



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

NOTICE

Notice is hereby given that the 45th Annual General Meeting of IST Limited, will be held on Thursday, the 30th September, 2021 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:
 - a) the audited financial statement of the Company for the financial year ended 31st March 2021 and Reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2021 and Report of Auditors thereon.
2. To appoint a director in place of Mrs. Sarla Gupta (DIN: 00069053), who retires by rotation and being eligible offers herself for reappointment.
3. To appoint a director in place of Mr. Suresh Chand Jain (DIN: 00092079), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

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

APPOINTMENT OF MRS. MANU AGGARWAL AS INDEPENDENT DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and Regulation 17 of the Listing Regulations, Mrs. Manu Aggarwal (**DIN 09009095**), who was appointed as Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that she meets with 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 term of 5 (five) consecutive years with effect from the 11th January, 2021 upto 10th January, 2026.

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: 27.08.2021

By Order of the Board of Directors
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 24.09.2021 to 30.09.2021 (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 2020-21 along with the Notice of the 45th 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.
13. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2020-21 along with Notice of the 45th 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 45th Annual General Meeting and the Annual Report for 2020-21 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. For any communication, the shareholders may also send requests to the Company's investor email id: 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 45th 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 45th Annual General Meeting of IST Limited to be held on Thursday, 30th September, 2021.

Item No. 4

Mrs. Manu Aggarwal (DIN: 09009095) has been appointed as an Additional Director in the capacity of Independent Director of the Company with effect from 11th January, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company. As such Mrs. Manu Aggarwal 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.

Mrs. Manu Aggarwal holds a bachelor's degree in Arts (Honours) and is a practicing Advocate. She has vast knowledge in various laws including Indian Corporate Laws and having expertise in matters relating to Intellectual Property Rights. Apart from her expertise in the field of Law, she is also financially literate.

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. Manu Aggarwal has consented to act as 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.

In the opinion of the Board, Mrs. Manu Aggarwal 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. The Board considers that, given her experience and professional background, the appointment of Mrs. Manu Aggarwal would be beneficial to the Company and it is desirable to avail her services as an Independent Director. 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 11th January, 2021 till 10th January, 2026.

Consent of the Members is required for appointment of Mrs. Manu Aggarwal, in terms of Section 149 of the Act read with Schedule IV of the Act. The terms and conditions of appointment of Mrs. Manu Aggarwal, 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. Manu Aggarwal, 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.

The brief resume of Mrs. Manu Aggarwal is given in the Annexure to the notice under the head 'Brief profile of the Director(s) seeking appointment / re-appointment'.

Place: New Delhi
Dated: 27.08.2021

By Order of the Board of Directors
Bhupinder Kumar
Company Secretary



**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
AT THE FORTHCOMING
45TH ANNUAL GENERAL MEETING**

| Name of the Director | Mr. S.C. Jain | Mrs. Sarla Gupta | Mrs. Manu Aggarwal |
|--|--|---|--|
| Date of Birth | 06.09.1945 | 25.01.1955 | 06.09.1979 |
| Date of Appointment | 14.08.2012 | 14.02.2015 | 11.01.2021 |
| Expertise in Specific functional Areas | B.Sc. (Hons), M.Sc. (Physics). Expertise in Business Development, Corporate Affairs and Administration. | Undergraduate. Vast experience and knowledge in the field of management, sales & Marketing, administration, Corporate Governance and business operations of Manufacturing and Service Industries | BA (H) and LLB, Practicing Advocate having vast knowledge in various laws including Indian Corporate Laws and having expertise in the matters relating to Intellectual Property Rights. Corporate Affairs and Financial Management |
| List of Public Companies in which Directorship is held | Whole Time Director, IST Limited Director, GPC Technology Ltd. Director, Gurgaon Infospace Ltd. Director, IST Steel and Power Limited | Whole Time Director, Gurgaon Infospace Limited Director, IST Limited Director, IST Steel and Power Limited | NIL |
| Chairman / Member of the Committees of the Board of Companies on which he / she is a Director | 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 | NIL | NIL |

IST LIMITED



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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 45th Annual General Meeting of the Company held on Thursday, the 30th September, 2021 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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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 45th Annual General Meeting of the Company to be held on Thursday, the 30th September, 2021 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 2021 and Boards Report and Auditors thereon | | | |
| 2. To re-appoint Mrs. Sarla Gupta (DIN : 00069053), who retires by rotation. | | | |
| 3. To re-appoint Mr. Suresh Chand Jain (DIN: 00092079), who retires by rotation. | | | |
| B. SPECIAL BUSINESS | | | |
| 4. Appointment of Mrs. Manu Aggarwal as Independent Director of the Company. | | | |

Signed this _____ day of _____ 2021

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/-



IST LIMITED

IST Limited

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

Venue of the 45th Annual General Meeting



Source : Google Map