

General information about company

| | |
|--|----------------|
| Scrip code | 508807 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE684B01029 |
| Name of the entity | IST LIMITED |
| Date of start of financial year | 01-04-2019 |
| Date of end of financial year | 31-03-2020 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2020 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Any other |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | | |
|--|------------|----------|--------------------------------------|----------------------------|----------------------------|---------------------|--|---|-----------------------------------|----------------------------|----------------------|--|--|--|--|---|
| Whether the listed entity has a Regular Chairperson | | | | | | | | | | | | Yes | | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | | | | | No | | | | |
| the or | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re- appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| | AANPK4411E | 00380111 | Non-Executive - Independent Director | Chairperson | Shareholder Director | 07-12-1933 | Yes | 30-09-2019 | 27-12-1996 | 30-09-2019 | | 279 | 1 | 1 | 3 | 1 |
| RAN Y | AASPS1291H | 01037821 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 26-02-1927 | Yes | 30-09-2019 | 29-03-1985 | 30-09-2019 | | 432 | 1 | 1 | 1 | 0 |
| I R | AACPJ9129Q | 00169972 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 15-06-1949 | Yes | 30-09-2019 | 30-05-2015 | 30-09-2019 | | 58 | 1 | 1 | 2 | 1 |
| AIN | AAGPJ2979R | 00092079 | Executive Director | Not Applicable | | 06-09-1945 | NA | | 14-08-2012 | | | 92 | 1 | 1 | 0 | 0 |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|
| 5 | Mr | NARINDER LAL KHITHA | AMKPK2022L | 01128275 | Executive Director | Not Applicable | | 25-09-1935 | NA | | 01-06-2011 | | | 106 | 1 | 1 | 2 |
| 6 | Mrs | SARLA GUPTA | ABZPG3539J | 00069053 | Non-Executive - Non Independent Director | Not Applicable | | 20-01-1955 | NA | | 14-02-2015 | | | 62 | 1 | 1 | 0 |
| 7 | Mr | MAYUR GUPTA | ACSPG7801P | 00131376 | Non-Executive - Non Independent Director | Not Applicable | | 27-03-1977 | NA | | 01-10-2006 | | | 162 | 1 | 1 | 0 |
| 8 | Mr | GAURAV GUPTAA | AFVPG5890G | 00047372 | Non-Executive - Non Independent Director | Not Applicable | | 21-10-1982 | NA | | 14-08-2012 | | | 92 | 1 | 1 | 1 |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00380111 | DENZIL KEELOR | Non-Executive - Independent Director | Chairperson | 30-10-2006 | | |
| 2 | 01037821 | GURCHARAN SINGH SAWHENY | Non-Executive - Independent Director | Member | 30-05-2015 | | |
| 3 | 00169972 | SUBHASH CHANDER JAIN | Non-Executive - Independent Director | Member | 14-12-2002 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00169972 | SUBHASH CHANDER JAIN | Non-Executive - Independent Director | Chairperson | 12-12-2018 | | |
| 2 | 00047372 | GAURAV GUPTAA | Non-Executive - Non Independent Director | Member | 04-08-2012 | | |
| 3 | 01037821 | GURCHARAN SINGH SAWHENY | Non-Executive - Independent Director | Member | 14-11-2014 | | |
| 4 | 00380111 | DENZIL KEELOR | Non-Executive - Independent Director | Member | 14-11-2014 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00380111 | DENZIL KEELOR | Non-Executive - Independent Director | Chairperson | 30-10-2006 | | |
| 2 | 00047372 | GAURAV GUPTAA | Non-Executive - Non Independent Director | Member | 14-08-2012 | | |
| 3 | 00092079 | SURESH CHAND JAIN | Executive Director | Member | 14-08-2012 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00380111 | DENZIL KEELOR | Non-Executive - Independent Director | Chairperson | 14-11-2014 | | |
| 2 | 00047372 | GAURAV GUPTAA | Non-Executive - Non Independent Director | Member | 14-11-2014 | | |
| 3 | 01128275 | NARINDER LAL KHITHA | Executive Director | Member | 14-11-2014 | | |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | 14-11-2019 | | | | Yes | 6 | 2 |
| 2 | | 13-02-2020 | 90 | | Yes | 7 | 3 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | |
|--|-------------------------------------|--|---|-------------------------|-------------------------------|--|------------------------------|---|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | Audit Committee | 14-11-2019 | | | | Yes | 2 | 2 |
| 2 | Audit Committee | 13-02-2020 | 90 | | | Yes | 3 | 3 |
| 3 | Stakeholders Relationship Committee | 14-11-2019 | | | | Yes | 3 | 1 |
| 4 | Stakeholders Relationship Committee | 13-02-2020 | 90 | | | Yes | 3 | 1 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |

Annexure 1**VI. Affirmations**

| Sr | Subject | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | BHUPINDER KUMAR |
| 2 | Designation | Company Secretary and Compliance Officer |

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
|----|---|-------------------------------|--|------------------|
| 1 | Details of business | Yes | | WWW.ISTINDIA.COM |
| 2 | Terms and conditions of appointment of independent directors | Yes | | WWW.ISTINDIA.COM |
| 3 | Composition of various committees of board of directors | Yes | | WWW.ISTINDIA.COM |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | WWW.ISTINDIA.COM |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | WWW.ISTINDIA.COM |
| 6 | Criteria of making payments to non-executive directors | Yes | | WWW.ISTINDIA.COM |
| 7 | Policy on dealing with related party transactions | Yes | | WWW.ISTINDIA.COM |
| 8 | Policy for determining 'material' subsidiaries | Yes | | WWW.ISTINDIA.COM |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | WWW.ISTINDIA.COM |

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
|----|--|-------------------------------|--|------------------|
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | WWW.ISTINDIA.COM |
| 11 | email address for grievance redressal and other relevant details | Yes | | WWW.ISTINDIA.COM |
| 12 | Financial results | Yes | | WWW.ISTINDIA.COM |
| 13 | Shareholding pattern | Yes | | WWW.ISTINDIA.COM |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA | | |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | WWW.ISTINDIA.COM |
| 18 | Credit rating or revision in credit rating obtained | NA | | |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | WWW.ISTINDIA.COM |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | WWW.ISTINDIA.COM |
| 21 | Materiality Policy as per Regulation 30 | Yes | | WWW.ISTINDIA.COM |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | | WWW.ISTINDIA.COM |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | WWW.ISTINDIA.COM |

Annexure II**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|------------------------|-------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Quorum of Board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |

Annexure II**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-----------------------|-------------------------------|--|
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum number of Directorships | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |

Annexure II**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------------------|-------------------------------|--|
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 23 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 24 | Vigil Mechanism | 22 | Yes | |
| 25 | Policy for related party Transaction | 23(1),(1A),(5),(6), (7) & (8) | Yes | |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 27 | Approval for material related party transactions | 23(4) | Yes | |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes | |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |

Annexure II**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes | |
| 32 | Alternate Director to Independent Director | 25(1) | Yes | |
| 33 | Maximum Tenure | 25(2) | Yes | |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 35 | Familiarization of independent directors | 25(7) | Yes | |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 37 | D & O Insurance for Independent Directors | 25(10) | NA | |
| 38 | Memberships in Committees | 26(1) | Yes | |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| | Any other information to be provided - Add Notes | | | |

Annexure II

| | | |
|---|-------------------|--|
| 1 | Name of signatory | BHUPINDER KUMAR |
| 2 | Designation | Company Secretary and Compliance Officer |

Annexure II

III. Affirmations

| Sr | Particulars | Compliance status (Yes/No/NA) |
|-----------|--|--|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| | Any other information to be provided | |

Annexure II

| | | |
|---|-------------------|--|
| 1 | Name of signatory | BHUPINDER KUMAR |
| 2 | Designation | Company Secretary and Compliance Officer |

Signatory Details

| | |
|-----------------------|--|
| Name of signatory | BHUPINDER KUMAR |
| Designation of person | Company Secretary and Compliance Officer |
| Place | NEW DELHI |
| Date | 15-05-2020 |

