

General information about company

Scrip code	526709
NSE Symbol	
MSEI Symbol	
ISIN	INE839A01021
Name of the entity	BITS LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
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

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 Directors in listed entity (including Resigned)
-------------------------	-------------------------	---------------	---	------------------------------------	-----------------------------	------------------------	-------------------	--------------------------------	--

Chairperson		03-04-1977	NA	01-08-2011	30-03-2021		2
Not Applicable	MD	04-01-1975	NA	13-08-2013	07-05-2020		2
Not Applicable	Employee Director	10-03-1992	NA	10-05-2014	30-09-2019	83	2
Not Applicable	Employee Director	30-09-1972	NA	12-08-2014	30-09-2019	80	2

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	06857506	Harish Kumar Chauhan	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	01428320	Omprakash Ramashankar Pathak	Executive Director	Member	07-05-2020		
3	06942133	Preeti Sharma	Non-Executive - Independent Director	Member	01-04-2019		

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	06857506	Harish Kumar Chauhan	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	01379134	Ankit Rathi	Non-Executive - Non Independent Director	Member	30-03-2021		
3	06942133	Preeti Sharma	Non-Executive - Independent Director	Member	01-04-2019		

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	06857506	Harish Kumar Chauhan	Non-Executive - Independent Director	Member	30-03-2021		
2	01379134	Ankit Rathi	Non-Executive - Non Independent Director	Chairperson	30-03-2021		
3	01428320	Omprakash Ramashankar Pathak	Executive Director	Member	07-05-2020		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson

No

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
----	------------	---------------------------	-------------------------	-------------------------	---------------------	-------------------	---------

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson

No

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
----	------------	---------------------------	-------------------------	-------------------------	---------------------	-------------------	---------

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	13-11-2020				Yes	4	2
2		10-02-2021			Yes	4	2
3		30-03-2021	47		Yes	4	2

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	13-11-2020				Yes	3	2
2	Audit Committee	10-02-2021	88			Yes	3	2
3	Stakeholders Relationship Committee	12-11-2020				Yes	3	1
4	Stakeholders Relationship Committee	08-02-2021				Yes	3	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
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	Surendra Singh Tangar
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		http://www.bits.net.in/
2	Terms and conditions of appointment of independent directors	Yes		http://www.bits.net.in/
3	Composition of various committees of board of directors	Yes		http://www.bits.net.in/
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.bits.net.in/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.bits.net.in/
6	Criteria of making payments to non-executive directors	Yes		http://www.bits.net.in/
7	Policy on dealing with related party transactions	Yes		http://www.bits.net.in/
8	Policy for determining material subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.bits.net.in/

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 <input checked="" type="checkbox"/> 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		http://www.bits.net.in/
11	email address for grievance redressal and other relevant details	Yes		http://www.bits.net.in/
12	Financial results	Yes		http://www.bits.net.in/
13	Shareholding pattern	Yes		http://www.bits.net.in/
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)	NA		
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	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.bits.net.in/
21	Materiality Policy as per Regulation 30	Yes		http://www.bits.net.in/

22 Dividend Distribution policy as per Regulation 43A (as applicable) NA

23 It is certified that these contents on the website of the listed entity are correct Yes

<http://www.bits.net.in/>

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> No <input type="checkbox"/> NA details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of <input checked="" type="checkbox"/> independence <input type="checkbox"/> and/or <input checked="" type="checkbox"/> eligibility <input type="checkbox"/>	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 <input checked="" type="checkbox"/> No <input type="checkbox"/> NA 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 <input checked="" type="checkbox"/> 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)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

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	Surendra Singh Tangar
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	NA
Any other information to be provided		

Annexure II

1	Name of signatory	Surendra Singh Tangar
---	-------------------	-----------------------

2 Designation

Company Secretary and Compliance Officer

Signatory Details

Name of signatory

Surendra Singh Tangar

Designation of person

Company Secretary and Compliance Officer

Place

New Delhi

Date

12-04-2021