best interest of the Company. The Policy on Nomination, remuneration and performance evaluation of Directors, Key Managerial Personnel and other employees of the Company is provided in the website of the Company www.istindia.com.

The Nomination and Remuneration Committee, while recommending remuneration to be paid, takes into account the financial position of the Company, prevailing trend in the industry, background, qualifications, experience, existing remuneration and performance of the respective individual. The remuneration structure includes Basic Salary, perquisites and allowances, contribution to provident fund and other benefits depending upto the remuneration policy of the Company.

In compliance with the requirements of the Companies Act, 2013, Rules framed there under and pursuant Regulation 19 of SEBI (LODR) Regulation, 2015, the Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee, decides remuneration to be paid to the Executive Directors / Whole Time Directors subject to the approval of Shareholders. The Nomination and Remuneration Committee recommends and approves the remuneration of Key Managerial Personnel(s) and other senior management personnel(s), subject to approval of board and / or shareholders, as may be applicable.



Details of Remuneration paid to Executive Directors / Whole Time Directors during the financial year ended 31st March, 2023:

Name & Designation	Salary (in Rs.)	Perquisites (Rs.)	Total (Rs.)	Tenure of appointment
Mr. Suresh Chand Jain, Executive Director / Whole Time Director	24.90	—	24.90	14.08.2023 to 13.08.2026
Col. (Retd.) Satchit Kumar Basu Director (Technical) / Whole Time Director	12.74	—	12.74	25.11.2021 to 24.11.2024

- None of the Non-Executive Director had drawn any remuneration from the Company during the year 2022-23.
- There is no performance linked incentive paid / payable to the Director(s).
- The service contracts of all the non-executive directors are govern by the terms of their appointment.
- All the non-executive directors are required to give notice of their resignation / termination as per the applicable provisions of the Companies Act, 2013 and they are not entitled to any severance fees from the Company.
- The Company does not have a stock option scheme for its Directors and / or specified employees.

5. Particulars of Senior Management

The management includes the Board of Directors, Key managerial personals and other designated employees holding senior positions. During the year following officials were holding senior management position within the Company:

Name of the Officials	Designation	Nature of Change during the Year
Mr. Suresh Chand Jain	Executive Director	NA
Mr. Satchit Kumar Basu	Director (Technical)	Regularisation under Section 152 of the CA, 2013 at the 46 th AGM
Mr. Deoki Nandan Tulshyan	Chief Financial Officer	NA
Mr. Bhupinder Kumar	Company Secretary	Resigned and Re-appointed during the year
Mr. Ravinder Kumar Sapra	Company Secretary	Appointed and Resigned during the year
Mr. Nath Mal Kakrania	AGM A/c and Taxation	NA
Mr. Vijay Pal Tripathi	AGM A/c and Finance	NA
Mr. Dinesh Kumar Yadav	AGM Human Resources	NA
Mr. Vikas Naredi	Sr. Manager A/c & Finance	Appointed on 04-11-2022

During the year, Brig. Gurcharan Singh Sawhney, ceases to be a director of the Company due to his sad demise on 07-09-2022. Mr. Sarla Gupta resigned from her directorship due to her pre-occupation in other activities w.e.f. 12-09-2022.

Apart from the changes in the Directorship as stated above, Mr. Bhupinder Kumar, Company Secretary, resigned on 06-05-2022 and in his place Mr. Ravinder Kumar Sapra working with the Company as General Manager Legal was appointed as the Company Secretary of the Company w.e.f. 07-05-2022. However, Mr. R. K. Sapra resigned w.e.f 16-07-2022 and Mr. Bhupinder Kumar was re-appointed as the Company Secretary from 25-07-2022.

6. GENERAL BODY MEETINGS

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

Financial year	Date	Time	Location of the meeting
2021-22	29.09.2022	11:30 AM	Registered Office at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari (Haryana).
2020-21	30.09.2021	11:30 AM	Registered Office at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari (Haryana).
2019-20	31.12.2020	11:30 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
2021-22	Following Special Resolution was passed in the 46 th AGM held on 29.09.2022. Appointment of Mr. Satchit Kumar Basu as Whole Time Director designated as Director (Technical)
2020-21	Following Special Resolution was passed in the 45 th AGM held on 30.09.2021. To consider and give assent / dissent to the Appointment of Mrs. Manu Aggarwal as the Independent Director of the Company.
2019-20	Following Special Resolution was passed in the 44 th AGM held on 31.12.2020. To consider and give assent / dissent to the re-appointment of Sh. S. C. Jain as Whole Time Director, designated as Executive Director

(iii) No Special resolution was passed through postal ballot during the last year.

(iv) At the ensuing Annual General Meeting, no special resolution is proposed to be passed through postal ballot.

7. MEANS OF COMMUNICATION

- The Equity Share Capital of the Company is listed at BSE Ltd. (The Stock Exchange). The Company's financial results are forthwith communicated to Stock Exchange as soon as they are approved and taken on record by the Board of Directors of the Company to enable them to post it on its website. Thereafter the results are published in one National newspaper in English language and one Regional Newspaper in Hindi Language.
- The financial results, annual report, Notices for the Shareholders meeting(s), results of the shareholders meeting and other important announcements are also posted on the website of the Company www.istindia.com.
- The Company makes timely disclosures of necessary information to BSE Limited through BSE Listing Centre in terms of the Listing Regulations and other Rules and regulations issued by SEBI. All periodic compliances filing, inter alia shareholding pattern, Corporate Governance Report, Corporate announcements, including press releases, amongst other are filed electronically, in accordance with the Listing Regulations. These information are also hosted in the Investor Column of the website of the Company at www.istindia.com.

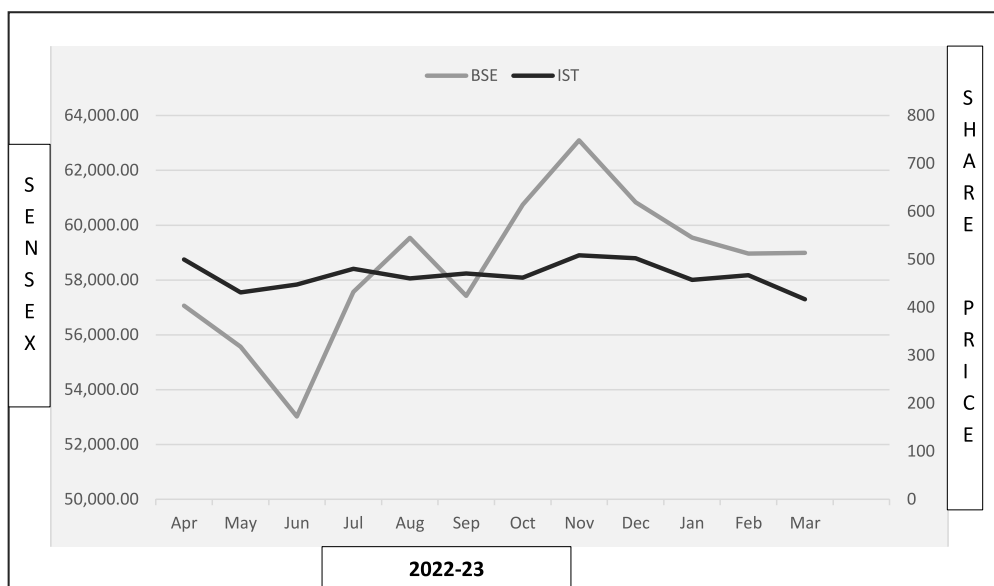
8. GENERAL SHAREHOLDERS INFORMATION

- 47th Annual General Meeting**
Day, Date & Time: Friday, the 29th day of September, 2023 at 11.30 A.M.
Venue: Registered Office at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari (Haryana)
- Book Closure**: 22.09.2023 to 28.09.2023 (Both days inclusive)
- Dividend Payment Date**: Not Applicable
- Financial year**: For the financial year 1st April 2022 to 31st March 2023
- Financial Calendar for the Financial Year 2023-24 (Tentative)**
Financial Reporting Calendar
Approval and Adoption of Financial Results for the quarter ended:
30th June, 2023: On or before 14th August, 2023
30th September, 2023: On or before 14th November, 2023
31st December, 2023: On or before 14th February, 2024
31st March, 2024: On or before 30th May, 2024
48th Annual General Meeting: On or before 30th September, 2023 for the year ending 31st March, 2024
- Listing on Stock Exchanges:**
The equity shares of the Company are listed on BSE Limited (Code-508807). ISIN No. INE684B01029. The annual listing fee for the year 2023-24 has been paid to the BSE Limited.
- Stock Market Data and Stock Performance**
Stock market data for the Financial Year 2022-23 on BSE Limited is as under:



Month and Year	IST Share Price at BSE			SENSEX	
	High (Rs.)	Low (Rs.)	Volume (Nos.)	High	Low
April 22	578.95	470.05	22031	60845.10	56009.07
May 22	512.90	403.65	22693	57184.21	52632.48
June 22	475.00	400.00	16281	56432.65	50921.22
July 22	513.50	430.15	13773	57619.27	52094.25
August 22	504.40	441.00	39075	60411.20	57367.47
September 22	579.95	451.10	62817	60676.12	56147.23
October 22	538.80	456.10	14749	60786.70	56683.40
November 22	534.00	462.20	37086	63303.01	60425.47
December 22	527.40	423.00	28253	63583.07	59754.10
January 23	515.00	451.00	18851	61343.96	58699.20
February '23	498.00	438.00	22695	61682.25	58795.97
March 23	481.00	395.00	21028	60498.48	57084.91

Performance of Share Price of the Company in comparison to BSE Sensex



viii) Share Transfer System

The Board has constituted the Stakeholder Relationship Committee and delegated the power of transfer to the Committee. The Committee holds its meeting as and when required, to consider all matters concerning transfer and transaction of shares. The Demat/ Remat requests are normally confirmed within the prescribed time of 21 days from the date of receipt. The Company's shares are traded on BSE Limited (the Stock Exchange) compulsorily in Demat Mode.

The Company obtains from a Company Secretary in practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.



ix) Registrars and Share Transfer Agents

MAS Services Limited

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

x) Distribution of shareholding as on 31st March, 2023

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 – 2500	7,892	95.545	9,51,936	8.161
2500 – 5000	236	2.857	1,78,595	1.531
5000 – 10000	74	0.896	1,05,360	0.903
10000 – 15000	20	0.242	49,573	0.425
15000 – 20000	6	0.07	19,856	0.170
20001 – 25000	5	0.061	22,958	0.197
25001 – 50000	5	0.061	31,176	0.267
50001 and above	22	0.266	1,03,04,658	88.345
GRAND TOTAL	8,260	100.000	1,16,64,112	100.000

xi) Shareholding pattern as on 31st March, 2023:

CATEGORY	NO. OF SHARES	% OF HOLDING
Promoters	87,46,072	74.98
Financial Institutions, Mutual funds, Banks	600	0.01
NBFC Registered with RBI	128032	1.10
Foreign Institutional Investors	—	—
Private Bodies Corporate	11,87,804	10.18
Indian Public	15,23,449	13.06
NRIs/ OCBs	10,851	0.09
Clearing Members	67,304	0.58
Others	—	—
Grand Total	1,16,64,112	100.00

xii) Dematerialization of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialized form. As on 31st March, 2023, out of the total equity shares, 1,08,19,228 (92.756%) Equity shares were held in Dematerialized form.

NSDL/CDSL – ISIN : INE684B01029

xiii) Outstanding GDR/ Warrants and Convertible Bonds etc.

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

xiv) Plant Location

The Company has its Plant located at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari (Haryana)

xv) Address for Correspondence:

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



<p>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</p>	<p>IST Limited Registered Office: Dharuhera Indl. Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari (Haryana). Phone Number: (0124)267346-48; Fax Number: (01274) 267444; E-Mail: ist.limited.grg@gmail.com; Website: www.istindia.com Corporate Office : A-23, New Office Complex, 2nd Floor Defence Colony, New Delhi – 110024.</p>
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9. OTHER DISCLOSURE.

a) **Related Party Transactions**

Pursuant to the provisions of Section 188 of the Companies Act, 2013, rules framed thereunder and Regulation 23 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the related party transaction entered into by the company were on an arm's length basis and in the ordinary course of business. All new Related Party transactions were approved by the Audit Committee as well as by the Board. The Audit Committee review the related party transaction entered by the Company on quarterly basis.

The Board of Directors have approved and adopted a policy on dealing with Related Party Transactions, which is available on the website of the Company at www.istindia.com.

All members of the Board, Key Managerial Personnel and Senior Management have confirmed that they do not have material, financial and commercial relationships in any transaction with the Company that may have potential conflict with the interest of the Company at large.

The detail on related party transaction has been provided in the Annual Financial Statement at Note No. 42

b) **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.

c) **Compliances by the Company**

The Company has complied with all the requirements of regulatory authorities and no non-compliance on any matter relating to Capital Market has been reported during the year under review. However, during the previous year 2020-21, the company defaulted in timely compliance with the requirement of appointing one Independent Women Director under regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The penalty imposed by the authority was duly paid by the Company. Later the Company filed its representation before the prescribed authority for waiver of the penalty giving full disclosure of circumstances due to which such non-compliance occurred. The request of the Company for the waiver was duly accepted by the authority and the penalty imposed was waived-off.

d) **Whistle Blower Policy**

The Company has adopted a Vigil Mechanism/Whistle Blower Policy as defined under Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to provide a formal mechanism to the Directors and Employees under which they are free to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and / or laws applicable on the Company and seek Redressal. The policy provides for a mechanism to report such concerns to the Audit Committee through specified channels. The policy has been well disseminated amongst the Directors, senior management, employees and other stake holders. The whistle blower policy is available at company's website at www.istindia.com.

The Company has provided opportunities to encourage employees to become whistleblowers. It has also ensured a mechanism to protect them from any kind of harm and unfair treatment. It is hereby affirmed that no personnel have been denied access to the Audit Committee.



e) **Mandatory & Non-mandatory Clauses**

The Company has complied with all mandatory requirements laid down by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. With respect to the Non-mandatory requirements, the Company has taken following steps:

- The Company does not send the half-yearly declaration of financial performance including a summary of the significant events in last six months, to each household of shareholders. However, the Company communicates all significant events including financial results through the methods as disclosed in the heading "Means of Communication".
- Company's financial statement are unqualified.
- The Internal Auditor of the Company directly reports to the Audit Committee.

f) **Policy for Determining Material Subsidiaries**

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at www.istindia.com.

- g) During the financial year 2022-23, the Company has not raised funds through preferential allotment or Qualified Institutional Placement as specified under Regulation 32(7A). Hence, disclosure of utilisation of funds is not required.
- h) A certificate from CS Vinod Kumar Aneja, Practicing Company Secretary (Membership No. FCS 5740 and Certificate of Practice No. 5740) has been obtained, certifying that none of the Director(s) of the Company have been debarred or disqualified from being appointed or continuing as Director of the Companies by the Board / Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this report.
- i) During the financial year 2022-23, there was no recommendation of any committee of the Board of the Company which is mandatorily required and is not accepted by the Board of the Company.
- j) During the financial year 2022-23, total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors of the Company and all entities in the network firm / parties below:

Particulars	Amount (In Rs.)
Statutory Audit Fees	3,50,000
Other Professional Fees	60,000
Out of Pocket Expenses	25,000

k) **Disclosure in relating to the Prevention of Sexual Harassment of Women at Workplace under POSH Act, 2013.**

The Company has ZERO tolerance for sexual harassment at workplace and has adopted a Policy in line with the provisions of Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder for prevention and Redressal of complaints of sexual harassment at workplace. The requisite details to be disclosed is as under

No. of Complaints filed during the year 2022-23	- NIL
No. of Complaints disposed – off during the year 2022-23	- NIL
No. of Complaints pending as on the end of FY 2022-23	- NIL

l) **Annual Secretarial Compliance Report**

In accordance with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s MT & Co., Practicing Company Secretaries, confirming compliance with all applicable SEBI Listing Regulations, Circulars and Guidelines for the year ended March 31, 2023.

m) **Code of Conduct for Prevention of Insider Trading, 2015**

The Company has adopted Code for prevention of Insider Trading for its Directors and designated employees pursuant to Regulation 8(1) and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015. The objective of this code is to regulate, Monitor and report trading by Insiders and to report Fair Disclosure



of Unpublished Price Sensitive Information. The Code prohibits purchase / sale of securities of the Company by Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company. Further the Code specifies the procedures to be followed and disclosures to be made by Directors and the designated employees, while dealing with the shares of the Company.

During the year 2022-23, the Board had reviewed and adopted the revised Code of Conducts on 14th March, 2023. The same is available on the Company's Website www.istindia.com. During the year 2021-22 no non-compliance with respect to Code for prevention of Insider Trading by the Directors and Designated Employees was reported.

n) **Code of Conduct**

The Company has adopted a Code of Conduct for all Board Members and Senior Management Personnel of the Company in accordance with the requirements of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Board Members and the Senior Management Personnel have given affirmation of compliance with the said Code of Conduct for the financial year ended 31st March, 2023.

The Code of Conduct has been posted on the website of the Company.

o) **Compliance with the requirement of Corporate Governance Report**

There has been no instance of non-compliance with any legal requirement particularly with any requirement as prescribed in para 2 to para 10 of Part C of Schedule V dealing with Corporate Governance Report.

p) **Management Discussion and Analysis (MDA)**

This Annual Report has a detailed Management Discussion and Analysis and includes discussion on various matters specified under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

q) **CEO/CFO Certification**

Mr. Suresh Chand Jain, Whole Time Director and Mr. Deoki Nandan Tulshyan, Chief Financial Officer, have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under SEBI (LODR), Regulations, 2015 and the Board took the same on record.

10. COMPLIANCE OFFICER

Mr. Bhupinder Kumar, Company Secretary of the Company has been designated as the Compliance Officer of the Company.

11. CERTIFICATE ON CORPORATE GOVERNANCE

As required by as per Part E of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certificate is annexed to this report.

Date: 28.08.2023

Suresh Chand Jain
Executive Director
DIN: 00092079



DECLARATION BY THE EXECUTIVE DIRECTOR ON CODE OF CONDUCT AS REQUIRED BY REGULATION 26(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

This is to declare and confirm that the Company has received affirmations of compliances with the provisions of Company's code of conduct for the financial year ended March 31, 2023 from all the Directors and Senior Management personnel of the Company.

Date: 28.08.2023
Place: New Delhi

For IST Limited
Suresh Chand Jain
Executive Director
DIN: 00092079

CERTIFICATION BY EXECUTIVE DIRECTOR (CEO) AND CHIEF FINANCIAL OFFICER CERTIFICATION BY EXECUTIVE DIRECTOR (CEO) AND CHIEF FINANCIAL OFFICER

To
The Board of Directors,
IST Limited

We, Suresh Chand Jain, Executive Director and Deoki Nandan Tulshyan, Chief Financial Officer of IST Limited ("the Company") hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended March 31, 2023 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that are misleading; and
 - (b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware of, and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee, wherever applicable:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi
Date: 29.05.2023

(Suresh Chand Jain)
Executive Director

For IST Limited
(Deoki Nandan Tulshyan)
Chief Financial Officer



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
IST Limited
Dharuhera Industrial Complex,
Delhi – Jaipur Highway No. 8,
Kapriwas, Dharuhera,
Rewari – 123106, Haryana.

1. That IST Limited (CIN: L33301HR1976PLC008316) is having registered office at Dharuhera Industrial Complex, Delhi – Jaipur Highway No. 8, Village Kapriwas, Dharuhera, Rewari – 123106, Haryana (hereinafter referred as “the Company”). The equity shares of the Company are listed on BSE Limited.
2. We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the Company, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on 31st March, 2023, the Board of Directors of the Company comprises of the following directors:

Sl. No.	Name of Director	Director Identification No. (DIN)
1.	Air Marshal Denzil Keelor	00380111
2.	Mr. Suresh Chand Jain	00092079
3.	Mr. Mayur Gupta	00131376
4.	Mr. Gaurav Gupta	00047372
5.	Mr. Subhash Chander Jain	00169972
6.	Mrs. Manu Aggarwal	09009095
7.	Mr. Satchit Kumar Basu	08969146

3. Based on verification and examination of the disclosures/ register under section 184/ 189, 170, 164, 149 of the Companies Act, 2013 (the Act) and DIN based search on MCA Portal (www.mca.gov.in), we certify as under:
4. None of the above named Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority for the Financial Year ended 31st March, 2023.
5. Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
6. This certificate is based on the information and records available up to date of this certificate and we have no responsibility to update this certificate for the events and circumstances occurring after the date of the certificate.

For Vinod Kumar & Co.,
Company Secretaries

Date: 28.08.2023
Place: New Delhi

CS Vinod Kumar Aneja
CP: 5740, FCS 5740
UDIN : F005740E000877083



IST LIMITED

**CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF
CORPORATE GOVERNANCE**

To the Members of
IST Limited

We have examined the compliance of conditions of corporate governance by IST Limited for the year ended 31st March 2023 as stipulated as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the year ended 31st March, 2022.

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 compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review and the information and explanations given to us by the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the corporate governance as stipulated in the above mentioned Listing Agreement/ Listing Regulations, as applicable.

We 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.

For Vinod Kumar & Co.,
Company Secretaries

Date: 28.08.2023
Place: New Delhi

CS Vinod Kumar Aneja
CP: 5740, FCS 5740
UDIN :- F005740E000877127



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE & DEVELOPMENT

1.1 Overview on Economic and Business Environment:

Global Economy and Outlook

Prospects for a robust recovery of global economic situation remain dim amid stubborn inflation, rising interest rates, financial sector turmoil, high inflation, and heightened uncertainties. The world economy faces the risk of a prolonged period of low growth as the lingering effects of the COVID-19 pandemic, the ever-worsening impact of climate change and macroeconomic structural challenges remain unaddressed. The major forces that shaped the world economy in 2022, seem set to continue into this year, however with lower intensities. Debt levels remain high, limiting the ability of fiscal policymakers to respond to new challenges. Commodity prices that rose sharply following Russia-Ukraine war have moderated, but the war continues, and geopolitical tensions are high. In light of this, IMF in its latest report has forecasted that Global growth is projected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024, which will be below the historical average of 3.8 percent.

According to IMF, the global economy is poised for a gradual recovery from the powerful blows of the pandemic, Russia – Ukraine crisis, slowdown in China and other geopolitical disorders. China is rebounding strongly following the reopening of its economy. Supply-chain disruptions are unwinding, while the dislocations to energy and food markets caused by the war are receding. Simultaneously, the massive and synchronous tightening of monetary policy by most central banks should start to bear fruit, with inflation moving back toward its targets.

Global GDP Growth and Forecasts

Particulars	2021	2022	2023	2024
			Projections	
World Output	6.1	3.5	3.0	3.0
Advanced Economies	5.2	2.7	1.5	1.4
United States	5.7	2.1	1.8	1.0
Euro Area	5.4	3.5	0.9	1.5
Emerging Market and Developing Economies	6.8	4.0	4.0	4.1
China	8.1	3.0	5.2	4.5
India	8.7	7.2	6.1	6.3
Japan	1.7	1.1	1.4	1.0
United Kingdom	7.4	4.1	0.4	1.0
Brazil	4.6	2.9	2.1	1.2

Source: IMF World Economic Outlook July 2023

Indian Economy

India continue to be rated as a fastest growing major economy by most of the agencies worldwide. Backed by strong measures, higher capital spending and increasing private demand due to large consumer base, the economy has shown greater resilience to global shocks. Staging a broad based recovery across sectors post pandemic, the Indian economy is poised to grow at 6.1 percent for the year 2023, which will be followed by growth of 6.3 percent in FY 2024. (Source: IMF World Economic Outlook – July 2023 edition)

Going forward, Indian economy is expected to significant rebound propelled by multiple factors including revived business scenario, improved trade activity, structural reforms across industry and increasing Domestic Consumption. The fundamentals of the Indian economy seems sound in the near future. With the current encouraging economic recovery and positive signs of revival it may be construed that **there is light at the end of the tunnel.**

Industry Review

Company Overview

Your Company is engaged in the business of manufacturing of high precision engineering components / assemblies for industrial consumption, primarily for Auto Industry. The Company operates in a single reportable segment i.e. Manufacturing of Components for Auto Industry.



Further, its wholly owned subsidiary namely 'Gurgaon Infospace Limited' is engaged in the business of developing and operating Special Economic Zone (SEZ), primarily IT/ITES SEZ.

Automobile components Industry

India's auto component industry is an important sector driving macroeconomic growth and employment. The industry can be broadly classified into organised (OEM) and unorganised sectors. The organised sector caters to original equipment manufacturers (OEMs) and consist of high-value precision instruments while the unorganised sector comprises low-valued products and caters mostly to the aftermarket category.

The industry includes players of all sizes, from large corporations to micro entities, spread across clusters throughout the country. The auto components industry accounted for 2.3% of India's GDP and provided direct employment to 1.5 million people. The automobile component sector will contribute 5-7% of India's GDP by 2026. The industry is expected to stand at US\$ 200 billion by FY26. According to a report by ICRA, Auto ancillaries' revenue is estimated to increase by 8-10% in FY23.

Due to competitive advantage and cost effectiveness, India is emerging as a global hub for auto component sourcing and exports. The Indian auto component industry is set to become the 3rd largest globally by 2025. Strong international demand and resurgence in the local original equipment and aftermarket segments are predicted to help the Indian auto component industry grow by 20-23% in near future.

Development and Operation of IT/ITES SEZ

IT/ITES Sector has been one of the major growth catalysts for the Indian economy, contributing significantly to the overall growth. India continue to remains the world's largest sourcing destination with largest qualified talent pool of technical graduates in the world. Having proven capabilities in delivering both on-shore and off-shore services to global clients, the Indian IT / ITES sector provides a range of end-to-end customized software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and ancillary support functions at a low cost as compared to other major contributing economies across the world.

The Industry has led the economic transformation of the Country and altered the perception of India globally. Due to high potential and growth prospect the, IT sector in India is attracting huge investments indigenously as well as by global player. The IT industry accounted for 7.4% of India's GDP in FY22, and it is expected to contribute 10% to India's GDP by 2025. According to NASSCOM, the Indian IT industry's revenue touched US\$ 227 billion in FY22, a 15.5% YoY growth. The IT industry added 2.9 lakh new jobs taking the industry's workforce tally to 5.4 million people in FY23.

(Source: IBEF.org)

Opportunities and Threat and Future Outlook

Auto Component Industry

The core business of your company is the manufacturing of High Precision Components for Auto Industry. Over the last few years, the Auto Component Industry has seen a rapid growth driven by strong growth in the domestic market and increasing exports. Despite geopolitical disorder and other challenges, the Automobile sector remained stable backed by demand, both domestic and international, Government initiatives and policies, infrastructure development initiatives, upgradation of technology etc. With government's Make in India campaign and ease of doing business initiative, India has become favorable destination for various Global players.

With the rapidly globalising world is opening up newer avenues for the industry, especially while it makes a shift towards alternate source of fuel like Compressed Natural Gas (CNG), electric, electronic and hybrid vehicles. Over the next decade, this will lead to newer verticals and opportunities for auto-component manufacturers and the industry would need to adapt to the change via systematic research and development, continual technology upgradation etc. The Indian auto-components industry is set to become the third largest in the world by 2025. This brings in tremendous opportunities to the industry both in the domestic as well as Overseas Markets.

The rapid growth in the Industry also brings in stiff competition both from the domestic and International manufacturers who have the potential for the large scale production and give price competition. New technology coming-in through the global players and large domestic companies, makes the environment challenging for smaller size companies. Further, tightening money supply, volatility in the price of raw materials and other inputs, currency fluctuations, stringent emission norms are other major threats faced by the Industry.



Disturbance in Europe due to ongoing Russia-Ukraine war, slowdown in China and other challenges has added supply chain problem to auto sector at large. Despite all odds the auto component sector in India set to grow at a faster pace in the coming years. Although the uncertainty prevails in the short term, the sector is optimistic in the medium and long term and the prospects are encouraging for the Indian Automobile Component Segment.

Development and Operation of IT/ITES SEZ

With the aim to Infrastructural Development, promoting export and creating employment, the Government is promoting the development of SEZs specifically for IT / ITES sector. The sector enjoys tax holidays and exemptions which attracts IT / ITES companies to operate in SEZs. Over the past decade the IT/ITES sector has witness a tremendous growth in India and is expected to its growth at higher pace.

As a result of increased economic activities across the world, companies in US, Europe and other developed economies are opening up opportunities for the IT related service providers in India. As US is one the major market for Indian IT Industry, any policy change with respect to out-sourcing of work by the US government may adversely affect the IT industry in India. Current adverse situation in Europe due to ongoing Ukraine crisis may impact the IT sector in India. In the recent past, the IT sector has adopted to work from home culture, which may also bring threat.

However, despite these threats the Indian IT / ITES Industry has outperformed the expectations y-o-y. The growth in IT / ITES Industry will give new opportunities to your Company and the management is optimistic about the good performance of the SEZ business of your Company.

Operational Performance

The operating revenue of your company marginally decreased to Rs. 2,604.96 Lacs against Rs. 2,758.97 Lacs achieved in the previous year. The Earnings before interest, depreciation, tax & amortizations (EBIDTA) stood at Rs. 1,251.99 Lacs as against Rs. 1,546.66 Lacs in the previous year. The net profit after tax (PAT) for the year also increased to Rs. 921.48 Lacs as compared to Rs. 1,202.04 Lacs in the previous year. The Earnings Per Share (EPS) for the year was Rs. 6.67 per share as against Rs. 8.00 per share recorded in the previous year.

The Operational income of wholly owned subsidiary of the Company, namely Gurgaon Infospace Limited during the year 2022-23 was Rs. 9,502.09 Lacs as against Rs. 9,764.22 Lacs during the previous year and the Net Profit after tax was Rs. 7,352.92 Lacs as against Rs. 8,664.28 lacs during the previous year.

Risk and Concerns and its Management

Stiff competition both from domestic and overseas auto component manufactures, uncertainty arising from currency volatility, rise in input cost, low-priced imports and counterfeit auto parts available at cheap price are some of the external risks associated with the business. Operational risks like shortage of power which leads to increase in cost of production. Continues upgradation of technology due to existence major international players, rapid technological advancement are few major concern for the business. In addition, the growth of the Company dependent on the automobile sector which makes the market uncertain at times. General economic conditions also effect the performance of the Company. Change in regulatory environment always and government policy may also impact the Industry.

The industry efforts to mitigate the above risks along with policy measures of the government would determine the impact of the above risks on the industry going forward.

Risk Management is a process of identifying the risks, analysis of its effect on the business operations of the Company, measures to be taken to mitigate such risks. As a business enterprise the Company is exposed to various risk some of which are identifiable and can be mitigated through defined Internal Control Mechanism. However, there are certain risks which cannot be predicated and are unascertainable at a given point of time. These can be mitigated through the experience inherited by the Company and its management over the period. The Company has inherent system for identifying and mitigating the Risk associated. The senior management meets periodically to discuss various operational matters and risks involved therein.

Internal Control and their Adequacy

Internal Control Systems inherent in the Company are adequate and commensurate with the size and nature of the business. The inherent systems ensure that the resources of the Company are used efficiently and effectively, all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorised, recorded and reported correctly, financial and other data are reliable for preparing financial information and other data and for maintaining accountability of assets. The ever improving Internal Control Systems are well complemented with the internal audit system,



documented policies, guidelines and procedures and are reviewed by the management on regular basis. This ensures timely detection of any irregularities and early remedial steps being taken by the Company.

Human Resource

The Company believes that the Human Resources are one of its biggest assets and strives to achieve maximum employee satisfaction. It is believed that the health, safety and security of everyone who works for the Company is critical to the success of the business operations. Constant Human Resource training and development is important for the growth of the Company. Employees relations continue to be harmonious and positive.

Cautionary Statement

Certain representations and statements made under the 'Management Discussion and Analysis' are based on the Company's views about the industry, present market conditions, expectations/predictions, objectives, etc. and may be forward looking statement within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied in these statements. Your Company's operations may, inter-alia, be affected by the supply and demand situations, input prices and availability, changes in government regulations, tax laws, government or court decisions and other factors such as industry relations and economic developments etc. in the Country. The Investors should bear the above in mind.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF IST LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **IST LIMITED** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2023, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Investments as on March 31, 2023 <i>(Refer to Note no.8 and 13 to the notes to the standalone financial statements)</i>	
<p>Investment forms significant portion of the total assets of the Company. The Company has investments in various Government Bonds, quoted and unquoted Securities and Mutual Fund. Investments also includes investment in wholly owned subsidiary and associate company.</p> <p>The valuation of investments is based on a range of inputs. Many of the inputs required can be obtained from readily available liquid market prices and rates. Where observable market data is not available, estimates must be developed based on the most appropriate source data and are subject to a higher level of judgement.</p> <p>Accordingly, investment was determined to be a key audit matter in our audit of standalone financial statements.</p>	<p>Our audit procedure included the following:</p> <ul style="list-style-type: none"> • Obtain an understanding from the management, assessing and testing whether controls in respect of the valuation process are operating properly and assessing whether the valuation process is appropriately designed and captures relevant valuation inputs for the material investments. • Evaluate the Company's process regarding impairment assessment and fair valuation by involving independent assessment for assessing the appropriateness of the valuation • Assessed the carrying value / fair value calculation of all individual material investments, to determine whether the valuation performed by the Company were within an acceptable range determined by us. • Assessing the availability of quoted prices in liquid markets. • We also assessed whether the Company's disclosures in relation to the valuation of investments are compliant with the relevant accounting requirements. <p>Based on the above procedure performed, we did not identify any significant exceptions in the management's assessment in relation to the carrying value of investments</p>



Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant



doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Company.



IST LIMITED

- iv.
 - (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on such audit procedures that the we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
 - v. The Company has neither declared nor paid any dividend during the year, hence compliance to Section 123 of the Act is not applicable.
 - vi. As per proviso to rule 3(1) of the companies (Accounts) Rules, 2014 is applicable for the company only w.e.f., April 1, 2023, reporting under this clause is not applicable.
- 3) With respect to the other matters to be included in the Auditors' Report under section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

PLACE : NEW DELHI
DATED : 29TH MAY, 2023

FOR O.P.DADU & CO.
CHARTERED ACCOUNTANTS
FRN. 001201N
(ABHEY DADU)
PARTNER
UDIN : 23093313BGZGSF6440
M.No.093313



ANNEXURE A TO THE AUDITORS' REPORT

In our opinion, and in so far as we have been able to ascertain from the records March 31, 2023, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company has maintained the proper records showing full particulars of intangible assets.
- (b) According to the explanations given to us, Company has a plan to verify the fixed assets in phased manner, some of the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the Company and the nature of its assets. No material discrepancy was noticed on such verification as compared to book records.
- (c) According to the information & explanation given to us, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company and title deeds in respect of sub lease of commercial property at Noida gross carrying value of Rs.4694.79 Lacs is pending for Registration.
- (d) According to the information and explanation given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, paragraph 3(i)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made thereunder and accordingly, paragraph 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) According to information and explanation given to us inventories have been physically verified by the management during the year . In our opinion, the coverage and procedures of such verification is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed.
- (b) In our opinion and according to the information and explanation given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, paragraph 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) The Company has not provided loan or given advance in the nature of loan, or stood guaratee, or provided security to any other entity. Accordingly, paragraph 3(iii)(a) of the Order is not applicable to the Company.
- (b) According to the information & explanation given to us, the company has not provided any guarantee , security given, and loan and advances in the nature of loan. Investments made are not prejudicial to the company interest.
- (c) The Company has not provided loan or given advance in the nature of loan to any other entity. Accordingly, paragraph 3(iii)(c) to paragraph 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanation given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested in accordance with the provision of section 185 of the Act. The Company has complied with the provisions of section 186 of the Act, with respect to the investments made, as applicable.
- (v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits or amount which are deemed to be deposits within the meaning of the Act and the directives issue by the Reserve Bank of India and the provision of 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records by the Company under section 148(1) of the Act. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company is regular in depositing undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income tax, duty of customs, cess and other applicable statutory dues with the appropriate authorities.

There were no undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income tax,



duty of customs, cess and other applicable statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax, sales tax, value added tax, service tax, goods and services tax, duty of customs and duty of excise, which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, the Company has not surrendered or disclosed any Income during the year in its tax assessments under the Income Tax Act, 1961 (43 of 1961), which has not been recorded in the books of accounts. Accordingly, paragraph 3(viii) of the order is not applicable to the company.
- (ix) (a) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
(b) According to the information and explanations given to us, the company is not a declared wilful defaulter by any bank or financial institution or other lender.
(c) According to the information and explanations given to us and the records of the Company examined by us, there were no term loans taken by the Company and hence the question of the amount of loan so diverted and the purpose for which it is used does not arise. Accordingly, paragraph 3(ix)(c) of the Order is not applicable to the Company.
(d) According to the information and explanations given to us and the records of the Company examined by us, we report that no funds raised on short term basis have been used for long-term purposes by the Company.
(e) According to the information and explanations given to us and the records of the Company examined by us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary and associate. The Company does not have any joint venture.
(f) According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Accordingly, paragraph 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable to the Company.
(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) In our opinion and according to the information and explanations given to us, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(c) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no whistle blower complaints were received during the year by the Company.
- (xii) The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the reports of the Internal Auditors for the period under audit.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable to the company.



- (xvi) (a) The Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, paragraph 3(xvi)(a) of the Order is not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable to the Company.
- (c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, the Company does not have any Core Investment Companies (CICs) as a part of its Group. Accordingly, paragraph 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) In our opinion and according to the information and explanations given to us, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, paragraph 3(xvii) of the Order is not applicable to the Company.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company.

PLACE : NEW DELHI
DATED : 29TH MAY, 2023

FOR O.P.DADU & CO.
CHARTERED ACCOUNTANTS
FRN. 001201N
(ABHEY DADU)
PARTNER
M.No.093313



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of IST Limited)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to financial statements of IST Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued

by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition

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of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management

override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PLACE : NEW DELHI
DATED : 29TH MAY, 2023

FOR O.P.DADU & CO.
CHARTERED ACCOUNTANTS
FRN. 001201N
(ABHEY DADU)
PARTNER
M.No.093313



IST LIMITED

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

(All amounts in rupees lakhs unless otherwise stated)

ASSETS	Note	As at 31 March, 2023	As at 31 March, 2022
Non-current assets			
Property, plant and equipment	4	641.46	717.89
Right-of-use assets	5	314.65	116.45
Investment property	6	5,349.68	5,444.29
Other intangible assets	7	2.80	2.18
Financial assets			
Investments	8	12,219.00	10,656.00
Other financial assets	9	58.23	52.43
Other non-current assets	11	76.03	82.17
Total non-current assets		18,661.85	17,071.41
Current assets			
Inventories	12	428.46	431.75
Financial assets			
Investments	13	2,799.93	3,143.39
Trade receivable	14	486.52	517.08
Cash and cash equivalents	15	72.67	135.08
Other financial assets	16	14.76	6.87
Current tax assets (net)	17	0.30	16.57
Other current assets	18	95.66	380.36
Assets classified as held for sale	19	—	3.42
Total current assets		3,898.30	4,634.52
Total assets		22,560.15	21,705.93
EQUITY & LIABILITIES			
Equity			
Equity share capital	20	584.68	584.68
Other equity	21	20,900.75	20,121.37
Total equity		21,485.43	20,706.05
Non-current liabilities			
Financial liabilities			
Lease liabilities	22	229.83	40.05
Other financial liabilities	23	131.10	132.63
Provisions	24	92.16	94.13
Deferred tax liabilities (net)	10	29.56	102.14
Other non-current liabilities	25	83.86	104.70
Total non-current liabilities		566.51	473.65
Current liabilities			
Financial liabilities			
Lease liabilities	26	90.20	89.07
Trade payables	27	—	—
- Total outstanding dues to micro enterprises and small enterprises		27.34	27.48
- Total outstanding dues to creditors other than micro enterprises and small enterprises		18.72	38.04
Other financial liabilities	28	163.57	185.78
Other current liabilities	29	59.25	61.77
Provisions	30	149.13	124.09
Total current liabilities		508.21	526.23
Total equity and liabilities		22,560.15	21,705.93

Summary of significant accounting policies and accompanying notes form an integral part of these standalone financial statements.

This is the Standalone Balance Sheet referred to in our report of even date.

For O.P. Dadu & Co.

For and on behalf of the Board of Directors of IST Limited

Chartered Accountants

Firm Registration NO. 001201N

Abhey Dadu

Mayur Gupta
Director

S.C.Jain
Executive Director
DIN-00092079

D.N.Tulshyan
Chief Financial Officer

Bhupinder Kumar
Company Secretary

Membership No. 093313

DIN-00131376

Place : New Delhi

Dated : 29.05.2023



STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(All amounts in rupees lakhs unless otherwise stated)

	Note	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Revenue			
Revenue from operations	31	2,604.96	2,758.97
Other income	32	1,320.62	1,629.55
Total income		3,925.58	4,388.52
Expenses			
Cost of materials consumed	33	471.45	436.84
Purchases of stock in trade	34	325.76	405.30
Changes in inventories of work-in-progress and finished goods	35	20.21	99.40
Employee benefits expense	36	899.15	859.26
Finance costs	37	36.04	27.30
Depreciation and amortisation expense	38	294.47	317.32
Other expenses	39	957.02	1,041.06
Total expenses		3,004.10	3,186.48
Profit before tax		921.48	1,202.04
Tax expense			
Current tax	40	223.59	166.25
Deferred tax charged/(credit)	10	(73.21)	102.81
Income tax for earlier years		(6.40)	0.19
Total tax expense		143.98	269.25
Profit after tax		777.50	932.79
Other comprehensive income/(loss)			
Items that will not be reclassified to profit and loss			
- Remeasurement income/(loss) on defined benefit plans		2.51	5.52
- Income tax relating to above items		(0.63)	(1.39)
Other comprehensive income, net of tax		1.88	4.13
Total comprehensive income for the year		779.38	936.92
Earnings per equity share (in Rs.)			
Equity shares of par value Rs.5/- each	41		
Basic		6.67	8.00
Diluted		6.67	8.00

Summary of significant accounting policies and accompanying notes form an integral part of these standalone financial statements.

This is the Standalone Statement of profit and loss referred to in our report of even date.

For O.P. Dadu & Co.

Chartered Accountants

Firm Registration NO. 001201N

Abhey Dadu

Partner

Membership No. 093313

Place : New Delhi

Dated : 29.05.2023

Mayur Gupta

Director

DIN-00131376

S.C.Jain

Executive Director

DIN-00092079

D.N.Tulshyan

Chief Financial Officer

Bhupinder Kumar

Company Secretary



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Standalone Cash Flow Statement for the year ended 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Cash flows from operating activities		
Profit before tax	921.48	1,202.04
Adjustments for:		
Depreciation and amortisation expenses	294.47	317.32
Finance costs	36.04	27.30
Interest income	(374.38)	(501.06)
Rental income	(24.22)	(12.12)
Rental expenses	4.72	4.72
(Gain)/Loss on fair value of investments measured at FVTPL	297.18	(517.20)
(Profit)/Loss on sale of current investment (net)	0.93	53.80
Profit on disposal of property, plant and equipment	(2.91)	(5.18)
Dividend income	(60.79)	(39.25)
Amount receivable written off/(Amount payable written back)(net)	32.56	31.51
Discount & liquidated damages charges	15.21	5.46
Operating profit before working capital changes	1,140.29	567.34
Movement in working capital changes		
(Increase)/Decrease in inventories	6.71	87.43
(Increase)/Decrease in trade receivables	(17.20)	23.07
(Increase)/Decrease in other assets	308.50	(278.31)
(Increase)/Decrease in assets classified as held for sale	—	2.91
(Increase)/Decrease in other financial assets	(10.80)	(2.73)
Increase/(Decrease) in trade payables	(19.46)	(52.79)
Increase / Decrease in Loans	—	2.64
Increase/(Decrease) in provisions	25.59	16.41
Increase/(Decrease) in financial liabilities	(45.61)	26.19
Increase/(Decrease) in other liabilities	0.86	59.86
Cash generated from operations	1,388.88	452.02
Income tax refunded /(paid)(net)	(223.30)	(172.34)
Net cash generated from operating activities (A)	1,165.58	279.68
Cash flows from investing activities		
Purchase of property, plant and equipment	(30.65)	(120.06)
Proceeds from disposal of property, plant and equipment	4.77	5.44
Purchase of intangible assets	(1.74)	—
(Purchase)/Sale of investment (net)	(1,517.76)	(414.51)
Interest received	371.59	424.87
Dividend income	60.79	39.25
Net cash generated from/(used in) investing activities (B)	(1,113.00)	(65.01)

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Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Cash flows from financing activities		
Payment of principal portion of lease liabilities	(100.82)	(98.14)
Interest paid on lease liabilities	(13.18)	(15.86)
Finance cost paid	(0.99)	(2.45)
Net cash used in financing activities (C)	(114.99)	(116.45)
Net (decrease)/increase in cash and cash equivalents D=(A+B+C)	(62.41)	98.22
Cash and cash equivalents at the beginning of the year	135.08	36.86
Cash and cash equivalents at the end of the year {refer note 15 }	72.67	135.08

Summary of significant accounting policies and accompanying notes form an integral part of these standalone financial statements.

Note: The above Standalone Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) Statement of Cash Flow.

Cash flow from operating activities includes Rs. 20.00 lakhs (31 March 2022: Rs. 16.51 lakhs) being expenses towards corporate social responsibilities initiatives.

This is the Standalone Cash flow statement referred to in our report of even date.

For O.P. Dadu & Co.

Chartered Accountants

Firm Registration NO. 001201N

Abhey Dadu

Partner

Membership No. 093313

Place : New Delhi

Dated : 29.05.2023

For and on behalf of the Board of Directors of IST Limited

Mayur Gupta
Director

DIN-00131376

S.C.Jain
Executive Director

DIN-00092079

D.N.Tulshyan
Chief Financial Officer

Bhupinder Kumar
Company Secretary



IST LIMITED

Standalone Statement of Changes in Equity for the year ended 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

A. Equity share capital	Amount
Balance as at 1 April, 2021	584.68
Changes in Equity share capital due to prior period errors	—
Restated balance at the beginning of the reporting period	584.68
Changes in equity share capital during the year	—
Balance as at 31 March, 2022	584.68
Balance as at 1 April, 2022	584.68
Changes in Equity share capital due to prior period errors	—
Restated balance at the beginning of the reporting period	584.68
Changes in equity share capital during the year	—
Balance as at 31 March, 2023	584.68

B. Other equity

Particulars	Reserves and Surplus			Total
	General reserve	Securities premium reserve	Retained earning	
Balance as at 1 April, 2021	11,080.04	60.59	8,043.82	19,184.45
Profit for the year	—	—	932.79	932.79
Other comprehensive income (net of tax)	—	—	4.13	4.13
Balance as at 31 March, 2022	11,080.04	60.59	8,980.74	20,121.37
Balance as at 1 April, 2022	11,080.04	60.59	8,980.74	20,121.37
Profit for the year	—	—	777.50	777.50
Other comprehensive income (net of tax)	—	—	1.88	1.88
Balance as at 31 March, 2023	11,080.04	60.59	9,760.12	20,900.75

Summary of significant accounting policies and accompanying notes form an integral part of these standalone financial statements.

This is the Standalone Statement of Changes in equity referred to in our report of even date.

For O.P. Dadu & Co.

Chartered Accountants

Firm Registration NO. 001201N

Abhey Dadu
Partner

Membership No. 093313

Place : New Delhi

Dated : 29.05.2023

For and on behalf of the Board of Directors of IST Limited

Mayur Gupta
Director

DIN-00131376

S.C.Jain
Executive Director

DIN-00092079

D.N.Tulshyan
Chief Financial Officer

Bhupinder Kumar
Company Secretary



Summary of significant accounting policies and other explanatory information for the year ended 31st March 2023

1. Corporate information and statement of compliance with Indian Accounting Standards (Ind AS)

IST Limited ("the Company") a public limited company domiciled in India and having its registered office at Dharuhera Industrial Complex, Delhi-Jaipur Highway no. 8, Kapriwas, Dharuhera, Rewari 123106, was incorporated under the provisions of Companies Act, 1956. The Company is primarily engaged in the business of manufacturing of high precision engineering components / assemblies including auto components.

The financial statements of the Company have been prepared to comply in all material respects with accounting principles generally accepted in India, including Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act.

2. Basis of preparation and significant accounting policies

a. Basis of preparation

The financial statements have been prepared on accrual and going concern basis under historical cost convention except for certain financial instruments which are measured at fair values.

The significant accounting policies and measurement bases have been summarised below.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and as per terms of agreements wherever applicable. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

b. Revenue recognition

Revenue arises mainly from the sale of manufactured and traded goods.

To determine whether to recognise revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

Revenue from contracts with customers is recognized on transfer of control of promised good or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfactions of a performance obligation is measured at the amount of transaction price (net or variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will be subject to significant reversal when uncertainty relating to its recognition is resolved.

The following specific recognition criteria must also be met before revenue is recognised :

Sale of goods

Revenue from sale of goods is recognised when the control of goods is transferred to the buyer as per the terms of the contract, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods.

Rendering of services

Revenue from services is recognised as and when the services are rendered and on the basis of contractual terms with the parties.



Interest

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Dividend income

Dividend are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

Rental income

Rental income is recognized on a straight-line basis over the terms of the lease, except for contingent rental income which is recognized when it arises and where scheduled increase in rent compensates the lessor for expected inflationary costs. In all the leases escalation is less than inflation and hence no Straight lining has been done.

c. Inventories

Finished goods, work in progress, raw material, stores, spares and components are valued at lower of cost and net realisable value. Cost of inventory has been arrived at by using the weighted average cost formula. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) & all other costs incurred to bring the inventories to their present condition and location. Tools and instruments are valued at cost less depletion in value. Stock of scrap is valued at estimated realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

d. Income taxes

Tax expense recognised in the statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income (OCI) or directly in equity.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (i.e. in OCI or equity depending upon the treatment of underlying item).

Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

e. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

f. Foreign currency transactions

The financial statements are presented in Indian Rupee ('INR' or 'Rs.') which is also the functional currency of the Company.



Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income/expenses, as the case maybe.

g. Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

Non-derivative financial assets

Subsequent measurement

i. **Financial assets carried at amortised cost** – A financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

ii. **Fair value through OCI**-A financial asset is measured at FVTOCI if both of the following conditions are met:

- The Company's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii. **Fair value through profit or loss** – Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.



Trade receivables: In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets: In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

De-recognition of financial assets

A financial asset is primarily de-recognised when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

h. Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

i. Property, plant and equipment ('PPE')

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, taxes(non recoverable) borrowing cost if capitalisation criteria are met and other expenses directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are



deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and definition of asset is met. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included in cost of asset.

Subsequent measurement (depreciation and useful lives)

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

j. Investment properties

Recognition and initial measurement

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Investment properties are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on investment properties is provided on the straight-line method, computed on the basis of useful lives (as set-out below) prescribed in Schedule II to the Act:

Asset Category Useful Life (in years) Buildings and related equipments 60

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

Investment properties are de-recognized either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of de-recognition.

k. Intangible assets

Recognition and initial measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Subsequent measurement (depreciation and useful lives)

Amortisation on intangible assets has been provided on the straight-line method on useful life of 6 years. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.



De-recognition

An item of intangible assets and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

l. Capital work-in progress

Cost of material consumed and erection charges thereon along with other direct cost incurred by the Company for the projects are shown as capital work-in-progress until capitalisation. Claims for price variation / exchange rate variation in case of contracts are accounted for on acceptance / receipt of claim.

m. Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For this purpose, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

n. Borrowing costs

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption.

o. Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.



Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

p. Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19- Employee Benefits.

Defined benefit plans

Gratuity

The Company operates one defined benefit plan for its employees, viz. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method. Actuarial gain and loss for the defined benefit plan is recognized in full in the period in which they occur in other comprehensive income.

Other long term benefits

Accumulated leave expected to be carried forward beyond twelve months, is treated as long term employee benefit. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short term employee benefit.

Liability under continuity linked key resource and deferred salary schemes is provided for on actuarial valuation basis, which is done as per the projected unit credit method at the end of each financial period.

Defined contribution plans

Provident Fund

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which services are rendered by the employee.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

q. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

r. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting done to the chief operating decision maker. The Company operates in a single operating segment and geographical segment.



s. Investment in Subsidiary and Associate Companies

The Company has elected to recognize its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'.

t. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

b) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Recent accounting pronouncement

Ministry of Corporate Affairs (MCA), on March 31, 2023, through the Companies (Indian Accounting Standards (Ind AS) Amendment Rules, 2023. Following are few key amendments relevant to the Company :

1. Ind AS 16 - Presentation of Financial Statements & Ind AS 34 - Interim Financial Reporting: - Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.
2. Ind As 107 - Financial Instruments : Disclosures :- Information about the measurement basic for financial instruments shall be disclosed as part of material accounting policy information.



3. Ind AS 8 - Accounting Policies, changes in accounting estimate and errors:- Clarification on what constitutes an accounting estimate provided.
- 4- Ind AS 12 - Income Taxes:- In case of a transaction which give rise to equal taxable and deductible temporary differences, the initial recognition exception from deferred tax is no longer applicable and deferred tax liability and deferred tax asset shall be recognized on gross basis for such cases.

c) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3. Significant accounting judgements, estimates and assumptions

When preparing the financial statements management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

Significant judgements:

(i) Evaluation of indicators for impairment of non-financial assets

The evaluation of applicability of indicators of impairment of non-financial assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised. The recognition of deferred tax assets and reversal thereof is also dependent upon management decision relating to timing of availment of tax holiday benefits available under the Income Tax Act, 1961 which in turn is based on estimates of future taxable profits.

Sources of estimation uncertainty:

(i) Provisions

At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from management's estimates.

(ii) Fair valuation of financial instruments

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

**Notes to the Standalone Financial Statements as at 31st March, 2023***(All amounts in rupees lakhs unless otherwise stated)***4. Property, plant and equipment**

Particulars	Plant & Machinery	Furniture	Vehicles	Office equipment	Total
Gross carrying value					
As at 1 April, 2021	1,332.93	31.77	99.97	75.72	1,540.39
Additions	28.51	49.55	0.70	11.38	90.14
Disposals/Adjustments	(0.15)	—	—	(0.29)	(0.44)
Total as at 31 March, 2022	1,361.29	81.32	100.67	86.81	1,630.09
As at 1 April, 2022	1,361.29	81.32	100.67	86.81	1,630.09
Additions	21.79	0.55	—	8.31	30.65
Disposals/Adjustments	(4.69)	—	(5.54)	(0.15)	(10.38)
Total as at 31 March, 2023	1,378.39	81.87	95.13	94.97	1,650.36
Accumulated depreciation					
As at 1 April, 2021	669.45	21.13	47.39	45.65	783.62
Depreciation charge for the year	101.99	7.43	11.66	7.68	128.76
Disposals/Adjustments	—	—	—	(0.18)	(0.18)
Total as at 31 March, 2022	771.44	28.56	59.05	53.15	912.20
As at 1 April, 2022	771.44	28.56	59.05	53.15	912.20
Depreciation charge for the year	81.98	6.94	7.63	8.67	105.22
Disposals/Adjustments	(3.95)	—	(4.53)	(0.04)	(8.52)
Total as at 31 March, 2023	849.47	35.50	62.15	61.78	1,008.90
Net carrying value					
As at 31 March, 2023	528.92	46.37	32.98	33.19	641.46
As at 31 March, 2022	589.85	52.76	41.62	33.66	717.89

Notes:

- (i) The Company does not have any contractual commitments for the year ended 31 March 2023 (31 March 2022: Nil).
- (ii) The Company has not capitalised any borrowing cost during the year ended 31 March 2023 (31 March 2022: Nil).

**Notes to the Standalone Financial Statements as at 31st March, 2023***(All amounts in rupees lakhs unless otherwise stated)***5 Right-of-use assets**

Building	Amount
Gross carrying value	
As at 1 April, 2021	262.42
Additions	59.11
Disposals/Adjustments	—
Total as at 31 March, 2022	321.53
As at 1 April, 2022	321.53
Additions	291.72
Disposals/Adjustments	(210.72)
Total as at 31 March, 2023	402.53
Accumulated depreciation	
As at 1 April, 2021	163.82
Depreciation charge for the year	92.96
Disposals/Adjustments	(51.70)
Total as at 31 March, 2022	205.08
As at 1 April, 2022	205.08
Depreciation charge for the year	93.52
Disposals/Adjustments	(210.72)
Total as at 31 March, 2023	87.88
Net carrying value	
As at 31 March, 2023	314.65
As at 31 March, 2022	116.45



Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

6. Investment property

Particulars	Freehold Land	Building*	Total
Gross carrying value			
As at 1 April, 2021	361.95	5,617.19	5,979.14
Additions	—	29.92	29.92
Disposals/Adjustments	—	—	—
Total as at 31 March, 2022	361.95	5,647.11	6,009.06
As at 1 April, 2022	361.95	5,647.11	6,009.06
Additions	—	—	—
Disposals/Adjustments	—	—	—
Total as at 31 March, 2023	361.95	5,647.11	6,009.06
Accumulated depreciation			
As at 1 April, 2021	—	470.30	470.30
Depreciation charge for the year	—	94.47	94.47
Disposals/Adjustments	—	—	—
Total as at 31 March, 2022	—	564.77	564.77
As at 1 April, 2022	—	564.77	564.77
Depreciation charge for the year	—	94.61	94.61
Disposals/Adjustments	—	—	—
Total as at 31 March, 2023	—	659.38	659.38
Net carrying value			
As at 31 March, 2023	361.95	4,987.73	5,349.68
As at 31 March, 2022	361.95	5,082.34	5,444.29

* Building includes commercial property at Noida, Uttar Pradesh amounting of Rs 4694.79 lakhs (31 March 2022: 4694.79 lakhs), whose registration is pending.

(i) Amount recognised in profit and loss for investment properties

Particulars	31 March, 2023	31 March, 2022
Rental income	655.18	332.40
Less: Direct operating expenses that did not generate rental income	27.22	103.73
Profit from leasing of investment properties	627.96	228.67
Less: Depreciation for the year	94.61	94.06
Profit after depreciation	533.35	134.61

(ii) Fair value of investment properties

Particulars	31 March, 2023	31 March, 2022
Fair value	6,303.87	6,293.87

The Company has obtained valuations from a registered valuer as defined under rule 2 of companies (Registered valuer and valuation) Rules, 2017, for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the valuer considers information from a variety of sources including current prices in an active market for investment properties of different nature or recent price of similar investment properties in less active market, adjusted to reflect those differences.

All resulting fair value estimates for investment properties are included in level 3.

(iii) Leasing arrangements

The aforementioned investment property is leased to a tenant under long term operating lease agreement with rentals payable monthly. Minimum payments expected to be received under non-cancellable subleases at the balance sheet date:

Particulars	31 March, 2023	31 March, 2022
Not later than one year	589.16	446.32
Later than one year but not later than five years	2,535.77	750.15
Later than five years	1,006.93	—

**Notes to the Standalone Financial Statements as at 31st March, 2023***(All amounts in rupees lakhs unless otherwise stated)***7. Other Intangible assets**

Other Intangible assets consist of computer softwares

Particulars	Amount
Gross carrying value	
As at 1 April, 2021	11.47
Additions	—
Disposals/Adjustments	—
Total as at 31 March, 2022	11.47
As at 1 April, 2022	11.47
Additions	1.74
Disposals/Adjustments	(5.75)
Total as at 31 March, 2023	7.46
Accumulated amortisation	
As at 1 April, 2021	8.16
Depreciation charge for the year	1.13
Disposals/Adjustments	—
Total as at 31 March, 2022	9.29
As at 1 April, 2022	9.29
Depreciation charge for the year	1.12
Disposals/Adjustments	(5.75)
Total as at 31 March, 2023	4.66
Net carrying value	
As at 31 March, 2023	2.80
As at 31 March, 2022	2.18

(i) The Company does not have any contractual commitments for the year ended 31 March, 2023 (31 March, 2022: Nil)



IST LIMITED

Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
8 Investment - Non-current		
Investment in equity instruments (fully paid-up)		
Unquoted, equity shares of subsidiary company (measured at cost)		
Gurgaon Infospace Ltd *	100.00	100.00
1,00,000 (31 March 2022: 1,00,000) Equity shares of Rs.100/- each		
Unquoted, equity shares of associate company (measured at cost)		
IST Steel & Power Ltd	884.00	884.00
88,40,000 (31 March 2022: 88,40,000) equity shares of Rs.10/- each		
Quoted, equity shares (measured at fair value through profit and loss)		
J.C.T.Ltd	0.08	0.19
4,800 (31 March 2022: 4,800) equity shares of Rs.2.50 each		
C.T.Cotton Yarn Ltd.	—	—
2,000 (31 March 2022: 2,000) equity Shares of Rs.10/- each		
Indian Oil Corporation Ltd.	347.04	338.82
4,45,267 including Bonus shares 1,48,422 (31 March 2022: 2,84,845) equity shares of Rs.10/- each		
Ballarpur Industries Ltd.	5.70	10.75
9,35,000 (31 March 2022: 9,35,000) equity shares of Rs.2/- each		
Shriram Pistons & Rings Ltd.	—	12.59
Nil (31 March 2022: 1,785) equity shares of Rs.10/- each		
Religare Enterprises Ltd.	240.28	215.59
1,65,650 (31 March 2022: 1,65,650) equity shares of Rs.10/- each		
BSE Ltd	314.59	689.12
73,000 including Bonus shares 18,000 (31 March 2022: 73,000) equity shares of Rs.2/- each		
NBCC (India) Ltd.	20.53	21.05
58,000 (31 March 2022: 58,000) equity shares of Rs.1/- each		
Hindustan Petroleum Corporation Ltd.	37.89	—
16,000 (31 March 2022 : NIL) Equity of Rs.10/- each		
Rossell India Ltd.	181.58	—
75,000 (31 March 2022 : NIL) Equity of Rs.2/- each		
Investment in preference shares (fully paid-up)		
Unquoted, non-convertible preference shares (measured at fair value through profit and loss)		
Associate company		
IST Steel & Power Ltd .		
Debt portion of 15,00,000 (31 March 2022: 15,00,000) 9% non cumulative, non convertible Preference shares of Rs.100/- each, redeemable at par	1,518.50	1,529.49
Other company		
Shubham Infra developers (P) Ltd.		
Debt portion of 11,50,000 (31 March 2022: 11,50,000) 9% non cumulative, non convertible preference shares of Rs.100/- each	1,163.60	1,173.07
Investments in government or trust securities		
Quoted, investment in tax free bonds (measured at amortised cost)		
1,50,000 (31 March 2022: 1,50,000) 7.51%, HUDCO 15 years Tax-free bonds Rs.1,000/- each	1,513.58	1,513.58
12,491 (31 March 2022: 12,491) 7.28% , NTPC 15 years Tax free bond series 2A Rs.1,000/- each	129.32	129.34



Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
‘Quoted, investment in trust securities (measured at fair value through profit and loss)		
1,17,369 Units (31 March 2022: 1,17,369) India Grid Trust Invit	157.29	173.30
1,95,000 units (31 March 2022: 1,95,000) Brookfield India Real Estate Trust Reit	544.61	609.57
3,00,000 Units (31 March 2022: 3,00,000) Power Grid Infrastructure Investment Trust Invit	367.86	403.14
20,00,000 Units (31 March 2022: Nil) India Infrastructure Trust Invit	1,840.00	—
Unquoted, investment in tax free bonds (measured at amortised cost)		
100 (31 March 2022: 100) 7.15% IRFC 10 years Tax free bond series 100 Rs.10,00,000/-each	1,068.57	1,068.76
100 (31 March 2022: 100) 7.00% HUDCO 10 years Tax-free bonds series C Rs.10,00,000/- each	1,033.09	1,032.89
70 (31 March 2022: 70) 7.28% NHAI 15 years Tax free bond of Rs.10,00,000/-each	750.89	750.75
Total	12,219.00	10,656.00
Total non-current investments		
Aggregate value of quoted investments	5,700.35	4,117.05
Market value of quoted investments	5,865.93	4,349.96
Aggregate value of unquoted investments	6,518.65	6,538.95
Aggregate value of impairment in the value of investments	—	—

* The company's investment in its wholly owned subsidiary namely Gurgaon Infospace Ltd are held in its own name except six equity shares which are held in the name of its authorised representative.

9 Other financial assets

Security deposits		
- Related parties	32.96	30.10
- Others	25.27	22.33
	58.23	52.43



IST LIMITED

Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
10 Deferred tax assets/ (liabilities) (net)		
Deferred tax liabilities arising on account of:-		
Property, plant and equipment	(9.34)	(8.64)
Fair valuation of investments	(88.48)	(157.93)
Deferred tax liabilities	(97.82)	(166.57)
Deferred tax assets arising on account of:-		
Financial assets measured at amortised cost	1.21	1.35
Employee benefits:		
Provision for bonus	4.96	4.97
Provision for gratuity	41.34	37.38
Provision for compensated absence	19.40	17.54
'Right-of-use assets & lease liability	1.35	3.19
Deferred tax assets	68.26	64.43
Net deferred tax assets / (liabilities)	(29.56)	(102.14)

(i) Movement in deferred tax assets/ (liabilities) for year ended 31 March 2023:

Particulars	As at 1 April, 2022	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March, 2023
Deferred tax liabilities arising on account of:-				
Timing difference between book depreciation and depreciation as per Income Tax Act, 1961	(8.64)	(0.70)	—	(9.34)
Fair valuation of investments	(157.93)	69.45	—	(88.48)
Deferred tax liabilities (a)	(166.57)	68.75	—	(97.82)
Deferred tax assets arising on account of:-				
Financial assets measured at amortised cost	1.35	(0.14)	—	1.21
Employee benefits:				
Provision for bonus	4.97	(0.01)	—	4.96
Provision for gratuity	37.38	4.59	(0.63)	41.34
Provision for compensated absence	17.54	1.86	—	19.40
'Right-of-use assets & lease liability	3.19	(1.84)	—	1.35
Deferred tax assets (b)	64.43	4.46	(0.63)	68.26
Net deferred tax asset/(liabilities) (a-b)	(102.14)	73.21	(0.63)	(29.56)



Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

(ii) Movement in deferred tax assets/ (liabilities) for year ended 31 March 2022:

Particulars	As at 1 April, 2021	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March, 2022
Deferred tax liabilities arising on account of:-				
Timing difference between book depreciation and depreciation as per Income Tax Act, 1961	(10.68)	2.04	—	(8.64)
Fair valuation of investments	(49.98)	(107.95)	—	(157.93)
Deferred tax liabilities (a)	(60.66)	(105.91)	—	(166.57)
Deferred tax assets arising on account of:-				
Financial assets measured at amortised cost	1.61	(0.27)	—	1.35
Employee benefits:				
Provision for bonus	4.43	0.54	—	4.97
Provision for gratuity	35.23	3.54	(1.39)	37.38
Provision for compensated absence	16.95	0.59	—	17.54
'Right-of-use assets & lease liability	4.49	(1.30)	—	3.19
Deferred tax assets (b)	62.71	3.11	(1.39)	64.43
Net deferred tax asset/(liabilities) (a-b)	2.05	(102.81)	(1.39)	(102.14)

	As at 31 March, 2023	As at 31 March, 2022
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11. Other non current asset

Prepaid expenses	76.03	82.17
	76.03	82.17

12 Inventories (valued at lower of cost and net realisable value)

Raw material	78.03	66.13
Work-in-progress	79.99	129.18
Finished goods	140.23	86.99
Stores, spares and consumables	108.72	107.12
Scrap (valued at net realisable value)	21.49	42.33
	428.46	431.75



IST LIMITED

Notes to the Standalone Financial Statements as at 31st March, 2022

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
13 Investment		
Investment in mutual funds (measured at fair value through profit and loss) In others (Unquoted)		
SBI Blue Chip Fund Direct Plan Growth F.No. 9035343 2,73,252.423 (March 2022, 2,42,370.461) Units	183.95	157.80
SBI Focused Equity Direct Growth F.No. 9035343 86,835.122 (March 2022, 78,881.800) Units	208.15	200.85
SBI Saving Fund- Direct Growth-F.No. 9035343 1,64,465.190 (31 March 2022: 32,76,875.092) Units	61.79	1,165.30
SBI Magnum Medium Duration Fund Direct Gr- F.No.19667122 8,00,000.000 (31 March 2022: 8,00,000.000) Units (State Bank of India has created lien on this fund for accepting the cash margin for issuing bank guarantees.)	367.22	350.12
SBI Overnight Fund Direct Growth- F.No. 19667122 45,208.759 (31 March 2022: 30,566.761) Units	1,649.78	1,058.02
SBI Overnight Fund Direct Growth- F.No. 9035343 Nil (31 March 2022: 1,922.994) Units	—	66.56
SBI Focused Equity Direct Growth F.No.19667122 52,873.583 (March 2022, 52,873.583) Units	126.74	134.63
SBI Balanced Advantage Fund Dir Gr-F.No. 9035343 97,364.219 (March 2022, 97,364.219) Units	10.73	10.11
SBI CPSE Bond Plus SDL 2026 50:50 Index Fund-F.No. 9035343 18,39,349.638 (March 2022, Nil) Units	191.57	—
	2,799.93	3,143.39
Aggregate value of quoted investments	—	—
Market value of quoted investments	—	—
Aggregate value of unquoted investments	2,799.93	3,143.39
Aggregate value of impairment in the value of investments	—	—



Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
14 Trade receivables		
Unsecured, considered good	486.52	517.08
	486.52	517.08

Particulars	Outstanding for following periods from due date of transaction					As at 31 March 2023
	Less than 6 months - 6 months	1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	324.63	15.61	122.37	0.10	23.81	486.52
(ii) Undisputed Trade Receivables – which has significant increase in credit risk	—	—	—	—	—	—
(iii) Undisputed Trade Receivables – credit impaired	—	—	—	—	—	—
(iv) Disputed Trade Receivables considered good	—	—	—	—	—	—
(v) Disputed Trade Receivables - which has significant increase in credit risk	—	—	—	—	—	—
(vi) Disputed Trade Receivables - credit impaired	—	—	—	—	—	—

Particulars	Outstanding for following periods from due date of transaction					As at 31 March 2022
	Less than 6 months - 6 months	1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	459.65	0.90	0.39	0.06	32.46	493.46
(ii) Undisputed Trade Receivables – which has significant increase in credit risk	—	—	—	—	—	—
(iii) Undisputed Trade Receivables – credit impaired	—	—	—	—	—	—
(iv) Disputed Trade Receivables considered good	—	—	—	—	23.62	23.62
(v) Disputed Trade Receivables - which has significant increase in credit risk	—	—	—	—	—	—
(vi) Disputed Trade Receivables - credit impaired	—	—	—	—	—	—



IST LIMITED

Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
15 Cash and cash equivalents		
Balance with banks		
- in current accounts	69.63	115.26
Cash on hand	3.04	19.82
	<u>72.67</u>	<u>135.08</u>
16 Others financial assets (unsecured considered good)		
Staff advances	14.76	6.87
	<u>14.76</u>	<u>6.87</u>
17 Current tax assets(net)		
Advances income tax	223.89	472.54
Less. Provision for taxation	<u>(223.59)</u>	<u>(455.97)</u>
	<u>0.30</u>	<u>16.57</u>
18 Other current assets		
Advances to suppliers	9.27	324.00
Prepaid expenses	11.33	11.62
Balance with govt authorities	62.75	39.73
Other advances	12.31	5.01
	<u>95.66</u>	<u>380.36</u>
19 Assets classified as held for sale		
Stock of discarded fixed assets	—	3.42
	<u>—</u>	<u>3.42</u>



Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
20 Share capital		
Authorized share capital		
2,00,00,000 (31 March 2022: 2,00,00,000) equity shares of Rs.5/- each	1,000.00	1,000.00
	1,000.00	1,000.00
Issued share capital		
1,20,55,456 (31 March 2022: 1,20,55,456 equity shares of Rs.5/- each fully paid up.	602.77	602.77
	602.77	602.77
Issued, subscribed capital and fully paid up		
1,16,64,112 (31 March 2022: 1,16,64,112) equity shares of Rs.5/- each fully paid up.	583.21	583.21
Add : Shares Forfeited	1.47	1.47
	584.68	584.68

a) Reconciliation of number of equity shares outstanding at the beginning and end of the year

Description	As at 31 March, 2023		As at 31 April, 2022	
	No.	Amount	No.	Amount
Shares outstanding at the beginning of the year	11,664,112	583.21	11,664,112	583.21
Add: Shares issued during the year	—	—	—	—
Shares outstanding at the end of the year	11,664,112	583.21	11,664,112	583.21

b) Share holders holding more than 5% of the equity shares

Name of the shareholder	As at 31 March, 2023		As at 31 March, 2022	
	No.	% of Holding	No.	% of Holding
M/s Gupta International Investment Company Ltd	5,826,442	49.95	5,826,442	49.95
M/s Delux Associates LLP	1,237,850	10.60	1,237,850	10.60
M/s Eastern India Power and Mining Co. Pvt Ltd	754,704	6.47	754,704	6.47

c) Share holding of promoters

Shares held by promoters at the end of the year (As at 31 March, 2023)			% change during the year ended 31 March, 2023
Promoter name	No. of shares	% of total shares	
Foreign :-			
M/s Gupta International Investment Company Ltd	5,826,442	49.95	—
Indian :-			
M/s Delux Associates LLP	1,237,850	10.61	—
M/s Eastern India Power and Mining Co. Pvt Ltd	754,704	6.47	—
M/s Smridhi Realty and Trade LLP	221,000	1.89	—
M/s Galaxy International Hotels LLP	112	—	—
M/s GPC Technology Limited	337,900	2.90	—
M/s IST Technology Infrastructure Pvt Ltd	368,060	3.16	0.34
M/s Lubetec India Pvt Ltd	4	—	(0.34)



IST LIMITED

Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

Share holding of promoters

Shares held by promoters at the end of the year (As at 31 March, 2022)			% change during the year ended 31 March, 2022
Promoter name	No. of shares	% of total shares	
Foreign :-			
M/s Gupta International Investment Company Ltd	5,826,442	49.95	—
Indian :-			
M/s Delux Associates LLP	1,237,850	10.61	—
M/s Eastern India Power and Mining Co. Pvt Ltd	754,704	6.47	—
M/s Smridhi Realty and Trade LLP	221,000	1.89	—
M/s Galaxy International Hotels LLP	112	—	—
M/s GPC Technology Limited	337,900	2.90	—
M/s IST Technology Infrastructure Pvt Ltd	328,060	2.81	—
M/s Lubetec India Pvt Ltd	40,004	0.34	—

d) Terms and rights attached to equity shares

The Company has only one class of equity shares having the par value of the each share is Rs.5/-. Each shareholder shall have voting right equal to shareholding percentage of the total of the shares issued. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amount, in proportion to their shareholdings.

- e) The Company has not issued bonus shares, equity shares for considerations other than cash and also no shares has been bought back, during the immediately preceding five years.

	As at 31 March, 2023	As at 31 March, 2022
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21 Other equity

Reserve & Surplus

General reserve

Opening balance	11,080.04	11,080.04
Movement during the year	—	—
Closing balance	11,080.04	11,080.04

General reserve is created from, time to time by way of transfer profits from retained earnings. General reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to profit and loss.

Securities premium account

Opening balance	60.59	60.59
Movement during the year	—	—
Closing balance	60.59	60.59

Securities premium account represents premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Retained Earnings

Opening balance	8,968.23	8,035.44
Add: profit for the year	777.50	932.79
Closing balance	9,745.73	8,968.23



Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
Retained earning are the profits of the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.		
Other Comprehensive income (OCI)		
Opening balance	12.51	8.38
Add: profit/(loss) for the year	1.88	4.13
Closing balance	14.39	12.51
Total	20,900.75	20,121.37

Other comprehensive income represents balance arising on account of changes in fair value of equity instruments carried at fair value through other comprehensive income and gain/loss booked on re-measurement of defined benefit plans.

	As at 31 March, 2023	As at 31 March, 2022
22 Lease liabilities		
Lease liabilities	229.83	40.05
	<u>229.83</u>	<u>40.05</u>
23 Other financial liabilities		
Security deposit	131.10	132.63
	<u>131.10</u>	<u>132.63</u>
24 Provisions - Non current		
Provision for employee benefits:		
Provision for gratuity	61.19	61.95
Provision for compensated absences	30.97	32.18
	<u>92.16</u>	<u>94.13</u>
For movements in each class of provision during the financial year, refer note no. 51		
25 Other non-current liabilities		
Deferred Income	83.86	104.70
	<u>83.86</u>	<u>104.70</u>
26 Lease liabilities		
Lease liability	90.20	89.07
	<u>90.20</u>	<u>89.07</u>



IST LIMITED

Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
27 Trade payables		
Total outstanding dues to micro enterprises and small enterprises	27.34	27.48
Total outstanding dues to creditors other than micro enterprises and small enterprises	18.72	38.04
	46.06	65.52

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") is as under:

Particulars	As at 31 March, 2023	As at 31 March, 2022
i) Principal amount remaining unpaid to any suppliers as at the end of the accounting year;	27.34	27.48
ii) Interest due thereon remaining unpaid to any suppliers as at the end of the accounting year;	Nil	Nil
iii) The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed date during each accounting year;	Nil	Nil
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this act;	Nil	Nil
v) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	Nil	Nil

The details of amounts outstanding to micro enterprises and small enterprises under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 are as per available information with the company.

Particulars	Outstanding for following periods from due date of payment				As at 31 March 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	27.34	—	—	—	27.34
(ii) Others	17.34	0.32	0.14	0.92	18.72
(iii) Disputed dues – MSME	—	—	—	—	—
(iv) Disputed dues - Others	—	—	—	—	—

Particulars	Outstanding for following periods from due date of payment				As at 31 March 2022
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	27.48	—	—	—	27.48
(ii) Others	37.03	0.09	0.67	0.25	38.04
(iii) Disputed dues – MSME	—	—	—	—	—
(iv) Disputed dues - Others	—	—	—	—	—



Notes to the Standalone Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March, 2023	As at 31 March, 2022
28 Other financial liabilities		
Employees related payable	68.13	67.89
Amount payable to directors	3.14	2.33
Expenses payables	61.16	84.41
Security deposit	31.14	31.15
	<u>163.57</u>	<u>185.78</u>
29 Other current liabilities		
Statutory dues	44.67	46.32
Deferred income	14.58	15.45
	<u>59.25</u>	<u>61.77</u>
30 Provisions -Current		
Provision for employee benefits:		
Provision for gratuity	103.03	86.58
Provision for compensated absences	46.10	37.51
	<u>149.13</u>	<u>124.09</u>

For movements in each class of provision during the financial year, refer note no. 51



IST LIMITED

Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
31 Revenue from operations		
(a) Sale of products		
(i) Finished goods		
- Export	9.04	9.00
- Domestic	2,266.81	2,263.72
	<u>2,275.85</u>	<u>2,272.72</u>
(ii) Sale of Traded goods	250.16	425.11
(b) Other operating revenues		
- Scrap sales	78.95	61.14
Net sales	<u>2,604.96</u>	<u>2,758.97</u>
32 Other income		
Interest income:		
- Tax free bonds measured at amortized cost	314.20	448.69
- Financial assets measured at amortized cost	2.90	2.64
- Bank deposits measured at amortized cost	—	0.64
- Others	57.28	49.08
Profit on sale of investments measured at FVTPL	57.86	61.94
Rental income	655.18	332.40
Gain on fair value of investments measured at FVTPL	—	517.20
Dividend income	60.79	43.74
Profit on sale/ disposal of property, plant & equipment	2.91	5.18
Common Area Maintenance	108.13	104.31
Business Support Services	60.75	60.75
Miscellaneous income	0.62	2.98
	<u>1,320.62</u>	<u>1,629.55</u>
33 Cost of raw material consumed		
Opening stock	66.13	61.26
Add: Purchased during the year	483.35	441.71
	<u>549.48</u>	<u>502.97</u>
Less: Closing stock	78.03	66.13
	<u>471.45</u>	<u>436.84</u>
34 Purchases of stock in trade		
Stock-in-trade	325.76	405.30
	<u>325.76</u>	<u>405.30</u>



Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
35 Change in inventory of finished goods and work in progress		
Inventories at the end of the year		
Finished goods	140.23	86.99
Work in progress	79.99	129.18
Scrap	18.06	42.33
	<u>238.28</u>	<u>258.50</u>
Inventories at the beginning of the year		
Finished goods	86.99	71.61
Work in progress	129.17	242.89
Scrap	42.33	43.40
	<u>258.49</u>	<u>357.90</u>
	<u>20.21</u>	<u>99.40</u>
36 Employee benefits expense		
Director's remuneration	37.34	29.83
Salaries and allowances, wages and bonus	764.70	740.20
Contribution to gratuity funds	20.62	18.92
Contribution to provident fund and other funds	36.82	35.11
Staff welfare expense	39.67	35.20
	<u>899.15</u>	<u>859.26</u>
For movements in each class of provision during the financial year, refer note no. 51		
37 Finance cost		
Interest		
- On loans	—	1.15
- On financial liabilities measured at amortised cost	21.87	8.99
- On Lease Liability	13.18	15.86
Bank charges and commission	0.99	1.30
	<u>36.04</u>	<u>27.30</u>
38 Depreciation and amortisation expense		
Depreciation on property, plant and equipment	105.22	128.76
Depreciation on investment property	94.61	94.47
Amortisation on intangible assets	1.12	1.13
Depreciation on right-of-use assets	93.52	92.96
	<u>294.47</u>	<u>317.32</u>



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Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
39 Other expenses		
Consumption of stores, spares and consumables	146.90	130.32
Rental expenses	4.72	4.72
Rates and taxes	1.69	1.71
Repairs and maintenance:		
- Machinery	39.44	53.78
- Building	8.12	21.95
- Others	121.46	176.60
Electricity expense	118.25	124.58
Insurance	7.69	11.37
Legal and professional	23.36	38.00
Travelling and conveyance	24.32	17.20
Corporate social responsibility expenses (refer note no.50)	20.00	16.51
Communication expenses	8.92	7.01
Auditors remuneration		
- Audit fee	3.15	3.15
- In other capacity		
- For tax audit	0.35	0.35
- For certificates etc.	0.60	0.60
- For reimbursement of expenses	0.25	0.31
Selling expenses		
- Sales Exp.	6.74	12.68
- Other Selling Expenses	0.21	1.12
Internal audit expenses	2.20	2.20
Advertisement	1.61	1.81
Testing charges	5.12	2.31
Sundry Balances written off	32.56	—
Loss on sale of investments measured at FVTPL	—	250.51
Loss on fair value of investments measured at FVTPL	297.18	—
Miscellaneous expenses	82.18	162.27
	957.02	1,041.06



Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
40 Tax expense		
Income tax expense recognised in statement of profit & loss		
Current tax expense	223.59	166.25
Deferred tax expense	(73.21)	102.81
Income tax for earlier years	(6.40)	0.19
	<u>143.98</u>	<u>269.25</u>

The reconciliation of tax expense based on the domestic effective tax rate as at 31 March 2023 of at 25.17% (31 March 2022 at 25.17%) and the reported tax expense in statement of profit or loss is as follows:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit before tax	921.48	1,202.04
Income tax using the Company's domestic tax rate *	25.17%	25.17%
Expected tax expense [A]	<u>231.92</u>	<u>302.53</u>
Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense.		
Effect of expenses that are not-deductible in determining taxable profit	39.95	61.70
Effect of expenses that are deductible in determining taxable profit	4.54	—
Effect of non-taxable income	(131.61)	(90.55)
Items taxable at different tax rates	5.58	(8.67)
Tax expense related to earlier years	(6.40)	0.19
Others	—	4.05
Total adjustments [B]	<u>(87.94)</u>	<u>(33.28)</u>
Actual tax expense [C=A-B]	<u>143.98</u>	<u>269.25</u>

* Domestic tax rate applicable to the Company has been computed as follows

Base tax rate	22%	22%
Surcharge (% of tax)	10%	10%
Cess (% of tax)	4%	4%
Applicable rate	25.17%	25.17%

41 Earning per share

Net profit attributable to equity shareholders

Profit after tax	777.50	932.79
Nominal value of equity share (In Rs.)	5/-	5/-
Total number of equity shares outstanding as the beginning of the year	11,664,112	11,664,112
Total number of equity shares outstanding as the end of the year	11,664,112	11,664,112
Weighted average number of equity shares	11,664,112	11,664,112
Basic and diluted earning per equity share (In Rs.)	6.67	8.00



Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

42 Related party disclosures

The nature of relationship and summary of transactions with related parties are summarised below

a) Name of the related party and nature of their relationship

Name of the related party	Nature of relationship
M/s Gurgoan Infospace Limited	Subsidiary Company
M/s IST Steel and Power Limited	Associate Company
Name of key managerial personnel (KMP)	Designation
Air Marshal Denzil. Keelor (Retd.)	Independent director
Mrs. Sarla Gupta (Resigned w.e.f. 12/09/2022)	Non- executive director
Lt. Col. N. L. Khitha (Retd.) (Resigned w.e.f. 30/06/2021)	Whole time director
Mr. Mayur Gupta	Non- executive director
Mr. Gaurav Gupta	Non- executive director
Mr. S C Jain	Whole time director
Col. Satchit Kumar Basu (Retd.)	Whole time director
Brig. G. S. Sawhney (Retd.) (Cessation w.e.f. 07/09/2022)	Independent director
Mr. Subhash Chander Jain	Independent director
Mrs. Manu Agarwal	Independent director
Mr. D. N. Tulshyan	Chief financial officer
Mr. Bhupinder Kumar	Company secretary
Mr. R.K. Sapra (Appointed w.e.f. 07/05/2022 & Resigned w.e.f. 16/07/2022)	Company secretary
Mr. Prem Chand Gupta	Relative of KMP
Mr. Anil Kumar Tulshyan	Relative of KMP
Mrs. Sarla Gupta	Relative of KMP
Entities in which KMP/Relatives of KMP can exercise significant influence	
GPC Technology Limited	
IST Technology Private Limited	
Entities controlled by KMP/relatives of KMP	
Delux Associates LLP	

b) The following transactions were carried out with related parties:-

Particulars	Year	Subsidiary Company	Associates Company	Key managerial personnel (KMP)	Relatives of key managerial personnel	Entities in which KMP/Relatives of KMP can exercise significant influence	Entities controlled by KMP/Relatives of KMP
Transactions during the year							
Remuneration	31 March, 2023	—	—	75.03	12.18	—	—
	31 March, 2022	—	—	(51.59)	(11.42)	—	—
Service charges paid	31 March, 2023	—	—	—	—	7.91	—
	31 March, 2022	—	—	—	—	(6.62)	—
Rent paid	31 March, 2023	—	—	6.00	18.00	72.00	18.00
	31 March, 2022	—	—	(12.00)	(12.00)	(72.00)	(18.00)

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Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

Particulars	Year	Subsidiary Company	Associates Company	Key managerial personnel (KMP)	Relatives of key managerial personnel	Entities in which KMP/Relatives of KMP can exercise significant influence	Entities controlled by KMP/Reatives of KMP
Outstanding Balance							
Salary payable	31 March, 2023	—	—	3.66	0.69	—	—
	31 March, 2022	—	—	(3.58)	(0.77)	—	—
Security deposits given	31 March, 2023	—	—	—	—	72.00	3.60
	31 March, 2022	—	—	—	—	(72.00)	(3.60)
Loan given	31 March, 2023	—	—	—	1.00	—	—
	31 March, 2022	—	—	—	(1.00)	—	—
Equity contribution	31 March, 2023	100.00	884.00	—	—	—	—
	31 March, 2022	(100.00)	(884.00)	—	—	—	—
Redeemable preference shares	31 March, 2023	—	1,518.50	—	—	—	—
	31 March, 2022	—	(1,529.49)	—	—	—	—

c) The following transactions were carried out with KMP:-

Description	31 March 2023	31 March 2022
Short term employee benefit		
Mr. S C Jain	24.90	21.90
Lt. Col. N. L. Khitha (Retd.) (Resigned w.e.f. 30/06/2021)	-	1.76
Col. Satchit Kumar Basu (Retd.) (Appointed w.e.f. 25/11/2021)	12.74	4.13
Mr. D. N. Tulshyan	13.20	12.56
Mr. Bhupinder Kumar	17.39	11.24
Mr. R.K.Sapra	6.80	—
TOTAL	75.03	51.59



Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

43 Lease related disclosures

The Company has taken factory building, guest house and office building on leases. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability as a borrowings. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

A Total cash outflow for leases for the year ended 31 March, 2023 was Rs. 114.00 lakhs (31 March, 2022 Rs. 114.00 lakhs)

B The Company has Nil commitment for short-term leases as at 31 March, 2023 (31 March, 2022: Nil)

C Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

31 March, 2023	Minimum lease payments due						Total
	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	
Lease payments	114.00	72.00	72.00	72.00	54.00	—	384.00
Interest expense	23.80	17.49	12.80	7.71	2.18	—	63.98
Net present values	90.20	54.51	59.20	64.29	51.82	—	320.02

31 March, 2022	Minimum lease payments due						Total
	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	
Lease payments	96.39	42.00	—	—	—	—	138.39
Interest expense	7.32	1.94	—	—	—	—	9.26
Net present values	89.07	40.06	—	—	—	—	129.13

D Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March, 2023 is Nil (31 March, 2022: Nil).

E Information about extension and termination options

Right of use assets	Number of leases	Range of remaining term	Average remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Factory building	1	5 years	5 years	2 terms with 5 year each.	0	0
Office building	1	1 year	1 year	1 terms with 3 years.	0	0
Guest house	1	1 year	1 year	1 terms with 3 years.	0	0



Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

44 Fair value disclosures

(i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are classified into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Financial assets measured at fair value - recurring fair value measurements

	31 March 2023	31 March 2022	Level	Valuation techniques and key inputs
Investment in equity instruments	1,147.69	1,288.12	Level 1	Fair value of equity instruments have been determined using the quoted market price.
Investment in mutual funds	2,799.93	3,143.39	Level 1	Net asset value (NAV) obtained from an active market.
Investment in preference shares	2,682.10	2,702.55	Level 3	Fair value of non-cumulative, non-convertible redeemable preference shares have been determined using discounted cash flow analysis. This method involves the projection of a series of cash flows from the project. To this projected cash flow series, a market- derived discount rate is applied to establish the present value of the income stream associated with the project.
Total	6,629.72	7,134.06		

(iii) The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements and sensitivity analysis if a change to such inputs was made keeping other variables constant:

Particulars	Discount rate	31 March 2023	31 March 2022
Investment in preference shares			
IST Steel & Power Ltd	Increase by	0.50%	(47.34)
	Decrease by	0.50%	49.94
Subham Infra developers Pvt Ltd	Increase by	0.50%	(34.77)
	Decrease by	0.50%	39.23

(iv) The following table presents the changes in level 3 items for the year ended 31 March, 2023 and 31 March, 2022:

Particulars	Preference shares
As at 1 April, 2021	2,776.35
Acquisition	—
Gain/ (loss) recognised in statement of profit and loss	(73.80)
As at 31 March, 2022	2,702.55
Acquisition	—
Gain/ (loss) recognised in statement of profit and loss	(20.45)
As at 31 March, 2023	2,682.10



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Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

(v) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows:

Particulars	Level	31 March 2023		31 March 2022	
		Carrying value	Fair value	Carrying Value	Fair value
Financial assets					
Investments	Level 3	4,495.45	4,661.03	4,495.33	4,728.23
Trade receivable	Level 3	486.52	486.52	517.08	517.08
Other financial assets	Level 3	72.99	72.99	59.30	59.30
Cash and cash equivalents	Level 3	72.67	72.67	135.08	135.08
Financial assets		5,127.63	5,293.21	5,206.79	5,439.69
Trade payables	Level 3	46.06	46.06	65.52	65.52
Lease liabilities	Level 3	320.03	320.03	129.12	129.12
Other financial liabilities	Level 3	294.67	294.67	318.41	318.41
Financial liabilities		660.76	660.76	513.05	513.05

The management assessed that cash and cash equivalents, trade receivables, other receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. Other non-current financial assets and non-current borrowings bear a market interest rate and hence their carrying amounts are also considered a reasonable approximation of their fair values.

45 Financial risk management

i) Financial instruments by category

Particulars	31 March 2023			31 March 2022		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial assets						
Investments*	9,539.48	—	4,495.45	8,320.07	—	4,495.33
Other financial assets	—	—	72.99	—	—	59.30
Trade receivables	—	—	486.52	—	—	517.08
Cash and cash equivalents	—	—	72.67	—	—	135.08
Total	9,539.48	—	5,127.63	8,320.07	—	5,206.79
Financial liabilities						
Trade payable	—	—	46.06	—	—	65.52
Lease liabilities	—	—	320.03	—	—	129.12
Other financial liabilities	—	—	294.67	—	—	318.41
Total	—	—	660.76	—	—	513.05

*Investment in equity instrument of subsidiary and associate have been accounted at cost in accordance with Ind AS 27, not presented here.

ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing



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(All amounts in rupees lakhs unless otherwise stated)

deposits, etc. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets. - cash and cash equivalents, - trade receivables, - loans & receivables carried at amortised cost, and- deposits with banks

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk –

Credit rating	Particulars	31 March 2023	31 March 2022
A: Low	Investments*	14,034.93	12,815.40
	Other financial assets	72.99	59.30
	Cash and cash equivalents	72.67	135.08
	Trade receivables	486.52	517.08

Cash & cash equivalents and bank deposits

*Investment in equity instrument of subsidiary and associate have been accounted at cost in accordance with Ind AS 27, not presented here.

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables

Company's trade receivables are considered of high quality and accordingly no life time expected credit losses are recognised on such receivables.

Other financial assets measured at amortised cost

Other financial assets measured at amortized cost includes advances to employees. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.



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Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

31 March 2023	Less than 1 year	1-5 year	More than 5 years	Total
Trade payable	44.68	1.38	—	46.06
Security Deposit	36.40	23.78	208.00	268.18
Other financial liabilities	452.45	—	—	452.45
Total	533.53	25.16	208.00	766.69
31 March 2022	Less than 1 year	1-5 year	More than 5 years	Total
Trade payable	65.52	—	—	65.52
Security Deposit	163.78	—	—	163.78
Other financial liabilities	283.75	—	—	283.75
Total	513.05	—	—	513.05

C) Market risk Price risk Exposure

The Company's exposure to price risk arises from investments held and classified as FVTPL. To manage the price risk arising from investments in mutual funds and equity investment, the Company diversifies its portfolio of assets.

Sensitivity

Below is the sensitivity of profit or loss and equity to changes in fair value of investments, assuming no change in other variables:

Particulars	31 March, 2023	31 March, 2022
Price sensitivity		
Price increase by 5%	476.97	416.00
Price decrease by 5%	(476.97)	(416.00)

46 Detail of assets pledged/ hypothecated as security:

The carrying amount of assets pledged / hypothecated as security for credit limit are:-

Particulars	31 March, 2023	31 March, 2022
Invements		
Bonds	—	4,365.99

47 Capital management

The Company's capital management objectives are

- to ensure the company's ability to continue as a going concern
- to provide an adequate return to shareholders

Management assesses the company's capital requirements in order to maintain an efficient overall financing structure. This takes into account the subordination levels of the company's various classes of debt. The company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars	31 March, 2023	31 March, 2022
Total Debt *	320.03	129.12
Total Shareholders Equity	21,485.43	20,706.05
Total debt to equity ratio %	1.49%	0.62%

* Debt includes borrowings (if any) and Lease Liabilities .



Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

48 Segment information

The Company's primary business segment is reflected based on principal business activities carried on by the Company i.e. precision engineering components / assemblies, which as per Ind AS 108 on "Segment Reporting" as specified under Section 133 of Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) is considered to be the only operating segment. The Company is primarily operating in India which is considered as a single geographical segment.

49 Transaction with struck off Companies:

The Company has received transaction to identify if there are any transactions with struck off companies. To the extent information is available on struck off companies, there are no transactions with struck off companies.

50 Details of Corporate Social Responsibility (CSR) expenditure is as follows:

As per Section 135 of the Companies Act, 2013, the Company needs to spend at least 2% of its average net profit for the immediately preceding three years on Corporate Social Responsibility (CSR) activities. The area of activities are defined in the Schedule VII of the Companies Act, 2013. In compliance with the requirement of the Companies Act, 2013 the Company had adopted the CSR policy and a CSR committee has been formed.

Details of CSR expenditure:		As at 31 March 2023	As at 31 March 2022
a.	Gross amount required to be spent by the company during the year	16.52	15.26
b.	Amount approved by the Board to be spent during the year	20.00	16.51
c.	Amount spent during the year:	—	—
i.	Construction/acquisition of any asset	—	—
ii.	On purposes other than (i) above	20.00	16.51
d.	Unspent amount in relation to: - Ongoing project	—	—

For the Year ended 31 March 2023

Opening Balance With Company	Amount required to be spent during the year	Amount Spent		Closing Balance	
		From Company Bank Account	From Separate CSR Unspent Account	With Company	In Separate CSR unspent account
—	16.52	20.00	—	—	—

* There is no unspent amount at the end of the year to be deposited in specified fund of Schedule VII under section 135(5) of the Companies Act, 2013.

For the Year ended 31 March 2022

Opening Balance With Company	Amount required to be spent during the year	Amount Spent		Closing Balance	
		From Company Bank Account	From Separate CSR Unspent Account	With Company	In Separate CSR unspent account
—	15.26	16.51	—	—	—

e. Details of excess amount spent

Opening Balance	Amount required to be spent during the year	Amount spent during the year	Closing Balance
-	16.52	20.00	—

f. Corporate social responsibility

The requisite disclosure relating to CSR expenditure in terms on Guidance Note on Corporate Social Responsibility (CSR) issued by Institute of Chartered Accountants of India :

a) Amount spent during the financial year ended 31 March 2023 and 31 March 2022

Particulars	Period	Bank Payment	Yet to be paid in Cash	Total
Education, technical education including research and development.	31-Mar-23	20.00	—	20.00
	31-Mar-22	16.51	—	16.51



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Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

51 Employee benefit obligations

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-current	Current	Non-current
Gratuity	103.03	61.19	86.58	61.95
Compensated absences	46.10	30.97	37.51	32.18
Total	149.13	92.16	124.09	94.13

A Gratuity

Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarize the components of net benefit expense recognised in the Statement of Profit and Loss and amounts recognised in the balance sheet for the respective plans.

(i) Amount recognised in the statement of profit and loss is as under:

Description	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	9.99	9.54
Net interest cost	10.63	9.38
Actuarial loss/(gain) recognised during the year	(2.51)	(5.52)
Return on plan assets	—	—
Amount recognised in the statement of profit and loss	18.11	13.40

(ii) Movement in the present value of defined benefit obligation recognised in the balance sheet is as under:

Description	As at 31 March 2023	As at 31 March 2022
Present value of defined benefit obligation as at the start of the year	148.52	139.96
Current service cost	9.99	9.54
Interest cost	10.63	9.38
Actuarial loss/(gain) on obligation	(2.51)	(5.52)
Benefits paid	(2.41)	(4.84)
Present value of defined benefit obligation as at the end of the year	164.22	148.52

(iii) Breakup of actuarial (gain)/loss:

Description	For the year ended 31 March 2023	For the year ended 31 March 2022
Actuarial (gain)/loss from change in demographic assumption	—	—
Actuarial (gain)/loss from change in financial assumption	(0.95)	(2.10)
Actuarial (gain)/loss from experience adjustment	(1.56)	(3.42)
Total actuarial (gain)/loss	(2.51)	(5.52)



Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

(iv) Actuarial assumptions

Description	As at 31 March 2023	As at 31 March 2022
Discount rate	7.38%	7.16%
Future Basic salary increase	6.00%	6.00%
Employee turnover		
- Upto 30 years	3.00%	3.00%
- From 31 to 44 years	2.00%	2.00%
- Above 44 years	1.00%	1.00%
Retirement age	58.00	58.00

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(v) Sensitivity analysis for gratuity liability

Description	For the year ended 31 March 2023	For the year ended 31 March 2022
Impact of the change in discount rate		
Present value of obligation at the end of the year	164.22	148.52
- Impact due to increase of 0.50 %	(2.09)	(2.17)
- Impact due to decrease of 0.50 %	2.24	2.33
Impact of the change in salary increase		
Present value of obligation at the end of the year	164.22	148.52
- Impact due to increase of 0.50 %	2.26	2.35
- Impact due to decrease of 0.50 %	(2.13)	(2.21)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

(vi) Maturity profile of defined benefit obligation

Description	As at 31 March 2023	As at 31 March 2022
Within next 12 months	103.03	86.58
Between 1-5 years	35.15	38.88
More than 5 years	26.04	23.05

B Compensated absences

The earned leave liability arises on retirement, withdrawal, resignation and death-in-service of an employee. The actuary has used projected unit cost (PUC) actuarial method to assess the plan's liabilities of employees.



IST LIMITED

Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

(i) Amount recognised in the statement of profit and loss is as under:

Description	Earned Leave	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	11.30	11.85
Net interest cost	4.99	4.51
Actuarial loss/(gain) recognised during the year	2.29	(3.63)
Amount recognised in the statement of profit and loss	18.58	12.73

(ii) Movement in net liability

Description	Earned Leave	
	As at 31 March 2023	As at 31 March 2022
Opening net liability	69.69	67.37
Expenses as above	18.58	12.73
Benefits paid	(11.20)	(10.41)
Closing net liability	77.07	69.69

(iii) Actuarial assumptions

Description	As at 31 March 2023	As at 31 March 2022
Discount rate	7.38%	7.16%
Future Basic salary increase	6.00%	6.00%

Notes:

- The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.
- The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors on long term basis.

C Provident fund

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognised Rs.28.44 lakhs, (31 March 2022: Rs.26.80 lakhs) for Provident Fund contributions and Rs.8.37 lakhs, (31 March 2022 Rs.8.31 lakhs) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss.

52 Contingent liabilities and commitments

Description	As at 31 March 2023	As at 31 March 2022
a) Contingent liabilities	—	—
b) Commitments Guarantee given by the bank	52.76	104.12



53 Financial ratios

Ratio/Measure	Methodology	Times/ Percentage	As at 31 March 2023	As at 31 March 2022	Variance
(a) Current Ratio	Current assets over current liabilities	Times	7.67	8.81	-12.90%
(b) Debt-Equity Ratio	Total Debt over shareholder's equity	Times	0.01	0.01	138.86%
(c) Debt Service Coverage ratio	Earning available over debt service over total Debt service	Times	—	—	—
(d) Return on Equity (ROE)	PAT over average shareholder's equity	Percentage	3.69%	4.61%	-0.92%
(e) Inventory Turnover ratio	Cost of goods sold over average inventory	Times	1.14	1.13	1.35%
(f) Trade Receivables turnover ratio	Revenue from Business Operation over average trade receivables	Times	5.19	5.04	2.94%
(g) Trade payables turnover ratio	Net Purchase of goods & services over average trade payables	Times	14.50	9.22	57.38%
(h) Net capital turnover ratio	Revenue from Business Operation over working capital	Times	0.77	0.67	14.42%
(i) Net profit ratio	Net profit after tax over revenue from business operations	Percentage	29.85%	33.81%	-3.96%
(j) Return on Capital employed (ROCE)	PBIT over average capital employed	Percentage	4.39%	5.87%	-1.49%
(k) Return on investment (ROI)	Interest/Dividend income, net gain on sale of investments and net fair value gain over weighted avg. investments	Percentage	3.65%	7.05%	-3.40%

Notes :

- Debt portion includes Current and Non - Current Lease Liabilities.
- PAT - Profit after tax attributable to equity shareholders but does not include items of other comprehensive income.
- Capital Employed includes total shareholder's equity fund and debts (which includes lease liability & borrowings & Deferred Tax Liability)
- PBIT- Earning before interest & taxes inetr alia PAT plus Finance Cost.
- Return on Investment - Earning made from Investments includes Interest on Bonds, Dividend Income, Profit on Sale of Shares/Securities & Fair Valuations over weighted average current & Non-Current Investments.
- Average Shareholder's equity terms to be (opening equity + Closing equity) /2
- Average inventory terms to be (opening inventory + Closing inventory) /2
- Working Capital terms to be Current Assets less Current Liabilities

Explanation of variance exceeding 25%-

- Debt-Equity Ratio-on account of increase in total debt.
- Trade payables turnover ratio-on account of increase in Average trade payables.



IST LIMITED

Notes to the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in rupees lakhs unless otherwise stated)

54 Authorisation of Standalone financial statements

These standalone financial statements for the year ended 31 March, 2023 were approved by the Board of Directors on 29.05.2023.

This is the Summary of significant accounting policies and other explanatory information referred to in our report of even date

For O.P. Dadu & Co.
Chartered Accountants

Firm Registration NO. 001201N
Abhey Dadu

Partner

Membership No. 093313

Place : New Delhi

Dated : 29.05.2023

Mayur Gupta
Director

DIN-00131376

S.C.Jain
Executive Director

DIN-00092079

D.N.Tulshyan
Chief Financial Officer

Bhupinder Kumar
Company Secretary



INDEPENDENT AUDITORS' REPORT

Opinion

We have audited the accompanying consolidated financial statements of IST Limited (hereinafter referred to as the "Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as the "Group") and its associate company, which comprise the consolidated Balance Sheet as at March 31, 2023, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate company as at March 31, 2023, and its consolidated profit including other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group and its associate company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>Investments as on March 31, 2023 <i>(Refer to Note no.8 and 14 to the notes to the consolidated financial statements)</i></p>	
<p>Investment forms significant portion of the total assets of the Company. The Company has investments in various Government Bonds, quoted and unquoted Securities and Mutual Fund. Investments also includes investment in wholly owned subsidiary and associate company.</p> <p>The valuation of investments is based on a range of inputs. Many of the inputs required can be obtained from readily available liquid market prices and rates. Where observable market data is not available, estimates must be developed based on the most appropriate source data and are subject to a higher level of judgement.</p> <p>Accordingly, investment was determined to be a key audit matter in our audit of standalone financial statements.</p>	<p>Our audit procedure included the following:</p> <ul style="list-style-type: none"> • Obtain an understanding from the management, assessing and testing whether controls in respect of the valuation process are operating properly and assessing whether the valuation process is appropriately designed and captures relevant valuation inputs for the material investments. • Evaluate the Company's process regarding impairment assessment and fair valuation by involving independent assessment for assessing the appropriateness of the valuation • Assessed the carrying value / fair value calculation of all individual material investments, to determine whether the valuation performed by the Company were within an acceptable range determined by us. • Assessing the availability of quoted prices in liquid markets. • We also assessed whether the Company's disclosures in relation to the valuation of investments are compliant with the relevant accounting requirements. <p>Based on the above procedure performed, we did not identify any significant exceptions in the management's assessment in relation to the carrying value of investments</p>



Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements and our auditors' report thereon. The Holding Company's Annual Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. When we read the Holding Company's Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management Responsibilities for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group and its associate company in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate company are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the each entity and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate company are responsible for assessing the ability of the Group and of its associate company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate company are responsible for overseeing the financial reporting process of the Group and of its associate company.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on



whether the holding company, its subsidiary company and its associate company, which are companies incorporated in India, have adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group and its associate company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We have audit the financial statements/financial information of the subsidiary company, whose financial statements/financial information reflect total assets of Rs.95,334.78 lakhs as at March 31, 2023, total revenues of Rs.12,431.81 lakhs, total net profit after tax of Rs.7352.92 lakhs and total comprehensive income of Rs.6,906.29 lakhs and net cash Inflows amounting to Rs.1,393.35 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit after tax of Rs.42.10 lakhs and total comprehensive income of Rs.1.79 lakhs for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of an associate company, whose financial statements/financial information have not been audited by us. These financial statements/financial information have been audited by the other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary company and associate company and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary company and associate company, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.



Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiary company and associate company, as noted in the 'other matters' paragraph we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company and associate company, which are companies incorporated in India, none of the directors of the Group and its associate company is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of internal financial controls with reference to the financial statements of the Holding Company, its subsidiary company and associate company incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors') Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the consolidated financial position of the Group and its associate.
 - ii. The Group and its associate company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company and associate company incorporated in India.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on such audit procedures that the we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.



- v. The Company has not declared any dividend during the previous year and during the current year and hence compliance to Section 123 of the Act is not applicable.
 - vi. As per proviso to rule 3(1) of the companies (Accounts) Rules, 2014 is applicable for the company only w.e.f., April 1, 2023, reporting under this clause is not applicable.
 - vii. No qualified/adverse comment under CARO, 2020 has been given by the Other Auditors of the Subsidiary Company and Associate Company.
2. As required by Section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements of the subsidiary company and associate company, we report that the Holding Company, subsidiary company and associate company covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

PLACE : NEW DELHI
DATED : 29TH MAY, 2023

FOR O.P.DADU & CO.
CHARTERED ACCOUNTANTS
FRN. 001201N
(ABHEY DADU)
PARTNER
UDIN : 23093313BGZGSG5364
M.No.093313



ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENT OF IST LIMITED

(Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements section of our report of even date to the Members of IST Limited)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of IST Limited (hereinafter referred to as "the Company" or the "Holding Company") and its subsidiary company and its associate company, which are companies incorporated in India, as of that date.

In our opinion, the Holding Company, its subsidiary company and its associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the financial statements and such internal financial controls were operating effectively as at March 31, 2023, based on "the internal controls with reference to the financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary company and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to the financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary company and associate company, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to the financial statements.

Meaning of Internal Financial Controls with reference to the Financial Statements

A Company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted



accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Financial Statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, including

the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial controls with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to the financial statements in so far as it relates to subsidiary company and associate company, which are companies incorporated in India, is based solely on the corresponding reports of the other auditors. Our opinion is not modified in respect of this matter.

PLACE : NEW DELHI
DATED : 29TH MAY, 2023

FOR O.P.DADU & CO.
CHARTERED ACCOUNTANTS
FRN. 001201N
(ABHEY DADU)
PARTNER
M.No.093313



IST LIMITED

Consolidated Balance Sheet as at 31st March, 2023 (All amounts in rupees lakhs unless otherwise stated)

ASSETS	Note	As at 31 March, 2023	As at 31 March, 2022
Non-current assets			
Property, plant and equipment	4	1,055.63	1,011.09
Right-of-use assets	5	566.46	403.33
Investment property	6	21,978.86	23,608.52
Other Intangible assets	7	2.80	2.18
Investments accounted for using the equity method		1,498.51	1,496.73
Financial assets			
Investments	8	78,887.95	65,442.63
Trade receivables	9	1,400.61	1,123.46
Other financial assets	10	73.65	67.61
Deferred tax asset(net)	11	2,362.78	3,021.06
Other non-current assets	12	1,787.83	1,995.88
Total non-current assets		109,615.08	98,172.49
Current assets			
Inventories	13	428.46	431.75
Financial assets			
Investments	14	2,799.93	3,143.39
Trade receivable	15	688.57	1,208.43
Cash and cash equivalents	16	2,969.37	1,638.43
Other balances with banks	17	1.09	1.03
Loans	18	300.00	590.14
Other financial assets	19	27.40	18.79
Current tax assets(net)	20	56.06	16.57
Other current assets	21	1,493.92	4,237.31
Assets classified as held for sale	22	—	3.42
Total current assets		8,764.80	11,289.26
Total assets		118,379.88	109,461.75
EQUITY AND LIABILITIES			
Equity			
Equity share capital	23	584.68	584.68
Other equity	24	110,358.31	102,670.86
Total equity		110,942.99	103,255.54
Non-current liabilities			
Financial liabilities			
Lease liabilities	25	480.67	295.04
Other financial liabilities	26	2,721.56	1,905.38
Provisions	27	114.39	116.90
Other non-current liabilities	28	1,858.74	1,318.86
Total non-current liabilities		5,175.36	3,636.18
Current liabilities			
Financial liabilities			
Borrowings	29	1,000.00	1,000.25
Lease liabilities	30	152.54	151.13
Trade payables	31	—	—
- Total outstanding dues to micro enterprises and small enterprises		27.34	27.48
- Total outstanding dues to creditors other than micro enterprises and small enterprises		18.72	38.04
Other financial liabilities	32	525.12	674.52
Other current liabilities	33	349.62	349.28
Provisions	34	188.19	163.07
Current tax liabilities(net)	35	—	166.26
Total current liabilities		2,261.53	2,570.03
Total equity and liabilities		118,379.88	109,461.75

Summary of significant accounting policies and accompanying notes form an integral part of these consolidated financial statements.

This is the Consolidated Balance Sheet referred to in our report of even date.

For O.P. Dadu & Co.
Chartered Accountants

Firm Registration NO. 001201N

Abhey Dadu

Partner

Membership No. 093313

Place : New Delhi

Dated : 29.05.2023

Mayur Gupta

Director

DIN-00131376

S.C.Jain

Executive Director

DIN-00092079

D.N.Tulshyan

Chief Financial Officer

Bhupinder Kumar

Company Secretary



Consolidated Statement of Profit and Loss for the year ended 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	Note	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Revenue			
Revenue from operations	36	12,107.05	12,523.19
Other income	37	4,134.90	5,840.00
Total income		16,241.95	18,363.19
Expenses			
Cost of material consumed	38	471.45	436.84
Purchases of stock in trade	39	325.76	405.30
Changes in inventories of work-in-progress and finished goods	40	20.21	99.40
Employee benefits expense	41	1,107.49	1,037.61
Finance costs	42	387.71	542.67
Depreciation and amortisation expense	43	516.30	541.13
Other expenses	44	2,733.81	2,529.00
Total expenses		5,562.73	5,591.95
Profit before share of net profits/(losses) of an associate and tax		10,679.22	12,771.24
Share of net profit of associate accounted for using the equity method		42.10	59.75
Profit before tax		10,721.32	12,830.99
Tax expense			
Current tax	45	1,843.59	2,026.25
Deferred tax charged/(credit)	11	715.57	1,147.29
Income tax for earlier years		(10.36)	0.63
Total tax expense		2,548.80	3,174.17
Profit after tax		8,172.52	9,656.82
Other comprehensive income/(loss)			
Item that will not to be reclassified to profit or loss			
(a) Remeasurement income on defined benefit plans		7.42	10.25
Income tax relating to above item		(2.06)	(2.77)
(b) Changes in fair value of FVOCI equity instruments		(509.46)	1,322.93
Income tax relating to above items		59.35	(154.09)
(c) Share of other comprehensive income of associates accounted for using the equity method (net of tax)		(40.32)	63.14
Other comprehensive income/(loss) for the year		(485.07)	1,239.46
Total comprehensive income for the year		7,687.45	10,896.28
Profit is attributable to:			
Owners of the parent		8,172.52	9,656.82
Non-controlling interests		—	—
		8,172.52	9,656.82
Other comprehensive Income/(loss) is attributable to:			
Owners of the parent		(485.07)	1,239.46
Non-controlling interests		—	—
		(485.07)	1,239.46
Total comprehensive Income/(loss) is attributable to:			
Owners of the parent		7,687.45	10,896.28
Non-controlling interests		—	—
		7,687.45	10,896.28
Earnings per share (basic and diluted) (in Rs.)	46	70.07	82.79

Summary of significant accounting policies and accompanying notes form an integral part of these consolidated financial statements.

This is the Consolidated Statement of profit and loss referred to in our report of even date.

For O.P. Dadu & Co.

Chartered Accountants

Firm Registration NO. 001201N

Abhey Dadu

Partner

Membership No. 093313

Place : New Delhi

Dated : 29.05.2023

Mayur Gupta

Director

DIN-00131376

S.C.Jain

Executive Director

DIN-00092079

D.N.Tulshyan

Chief Financial Officer

Bhupinder Kumar

Company Secretary



IST LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(All amounts in rupees lakhs unless otherwise stated)

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Cash flows from operating activities		
Profit before tax	10,679.22	12,771.24
Adjustments for:		
Depreciation and amortisation expense	516.30	541.14
Finance costs	386.82	542.27
Interest income	(2,198.96)	(2,475.50)
Rental income	(24.22)	(12.12)
Rental expense on account of discounting of security deposits and straight lining effect	4.72	4.72
(Gain)/loss on fair value of investments measured at FVTPL	181.74	(1,287.83)
(Profit)/loss on disposal of property, plant and equipment(net)	(2.91)	(5.18)
Profit on sale of current investment (net)	113.70	(346.29)
Dividend income	(615.46)	(354.27)
Amount receivable written off/(Amount payable written back)(net)	32.56	31.51
Provision for doubtful advance	400.00	—
Discount and liquidated damages charges	15.21	5.46
Operating profit before working capital changes	9,488.72	9,415.15
Movements in working capital:		
(Increase)/Decrease in inventories	6.71	87.43
(Increase)/Decrease in trade receivables	194.95	(54.24)
(Increase)/Decrease in other assets	2,569.10	(3,518.39)
(Increase)/Decrease in assets classified as held for sale	—	2.90
(Increase)/Decrease in other financial assets	(10.48)	3.81
Increase/(Decrease) in trade payables	(19.46)	(52.79)
(Increase)/Decrease in loans	290.14	141.24
Increase/(Decrease) in provisions	30.04	32.03
Increase/(Decrease) in Other liabilities	564.44	27.71
Increase/(Decrease) in financial liabilities	333.62	(558.87)
Cash generated from operating activities	13,447.78	5,525.98
Income tax refunded/(paid)(net)	(2,061.36)	(1,859.81)
Net cash generated from operating activities (A)	11,386.42	3,666.17
Cash flows from investing activities		
Purchase of property, plant and equipment	(211.84)	(125.55)
Proceeds from disposal of property, plant and equipment	4.77	5.43
Sale/(purchase) of investment property	1,450.35	-
Purchase of intangible assets	(1.74)	-
Sale/(purchase) of investment (net)	(13,906.87)	(6,122.11)
Bank deposits made	(0.06)	516.90
Interest received	2,194.89	2,398.14
Dividend	615.46	354.27
Net cash used in investing activities (B)	(9,855.04)	(2,972.92)

IST LIMITED



Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Cash flows from financing activities		
Proceeds from/(repayments of) short term borrowings	(0.25)	978.62
Payment of principal portion of lease liabilities	(146.53)	(148.24)
Interest paid on lease liabilities	(52.67)	(43.77)
Finance cost paid	(0.99)	(2.45)
Net cash used in financing activities (C)	(200.44)	784.16
Net (decrease)/increase in cash and cash equivalents D=(A+B+C)	1,330.94	1,477.41
Cash and cash equivalents at the beginning of the year (E)	1,638.43	161.02
Cash and cash equivalents at the end of the year (D+E) {refer note 16}	2,969.37	1,638.43

Summary of significant accounting policies and accompanying notes form an integral part of these consolidated financial statements.

Note: The above Consolidated Cash Flow Statements has been prepared under the “Indirect Method” as set out in the Indian Accounting Standard (Ind AS-7)- Statement of Cash Flow.

Cash flow from operating activities include Rs. 440.00 lakhs (31 March 2022 Rs. 45.03 lakhs) being expenses towards Corporate Social Responsibility initiatives.

This is the Consolidated Cash Flow Statement referred to in our report of even date.

For O.P. Dadu & Co.

Chartered Accountants

Firm Registration NO. 001201N

Abhey Dadu

Partner

Membership No. 093313

Place : New Delhi

Dated : 29.05.2023

For and on behalf of the Board of Directors of IST Limited

Mayur Gupta

Director

DIN-00131376

S.C.Jain

Executive Director

DIN-00092079

D.N.Tulshyan

Chief Financial Officer

Bhupinder Kumar

Company Secretary



IST LIMITED

Consolidated Statement of Changes in Equity for the year ended 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

A. Equity share capital	Amount
Balance as at 1 April, 2021	584.68
Changes in Equity share capital due to prior period errors	—
Restated balance at the beginning of the reporting period	584.68
Changes in equity share capital during the year	—
Balance as at 31 March, 2022	584.68
Changes in Equity share capital due to prior period errors	—
Restated balance at the beginning of the reporting period	584.68
Changes in equity share capital during the year	—
Balance as at 31 March, 2023	584.68

B. Other equity

Particulars	Reserves & Surplus			OCI	Total
	General Reserve	Securities premium account	Retained earning	Equity instruments reserve	
Balance as at 1 April, 2021	11,080.04	60.59	79,690.76	943.19	91,774.58
Profit for the year	—	—	9,656.82	—	9,656.82
Other comprehensive income/(loss) (net of tax)	—	—	70.62	1,168.84	1,239.46
Balance as at 31 March, 2022	11,080.04	60.59	89,418.20	2,112.03	102,670.86
Balance as at 1 April, 2022	11,080.04	60.59	89,418.20	2,112.03	102,670.86
Profit for the year	—	—	8,172.52	—	8,172.52
Other comprehensive income/(loss) (net of tax)	—	—	(34.96)	(450.11)	(485.07)
Balance as at 31 March, 2023	11,080.04	60.59	97,555.76	1,661.92	110,358.31

Summary of significant accounting policies and accompanying notes form an integral part of these consolidated financial statements.

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For O.P. Dadu & Co.

Chartered Accountants

Firm Registration NO. 001201N

Abhey Dadu

Partner

Membership No. 093313

Place : New Delhi

Dated : 29.05.2023

For and on behalf of the Board of Directors of IST Limited

Mayur Gupta

Director

DIN-00131376

S.C.Jain

Executive Director

DIN-00092079

D.N.Tulshyan

Chief Financial Officer

Bhupinder Kumar

Company Secretary



Notes to the Consolidated Financial Statements as at 31st March, 2023

Summary of significant accounting policies and other explanatory information for the year ended 31 March, 2023

1. Group information and statement of compliance with Indian Accounting Standards (Ind AS)

The consolidated financial statements comprise financial statements of IST Limited (“the Company” or “the Holding Company”) and its subsidiary (collectively referred to as the ‘the Group’) for the year ended 31 March 2023.

IST Limited is a public limited company, domiciled in India and having its registered office at at Dharuhera Industrial Complex, Delhi-Jaipur Highway no. 8, Kapriwas, Dharuhera, Rewari 123106, was incorporated under the provisions of Companies Act, 1956. The Group and its associate company are engaged in the manufacturing of precision engineering components/ assemblies, SEZ Developers and trading activities. Further, details about the business operations are provided in Note No.44- Segment Information.

The consolidated financial statements of the Group have been prepared to comply in all material respects with accounting principles generally accepted in India, including Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 under Section 133 of the Companies Act, 2013 (the “Act”) and other relevant provisions of the Act.

2. Basis of preparation and significant accounting policies

a. Basis of preparation

The consolidated financial statements have been prepared on accrual and going concern basis under historical cost convention except for certain financial instruments and plan assets, which are measured at fair values. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements.

The significant accounting policies and measurement bases have been summarised below.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and as per terms of agreements wherever applicable. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

Basis of consolidation

Subsidiary company is an entity over which the holding company has control. The holding company controls subsidiary when the holding company is exposed to, or has rights to, variable returns from its involvement with its subsidiary and has the ability to affect those returns through its power to direct the relevant activities of the subsidiary. Subsidiary is fully consolidated from the date on which control is transferred to the holding company and it is deconsolidated from the date when control ceases. Profit/(loss) and OCI (‘OCI’) of subsidiary acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. The consolidated subsidiary has a consistent reporting date of 31 March 2022.

The Group combines the financial statements of the holding company and its subsidiary line by line adding together like items of assets, liabilities, other equity, income and expenses. Inter-company transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiary company has been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary’s statement of profit and loss and net assets that is not held by the Group. Profit/(loss) and each component of OCI are attributed to the equity holders of the holding company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The Group attributes total comprehensive income or loss of the subsidiary between the owners of the holding company and the non-controlling interests, if any, based on their respective ownership interests.



Notes to the Consolidated Financial Statements as at 31st March, 2023

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

Investment in associate has been accounted under the Equity Method as per Ind AS 28- Investment in Associates.

b. Revenue recognition

Revenue arises mainly from the sale of manufactured and traded goods.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

Revenue from contracts with customers is recognized on transfer of control of promised good or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfactions of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved. The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue from sale of goods is recognised when the control of goods is transferred to the buyer as per the terms of the contract, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods.

Rendering of services

Revenue from services is recognised as and when the services are rendered and on the basis of contractual terms with the parties.

Interest

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Dividend

Dividend are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

Rental Income

Rental income is recognized on a straight-line basis over the terms of the lease, except for contingent rental income which is recognized when it arises and where scheduled increase in rent compensates the lessor for expected inflationary costs.

In all the leases escalation is less than inflation and hence no Straight lining has been done.



Notes to the Consolidated Financial Statements as at 31st March, 2023

Unbilled receivables

Unbilled receivables represent:

- Balance on account of straight lining of rental income over the rent-free period.

c. Inventories

Finished goods, works-in-process, raw material, stores, spares and components are valued at lower of cost and net realisable value. Cost of inventory has been arrived at by using the weighted average cost formula. Cost of inventory comprises all costs of purchase duties, taxes (other than those subsequent recoverable from tax authorities) & all other cost incurred to bring the inventories to their present condition & location. Tools and instruments are valued at cost less depletion in value. Stock of scrap is valued at estimated realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

d. Income taxes

Tax expense recognised in the statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income (OCI) or directly in equity.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (i.e. in OCI or equity depending upon the treatment of underlying item).

Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the respective Group company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the company will pay normal income tax during the specified period.

e. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

f. Foreign currency transactions

The financial statements are presented in Indian Rupee ('INR' or 'Rs.') which is also the functional currency of the Group.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

**Notes to the Consolidated Financial Statements as at 31st March, 2023**

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income/expenses, as the case may be.

g. Financial instruments*Initial recognition and measurement*

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

Non-derivative financial assets*Subsequent measurement*

i. Financial assets carried at amortised cost – a financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

ii. Fair value through OCI- A financial assets measured at FVOCI if both of the following conditions are met:

- The Group's business model objectives for managing the financial assets is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial assets given raise in specified dates to cash flows that are solely payments.

iii. Fair value through profit or loss – Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Further, the Group, through an irrevocable election at initial recognition, has measured certain investments in equity instruments at FVTOCI. The Group has made such election on an instrument by instrument basis. These equity instruments are neither held for trading nor are contingent consideration recognized under a business combination. Pursuant to such irrevocable election, subsequent changes in the fair value of such equity instruments are recognized in OCI. However, the Group recognizes dividend income from such instruments in the Consolidated Statement of Profit and Loss.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.



Notes to the Consolidated Financial Statements as at 31st March, 2023

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables: In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets: In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

De-recognition of financial assets

A financial asset is primarily de-recognised when the contractual rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

h. Fair value of financial instruments

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

**Notes to the Consolidated Financial Statements as at 31st March, 2023****i. Property, plant and equipment ('PPE')***Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, taxes (non-recoverable) borrowing cost if capitalisation criteria are met and other expenses, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and definition of asset is met. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included in cost of asset.

Subsequent measurement (depreciation and useful lives)

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

De-recognition of PPE

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

j. Investment properties*Recognition and initial measurement*

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Investment properties are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on investment properties is provided on the straight-line method, computed on the basis of useful lives (as set-out below) prescribed in Schedule II to the Companies Act:

Assets category	Useful life (in years)
Building and related equipment	60

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition of Investment properties

Investment properties are de-recognized either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of de-recognition.

k. Intangible assets*Recognition and initial measurement*

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.



Notes to the Consolidated Financial Statements as at 31st March, 2023

Subsequent measurement (amortised and useful lives)

Depreciation on intangible assets has been provided on the straight-line method on useful life of 6 years. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

De-recognition

An item of intangible assets and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

l. Capital work-in progress

Cost of material consumed and erection charges thereon along with other direct cost incurred by the Group for the projects are shown as capital work-in-progress until capitalisation. Claims for price variation / exchange rate variation in case of contracts are accounted for on acceptance / receipt of claim.

m. Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For this purpose, assets are Grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Group of assets (cash generating units). If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

n. Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met: (i) decision has been made to sell. (ii) the assets are available for immediate sale in its present condition. (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

o. Borrowing costs

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption.

p. Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment



Notes to the Consolidated Financial Statements as at 31st March, 2023

that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

q. Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19- Employee Benefits.

Defined benefit plans

Gratuity

The Group operates one defined benefit plan for its employees, viz. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method. Actuarial gain and loss for the defined benefit plan is recognized in full in the period in which they occur in other comprehensive income.

Other long-term benefits

Accumulated leave expected to be carried forward beyond twelve months, is treated as long term employee benefit. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short term employee benefit.

Liability under continuity linked key resource and deferred salary schemes is provided for on actuarial valuation basis, which is done as per the projected unit credit method at the end of each financial period.

Defined contribution plans

Provident Fund

The Group makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which services are rendered by the employee.

Short-term employee benefits

Expense in respect of other short-term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.



Notes to the Consolidated Financial Statements as at 31st March, 2023

r. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

s. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting done to the chief operating decision maker. The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments of the Group.

t. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

b) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption that are



Notes to the Consolidated Financial Statements as at 31st March, 2023

considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Recent accounting pronouncement

Ministry of Corporate Affairs (MCA), on March 31, 2023, through the Companies (Indian Accounting Standards (Ind AS)) Amendment Rules, 2023 amended certain existing Ind ASs on miscellaneous issues with effect from 1st April 2023. Following are few key amendments relevant to the Company:

1. Ind AS 16- Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting

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Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.

2. **Ind As 107- Financial Instruments: Disclosures-** Information about the measurement basic for financial instruments shall be disclosed as part of material accounting policy information.
3. **Ind AS 8 – Accounting policies, changes in accounting estimate and errors-** Clarification on what constitutes an accounting estimate provided.
4. **Ind AS 12 – Income Taxes –** In case of a transaction which give rise to equal taxable and deductible temporary differences, the initial recognition exemption from deferred tax is no longer applicable and deferred tax liability & deferred tax asset shall be recognized on gross basis for such cases.

3. Significant accounting judgments, estimates and assumptions

When preparing the consolidated financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

Significant judgments:

(i) Evaluation of indicators for impairment of non-financial assets

The evaluation of applicability of indicators of impairment of non-financial assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised. The recognition of deferred tax assets and reversal thereof is also dependent upon management decision relating to timing of Availment of tax holiday benefits available under the Income Tax Act, 1961 which in turn is based on estimates of future taxable profits.

Sources of estimation uncertainty:

(i) Provisions

At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from management's estimates.

(ii) Fair valuation of financial instruments

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

4 Property, plant and equipment

Particulars	Plant & Machinery	Furniture & Fixtures	Vehicles	Office equipment	Computers	Electrical Installations & Equipments	Total
Gross carrying value							
As at 1 April, 2021	1,398.48	480.08	135.77	85.54	2.04	82.81	2,184.72
Additions	28.51	49.55	0.70	13.14	—	3.73	95.63
Disposals/Adjustments	(0.15)	—	—	(0.29)	—	—	(0.44)
Total as at 31 March, 2022	1,426.84	529.63	136.47	98.39	2.04	86.54	2,279.91
Additions	21.79	2.45	160.61	8.44	1.54	17.01	211.84
Disposals/Adjustments	(4.69)	—	(5.54)	(0.15)	—	—	(10.38)
Total as at 31 March, 2023	1,443.94	532.08	291.54	106.68	3.58	103.55	2,481.37
Accumulated depreciation							
As at 1 April, 2021	695.50	241.40	59.05	50.27	1.42	11.77	1,059.41
Depreciation charge during the year	107.20	67.58	15.91	9.37	0.31	9.22	209.59
Disposals/Adjustments	—	—	—	(0.18)	—	—	(0.18)
Total as at 31 March, 2022	802.70	308.98	74.96	59.46	1.73	20.99	1,268.82
As at 1 April, 2022	802.70	308.98	74.96	59.46	1.73	20.99	1,268.82
Depreciation charge during the year	87.20	40.32	17.47	10.29	0.25	9.91	165.44
Disposals/Adjustments	(3.95)	—	(4.53)	(0.04)	—	—	(8.52)
Total as at 31 March, 2023	885.95	349.30	87.90	69.71	1.98	30.90	1,425.74
Net carrying value							
As at 31 March, 2023	557.99	182.78	203.64	36.97	1.60	72.65	1,055.63
As at 31 March, 2022	624.14	220.65	61.51	38.93	0.31	65.55	1,011.09

Notes:

- (i) The Group has Nil contractual commitments for the year ended 31 March 2023 (31 March 2022:Nil).
- (ii) The Group has not capitalised any borrowing cost during the year ended 31 March 2023 (31 March 2022:Nil).



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Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

5. Right-of- use assets

Building	Amount
Gross carrying value	
As at 1 April, 2021	661.55
Additions	106.68
Disposals/Adjustments	(16.57)
Total as at 31 March, 2022	751.66
As at 1 April, 2022	751.66
Additions	333.56
Disposals/Adjustments	(210.72)
Total as at 31 March, 2023	874.50
Accumulated depreciation	
As at 1 April, 2021	265.30
Charge for the year	151.24
Disposals/Adjustments	(68.21)
Total as at 31 March, 2022	348.33
As at 1 April, 2022	348.33
Charge for the year	170.43
Disposals/Adjustments	(210.72)
Total as at 31 March, 2023	308.04
Net carrying value	
As at 31 March, 2023	566.46
As at 31 March, 2022	403.33

6. Investment property

Particulars	Freehold Land	Building*	Total
Gross carrying value			
As at 1 April, 2021	13,776.21	10,704.08	24,480.29
Additions	—	29.92	29.92
Disposals/Adjustments	—	—	—
Total as at 31 March, 2022	13,776.21	10,734.00	24,510.21
Additions	—	—	—
Disposals/Adjustments	(1,450.35)	—	(1,450.35)
Total as at 31 March, 2023	12,325.86	10,734.00	23,059.86
Accumulated depreciation			
As at 1 April, 2021	—	722.52	722.52
Depreciation charge during the year	—	179.17	179.17
Deletions	—	—	—
Total as at 31 March, 2022	—	901.69	901.69
Depreciation charge during the year	—	179.31	179.31
Total as at 31 March, 2023	—	1,081.00	1,081.00
Net carrying value			
As at 31 March, 2023	12,325.86	9,653.00	21,978.86
As at 31 March, 2022	13,776.21	9,832.31	23,608.52

* Building includes commercial property at Noida, Uttar Pradesh amounting of Rs. 7725.42 lakhs (31 March 2022: Rs. 7725.42 lakhs), whose registration is pending.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

(i) Amount recognised in profit and loss for investment properties

Particulars	31 March, 2023	31 March, 2022
Rental income	655.18	332.40
Less: Direct operating expenses that did not generate rental income	27.22	103.73
Profit from leasing of investment properties	627.96	228.67
Less: Depreciation for the year	94.61	94.06
Profit after depreciation	533.35	134.61

(ii) Fair value of investment properties

Particulars	31 March, 2023	31 March, 2022
Fair Value	23,490.27	24,884.13

(iii) Leasing arrangements

The aforementioned investment property is leased to a tenant under long term operating lease agreement with rentals payable monthly. Minimum payments expected to be received under non-cancellable subleases at the balance sheet date:

Particulars	31 March, 2023	31 March, 2022
Not later than one year	9,277.55	9,477.73
Later than one year but not later than five years	39,563.08	41,717.59
Later than five years	1,006.93	—

Fair value hierarchy and valuation technique

The Group has obtained valuations from a registered valuer as defined under rule 2 of companies (Registered valuer and valuation) Rules, 2017, for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the valuer considers information from a variety of sources including current prices in an active market for investment properties of different nature or recent price of similar investment properties in less active market, adjusted to reflect those differences.

All resulting fair value estimates for investment properties are included in level 3.

7 Other intangible assets

Other intangible assets consist computer softwares

Particulars	Amount
Gross carrying value	
As at 1 April, 2021	11.47
Additions	—
Disposals/Adjustments	—
Total as at 31 March, 2022	11.47
Additions	1.74
Disposals/Adjustments	(5.75)
Total as at 31 March, 2023	7.46
Accumulated amortisation	
As at 1 April, 2021	8.16
Amortisation charge during the year	1.13
Total as at 31 March, 2022	9.29
Amortisation charge during the year	1.12
Disposals/Adjustments	(5.75)
Total as at 31 March, 2023	4.66
Net carrying value	
As at 31 March, 2023	2.80
As at 31 March, 2022	2.18

Note: The group does not have any contractual commitments for the year ended 31 March, 2023 (31 March, 2022: Nil).



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(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
8 Investment - Non-current		
Quoted, equity shares (measured at fair value through profit and loss)		
JCT Ltd	0.08	0.19
4,800 (31 March 2022: 4,800) equity shares of Rs.2.50 each		
CT Cotton Yarn Ltd.	—	—
2,000 (31 March 2022, 2,000) equity shares of Rs.10/- each		
Rossell India Ltd.	923.23	597.45
3,81,150 (31 March 2022: 306,150) equity shares of Rs. 2/- each		
Indian Oil Corporation Ltd	1,543.78	1,406.40
19,81,517 Including bonus 8,09,672 (31 March 2022: 11,82,345) equity shares of Rs.10/- each		
IDFC bank limited	244.97	180.62
4,45,000 (31 March 2022: 4,55,000) equity shares of Rs.10/- each		
HPCL Limited	808.67	876.73
3,41,500 Incl. Bonus 82,500 (31 March 2022: 3,25,500) equity shares of Rs.10/- each		
Housing & Urban Development Corporation Ltd.	274.64	207.96
6,35,000 (31 March 2022: 6,35,000) equity shares of Rs.10/- each		
BSE Limited	831.95	1,822.39
1,93,050 Including Bonus shares 1,28,000 (31 March 2022: 1,93,050) equity shares of Rs.2/- each		
Religare Enterprises Ltd.	240.28	215.59
1,65,650 (31 March 2022:1,65,650) equity shares of Rs.10/- each		
ABG Shipyard Ltd.	5.00	5.00
50,000 (31 March 2022: 50,000) equity shares of Rs.10/- each		
L & T Finance Holding Ltd.	516.09	506.97
6,29,000 (31 March 2022: 6,29,000) equity shares of Rs.10/- each		
NBCC (India) Ltd.	256.98	263.17
7,25,000 (31 March 2022: 7,25,000) equity shares of Rs.1/- each		
HDFC Life Insurance Company. Ltd.	1,346.37	1,450.47
2,69,704 (31 March 2022: 2,69,504) equity shares of Rs.10/- each		
DLF Ltd.	35.61	12.17
9,975 (31 March 2022: 3,200) equity shares of Rs. 2/- each		
The Bombay Dyeing & Mfg. Company Limited	118.32	205.26
2,08,490 (31 March 2022: 2,08,490) equity shares of Rs.2/- each		
Shriram Pistons & Rings Limited	303.22	224.88
30,110 (31 March 2022: 31,895) equity shares of Rs.10/- each		
NLC India Limited	50.15	50.04
65,000 (31 March 2022: 80,000) equity share of Rs.10/- each		
ACC Limited	1.67	11.83
100 (31 March 2022: 550) equity share of Rs. 10/- each		
Cipla Limited	1.80	2.55
200 (31 March 2022: 250) equity share of Rs. 2/- each		
Housing Development Finance Corporation Ltd. (HDFC Ltd.)	168.06	157.74
6,400 (31 March 2022: 6,600) equity share of Rs. 2/- each		
HCL Technologies Limited	28.50	15.12
2,624 (31 March 2022: 1,300) equity share of Rs. 2/- each		
ICICI Bank Limited	94.74	78.87



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(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
10,800 (31 March 2022: 10,800) equity share of Rs. 2/- each LIC Housing Finance Limited	9.86	11.50
3,000 (31 March 2022: 3,200) equity share of Rs. 2/- each Lupin Limited	2.14	2.65
330 (31 March 2022: 355) equity share of Rs. 2/- each Bandhan Bank Limited	15.66	33.81
8,000 (31 March 2022: 11,000) equity share of Rs. 10/- each Maruti Suzuki Limited	1.99	-
24 (31 March 2022: Nil) equity share of Rs. 10/- each RBL Bank Limited	11.28	14.64
8,000 (31 March 2022: 11,250) equity share of Rs. 10/- each SBI Life Insurance Company Ltd.	24.19	28.01
2,200 (31 March 2022: 2,500) equity share of Rs. 10/- each Tata Consultancy Services Ltd.	692.25	810.55
21,593 (31 March 2022: 21,673) equity share of Re. 1/- each Ballarpur Industries Limited	5.70	10.75
9,35,000 (31 March 2022: 9,35,000) equity shares of Rs.2/- each ITC Limited	429.52	363.44
1,12,000 (31 March 2022: 1,45,000) equity share of Rs. 1/- each Power Grid Corporation of India Limited	300.93	289.07
1,33,333 (31 March 2022: 1,33,333) equity share of Rs. 10/- each Axis Bank Limited	25.75	29.74
3,000 (31 March 2022: 3,910) equity share of Rs. 2/- each Bosch Limited	48.35	39.28
250 (31 March 2022: 272) equity share of Rs. 10/- each Canara Bank	19.92	17.07
7,000 (31 March 2022: 7,500) equity share of Rs. 10/- each Godrej Consumer Products Ltd.	20.72	8.59
2,140 (31 March 2022: 1,150) equity share of Rs. 1/- each Godrej Properties Ltd.	14.84	14.21
1,440 (31 March 2022: 850) equity share of Rs. 5/- each Krishna Institute of Medical Science Ltd.	26.72	27.60
1,900 (31 March 2022: 2,000) equity share of Rs. 10/- each Mahindra & Mahindra Limited	23.17	20.15
2,000 (31 March 2022: 2,500) equity share of Rs. 5/- each The South Indian Bank Limited	—	2.26
Nil (31 March 2022: 30,000) equity share of Rs. 1/- each Ultra Tech Cement Limited	51.05	40.93
670 (31 March 2022: 620) equity share of Rs. 10/- each Havells India Ltd.	5.35	5.77
450 (31 March 2022: 500) equity share of Rs. 1/- each Voltas Ltd.	3.68	6.22
450 (31 March 2022: 500) equity share of Rs. 1/- each DCB Bank Limited	3.74	9.02
3,500 (31 March 2022: 13,000) equity share of Rs. 10/- each ABB India Limited	8.41	5.82
250 (31 March 2022: 270) equity share of Rs. 2/- each Anupam Rasayan India Limited	9.20	—



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(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
1,065 (31 March 2022: Nil) equity share of Rs. 10/- each Aditya Birla Capital Ltd.	—	35.52
Nil (31 March 2022: 33,000) equity share of Rs. 10/- each Bharat Forge Limited.	15.40	15.16
2,000 (31 March 2022: 2,160) equity share of Rs. 2/- each Cholamandalam Investment & Finance Company Ltd.	4.57	9.34
600 (31 March 2022: 1,300) equity share of Rs. 2/- each Indiabull Housing Finance Ltd.	1.85	3.16
1,900 (31 March 2022: 2,000) equity share of Rs. 2/- each IRB Infrastructure Developers Ltd.	37.63	34.97
1,49,810 (31 March 2022: 1,39,000) equity share of Rs. 1/- each Tech Mahindra Limited	6.89	5.40
625 (31 March 2022: 360) equity share of Rs. 5/- each Aditya Birla Sun Life AMC Limited	5.60	10.66
1,800 (31 March 2022: 2,000) equity share of Rs. 5/- each Ambuja Cements Limited	2.01	3.80
550 (31 March 2022: 1,270) equity share of Rs. 2/- each Bank of Baroda	4.22	3.12
2,500 (31 March 2022: 2,800) equity share of Rs. 2/- each Eicher Motors Limited	11.80	14.76
400 (31 March 2022: 600) equity share of Rs. 1/- each Hero MotorCorp Limited	9.39	13.90
400 (31 March 2022: 605) equity share of Rs. 2/- each Hindusthan Unilever Limited	204.83	163.89
8,000 (31 March 2022: 8,000) equity share of Rs. 1/- each Nestle India Limited	128.08	112.97
650 (31 March 2022: 650) equity share of Rs. 10/- each Union Bank of India	—	3.88
Nil (31 March 2022: 10,000) equity share of Rs. 10/- each Steel Authority of India Limited	21.57	27.00
26,000 (31 March 2022: 27,400) equity share of Rs. 10/- each Zee Entertainment Enterprises Limited	27.92	8.94
13,189 (31 March 2022: 3,100) equity share of Rs. 1/- each Samvardhana Motherson International Ltd.	8.15	—
12,150 Inc. Bonus Sahres 4050(31 March 2022: Nil) equity share of Rs. 1/- each Jubilant Ingeriva Ltd.	7.27	—
2,020 (31 March 2022: Nil) equity share of Rs. 1/- each Kotak Mahindra Bank	11.94	—
689 (31 March 2022: Nil) equity share of Rs. 5/- each Tata Motor Limited	7.67	—
1,824 (31 March 2022: Nil) equity share of Rs. 2/- each Zomoto Limited	8.77	—
17,200 (31 March 2022: Nil) equity share of Rs. 1/- each Larsen & Toubro Limited	15.80	—
730 (31 March 2022: Nil) equity share of Rs. 2/- each Punjab National Bank	51.26	—
1,10,000 (31 March 2022: Nil) equity share of Rs. 2/- each In other (Unquoted)		
National Stock Exchange of India Limited (NSE)	6,904.54	4,249.68



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
2,30,000 (31 March 2022: 1,50,000) equity share of Rs. 1/- each		
Investment in preference shares (fully paid-up) (measured at fair value through profit and loss)		
Unquoted, non-convertible preference shares of Associate Company		
IST Steel & Power Ltd		
15,00,000 : (31 March 2022: 15,00,000) Debt portion of 9% Non Cumulative, Non Convertible Preference Shares of Rs.100 each, redeemable at par	1,518.50	1,529.49
Other Company		
Shubham Infra developers Pvt. Ltd.		
11,50,000 (31 March 2022: 11,50,000) Debt portion of 9% Non Cumulative, Non Convertible Preference Shares of Rs.100 each, redeemable at par	1,163.60	1,173.07
Related Parties		
IST Softech Pvt. Ltd.		
50,000 (31 March 2022: 50,000) 9% Non-Cumulative, Non Convertible Preference shares of face value of Rs. 100 each, redeemable at par	50.70	51.18
Investments in Government or trust securities		
Quoted, investment in Tax Free Bonds (measured at amortised cost)		
1,58,255(31 March 2022: 1,58,255) 7.51%, HUDCO 15 Years Bonds Rs.1,000/- each (8,255 nos. pledge with HDFC bank against overdraft facilities availed by the company)	1,597.40	1,597.40
24,982 (31 March 2022: 24,982) 7.28% NTPC 15 Years Bond Series 2A Rs.1,000/- each (12,491 nos. pledge with HDFC bank against overdraft facilities availed by the company)	258.64	258.68
50,000 (31 March 2022: 50,000) 8.41%, NTPC 10 Years Tax-free Bond of Rs.1000/- each (Pledge with HDFC bank against overdraft facilities availed by the company)	552.54	552.54
Nil (31 March 2022: 50,000) 7.18%, IRFCL 10 Years Tax-free Bond of Rs.1000/- each	—	530.73
1,50,000 (31 March 2022: 1,50,000) 8.12 % REC Limited 10 Years Bond of Rs.1000/- each (Pledge with HDFC bank against overdraft facilities availed by the company)	1,772.48	1,772.48
Nil (31 March 2022: 2,50,000) 7.19%, IIFCL 10 Years Tax Free Bond of Rs. 1,000/- each	—	2,634.43
50 (31 March 2022: 50) 8.26 % IIFCL 10 Years Tax Free Bond of Rs. 10,00,000/- each (Pledge with HDFC bank against overdraft facilities availed by the company)	606.27	606.27
Nil (31 March 2022 : 1,35,000) 6.86 % IIFCL 10 Years Tax Free Bond of Rs. 1,000/-)	—	1,393.14
100 (31 March 2022: 100) 7.79% PFCL 10 Years Tax Bond of Rs. 10,00,000/- each	1,072.37	1,072.37



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
<i>(Pledge with HDFC bank against overdraft facilities availed by the company)</i>		
Quoted, Investment Trust Securities (measured at fair value through profit & loss)		
17,26,515 (31 March 2022: 17,26,515) India Grid Trust Units	2,326.10	2,542.12
3,45,000 (31 March 2022: 3,45,000) Units Brookfield India Real Estate Trust Reit	964.36	1,079.28
23,00,000 Units (31 March 2022: 23,00,000) 'Power Grid Infrastructure Investment Trust	2,818.26	3,081.14
36,00,000 (31 March 2022: 24,00,000) India Infrastructure Trust	3,312.00	2,352.00
Unquoted, investment in tax free bonds (measured at amortised cost)		
100 (31 March 2022: 100) 7.15% IRFC 10 Years Bond Series 100 Rs.10,00,000/-each	1,068.57	1,068.76
200 (31 March 2022:200) 7.00% HUDCO 10 Years Bonds Series C Rs.10,00,000/- each <i>(100 nos. pledge with HDFC bank against overdraft facilities availed by the company)</i>	2,066.47	2,066.08
600 (31 March 2022: 600) 7.28% NHAI 15 years tax free bond of Rs.10,00,000/-each <i>(530 nos. pledge with HDFC bank against overdraft facilities availed by the company)</i>	6,405.84	6,404.66
271 (31 March 2022: 205) 7.07%, HUDCO 10 years tax-free bond of Rs.10,00,000/- each <i>(Pledge with HDFC bank against overdraft facilities availed by the company)</i>	2,840.01	2,107.76
100 (31 March 2022: 100) 8.48%, NHAI 12 years tax-free bond of Rs.10,00,000/- each <i>(Pledge with HDFC bank against overdraft facilities availed by the company)</i>	1,186.50	1,186.50
Investment with Candor Kolkata One Hitech Structure Pvt. Ltd. (at amortised cost)	5,762.71	3,559.32
Investment in Debentures-Quoted (measured at amortised cost)		
1,00,000 (31 March 2022: 1,00,000) 9.90% secured, redeemable, non-convertible debenture of Rs.1,000/-each of IFCI Ltd.	1,032.82	1,032.82
500 (31 March 2022: 500) IIFL Wealth Prime Ltd. NCD of 1,00,00/- each (Variable Interest Rate)	574.84	537.23
Investment in Mutual Funds (measured at fair value through profit & loss)		
Unquoted, Investment in Mutual Funds		
SBI Liquid Fund Direct Growth 1,20,617.643 (31 March 2022: 1,20,617.643) units	4,249.73	4,020.29
SBI Saving Fund Direct Plan Growth (F. No.-19666901)6,01,467.166 (31 March 2022: 10,91,646.151) units	225.98	388.20
SBI Blue Chip Fund- Dir Plan Growth 29,92,703.397 (31 March 2022: 21,19,081.92) units	2,014.70	1,379.66
IIFL India Private Equity Fund-Series 1A, Class-C91,97,852.703 (31 March 2022: 91,97,852.703) units	886.75	955.29



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
IIFL Multi Strategy Fund Series 2 45,07,482.807 (31 March 2022: 45,07,482.807) units	479.14	507.14
SBI International Access-US Equity FOF Direct Plan Growth 1,14,08,955.235 (31 March 2022: 61,41,120.269) units	1,284.47	736.19
SBI Focused Equity Fund Direct Growth 3,68,962.540 (31 March 2022: 1,36,437.246) units	884.43	347.39
SBI Balance Advantage Fund-Dir. Folio-19666901 2,94,339.568 (31 March 2022: 2,94,339.568) units	32.43	30.56
SBI Saving Fund Direct Paln Growth-Folio-24013106 2,53,597.815 (31 March 2022: 8,15,247.479) units	95.28	289.91
SBI Overnight Fund Direct Growth-Folio-24013106 44,114.217 (31 March 2022: 509.819) units	1,609.84	17.61
SBI Overnight Fund Direct Growth-Folio-19666901 76,442.162 (31 March 2022: 85.776) units	2,789.56	2.97
Edelweiss MF-Bharat Bond April-2031-ETF 12,500.00 (31 March 2022: 12,500.00) units	139.50	134.58
Edelweiss MF-Bharat Bond April-2031-FOF 30,33,368.731 (31 March 2022: 30,33,368.731) units	338.04	326.35
Mirae Asset S and P 500 Top 50 ETF-Regular Growth 3,64,985.00 (31 March 2022: 3,64,985.00) units	104.17	108.37
SBI Balance Advantage Fund Direct Growth 69,57,614.663 (31 March 2022: 69,57,614.663) units	766.46	722.39
Chiratae Venture India Fund IV 375.11 (31 March 2022: 307.50) units Face value Rs. 100,000/-	562.10	487.65
SBI CPSE BP SDL Sept. 2026-Folio- 13678551 19,88,486.095 (31 March 2022: Nil) units	207.11	—
SBI Overnight Fund Direct Growth-Folio- 13678551 40,503.683 (31 March 2022: Nil) units	1,478.08	—
SBI Crisil IBX Gilt Index -April 2029 Fund Dir. Growth- 13678551 49,05,466.938 (31 March 2022: Nil) units	511.13	—
SBI Crisil IBX Gilt Index -June 2036 Fund Dir. Growth- 13678551 48,90,783.359 (31 March 2022: Nil) units	511.85	—
SBI Overnight Fund Direct Growth-Folio- 32492986 87,966.635 (31 March 2022: Nil) units	3,210.12	—
SBI Crisil IBX SDL Index -Sept. 2027 Fund Dir. Growth- 13678551 49,15,691.685 (31 March 2022: Nil) units	510.41	—
	78,887.95	65,442.63
Total non-current investments		
Aggregate value of quoted investments	27,029.23	31,591.58
Market value of quoted investments	26,838.09	31,779.21
Aggregate value of unquoted investments	51,858.72	33,851.05
Aggregate value of impairment in the value of investments	—	—



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
9 Trade receivable		
<i>(Unsecured, considered goods unless otherwise stated)</i>		
Unbilled receivables	1,400.61	1,123.46
	<u>1,400.61</u>	<u>1,123.46</u>
10 Other financial assets		
<i>(Unsecured, considered good unless otherwise stated)</i>		
Security Deposit		
- Related parties	32.96	30.10
- Others	40.69	36.47
Balance with banks		
Term deposits remaining maturity more than 12 months	—	1.04
	<u>73.65</u>	<u>67.61</u>
11 Deferred tax asset (net)		
Deferred tax liabilities arising on account of:-		
Property, plant and equipment	(49.53)	(42.93)
Financial assets measured at amortised cost	(79.87)	(71.32)
Fair valuation of investments	(667.35)	(1,050.02)
Unbilled receivables (rent straight lining)	(407.86)	(327.15)
Total deferred tax liabilities (a)	<u>(1,204.61)</u>	<u>(1,491.42)</u>
Deferred tax assets arising on account of:-		
Employee benefits:		
Provision for bonus	5.03	5.03
Provision for gratuity	51.48	47.76
Provision for compensated absence	27.10	25.14
Financial assets measured at amortised cost	2.71	2.67
Right-of-use & Lease liability	19.23	11.98
Net deferred tax assets (b)	<u>105.55</u>	<u>92.58</u>
Net deferred tax liabilities (a-b)	<u>(1,099.06)</u>	<u>(1,398.84)</u>
MAT credit	<u>3,461.84</u>	<u>4,419.90</u>
Net deferred tax assets	<u>2,362.78</u>	<u>3,021.06</u>

(i) Movement in deferred tax assets/(liabilities) for year ended 31 March 2023:

Particulars	As at 1 April 2022	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2023
Deferred tax liabilities arising on account of:-				
Timing Difference between book Depreciation and Depreciation as Income Tax Act, 1961	(42.93)	(6.60)	—	(49.53)
Financial assets measured at amortised cost	(71.32)	(67.90)	59.35	(79.87)
Fair valuation of investments	(1,050.02)	382.67	—	(667.35)
Unbilled receivables (rent straight lining)	(327.15)	(80.71)	—	(407.86)
Deferred tax liabilities (a)	<u>(1,491.42)</u>	<u>227.46</u>	<u>59.35</u>	<u>(1,204.61)</u>



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

Particulars	As at 1 April 2022	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2023
Deferred tax assets arising on account of:-				
Employee benefits:				
Provision for bonus	5.03	—	—	5.03
Provision for gratuity	47.76	5.78	(2.06)	51.48
Provision for compensated absence	25.14	1.96	—	27.10
Financial assets measured at amortised cost	2.67	0.04	—	2.71
Right-of-use & Lease liability	11.98	7.25	—	19.23
Unused tax credit (MAT credit)	4,419.90	(958.06)	—	3,461.84
Deferred tax assets (b)	4,512.48	(943.03)	(2.06)	3,567.39
Net deferred tax assets/(liabilities) (a - b)	3,021.06	(715.57)	57.29	2,362.78

(ii) Movement in deferred tax assets/(liabilities) for year ended 31 March 2022:

Particulars	As at 1 April 2021	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2022
Deferred tax liabilities arising on account of:-				
Timing Difference between book Depreciation and Depreciation as Income Tax Act, 1961	(49.38)	6.45	-	(42.93)
Financial assets measured at amortised cost	(79.59)	8.27	-	(71.32)
Fair valuation of investments	(618.45)	(277.48)	(154.09)	(1,050.02)
Unbilled receivables (rent straight lining)	(342.33)	15.18	-	(327.15)
Deferred tax liabilities (a)	(1,089.75)	(247.58)	(154.09)	(1,491.42)
Deferred tax assets arising on account of:-				
Employee benefits:				
Provision for bonus	4.47	0.55	—	5.03
Provision for gratuity	45.41	5.13	(2.77)	47.76
Provision for compensated absence	21.58	3.56	—	25.14
Financial assets measured at amortised cost	2.72	(0.05)	—	2.67
Right-of-use & Lease liability	10.90	1.08	—	11.98
Unused tax credit (MAT credit)	5,329.88	(909.99)	—	4,419.90
Deferred tax assets (b)	5,414.96	(899.72)	(2.77)	4,512.48
Net deferred tax assets/(liabilities) (a - b)	4,325.21	(1,147.30)	(156.86)	3,021.06



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Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
12 Other non current asset		
Advance for capital goods	1,785.46	1,785.46
Less: Provision	(200.00)	-
Prepaid expenses	102.37	110.42
Other advances	100.00	100.00
	<u>1,787.83</u>	<u>1,995.88</u>
For capital commitment, refer note no. 52		
13 Inventories (Valued at lower of cost or net realisable value)		
Raw material	78.03	66.13
Work-in-progress	79.99	129.18
Finished goods	140.23	86.99
Stores & spares & consumables	108.72	107.12
Scrap (valued at net realisable value)	21.49	42.33
	<u>428.46</u>	<u>431.75</u>
14 Investments		
Investment in mutual funds (at fair value through profit and loss)		
In others (Unquoted)		
SBI Blue Chip Fund Direct Plan Growth F.No. 9035343 2,73,252.423 (March 2022, 2,42,370.461) Units	183.95	157.80
SBI Focused Equity Direct Growth F.No. 9035343 86,835.122 (March 2022, 78,881 ,.800) Units	208.15	200.85
SBI Saving Fund- Direct Growth-F.No. 9035343 1,64,465.190 (31 March 2022: 32,76,875.092) Units	61.79	1,165.30
SBI Magnum Medium Duration Fund Direct Gr- F.No.19667122 8,00,000.000 (31 March 2022: 8,00,000.000) Units (State Bank of India has created lien on this fund for accepting the cash margin for issuing bank guarantees.)	367.22	350.12
SBI Overnight Fund Direct Growth- F.No. 19667122 45,208.759 (31 March 2022: 30566.761) Units	1,649.78	1,058.02
SBI Overnight Fund Direct Growth- F.No. 9035343 Nil (31 March 2022: 1922.994) Units	—	66.56
SBI Focused Equity Direct Growth f.no.19667122 52,873.583 (March 2022, 52873.583) Units	126.74	134.63
SBI Balanced Advantage Fund Dir Gr-F.No. 9035343 97,364.219 (March 2022, 97364.219) Units	10.73	10.11
SBI CPSE Bond Plus SDL 2026 50:50 Index Fund-F.No. 9035343 18,39,349.638 (March 2022, Nil) Units	191.57	—
	<u>2,799.93</u>	<u>3,143.39</u>
Aggregate value of quoted investments	—	—
Market value of quoted investments	—	—
Aggregate value of unquoted investments	2,799.93	3,143.39
Aggregate value of impairment in the value of investments	—	—



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
15 Trade receivables		
Unsecured, considered good	688.57	1,208.43
Less: Provision for loss allowance	—	—
	<u>688.57</u>	<u>1,208.43</u>

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months - 6 months	1 year	1-2 years	2-3 years	More than 3 years	
As at March 2023						
(i) Undisputed Trade receivable- Considered Good	490.25	29.46	125.66	14.42	28.78	688.57
(ii) Undisputed Trade receivable- having significant increase in credit risk	—	—	—	—	—	—
(iii) Undisputed Trade receivable- Credit impaired	—	—	—	—	—	—
(iv) Disputed Trade receivable	—	—	—	—	—	—
(v) Disputed Trade receivable- having significant increase in credit risk	—	—	—	—	—	—
(vi) Disputed Trade receivable- Credit impaired	—	—	—	—	—	—
	<u>490.25</u>	<u>29.46</u>	<u>125.66</u>	<u>14.42</u>	<u>28.78</u>	<u>688.57</u>
As at March 2022						
(i) Undisputed Trade receivable- Considered Good	1,085.90	27.52	1.03	18.33	52.03	1,184.81
(ii) Undisputed Trade receivable- having significant increase in credit risk	—	—	—	—	—	—
(iii) Undisputed Trade receivable- Credit impaired	—	—	—	—	—	—
(iv) Disputed Trade receivable	—	—	—	—	23.62	23.62
(v) Disputed Trade receivable- having significant increase in credit risk	—	—	—	—	—	—
(vi) Disputed Trade receivable- Credit impaired	—	—	—	—	—	—
	<u>1,085.90</u>	<u>27.52</u>	<u>1.03</u>	<u>18.33</u>	<u>75.65</u>	<u>1,208.43</u>



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
16 Cash and cash equivalents		
Cash on hand	4.63	20.01
Cheques, drafts in hand	—	15.30
Balance with banks		
- in current accounts	1,463.86	1,603.12
- in fixed deposits with Bank with original maturity less than 3 months	1,500.88	—
	<u>2,969.37</u>	<u>1,638.43</u>
17 Other balances with banks		
- Bank deposits due to mature after 3 months of original maturities but within 12 months of the reporting date	1.09	1.03
	<u>1.09</u>	<u>1.03</u>
18 Loans		
<i>(Unsecured, considered good unless otherwise stated)</i>		
Intercompany deposits	663.98	954.12
Less: Provision for expected credit losses	(363.98)	(363.98)
	<u>300.00</u>	<u>590.14</u>
19 Others financial assets		
<i>(Unsecured considered good)</i>		
Staff advances	14.76	6.87
Property tax receivable	12.62	11.82
Advance receivable on sale of investment	0.02	0.10
	<u>27.40</u>	<u>18.79</u>
20 Current tax assets		
Advance Income tax	3,759.65	472.54
Less : Provision for taxation	(3,703.59)	(455.97)
	<u>56.06</u>	<u>16.57</u>
21 Other current assets		
Advances to suppliers	9.27	324.00
Prepaid expenses	16.65	15.49
Balance with govt. authorities	1,254.18	810.88
Others advance	413.82	3,086.94
Less: Provision	(200.00)	—
	<u>1,493.92</u>	<u>4,237.31</u>
22 Assets classified as held for sale		
Assets held for sale	—	3.42
	<u>—</u>	<u>3.42</u>



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
23 Share capital		
Authorized share capital		
2,00,00,000 (31 March 2022: 2,00,00,000) equity shares of Rs.5/- each	1,000.00	1,000.00
	1,000.00	1,000.00
Issued share capital		
1,20,55,456 (31 March 2022: 1,20,55,456) equity shares of Rs.5/- each fully paid up.	602.77	602.77
	602.77	602.77
Issued, subscribed capital and fully paid up		
1,16,64,112 (31 March 2022: 1,16,64,112) equity shares of Rs.5/- each fully paid up.	583.21	583.21
Add : Shares forfeited	1.47	1.47
	584.68	584.68

a) Reconciliation of number of equity shares outstanding at the beginning and end of the year

Description	As at 31 March 2023		As at 31 March 2022	
	No.	Amount	No.	Amount
Shares outstanding at the beginning of the year	11,664,112	583.21	11,664,112	583.21
Add: Share issued during the year	—	—	—	—
Shares outstanding at the end of the year	11,664,112	583.21	11,664,112	583.21

b) Share holders holding more than 5% of the shares

Name of the shareholder	As at 31 March 2023		As at 31 March 2022	
	No.	% of Holding	No.	% of Holding
M/s Gupta International Investment Company Ltd	5,826,442	49.95	5,826,442	49.95
M/s Delux Associates LLP	1,237,850	10.61	1,237,850	10.61
M/s Eastern India Power and Mining Company Pvt. Ltd.	754,704	6.47	754,704	6.47

c) Share holding of promoters

Promoter Name	No. of shares	% of total shares	Shares held by promoters at the end of the year as at 31 March, 2023		% change during the year ended 31 March, 2023
			No.	% of Holding	
Foreign :-					
M/s Gupta International Investment Company Ltd	5,826,442	49.95			—
Indian :-					
M/s Delux Associates LLP	1,237,850	10.61			—
M/s Eastern India Power and Mining Co. Pvt Ltd	754,704	6.47			—
M/s Smridhi Realty and Trade LLP	221,000	1.89			—
M/s Galaxy International Hotels LLP	112	—			—
M/s GPC Technology Limited	337,900	2.90			—
M/s IST Technology Infrastructure Pvt Ltd	368,060	3.16			0.34
M/s Lubetec India Pvt Ltd	4	—			(0.34)



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

Share holding of promoters

Shares held by promoters at the end of the year as at 31 March, 2022

Promoter Name	No. of shares	% of total shares	% change during the year ended 31 March, 2022
Foreign :-			
M/s Gupta International Investment Company Ltd	5,826,442	49.95	—
Indian :-			
M/s Delux Associates LLP	1,237,850	10.61	—
M/s Eastern India Power and Mining Co. Pvt Ltd	754,704	6.47	—
M/s Smridhi Realty and Trade LLP	221,000	1.89	—
M/s Galaxy International Hotels LLP	112	—	—
M/s GPC Technology Limited	337,900	2.90	—
M/s IST Technology Infrastructure Pvt Ltd	328,060	2.81	—
M/s Lubetec India Pvt Ltd	40,004	0.34	—

d) Share held by Holding Company

Name of the shareholder	As at 31 March 2023		As at 31 March 2022	
	No.	% of Holding	No.	% of Holding
IST Limited	100,000	100.00%	100,000	100.00%

e) Terms and rights attached to equity shares

The Company has only one class of equity shares having the par value of the each share is Rs.5/-. Each shareholder shall have voting right equal to shareholding percentage of the total of the shares issued. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amount, in proportion to their shareholdings.

- f) The Company has not issued bonus shares, equity shares for considerations other than cash and also no shares has been bought back, during the immediately preceding five years.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
24 Other equity		
Reserve & Surplus		
General reserve		
Opening balance	11,080.04	11,080.04
Movement during the year	—	—
Closing balance	<u>11,080.04</u>	<u>11,080.04</u>
The general reserve is created from, time to time by way of transfer of profits from retained earnings. General reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to the profit and loss.		
Securities premium account		
Opening balance	60.59	60.59
Movement during the year	—	—
Closing balance	<u>60.59</u>	<u>60.59</u>
Securities premium account represents premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.		
Retained Earnings		
Opening balance	89,418.20	79,690.76
Add: profit for the year	8,172.52	9,656.82
Add: Items of other comprehensive income/(loss)		
Remeasurement income on defined benefit plans (net of tax)	5.36	7.48
Share of other comprehensive income of associate accounted for using the equity method	(40.32)	63.14
Closing balance	<u>97,555.76</u>	<u>89,418.20</u>
Retained earnings are the profits that the group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.		
Reserve for equity instruments through other comprehensive income		
Opening balance	2,112.03	943.19
Add: Change in FVOCI equity instruments	(509.46)	1,322.93
Add/Less: tax impact on above	59.35	(154.09)
Closing balance	<u>1,661.92</u>	<u>2,112.03</u>
Total other equity	<u>110,358.31</u>	<u>102,670.86</u>
The group has elected to recognise change in fair value of equity investments in other comprehensive income. These changes are accumulated within the "Reserve for equity instruments through other comprehensive income". The group transfer amounts from this reserve to retained earning when the relevant equity securities are derecognized.		



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
25 Lease liabilities		
Lease liability	480.67	295.04
	480.67	295.04
26 Other financial liabilities		
Security deposits	2,721.56	1,905.38
	2,721.56	1,905.38
27 Provisions- Non-current		
Provision for employee benefits		
Provision for gratuity	75.58	77.18
Provision for compensated absence	38.81	39.72
	114.39	116.90
For movenments in each class of provision during the fianancial year, refer note no. 55		
28 Other non-current liabilities		
Deferred income	1,858.74	1,318.86
	1,858.74	1,318.86
29 Borrowings		
Secured loans		
Loans repayable on demand		
Overdrafts facilities with HDFC Bank	1,000.00	1,000.25
(Refer note no. 08 & 53)	1,000.00	1,000.25

Particulars	Nature of Security	Interest Rate	31 March 2023	31 March 2022
HDFC Bank, Overdraft facility	1) NHAI tax fee bond @7.28%- 530 Nos.	7.90 % p.a	1,000.00	1,000.25
Nature of Security:	2) NHAI tax free bond @8.48%- 100 Nos.	(6.50 % p.a)		
Pledge of Bonds	3) NTPC tax free bonds @8.41%- 50,000 Nos.			
Sanctioned Credit Limit: 149,00.00 Lakhs (99,73.82 Lakhs)	4) NTPC tax free bonds @7.28%- 12,491 Nos.			
	5) HUDCO tax free bonds @7.07%- 271 Nos			
	6) HUDCO tax free bonds @7.00%- 100 Nos.			
	7) HUDCO tax free bonds @7.51%- 8,255 Nos.			
	8) PFCL tax free bonds @7.79%- 100 Nos.			
	9) IIFC tax free bonds @8.26%- 50 Nos.			
	10) REC Ltd tax free bonds @8.12%- 1,50,000 Nos.			
	Total		1,000.00	1,000.25

30 Lease liabilities		
Lease liability	152.54	151.13
	152.54	151.13



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
31 Trade payables		
- Total outstanding dues to micro enterprises and small enterprises	27.34	27.48
- Total outstanding dues to creditors other than micro enterprises and small enterprises	18.72	38.04
	<u>46.06</u>	<u>65.52</u>

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") is as under:

Particulars	As at 31 March 2023	As at 31 March 2022
i) Principal amount remaining unpaid to any suppliers as at the end of the accounting year;	27.34	27.48
ii) Interest due thereon remaining unpaid to any suppliers as at the end of the accounting year;	Nil	Nil
iii) The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed date during each accounting year;	Nil	Nil
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this act;	Nil	Nil
v) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	Nil	Nil

The details of amounts outstanding to micro enterprises and small enterprises under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 are as per available information with the company.

Particulars	Outstanding for following periods from due date of payment				As at 31 March 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	27.34	—	—	—	27.34
(ii) Others	17.34	0.32	0.14	0.92	18.72
(iii) Disputed dues – MSME	—	—	—	—	—
(iv) Disputed dues - Others	—	—	—	—	—

Particulars	Outstanding for following periods from due date of payment				As at 31 March 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	27.48	—	—	—	27.48
(ii) Others	37.03	0.09	0.67	0.25	38.04
(iii) Disputed dues – MSME	—	—	—	—	—
(iv) Disputed dues - Others	—	—	—	—	—



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Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
32 Other financial liabilities		
Security deposits	82.14	239.66
Employees related payable	73.74	67.89
Amount payable to directors	7.14	8.33
Expenses payables	61.16	94.19
Other liability payable	300.94	264.45
	<u>525.12</u>	<u>674.52</u>
33 Other current liabilities		
Statutory dues	62.67	62.12
Deferred income	286.95	200.16
Other payable	—	87.00
	<u>349.62</u>	<u>349.28</u>
34 Provisions-Current		
Provision for employee benefits		
Provision for gratuity	123.49	106.98
Provision for compensated absence	64.70	56.09
	<u>188.19</u>	<u>163.07</u>
For movements in each class of provision during the financial year, refer note no. 55		
35 Current tax liabilities		
Provision for taxes (net of prepaid taxes)	—	166.26
	<u>—</u>	<u>166.26</u>



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
36 Revenue from operations		
Sales of products- Finished goods		
- Export	9.04	9.00
- Domestic	<u>2,266.81</u>	<u>2,263.72</u>
	2,275.85	2,272.72
Sale of Traded goods	250.16	425.11
Sales of services		
- Income from SEZ operations	9,502.09	9,764.22
Other operating revenues		
- Scrap sales	<u>78.95</u>	<u>61.14</u>
	12,107.05	12,523.19
37 Other income		
Interest income:		
- Tax free bonds measured at amortized cost	1,529.84	1,872.27
- Financial assets measured at amortized cost	4.18	3.81
- Bank deposits measured at amortized cost	1.05	12.78
- Others	663.89	586.64
Profit on sale of investments measured at FVTPL	163.01	1,089.13
Profit on sale of Investment Properties	48.15	-
Rental income	931.03	451.32
Common Area Maintenance	108.13	104.31
Business Support Services	60.75	60.75
Gain on fair value of investments measured at FVTPL	—	1,287.83
Dividend income	615.46	358.76
Profit on disposal of property, plant and equipment	2.91	5.18
Miscellaneous income	<u>6.50</u>	<u>7.22</u>
	4,134.90	5,840.00
38 Cost of raw materials consumed		
Opening stock	66.13	61.26
Add: Purchased during the year	<u>483.35</u>	<u>441.71</u>
	549.48	502.97
Less: Closing stock	<u>78.03</u>	<u>66.13</u>
	471.45	436.84
39 Purchases of stock in trade		
Stock-in-trade	<u>325.76</u>	<u>405.30</u>
	325.76	405.30



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
40 Change in inventory of finished goods and work in progress		
Inventories at the end of the year		
Finished goods	140.23	86.99
Works-in-progress	79.99	129.18
Scrap	18.06	42.33
	<u>238.28</u>	<u>258.50</u>
Inventories at the beginning of the year		
Finished goods	86.99	71.61
Works-in-progress	129.17	242.89
Scrap	42.33	43.40
	<u>258.49</u>	<u>357.90</u>
	<u>20.21</u>	<u>99.40</u>
41 Employee benefits expense		
Director's remuneration	157.34	109.83
Salaries and allowances, wages and bonus	848.28	831.89
Gratuity fund contributions	24.74	24.33
Contribution to provident fund and other funds	36.82	35.11
Staff welfare expense	40.31	36.45
	<u>1,107.49</u>	<u>1,037.61</u>
For movements in each class of provision during the financial year, refer note no. 55		
42 Finance cost		
Interest :		
- On bank overdraft facility	0.89	1.55
- On financial liabilities measured at amortised cost	333.16	496.05
- On lease liability	52.67	43.77
Bank charges and commission	0.99	1.30
	<u>387.71</u>	<u>542.67</u>
43 Depreciation and amortisation expense		
Depreciation on property, plant and equipment	165.44	209.59
Depreciation on investment property	179.31	179.17
Amortisation on intangible assets	1.12	1.13
Depreciation on right-of-use assets	170.43	151.24
	<u>516.30</u>	<u>541.13</u>



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
44 Other expenses		
Consumptions of stores, spares & consumables	146.90	130.32
Rental expense	7.35	7.35
Rates and taxes	1.69	1.71
Repairs and maintenance:		
- Machinery	39.44	53.78
- Building	15.00	276.72
- Others	121.46	176.60
Electricity expenses	121.85	124.58
Insurance expenses	10.86	14.63
Legal and professional	139.90	289.12
Travelling and conveyance	94.71	51.76
Communication expenses	8.92	7.01
Auditors remuneration:		
Audit fee	7.65	7.65
In other capacity		
- For tax audit	1.35	1.35
- For certificates etc.	1.20	1.30
- For taxation & other matters	1.40	0.30
- For reimbursement of expenses	0.65	0.71
Internal audit expenses	2.20	2.20
Selling expenses	6.95	13.80
Advertisement	12.32	5.95
Property tax	12.13	16.04
Business promotion expenses	51.50	3.05
Sundry debtors written off	39.42	1.37
Brokerage & commission	449.20	148.53
Testing charges	5.12	2.31
Corporate social responsibility expenses (refer note no. 54)	440.00	45.03
Loss on sale of investments measured at FVTPL	—	250.51
Loss on fair value of investments measured at FVTPL	181.74	
Loss on sale of shares measured at FVTPL	—	482.91
Loss on exchange rate fluctuation	0.52	0.07
Loss on sale of Trust units measured at amortised cost	62.12	—
Provision for doubtful advance	400.00	—
Loss on sale of bonds measured at amortised cost	155.80	144.20
Miscellaneous expenses	194.46	268.14
	2,733.81	2,529.00



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Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
45 Tax expense		
Income tax expense recognised in consolidated statement of profit and loss		
Current tax expense	1,843.59	2,026.25
Deferred tax charged/(credit)	715.57	1,147.30
Income tax for earlier years	(10.36)	0.63
	<u>2,548.80</u>	<u>3,174.18</u>

The reconciliation of tax expense based on the domestic effective tax rate of at 25.17% (31 March 2022: 25.17%) and the reported tax expense in consolidated statement of profit or loss is as follows:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit/(Loss) before tax	10,721.32	12,830.99
Income tax using domestic tax rate *	25.17%	25.17%
Expected tax expense [A]	<u>2,698.34</u>	<u>3,229.30</u>
Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense		
Effect of expenses that are not-deductible in determining taxable profit	279.29	143.56
Effect of expenses that are deductible in determining taxable profit	(20.27)	(22.71)
Non-taxable income	(570.25)	(786.66)
Items taxable at different tax rates	5.58	(8.67)
Deferred tax not recognised for Share of net profit of associates	(10.60)	(15.04)
MAT adjustment	(41.94)	(0.02)
Tax expense related to earlier years	(10.36)	0.62
Effect due to differential tax rate	385.63	501.22
Effect of deferred tax balance	(169.28)	134.50
Others	2.66	(1.92)
Total adjustments [B]	<u>(149.54)</u>	<u>(55.12)</u>
Actual tax expense [C=A-B]	<u>2,548.80</u>	<u>3,174.18</u>
* Domestic tax rate applicable has been computed as follows:		
Base tax rate	22%	22%
Surcharge (% of tax)	10%	10%
Cess (% of tax)	4%	4%
Applicable rate	25.17%	25.17%

46 Earning per share

Net profit attributable to equity shareholders

Profit after tax	8,172.52	9,656.82
Nominal value of equity share (In Rs.)	5/-	5/-
Total number of equity shares outstanding as the beginning of the year	11,664,112	11,664,112
Total number of equity shares outstanding as the end of the year	11,664,112	11,664,112
Weighted average number of equity shares	11,664,112	11,664,112
Basic and diluted earning per equity share (In Rs.)	<u>70.07</u>	<u>82.79</u>



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

47 Related party disclosures

The nature of relationship and summary of transactions with related parties as are summarised below:

a) Name of the related party and nature of their relationship

Name of the related party	Nature of relationship
M/s IST Steel and Power Ltd.	Associate Company
Name of key managerial personnel (KMP)	Designation
Air Marshal Denzil. Keelor (Retd.)	Independent director
Mr. S. C. Jain	Whole time director
Lt. Col. N. L. Khitha (Retd.)	Whole time director
(Resigned w.e.f. 30/06/2021)	Whole time director
Col. Satchit Kumar Basu (Retd.)	Whole time director
Mr. Mayur Gupta	Non-executive director
Mr. Gaurav Gupta	Non-executive director
Mrs. Sarla Gupta	Non-executive director
	(Resigned w.e.f 12/09/2022)/ Whole time director
Mr. Subhash Chander Jain	Independent director
Brig. Gurcharan Singh Sawhney (Retd.)	Independent director
(Cessation w.e.f. 07/09/2022)	Independent director
Mrs.Manu Agarwal	Independent director
Mr. Neeraj Kumar Aggarwal	Independent director
Mr. N. M. Kakrania	Non-executive director
Mr. D. N. Tulshyan	Chief financial officer
Mr. Bhupinder Kumar	Company secretary
Mr. R.K. Sapra (Appointed w.e.f. 07/05/2022 & Resigned w.e.f. 16/07/2022)	Company secretary
Mr. Prem Chand Gupta	Relatives of key managerial personnel
Mrs. Priyanka Gupta	Relatives of key managerial personnel
Mrs. Shweta Gupta	Relatives of key managerial personnel
Mr. Anil Kumar Tulshyan	Relatives of key managerial personnel
Entities in which KMP/Relative of KMP can exercise significant influence	
M/s GPC Technology Ltd.	
M/s IST Technology Infrastructure Pvt. Ltd.	
M/s Vinayakinfra Developers Pvt Ltd	
M/s Galaxy International Hotels LLP	
M/s Neil Builders Pvt Ltd	
M/s Samridhi Realty Trade LLP	
Shanti Devi Memorial Trust	
Entities controlled by directors/relatives of directors	
M/s Delux Associates LLP.	
M/s IST Softech Pvt. Ltd.	

b) The following transactions were carried out with related parties:-

Particulars	Year	Associates Company	KMP (Key managerial personnel)	Relatives of KMP (key managerial personnel)	Entities in which KMP/Relatives of KMP can exercise significant influence	Entities controlled by KMP/Reatives of KMP
Transactions during the year						
Remuneration	31 March 2023	—	195.03	70.98	—	—
	31 March 2022	—	(131.59)	(70.22)	—	—
Service charges paid	31 March 2023	—	—	—	7.91	—
	31 March 2022	—	—	—	(6.62)	—



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

Particulars	Year	Associates Company	KMP (Key managerial personnel)	Relatives of KMP (key managerial personnel)	Entities in which KMP/ Relatives of KMP can exercise significant influence	Entities controlled by KMP/ Relatives of KMP
Sale of immovable property	31 March 2023	—	—	—	1,498.50	—
	31 March 2022	—	—	—	—	—
Advance received	31 March 2023	—	—	—	—	—
	31 March 2022	—	—	—	(87.00)	—
Advance returned	31 March 2023	—	—	—	87.00	—
	31 March 2022	—	—	—	—	—
Rent paid	31 March 2023	—	6.00	18.00	139.20	36.00
	31 March 2022	—	(12.00)	(12.00)	(132.00)	(36.00)
Purchase of Investment	31 March 2023	—	—	—	737.30	—
	31 March 2022	—	—	—	—	—
Reimbursement of expenses	31 March 2023	—	—	—	1.52	—
	31 March 2022	—	—	—	(1.37)	—
Donation paid	31 March 2023	—	—	—	25.00	—
	31 March 2022	—	—	—	—	—
Outstanding Balance						
Amount payable	31 March 2023	—	7.66	4.59	—	—
	31 March 2022	—	(9.58)	(3.49)	—	—
Security deposits given	31 March 2023	—	—	—	72.00	3.60
	31 March 2022	—	—	—	(72.00)	(3.60)
Advance given	31 March 2023	—	—	1.00	—	—
	31 March 2022	—	—	(1.00)	—	—
Advance received	31 March 2023	—	—	—	—	—
	31 March 2022	—	—	(87.00)	—	—
Equity contribution	31 March 2023	884.00	—	—	—	—
	31 March 2022	(884.00)	—	—	—	—
Redeemable preference shares	31 March 2023	1,518.50	—	—	50.70	—
	31 March 2022	(1,529.49)	—	—	(51.18)	—

Note:- Previous year figures have been reported in brackets

Description	For the year ended 31 March 2023	For the year ended 31 March 2022
-------------	-------------------------------------	-------------------------------------

c) The following transactions were carried out with KMP:-

Short-term employee benefit

Description

Mrs. Sarla Gupta	120.00	80.00
Mr. S. C. Jain	24.90	21.90
Lt. Col. N. L. Khitha (Retd.) (Resigned w.e.f. 30/06/2021)	0.00	1.76
Col. Satchit Kumar Basu (Retd.) (Appointed w.e.f. 25/11/2021)	12.74	4.13
Mr. D. N. Tulshyan	13.20	12.56
Mr. Bhupinder Kumar	17.39	11.24
Mr. R.K. Sapra (Appointed w.e.f. 07/05/2022 & Resigned w.e.f. 16/07/2022)	6.80	0.00

* Does not include the provision made for gratuity, as they are determined on an actuarial basis for all the employees together.

Terms and conditions of transactions with the Related Parties

All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

48 Segment information

Description of segments and principal activities

The Chief Operating Decision Maker ("CODM") evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by reportable segments. The Group's reportable segments are as follows:

- Manufacturing segment, which engaged in manufacturing of high precision engineering components/assemblies.
- SEZ segment, which engaged as SEZ Developer.

Year ended 31 March, 2023

Particulars	Manufacturing Segment	SEZ Segment	Total Segments	Others	Adjustment and eliminations	Consolidated
Revenue						
Revenue from operations	2,604.96	9,502.09	12,107.05	—	—	12,107.05
Other income	1,320.62	2,929.72	4,250.34	—	(115.44)	4,134.90
Total revenue	3,925.58	12,431.81	16,357.39	—	(115.44)	16,241.95
Expenses						
Depreciation and amortisation expense	294.47	221.83	516.30	—	—	516.30
Finance costs	36.04	351.67	387.71	—	—	387.71
Income tax expense	143.98	2,404.82	2,548.80	—	—	2,548.80
Share of net profit of associate accounted for using equity method	42.10	-	42.10	—	—	42.10
Segment profit/(loss)	819.60	7,352.92	8,172.52	—	—	8,172.52
Segment Assets	23,074.66	95,334.78	118,409.44	—	—	118,409.44
Segment Liabilities	1,074.72	6,391.73	7,466.45	—	—	7,466.45

Year ended 31 March, 2022

Revenue						
Revenue from operations	2,758.97	9,764.22	12,523.19	—	—	12,523.19
Other income	1,629.55	4,210.45	5,840.00	—	—	5,040.00
Total revenue	4,388.52	13,974.67	18,363.19	—	—	18,363.19
Expenses						
Depreciation and amortisation expense	317.32	223.81	541.13	—	—	541.13
Finance costs	27.30	515.37	542.67	—	—	542.67
Income tax expense	269.25	2,904.92	3,174.17	—	—	3,174.17
Share of net profit of associate accounted for using equity method	59.75	-	59.75	—	—	59.75
Segment profit/(loss)	992.54	8,664.28	9,656.82	—	—	9,656.82
Segment Assets	22,218.66	87,345.23	109,563.89	—	—	109,563.89
Segment Liabilities	999.88	5308.47	6,308.34	—	—	6,308.34

Notes:

- Inter-segment eliminations upon consolidation are reflected in the "adjustments and eliminations" column.
- The Group has two reportable segments as per the requirements of Ind AS 108 – "Operating Segments". One is manufacturing segment and other is SEZ segment. Majority of the revenue from external customers of Rs. 7310.45 lakhs (31 March 2022: Rs. 6770.73 lakhs) of SEZ segment is derived from three external customers.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

49 Lease related disclosures

The Group has leases for factory building, guest house, office space and office building. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability as a borrowings. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

For leases previously classified as finance leases the entity recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of Ind-AS 116 are only applied after that date.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublease the asset to another party, the right-of-use asset can only be used by the Group. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

A Total cash outflow for leases for the year ended 31 March 2023 was Rs.199.20 lakhs (31 March, 2022 : Rs. 192.00 lakhs).

B The Group has Nil commitment for short-term leases as at 31 March 2023 (31 March, 2022 Nil).

C Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

31 March, 2023	Minimum lease payments due						Total
	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	
Lease payments	199.20	139.20	147.26	147.26	129.26	—	762.18
Interest expense	46.66	35.60	26.28	15.87	4.58	—	128.99
Net present values	152.54	103.60	120.98	131.39	124.68	—	633.19

31 March, 2022	Minimum lease payments due						Total
	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	
Lease payments	158.45	109.35	54.52	66.78	66.33	—	455.43
Interest expense	30.46	19.79	12.68	7.62	8.07	—	78.62
Net present values	127.99	89.56	41.84	59.16	58.26	—	376.81

D Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2023 Nil (31 March 2022 Nil)

E Information about extension and termination options

Right of use assets	Number of leases	Range of remaining term	Average remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Factory building	1	5 years	5 years	2 terms with 5 years each.	0	0
Office premises	1	1 year	1 year	1 terms with 3 years each.	0	0



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

Right of use assets	Number of leases	Range of remaining term	Average remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Guest house	1	1 year	1 year	1 terms with 3 years each.	0	0
Guest house (Gurgaon Infospace limited)	1	1 year	1 year	2 terms with 2 years each.	0	At the option of lessee by giving 3 months notice
Office space (Gurgaon Infospace limited)	1	1 year	1 year	1 terms with 3 years each.	0	At the option of lessee by giving 3 months notice

50 Fair value disclosures

(i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are classified into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Financial assets measured at fair value - recurring fair value measurements

Particulars	31 March 2023	31 March 2022	Level	Valuation techniques and key inputs
Financial assets:				
Investment in equity instruments	17,045.69	14,798.63	Level 1	Fair value of equity instruments have been determined using the quoted market price & NAV from active market.
Investment in mutual funds	25,691.21	13,597.94	Level 1	Net asset value (NAV) obtained from an active market.
Investment in preference shares	2,732.80	2,753.74	Level 3	Fair value of non-cumulative, non -convertible redeemable preference share have been determined using, discounted cash flow analysis. This method involves the projection of a series of cash flow from the project. To this projected cash flow series, a market- derived discounted rate is applied to establish the present value of the income stream associated with the project.
Total	45,469.70	31,150.31		



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(All amounts in rupees lakhs unless otherwise stated)

(iii) The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements and sensitivity analysis if a change to such inputs was made keeping other variables constant:

Particulars	Discount rate	31 March 2023	31 March 2022
Investment in preference shares			
IST Steel & Power Ltd.	Increase by 0.50%	(47.34)	(47.81)
	Decrease by 0.50%	49.45	49.94
Subham Infra developers Pvt. Ltd.	Increase by 0.50%	(34.77)	(37.51)
	Decrease by 0.50%	36.24	39.23
IST Softech Pvt. Ltd.	Increase by 0.50%	(1.89)	(1.96)
	Decrease by 0.50%	1.89	2.07

(iv) The following table presents the changes in level 3 items for the year ended 31 March, 2022 and 31 March, 2023:

Particulars	Preference shares
As at 1 April, 2021	2,829.17
Less: Investment sold during the year	—
Gain/(loss) recognized in statement of profit and loss	(75.43)
As at 31 March, 2022	2,753.74
Less: Investment sold during the year	—
Gain/(loss) recognized in statement of profit and loss	(20.94)
As at 31 March, 2023	2,732.80

(v) Fair value of instruments measured at amortized cost

Fair value of instruments measured at amortized cost for which fair value is disclosed is as follows:

Particulars	Level	31 March 2023		31 March 2022	
		Carrying value	Fair value	Carrying value	Fair value
Financial assets					
Investments	Level 3	26,797.46	26,963.03	28,381.17	28,614.08
Loans	Level 3	300.00	300.00	590.14	590.14
Trade receivable	Level 3	2,089.18	2,089.18	2,331.89	2,331.90
Other financial assets	Level 3	101.05	101.05	86.40	86.40
Other Balances with bank	Level 3	1.09	1.09	1.03	1.03
Cash and cash equivalents	Level 3	2,969.37	2,969.37	1,638.43	1,638.43
Total financial assets		32,258.15	32,423.72	33,029.05	33,261.98
Financial liabilities					
Borrowings	Level 3	1,000.00	1,000.00	1,000.25	1,000.25
Trade payables	Level 3	46.06	46.06	65.52	65.52
Lease liabilities	Level 3	633.21	633.21	446.17	446.17
Other financial liabilities	Level 3	3,246.68	3,246.68	2,579.90	2,579.90
Total financial liabilities		4,925.95	4,925.95	4,091.84	4,091.84

The management assessed that cash and cash equivalents, trade receivables, other receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. Other non-current financial assets and non-current borrowings bear a market interest rate and hence their carrying amounts are also considered a reasonable approximation of their fair values.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

51 Financial risk management

i) Financial instruments by category

Particulars	31 March 2023			31 March 2022		
	FVOCI	FVTPL	Amortized cost	FVOCI	FVTPL	Amortized cost
Financial assets						
Investments	17,263.89	37,626.53	26,797.46	14,972.95	25,231.90	28,381.17
Trade receivables	—	—	2,089.18	—	—	2,331.89
Loans	—	—	300.00	—	—	590.14
Cash and cash equivalents	—	—	2,969.37	—	—	1,638.43
Other financial assets	—	—	101.05	—	—	86.40
Other Balances with bank	—	—	1.09	—	—	1.03
Total	17,263.89	37,626.53	32,258.15	14,972.95	25,231.90	33,029.06
Financial liabilities						
Borrowings (including interest)	—	—	1,000.00	—	—	1,000.25
Trade payable	—	—	46.06	—	—	65.52
Lease liabilities	—	—	633.21	—	—	446.17
Other financial liabilities	—	—	3,246.68	—	—	2,579.90
Total	—	—	4,925.95	—	—	4,091.84

ii) Risk Management

Activities expose it to market risk, liquidity risk and credit risk. Board of directors of respective entities has overall responsibility for the establishment and oversight of risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the group. The group is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The group's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets. - cash and cash equivalents, - trade receivables, - loans & receivables carried at amortized cost, and deposits with banks

a) Credit risk management

The Group assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the group, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- A: Low
- B: Medium
- C: High

Assets under credit risk –

Credit rating	Particulars	31 March 2023	31 March 2022
A: Low	Loans	300.00	590.14
	Investments	81,687.88	68,586.02
	Other financial assets	101.05	86.40
	Cash and cash equivalents	2,969.37	1,638.43
	Other Balances with bank	1.09	1.03
	Trade receivables	2,089.18	2,331.89

**Notes to the Consolidated Financial Statements as at 31st March, 2023***(All amounts in rupees lakhs unless otherwise stated)**Cash & cash equivalents and bank deposits*

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables

Group's trade receivables are considered of high quality and accordingly no life time expected credit losses are recognized on such receivables.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes advances to employees. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2023	Less than 1 year	1-5 year	More than 5 years	Total
Borrowings including interest	1,000.00	—	—	1,000.00
Trade payable	44.68	1.38	—	46.06
Security Deposit	87.64	1,613.74	3,529.79	5,231.17
Other financial liabilities	657.06	—	—	657.06
Total	1,789.38	1,615.12	3,529.79	6,934.29
31 March 2022	Less than 1 year	1-5 year	More than 5 years	Total
Borrowings including interest	1,000.25	—	—	1,000.25
Trade payable	65.52	—	—	65.52
Other financial liabilities	942.44	1,219.02	2,191.37	4,352.83
Total	2,008.21	1,219.02	2,191.37	5,418.60

C) Market risk**a) Interest rate risk**

The Group is not exposed to changes in market interest rates as all of the borrowings are at fixed rate of interest. Also the Group's fixed deposits are carried at amortized cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

b) Price risk

Exposure

The Group's exposure to price risk arises from investments held and classified as FVTPL. To manage the price risk arising from investments in mutual funds and equity investment, the Group diversifies its portfolio of assets.

Sensitivity

Below is the sensitivity of profit or loss and equity to changes in fair value of investments, assuming no change in other variables:

Particulars	31 March, 2023	31 March, 2022
Price sensitivity		
Price increase by 5%	1,881.32	1,261.59
Price decrease by 5%	(1,881.32)	(1,261.59)

52 Capital management

The Group's capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars	31 March, 2023	31 March, 2022
Total debt*	1,633.21	1,446.42
Total Shareholders equity	110,358.31	102,670.86
Total debt to equity ratio %	1.48%	1.41%

*Debts includes borrowings and Lease Liabilities (current & Non-Current)

53 Details of assets pledged/ hypothecated as security:

The carrying amount of assets pledged / hypothecated as security for credit limit/ current borrowings are:-

Particulars	As at 31 March 2023	As at 31 March 2022
Investments		
Bonds	14,140.73	17,516.94



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Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

54 Details of Corporate Social Responsibility (CSR) expenditure is as follows:

As per Section 135 of the Companies Act, 2013, the Company needs to spend at least 2% of its average net profit for the immediately preceding three years on Corporate Social Responsibility (CSR) activities. The area of activities are defined in the Schedule VII of the Companies Act, 2013. In compliance with the requirement of the Companies Act, 2013 the Company had adopted the CSR policy and a CSR committee has been formed.

	As at 31 March 2023	As at 31 March 2022
Details of CSR expenditure:		
a. Gross amount required to be spent by the company during the year	237.56	234.22
b. Amount approved by the Board to be spent during the year	245.00	236.51
c. Amount spent during the year:	—	—
i. Construction/acquisition of any asset	—	—
ii. On purposes other than (i) above	245.00	41.51
d. Unspent amount in relation to: - Ongoing project	—	195.00

For the Year ended 31 March 2023

	Opening Balance		Amount required to be spent during the year	Amount Spent		Closing Balance	
	With Company	In Separate CSR unspent Account		From Company Bank Account	From Separate CSR Unspent Account	With Company	In Separate CSR unspent account
	—	—	237.56	245.00	—	—	—

* There is no unspent amount at the end of the year to be deposited in specified fund of Schedule VII under section 135(5) of the Companies Act, 2013.

For the Year ended 31 March 2022

	Opening Balance		Amount required to be spent during the year	Amount Spent		Closing Balance	
	With Company	In Separate CSR unspent Account		From Company Bank Account	From Separate CSR Unspent Account	With Company	In Separate CSR unspent account
	-	195.00	234.22	41.51	195.00	-	-

e. Details of excess amount spent

Opening Balance	Amount required to be spent during the year	Amount spent during the year	Closing Balance
—	237.56	245.00	—

f. Corporate social responsibility

The requisite disclosure relating to CSR expenditure in terms on Guidance Note on Corporate Social Responsibility (CSR) issued by Institute of Chartered Accountants of India :

a) Amount spent during the financial year ended 31 March 2023 and 31 March 2022

Particulars	Period	Bank Payment	Yet to be paid in Cash	Total
Education, technical education including research and development.	31-Mar-23	20.00	—	20.00
	31-Mar-22	236.51*	—	236.51
Promoting Healthcare including Preventive Healthcare	31-Mar-23	225.00	—	225.00
	31-Mar-22	—	—	—

* Rs. 195.00 Lakhs unspent amount of ongoing project was incurred in the FY 2022-23 from unspent account.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

55 Employee benefit obligations

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-current	Current	Non-current
Gratuity	123.49	75.58	106.98	77.18
Compensated absences	64.70	38.81	56.09	39.72
Total	188.19	114.39	163.07	116.90

A Gratuity

Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The following tables summarize the components of net benefit expense recognized in the consolidated statement of profit and loss and amounts recognized in the consolidated balance sheet for the respective plans.

(i) Amount recognized in the consolidated statement of profit and loss is as under:

Description	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	11.53	12.61
Net interest cost	13.21	11.72
Actuarial loss/(gain) recognized during the year	(7.42)	(10.25)
Return on plan assets	—	—
Amount recognized in the consolidated statement of profit and loss	17.32	14.08

(ii) Movement in the present value of defined benefit obligation recognized in the consolidated balance sheet is as under:

Description	As at 31 March 2023	As at 31 March 2022
Present value of defined benefit obligation as at the start of the year	184.16	174.92
Current service cost	11.53	12.61
Interest cost	13.21	11.72
Actuarial loss/(gain) on obligation	(7.41)	(10.25)
Benefits paid	(2.42)	(4.84)
Present value of defined benefit obligation as at the end of the year	199.07	184.16

(iii) Breakup of actuarial (gain)/loss:

Description	As at 31 March 2023	As at 31 March 2022
Actuarial (gain)/loss from change in demographic assumption	—	—
Actuarial (gain)/loss from change in financial assumption	(5.86)	(6.83)
Actuarial (gain)/loss from experience adjustment	(1.55)	(3.42)
Total actuarial (gain)/loss	(7.41)	(10.25)



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

(iv) Actuarial assumptions

Description	As at 31 March 2023	As at 31 March 2022
Discount rate	7.38%-7.32%	7.16%-7.23%
Future Basic salary increase	6.00%	6.00%
Employee turnover		
- Upto 30 years	3.00%	3.00%
- From 31 to 44 years	2.00%	2.00%
- Above 44 years	1.00%	1.00%
Retirement age	58	58

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(v) Sensitivity analysis for gratuity liability

Description	For the year ended 31 March 2023	For the year ended 31 March 2022
Impact of the change in discount rate		
- Impact due to increase of 0.50 %	(3.04)	(3.25)
- Impact due to decrease of 0.50 %	3.27	3.51
Impact of the change in salary increase		
- Impact due to increase of 0.50 %	2.49	3.54
- Impact due to decrease of 0.50 %	(2.35)	(3.31)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognized in the consolidated balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

(vi) Maturity profile of defined benefit obligation

Description	As at 31 March 2023	As at 31 March 2022
Within next 12 months	123.49	106.98
Between 1-5 years	36.46	40.06
More than 5 years	39.13	37.11

B Compensated absences

The earned leave liability arises on retirement, withdrawal, resignation and death-in-service of an employee. The actuary has used projected unit cost (PUC) actuarial method to assess the plan's liabilities of employees.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

(i) Amount recognized in the consolidated statement of profit and loss is as under:

Description	Earned leave	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	13.26	13.95
Net interest cost	6.88	5.58
Actuarial loss/(gain) recognized during the year	(0.28)	3.89
Amount recognized in the consolidated statement of profit and loss	19.86	23.42

(ii) Change in present value of the defined benefit obligation is as follows:

Description	Earned leave	
	As at 31 March 2023	As at 31 March 2022
Present value of obligation as at the start of the year	95.79	83.27
Current service cost	13.26	13.95
Net interest cost	6.88	5.58
Actuarial loss/(gain) recognized during the year	(0.28)	3.89
Benefits paid	(12.14)	(10.89)
Present value of obligation at the year end	103.51	95.79

(iii) Actuarial assumptions

Description	As at 31 March 2023	As at 31 March 2022
Discount rate	7.38% - 7.32%	7.23% - 7.16%
Future basic salary increase	6.00%	6.00%

Notes:

- The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.
- The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors on long term basis.

C Provident fund

The Group makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The Group recognized Rs.28.44 lakhs, (31 March 2022: Rs.26.80 lakhs) for Provident Fund contributions and Rs.8.37 lakhs, (31 March 2022 Rs.8.31 lakhs) for Employee State Insurance Scheme contributions in the Consolidated Statement of Profit and Loss.

56 Contingent liabilities and commitments

Description	As at 31 March 2023	As at 31 March 2022
a) Contingent Liabilities		
Claim against the company not acknowledged as debt	—	—
b) Commitments		
- Guarantee given by the bank	52.76	104.12
- Capital contracts to be executed	4,998.53	7,598.53



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

57 Financial ratios

Ratio/Measure	Methodology	Times/ Percentage	For the year ended		Variation (in %)	Remarks(if variation more than 25%)
			31 March 2023	31 March 2022		
(a) Current Ratio	Current assets over current liabilities	Times	3.88	4.39	-8.84	—
(b) Debt-Equity Ratio,	Total Debt over shareholder's equity	Times	0.015	0.014	182.67	Variation due to significant increase in Bank Overdraft in Subsidiary Company.
(c) Debt Service Coverage ratio	Earning available over debt service over total Debt service	Times	6.54	6.96	-59.97	Variation due to significant increase in Debt service portion in Subsidiary Company.
(d) Return on Equity Ratio %	PAT over average shareholder's equity	Percentage	7.63%	9.87%	-2.24%	—
(e) Inventory Turnover ratio	Cost of goods sold over Average inventory	Times	1.14	1.13	24.50	—
(e) Trade Receivables turnover ratio	Revenue from Business Operation over average trade receivables	Times	5.48	5.39	-21.10	—
(f) Trade payables turnover ratio	Net Purchase of goods & services over average trade payables	Times	14.50	9.22	-25.84	Variation due to Increase in average trade payables
(g) Net capital turnover ratio	Revenue from Business Operation over working capital	Times	1.86	1.44	-56.76	Variation due to Increase in current assets mainly impact due to increase in Current investments
(h) Net profit ratio%	Net profit over revenue	Percentage	67.50%	77.11%	-10%	—
(i) Return on Capital employed%	PBIT over average capital employed	Percentage	9.87%	12.77%	-3%	—
(j) Return on investment %	Interest/Dividend income, net gain on sale of investments and net fair value gain over weighted avg. investments	Percentage	3.75%	6.74%	-3%	—

Average trade receivable included unbilled receivable from discounting of rent free period.

Notes :

- Debt portion includes Current and Non - Current Lease Liabilities & Borrowings.
- PAT - "Profit after tax" terms to be Net profit & Loss for the period and it does not include items of other comprehensive income.
- Total Debt Service includes Borrowings plus finance costs(PL).
- Capital Employed includes total shareholder's equity fund and debts (which includes lease liability & borrowings & Deferred Tax Liability)
- PBIT- Earning before interest & taxes inr alia PAT plus Finance Cost.
- Return on Investment - Earning made from Investments includes Interest on Bonds, Dividend Income, Profit on Sale of Shares/Securities & Fair Valuations Over weighted average Current and Non-Current investments.
- Average Shareholder's equity terms to be (opening equity + Closing equity)/2
- Average inventory terms to be (opening inventory + Closing inventory)/2
- Working Capital terms to be Current Assets less Current Liabilities
- Average trade receivable included unbilled receivable from discounting of rent free period.



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

58 Interest in subsidiary

The Holding company's interest in subsidiary at 31 March 2023 is as set out below. Unless otherwise stated, the subsidiary company has share capital consisting solely of equity shares that are held directly by the holding company, and the proportion of ownership held equals the voting right held by the holding company. The country of incorporation or registration is also their principal place of business.

Name of the Subsidiary Company	Principal activities	Country of incorporation	Ownership interest held by the Holding Company		Ownership interest held by non-controlling interests	
			31 March 2023	31 March 2022	31 March 2023	31 March 2022
Gurgaon Infospace Limited	SEZ Developer	India	100%	100%	0%	0%

59 Interest in associate

Set out below is the associate of the group as at 31 March 2023 which is material to the group. The entity listed below have share capital consisting equity shares and preference share, which are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the Associate Company	Principal activities	Country of incorporation	Ownership interest held by the group		Accounting Method
			31 March 2023	31 March 2022	
IST Steel and Power Limited	Trading Activities	India	30.80%	30.80%	Equity method

(i) Summarised financial information for associate

Summarised balance sheet	As at 31 March 2023	As at 31 March 2022
Current assets		
Cash and cash equivalents	6.78	33.65
Other assets	828.48	791.99
Total current assets	835.26	825.64
Total non-current assets	5,585.91	5,726.54
Current liabilities		
Financial liabilities excluding trade payables and provisions	1,506.02	1,641.35
Other liabilities	8.98	11.05
Total current liabilities	1,515.00	1,652.40
Non-Current liabilities		
Financial liabilities excluding trade payables and provisions	—	—
Other liabilities	16.76	16.17
Total non-current liabilities	16.76	16.17
Net Assets	4,889.41	4,883.61



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

Summarised statement of profit and loss	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue	350.31	381.71
Depreciation and amortisation expense	1.41	0.60
Other income	312.63	350.65
Income tax expense	(1.20)	22.15
Profit from continuing operations	136.70	193.99
Profit for the year	136.70	193.99
Other comprehensive income/(loss)	(130.90)	204.99
Total comprehensive income	5.80	398.98
Dividend received	75.15	122.01

(ii) Reconciliation to carrying amounts

Particulars	As at 31 March 2023	As at 31 March 2022
Opening net assets	4,883.61	4,484.63
Profit for the year	136.70	193.99
Other comprehensive income	(130.90)	204.99
Dividend paid	—	—
Closing net assets	4,889.41	4,883.61
Group's share in %	30.80%	30.80%
Group's share in INR	1,505.94	1,504.15
Goodwill	54.92	54.92
Carrying amount	1,560.86	1,559.07

60. Information required by Schedule III of the Companies Act 2013, with respect to consolidated financial statements.

a For the Year ended 31 March, 2023

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income / (loss)		Share in Total Comprehensive Income	
	As % consolidated net assets	Amount	As % consolidated profit & loss	Amount	As % other comprehensive income/ (loss)	Amount	As % total comprehensive income	As % total comprehensive income
Holding								
IST Limited	18.48%	20,501.43	9.51%	777.50	-0.39%	1.88	10.14%	779.38
Subsidiary								
Gurgaon Infospace Limited	80.17%	88,943.05	89.97%	7,352.92	92.08%	(446.63)	89.84%	6,906.29
Associate								
IST Steel and Power Limited	1.35%	1,498.51	0.52%	42.10	8.31%	(40.32)	0.02%	1.78
	100%	110,942.99	100%	8,172.52	100%	(485.07)	100%	7,687.45



Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

b For the Year ended 31 March, 2022

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive Income / (loss)		Share in Total Comprehensive Income	
	As % consolidated net assets	Amount	As % consolidated profit & loss	Amount	As % other comprehensive income/ (loss)	Amount	As % total comprehensive income	As % total comprehensive income
Holding								
IST Limited	19.10%	19,722.05	9.66%	932.79	0.33%	4.13	8.60%	936.92
Subsidiary								
Gurgaon Infospace Limited	79.45%	82,036.76	89.72%	8,664.28	94.57%	1,172.19	90.27%	9,836.47
Associate								
IST Steel and Power Limited	1.45%	1,496.73	0.62%	59.75	5.09%	63.14	1.13%	122.88
	100%	103,255.54	100%	9,656.82	100%	1,239.46	100%	10,896.28

61 FORM NO. AOC.1 -Statement containing salient features of the financial statement of subsidiary/associate company(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiary

Particulars	As at 31 March 2023	As at 31 March 2022
1. Name of the subsidiary	Gurgaon Infospace Limited	
2. Reporting period	April to March	
3. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA	NA
4. Share capital	100.00	100.00
5. Other Equity	88,843.05	81,936.76
6. Total assets	95,334.78	87,345.23
7. Total Liabilities	6,391.73	5,308.47
8. Investments	67,652.95	55,770.63
9. Turnover	9,502.09	9,764.22
10. Profit before taxation	9,757.74	11,569.20
11. Provision for taxation	2,404.82	2,904.92
12. Profit after taxation	7,352.92	8,664.28
13. Proposed Dividend	—	—
14. % of shareholding	100.00%	100.00%

Notes:-

- Names of subsidiaries which are yet to commence operations -Nil
- Names of subsidiaries which have been liquidated or sold during the year-Nil



IST LIMITED

Notes to the Consolidated Financial Statements as at 31st March, 2023

(All amounts in rupees lakhs unless otherwise stated)

Part "B": Associate

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Company

Name of Associate	IST Steel & Power Limited	IST Steel & Power Limited
1. Latest audited Balance Sheet Date	31 March, 2023	31 March, 2022
2. Share of Associate held by the Company on the year end		
Number	8,840,000	8,840,000
Amount of Investment in Associates	884.00	884.00
Extend of Holding %	30.80%	30.80%
3. Description of how there is significant influence	Not Applicable	Not Applicable
4. Reason why the associate is not consolidated	Consolidated	Consolidated
5. Net worth attributable to shareholding as per latest balance sheet	4,889.41	4,883.61
6. Profit / Loss for the year		
i. Considered in Consolidated	5.80	398.98
ii. Not considered in Consolidated	—	—

Notes:-

- Names of associates which are yet to commence operations - Nil
- Names of associates which have been liquidated or sold during the year- Nil

62 Authorisation of consolidated financial statements

These consolidated financial statements for the year ended 31 March 2023 (including comparatives) were approved by the Board of Directors on 29th May, 2023.

This is the Summary of consolidated significant accounting policies and other explanatory information referred to in our report of even date.

For O.P. Dadu & Co.
Chartered Accountants

Firm Registration NO. 001201N
Abhey Dadu
Partner
Membership No. 093313
Place : New Delhi
Dated : 29.05.2023

For and on behalf of the Board of Directors of IST Limited

Mayur Gupta
Director
DIN-00131376

S.C.Jain
Executive Director
DIN-00092079

D.N.Tulshyan
Chief Financial Officer

Bhupinder Kumar
Company Secretary

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

I being the registered shareholder / proxy for the registered shareholder of the Company hereby record my presence at the 47th Annual General Meeting of the Company held on Friday, the 29th September, 2023 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

Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari – 123106 (Haryana)

Venue of the 47th Annual General Meeting



Source : Google Map

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 47th Annual General Meeting of the Company to be held on Friday, the 29th September, 2023 at 11.30 A.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

Description	No. of equity shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
A. ORDINARY BUSINESS			
1. To consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) for the financial year ended 31 st March 2023 and Boards Report and Auditors thereon			
2. To re-appoint Mr. Sanchit Kumar Basu (DIN 08969146), who retires by rotation.			
B. SPECIAL BUSINESS			
3. Reappointment of Mr. S.C. Jain as the Whole Time Director designated as Executive Director of the Company for a further period 3 years with effect from 14th August, 2023 upto 13th August, 2026.			
4. Appointment of Mrs. Gurpreet Kaur as Independent Women Director.			

Signed this _____ day of _____ 2023

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.

Affix
Revenue
Stamp
of Rs.1/-

If undelivered, please return to :

IST Limited

A-23, New Office Complex, 2nd Floor,
Defence Colony, New Delhi-110024