

### 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	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## 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

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Ankit Rathi	AFZPR8012B	01379134	Non-Executive - Non Independent Director	Chairperson		28-09-2017			4	5	2		
2	Mr	Omprakash Ramashankar Pathak	AKKPP6937D	01428320	Executive Director	Not Applicable	MD	28-09-2018			4	3	1		
3	Mr	Harish Kumar Chauhan	BBJPC1961M	06857506	Non-Executive - Independent Director	Not Applicable	Employee Director	30-09-2014		54	5	9	5		
4	Mrs	Preeti Sharma	FQXPS4543C	06942133	Non-Executive - Independent Director	Not Applicable	Employee Director	30-09-2014		54	4	5	0		

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	27-05-2014		
2	01428320	Omprakash Ramashankar Pathak	Executive Director	Member	13-08-2013		
3	06942133	Preeti Sharma	Non-Executive - Independent Director	Member	12-08-2014		

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	27-05-2014		
2	01379134	Ankit Rathi	Non-Executive - Non Independent Director	Member	27-05-2014		
3	06942133	Preeti Sharma	Non-Executive - Independent Director	Member	12-08-2014		

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	01379134	Ankit Rathi	Non-Executive - Non Independent Director	Chairperson	03-08-2011		
2	06857506	Harish Kumar Chauhan	Non-Executive - Independent Director	Member	27-05-2014		
3	01428320	Omprakash Ramashankar Pathak	Executive Director	Member	12-02-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

<b>Corporate Social Responsibility Committee</b>							
--	--	--	--	--	--	--	--

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
1	13-11-2018			
2		12-02-2019	90	
3		20-03-2019	35	

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	12-02-2019	Yes		13-11-2018	90		
2	Stakeholders Relationship Committee	09-02-2019	Yes		10-11-2018	90		
3	Nomination and remuneration committee	08-02-2019	Yes					No meeting was conducted for Nomination and Remuneration Committee in the previous quarter.

## 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	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 100 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		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>

## 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		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
12	Financial results	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
13	Shareholding pattern	Yes		<a href="http://www.bits.net.in/">http://www.bits.net.in/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	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.
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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	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	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	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.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	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	06-04-2019

