



## NOTICE

**Notice** is hereby given that the 44th Annual General Meeting of IST Limited, will be held on Thursday, the 31st December, 2020 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:

- To consider and adopt:
  - the audited financial statement of the Company for the financial year ended 31st March 2020 and Reports of the Board of Directors and Auditors thereon; and
  - the audited consolidated financial statement of the Company for the financial year ended 31st March 2020 and Report of Auditors thereon.
- To appoint a director in place of Mr. Gaurav Gupta (DIN: 00047372), who retires by rotation and being eligible offers himself for reappointment.
- To appoint a director in place of Lt. Col. Narinder Lal Khitha (Retd.) (DIN: 01128275), who retires by rotation and being eligible offers himself for reappointment.

### SPECIAL BUSINESS

- 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 Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, consent of the shareholders of the Company be and is hereby accorded to re-appoint **Shri S.C. Jain (DIN : 00092079 )** as Whole Time Director, designated as Executive Director of the Company for a further period of 3 years with effect from 14th August, 2020 and to pay him remuneration

as per the existing terms of appointment the detail of which is as given herein below:

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Suresh Chand Jain, Whole Time Director w.e.f. 14th August, 2020 shall be as under:

Salary Component	Amount (Rs.) Per Month
Basic Pay	72,000
Dearness Allowance	36,000
House Rent Allowance	45,000
Special Allowance	29,500
<b>Total</b>	<b>1,82,500</b>

### PERQUISITES

#### PART - A

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

Company shall provide to the Executive Director One Chauffeur driven Car exclusively for the purposes of Business 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

- Re-imbusement of Expenses incurred towards magazine / newspapers at residence;
- Re-imbusement of monthly bill of one Landline Telephone and Internet Connection at residence for the purposes of business of the Company;
- Re-imbusement of actual Expenses incurred by the Executive Director on account of one mobile phone for the purpose of official work.
- 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 of during his tenure as Executive Director will be encashed.

##### Other Conditions

If during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate in any financial year, the payment of salary,



## IST LIMITED

perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule –V of the Companies Act, 2013.

**FURTHER RESOLVED THAT** the consent of the shareholders of the Company be and is hereby also accorded that 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.

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable, to settle any question or doubt that may arise in relation thereto in order to

give effect to the foregoing resolution and to seek approval of statutory authority, if any, as may be required in this regard;

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Shri S.C. Jain, Executive Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of Rs. 30.00 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.

By Order of the Board of Directors

Place: New Delhi  
Dated: 04.12.2020

Bhupinder Kumar  
Company Secretary

### Notes :

1. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item No. 4 is also annexed hereto.
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. The Register of Members and Share Transfer Books of the Company will remain closed from 24.12.2020 to 31.12.2020 (both days inclusive) for the purpose of this Annual General Meeting.
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 Members are requested to contact the Company's Registrars and Share Transfer Agents, MAS Services Limited for all their queries, transfer requests, or any other matter relating to their shareholding in the Company as per their following contact details:

**Mas Services Limited,**

T-34, 2nd Floor, Okhla Industrial Area,  
Phase-II, New Delhi – 110020;  
Phone: 011-26387281-83;

Fax : 011-26387384; email: info@masserv.com



9. 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.
10. Dematerialization of the Equity Shares of the Company: The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for Trading on the floor of the Stock Exchange(s), where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the Members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above.
11. 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.
12. Electronic copy of the Annual Report for financial year 2019-20 along with the Notice of the 44th 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 Participant(s) with their consent for communication purposes unless any member has requested for a hard copy of the same.
13. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2019-20 along with Notice of the 44th 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.
14. Members may also note that the Notice of the 44th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website: [www.istindia.com](http://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. For any communication, the shareholders may also send requests to the Company's investor email id: [istgroup.ho@gmail.com](mailto:istgroup.ho@gmail.com).

#### VOTING THROUGH ELECTRONIC MEANS

15. 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 44th 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.



**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. 4 OF THE ACCOMPANYING NOTICE**

Attached to the Notice convening the 44th Annual General Meeting of IST Limited to be held on Thursday, 31st December, 2020.

**Item No. 4**

Mr. Suresh Chand Jain is Whole Time Director, Designated as Executive Director of the Company. His term of appointment, as per resolution passed by the Shareholders of the Company in Annual General Meeting held on 30th September, 2019, has expire on 13th August, 2020.

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 07th July, 2020, considered the reappointment of Mr. S.C. Jain as Whole Time Director, to be designated as Executive Director for a further period of 3 years with effect from 14th August, 2020 till 13th August, 2023.

As Shri S. C. Jain has attained age of 75 years, the relevant provisions of the Companies Act, 2013, were also discussed by the Board, which, *interalia*, provide that appointment of a person having age of 70 years or above as Whole Time Director may be resolved by passing a Special Resolution with due justification in the explanatory statement.

The Board of Directors, keeping in view smooth and efficient running of administrative affairs of the Company

by Mr. S.C. Jain and also keeping in view the good health possessed by him, recommends reappointment of Mr. S.C. Jain, as Whole Time Director, designated as Executive Director of the Company for a further period of 3 years with effect from 14th August, 2020 on remuneration and terms and conditions as given in the proposed resolution.

The terms and conditions of appointment of the Sh. 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 Sh. 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. 4.

The Board of Directors recommends the Special Resolution set out at item no. 4 of the accompanying Notice for the approval of the Members.



## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING 44TH ANNUAL GENERAL MEETING

Name of the Director	Mr. S.C. Jain	Lt. Col. N.L. Khitha (Retd.)	Gaurav Gupta
<b>Date of Birth</b>	06.09.1945	25.09.1937	21.10.1982
<b>Date of Appointment</b>	14.08.2012	01.06.2011	14.08.2012
<b>Expertise in Specific functional Areas</b>	B.Sc. (Hons), M.Sc. (Physics). Expertise in Business Development, Corporate Affairs and Administration.	Held various distinguished positions in Indian Army and has vast experience in technical and administration field, business development.	M.Sc. in International Business Economics from City University, London (UK), Bachelor of Business Administration from ILM, New Delhi, Expertise in Corporate Finance, International Business Economics.
<b>List of Public Companies in which Directorship is held</b>	Whole Time Director, IST Limited Director, GPC Technology Ltd. Director, Gurgaon Infospace Ltd. Director, IST Steel and Power Limited	IST Limited, Whole Time Director,	IST Limited, Director GPC Technology Limited, Director IST Steel and Power Ltd., Executive Director Gurgaon Infospace Limited, Director
<b>Chairman / Member of the Committees of Board of Companies on which he / she is a Director</b>	IST Limited Member, Shareholders Grievance Committee; Chairman, Risk Management Committee GPC Technology Ltd. Member. Shareholders Grievance Committee IST Steel and Power Limited Member, Nomination and Remuneration Committee.	IST Limited Member, CSR Committee	IST Limited, Member Stakeholders Relationship Committee GPC Technology Limited, Member Stakeholders Relationship Committee IST Steel and Power Limited, Member, Audit Committee

# 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 44<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 31<sup>st</sup> December, 2020 at 11.30 A.M. at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari – 123106 (Haryana).

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Signature of Shareholder / Proxy

\*Applicable for investors holding shares in electronic form.

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# IST LIMITED



## Registered Office :

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

## PROXY FORM

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

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

I / We being the member(s) of IST Limited holding \_\_\_\_\_ shares, hereby appoint the following person (s) as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, the 31<sup>st</sup> December, 2020 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 .....

A. ORDINARY BUSINESS	No. of equity shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1. To consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) for the financial year ended 31 <sup>st</sup> March 2020 and Boards Report and Auditors thereon			
2. To re-appoint Mr. Gaurav Gupta (DIN: 00047372), who retires by rotation.			
3. To re-appoint Lt. Col. N.L. Khitha (DIN: 01128275), who retires by rotation.			
<b>B. SPECIAL BUSINESS</b>			
4. Re-appointment of Mr. S.C. Jain (DIN: 00092079) as Whole Time Director, designated as Executive Director			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of the Shareholder \_\_\_\_\_ Signature of proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp  
of Rs.1/-

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.



# IST LIMITED

## IST Limited

Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari – 123106 (Haryana)

Venue of the 43rd Annual General Meeting



Source : Google Map