



Coming together for the
POWER OF ONE

**27TH ANNUAL
REPORT**
2017-2018



**THE
INVESTMENT
TRUST
OF INDIA**

Board of Directors and KMPs**Board of Directors**

Mr. Chintan Valia	Non Executive Chairman
Ms. Khyati Valia	Non Executive Director
Mr. Pankaj Bhuta	Independent Director
Mr. Alok Kumar Misra	Independent Director
Ms. Shaily Maheshwari	Additional Director (w. e. f. 8 th September, 2017)
Mr. Suryakant B. Mainak	Additional Independent Director (w. e. f. 11 th October, 2018)

Committees**Audit Committee**

Mr. Pankaj Bhuta	Chairman
Mr. Chintan Valia	Member
Mr. Alok Kumar Misra	Member
Mr. Suryakant B. Mainak	Member

Stakeholders Relationship Committee

Mr. Chintan Valia	Chairman
Mr. Pankaj Bhuta	Member
Mr. Alok Kumar Misra	Member
Mr. Suryakant B. Mainak	Member

Nomination & Remuneration Committee

Mr. Alok Kumar Misra	Chairman
Mr. Chintan Valia	Member
Mr. Pankaj Bhuta	Member
Mr. Suryakant B. Mainak	Member

Internal Finance Committee

Mr. Chintan Valia	Chairman
Mr. Pankaj Bhuta	Member
Mr. Alok Kumar Misra	Member
Mr. Suryakant B. Mainak	Member

Key Managerial Personnel

Mr. Prateek Tayal	Manager
Mr. S. G. Muthu Kumar	Chief Financial Officer
Mr. Haroon Mansuri	Company Secretary

Bankers

Axis Bank Limited
HDFC Bank Limited
Kotak Mahindra Bank Limited
Yes Bank Limited

Statutory Auditors

M/s. Bathiya & Associates LLP
Chartered Accountants

Internal Auditors

M/s. Sandeep R. Maheshwari & Co.
Chartered Accountants

Contact Details**The Investment Trust of India Limited (formerly known as Fortune Financial Services (India) Limited)****Registered Office :**

Naman Midtown, "A" Wing, 21st Floor
Unit No. 2103, Senapati Bapat Marg
Elphinstone Road, Mumbai 400 013
Telephone No.: +91 -022- 4027 3600
Fax No. : +91- 022- 4027 3700
Email : cosecretary@itigroup.com
Web site : www.itigroup.co.in
CIN : L65910MH1991PLC062067

Registrar and Share Transfer Agent

Purva Sharegistry (India) Private Limited
(Unit : The Investment Trust of India Limited)
Shivshakti Industrial Estate, Unit No. 9
7/B, Sitaram Mill Compound J.R. Boricha Marg
Lower Parel, Mumbai – 400 011.
Telephone : +91-22-2301 6761 / 8261
Fax : +91-22-2301 2517
e-mail : support@purvashare.com
Website : www.purvashare.com

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DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the twenty seventh annual report and audited financial statements of the Company for the year ended 31st March, 2018.

Change in the name of the Company :

The name of the Company has been changed to The Investment Trust of India Limited as per fresh certificate of Incorporation dated 9th June, 2018 issued by the Registrar of Companies, Maharashtra, Mumbai.

Extension for holding of annual general meeting

The Board of Directors have obtained approval from the Registrar of Companies, Maharashtra, Mumbai for extension of holding Annual General Meeting of the members of the Company by three months.

Financial summary and highlights :

(₹ in lakhs)

	2017-2018	2016-2017	2017-2018	2016-2017
	Standalone		Consolidated	
Income from continuing operations	11,439.71	1,229.19	33,140.85	15,995.25
Other Income	1,297.27	666.69	1,997.15	1,006.11
Total Income	12,736.98	1,895.88	35,138.00	17,001.36
Profit / (Loss) before depreciation, exceptional item and tax	(1,811.62)	(45.33)	5,456.24	4,029.96
Depreciation and amortization	6.71	5.63	853.15	818.61
Profit / (Loss) before exceptional item and tax	(1,818.33)	(50.93)	4,603.09	3,211.35
Exceptional item	---	60.00	---	(0.89)
Add : Share of profit from Associates	---	---	2,050.46	771.28
Profit / (Loss) before tax	(1,818.33)	9.07	6,653.55	3,981.74
Provision for tax				
- Current tax	---	77.22	1,758.82	1,252.57
- Deferred tax	6.94	(88.43)	(3,088.43)	(201.00)
- Current tax relating to prior years	(27.74)	0.53	(41.64)	(20.48)
Profit after tax but before minority interest	(1,797.53)	19.75	8,024.81	2,950.64
Add : Other Comprehensive Income	(1.30)	4.31	73.81	(17.78)
Less : Profit attributable to non controlling interest	---	---	308.16	119.53
Total Comprehensive Income for the year	(1,798.83)	24.06	7,790.46	2,813.33
Add: Balance as per last financial statements	2,538.17	2,514.11	4,622.54	1,812.16
Add: Addition on account of merger	42.05	---	11.68	---
Add: Adjustment on account of equity method for associate	---	---	(245.81)	---
Profit available for appropriations	781.39	2,538.17	11,204.68	4,625.49
Less : Appropriations				
IND AS Adjustments	---	---	---	(0.51)
Transfers with in other equity (including statutory reserves)	---	---	(974.18)	(2.44)
Net Surplus in Statement of Profit and Loss	781.39	2,538.17	11,204.68	4,622.54
Nominal value per share (in ₹)	10.00	10.00	10.00	10.00
Basic and diluted earnings per share				
- Basic (in ₹)	(3.52)	0.04	15.09	5.69
- Diluted (in ₹)	(3.52)	0.04	15.09	5.69

The state of Company's affairs

Standalone

The total income during the year 2017-2018 stood at ₹ 12,736.98 lakhs as against ₹ 1,895.88 lakhs during the previous year, showing an increase of income compared to the previous year. The Company has incurred a loss of before tax ₹ 1818.33 lakhs as compared to a profit of ₹ 9.07 lakhs in the previous year. The loss after tax and Other Comprehensive Income stood at ₹ 1,798.83 lakhs as against the profit of ₹ 24.06 lakhs in the previous year.

Consolidated

The total revenue during the year 2017-2018 stood at ₹ 35,138.00 lakhs as against ₹ 17,001.36 lakhs during the previous year. The Company has earned a profit of before tax ₹ 6,653.55 lakhs as compared to a profit of ₹ 3,981.74 lakhs in the previous year. The profit after tax and Other Comprehensive Income stood at ₹ 8,024.81 lakhs as against the profit of ₹ 2,950.64 lakhs in the previous year.

Consolidated Financial Statements

The Board of Directors of your Company at its meeting held on 26th October, 2018 approved the consolidated financial statements for the financial year 2017 - 2018 in accordance with the Accounting Standard (AS-21) and other applicable Accounting Standards issued by the Institute of Chartered Accountants of India as well as Regulation 34 (2) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which includes financial information of all its subsidiaries.

Transfer to General Reserves

The Board of Directors does not propose to transfer any amount to General Reserve for the financial year 2017 - 2018.

Dividend

In view of the losses incurred by the Company, the Board of Directors does not recommend any dividend for the financial year 2017 - 2018.

The Company has complied with the dividend distribution policy :

Web link for dividend distribution policy : <https://www.itigroup.co.in/investorrelations/compliance>

Major events occurred during the year

a) State of the Company's affairs

Segment wise position of business and its operations

The company mainly operates two segments

1. Financial advisory and consultancy
2. Trading activities

Change in status of the Company : During the year under review there has been no change in the status of the Company.

Key business developments :

a) Setting up of Mutual Fund

The Company has received the SEBI Registration Certificate No. MF/073/18/01 dated 14.05.2018 for setting up of Mutual Fund and expected to launch schemes on approval from the SEBI.

The Mutual Fund has been sponsored by the Company and its wholly owned subsidiary viz. Fortune Credit Capital Limited (FCCL).

The Company's shareholding in ITI Asset Management Limited is 60% and that of FCCL is 40%.

ITI Asset Management Limited (ITIAML) is a subsidiary of FFSIL. The company's principal activity is to act as an Investment Manager to the proposed "ITI Mutual Fund". The Investment Management Agreement was executed between ITI Mutual Fund Trustee Private Limited and ITIAML on April 7, 2017. The entire infrastructure of the business including all systems, processes, policies and personnel are in place and the Company is fully geared to enter the markets as soon as the necessary regulatory approvals are received.

ITI Mutual Fund Trustee Private Limited (ITIMFTPL) is subsidiary of FFSIL. The company's principal activity is to act as Trustee to the proposed "ITI Mutual Fund". The Trust Deed was executed on April 6, 2017 between the Company, Fortune Credit Capital Limited and ITIMFTPL.

b) Alternative Investment Fund

During the year, the Company has received registration certificate from SEBI to act as Alternative Investment Fund in the name of ITI Long Short Equity Fund. Category III.

The Company has also SEBI registration for Alternative Investment Fund i.e. ITI Infrastructure Fund a Category I Infrastructure Fund under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012. The operations of the fund is yet to be commenced.

The Company through its LLP has made an application to the SEBI for registration as Category III Alternative Investment Fund viz. ITI Growth Opportunities Fund

Change in the financial year : During the year under review there has been no change in the financial year of the Company.

Capital expenditure programs : The Company does not have any material capital expenditure program for the financial year 2018-2019.

Details and status of acquisitions, merger, expansion, modernization and diversification

a) Demerger of United Petro Finance Limited

In the Board meeting held on 31st March, 2017, the Board has unanimously approved Scheme of Arrangement between United Petro Finance Limited ('UPFL' or the 'Demerged Company') and Fortune Credit Capital Limited ('FCCL' or the 'Resulting Company') and Fortune Financial Services (India) Limited (now known as The Investment Trust of India Limited) ('FFSIL' or the 'Holding Company of the Resulting Company') and their respective shareholders providing for the demerger of Lending Business ('NBFC Business') of UPFL to FCCL (Wholly Owned Subsidiary of FFSIL), and issue of equity shares of FFSIL to the shareholders of UPFL. By operation of section 2(19AA) read with 2(41A) of the Income Tax Act, 1961, the consideration for demerger will be discharged by the Company to the shareholders of UPFL. The Company has made applications to the BSE Limited and The National Stock Exchange of India Limited for seeking prior approval. The application for in principle approval has been returned by the exchange for ensuring compliance of the amended provision of the SEBI Circular. The company has provided undertaking to the exchanges for ensuring compliance with applicable provision of the SEBI Circular and the same is being processed by SEBI. The company is awaiting the response from the exchanges.

b) Merger of Fortune Integrated Assets Finance Limited with the Company

In the Board meeting held on 25th April, 2017, the Board has Unanimously approved Scheme of Amalgamation of Fortune Integrated Assets Finance Limited ('FIAFL' or the 'Transferor Company') with Fortune Financial Services (India) Limited (now known as The Investment Trust of India Limited) ('FFSIL' or the 'Transferee Company') and their respective shareholders providing for the merger of Fortune Integrated Assets Finance Limited with Fortune Financial Services (India) Limited. The Company has made applications to the BSE Limited and The National Stock Exchange of India Limited for seeking prior approval. The application for in principle approval has been returned by the exchange for ensuring compliance of the amended provision of the SEBI Circular. The company has provided undertaking to the exchanges for ensuring compliance with applicable provision of the SEBI Circular and the same is being processed by SEBI. The company is awaiting the response from the exchanges.

c) Merger of ITI Wealth Management Limited with the Company

The Company has received approvals from High Court Judicature at Bombay and National Company Law Tribunal at Chennai for merger of The Investment Trust of India Limited (the then transferee Company) with the Company. On merger of The Investment Trust of India Limited (earlier known as ITI Wealth Management Limited) with the Company, the Board of Directors in their meeting held on 1st January, 2018 issued 2,25,000 1 % Redeemable Preference shares of ₹ 100 each fully paid aggregating to ₹ 225.00 lakhs as per the approved Scheme to the shareholders of ITI Wealth Management Limited.

Further 22,70,000 equity shares of ₹ 10 each fully paid aggregating to ₹ 227.00 lakhs of The Investment Trust of India Limited held by the Company have been cancelled in the Company's books on merger of ITI Wealth Management Limited and as per the approved Scheme the Company's name has been changes to The Investment Trust of India Limited.

Developments, acquisitions and assignments of material intellectual property rights : There are no Developments, acquisitions and assignments of material intellectual property rights.

Any other material event having an impact on the affairs of the Company : There are no material event having an impact on the affairs of the Company.

Change in nature of business : There has been no change in the nature of business during the year under review except for becoming a sponsor of Mutual Fund and Alternative Investment Fund. The Company is yet to commence business in these lines of activities.

Material changes and commitments, affecting financial statements of the Company, having occurred since the end of the year and till the date of the report : There are no material changes and commitments affecting financial statements of the Company.

Details of revision of financial statements or the report :

Financial statements for the year ended 31st March, 2018 have been revised after taking in to consideration the effect of demerger of NBFC business of Napean Finvest Private Limited in to Fortune Credit Capital Limited, a wholly owned subsidiary of the Company. The appointed date as per the scheme of arrangement was 15th February, 2018. The National Company Law Tribunal has passed the order for approving the Scheme on 12th July, 2018.

General Information

Overview of industry and important changes in the industry during the last year :

The Company is in to the financial advisory and consultancy services. No specific comments available for this type of services.

The Company is also in to the trading activities of goods. During the year under review, the company has traded in electrical goods.

External environment and economic outlook :

Induction of strategic and financial partners during the year : During the year under review the Company has not inducted any strategic and financial partners.

Details of listing / delisting :

During the year under review the Company has not delisted any securities on any exchange.

During the year under review, the Company's equity shares are admitted for trading on The National Stock Exchange of India Limited w e f 2nd August, 2017.

Capital and Debt Structure

During the year under review

- The authorised capital was increased from ₹ 100.00 crores divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 10 (Rupees Ten only) each to ₹ 105.25 crores divided in to 10,30,00,000 (Ten Crore Thirty Lakhs) Equity Shares of ₹ 10 (Rupees Ten only) each aggregating to ₹ 103,00,00,000 (Rupees One Hundred Three Crores) and 2,25,000 1 % Redeemable Preference shares of ₹ 100 each aggregating to ₹ 2,25,00,000 (Rupees Two Crores Twenty Five Lakhs) both aggregating to ₹ 105,25,00,000 (Rupees One Hundred Five Crores Twenty Five Lakhs only) as per Scheme of merger passed by the High Court judicature at Bombay and National /Company law Tribunal, Chennai Bench for merger of The Investment Trust of India Limited with the Company and the said order has been taken on record by the Board of Directors in their meeting held on 1st January, 2018.
- The authorised capital was increased from ₹ 60 crores divided into 6,00,00,000 (Six Crores) Equity Shares of ₹ 10 (Rupees Ten only) each to ₹ 100 crores divided in to 10,00,00,000 (Ten Crores) Equity Shares of ₹ 10 each was amended vide Special Resolution passed by the members in 26th annual general meeting held on 8th September, 2017.
- the issued, subscribed and paid up capital of the Company increased from ₹ 5,102.38 lakhs divided in to 5,10,23,767 equity shares of ₹ 10 each fully paid to ₹ 5,327.38 lakhs divided in to 5,10,23,767 equity shares of ₹ 10 each fully paid and 2,25,000 1 % Redeemable Preference shares of ₹ 100 each fully paid.
- the Company has not reclassified, sub divided the authorized capital of the Company;
- there has been no reduction of share capital or buy back of shares; or
- there has been no change in capital structure resulting from restructuring or change in voting rights.

Issue of preference shares

1	Date of issue and allotment	1 st January, 2018
2	Details of securities issued	2,25,000 1 % Redeemable Preference shares of ₹ 100 each
3	Method of allotment	Pursuant to the approval of the merger scheme by the High Court judicature at Bombay and National Company law Tribunal, Chennai bench.
4	Issue price	₹ 100 (Rupees One Hundred only) per preference share
5	Conversion price	Not applicable
6	Number of shares allotted or to be allotted in case the right or option is exercised by all the holders of such securities	Not applicable
7	Number of shares or securities allotted to the promoter group including shares represented by Depository Receipts	Nil
8	Issue of shares for consideration other than cash	Not applicable

Issue of convertible securities

1	Date of issue and allotment	27 th March, 2018
2	Details of securities issued	30,000 Optionally Convertible Debentures
3	Method of allotment	Preferential
4	Issue price	₹ 1,00,000 (Rupees One Lakh only) per debenture.
5	Conversion price	The Debentures allowed to be converted in to preference shares only.
6	Number of shares allotted or to be allotted in case the right or option is exercised by all the holders of such securities	3,00,00,000 preference shares of ₹ 100 each will be issued to the holders of debentures on conversion. The Debentures are optionally convertible in to preference shares.
7	Number of shares or securities allotted to the promoter group including shares represented by Depository Receipts	Nil
8	Issue of debentures for consideration other than cash	Not applicable

During the year the Company has not issued of shares for consideration other than cash, issue of equity shares with differential rights or Issue of Sweat equity shares

Details of Employee Stock Options

Sr. No.	Particulars	Remarks
1	Options granted	3,00,000
2	Options vested	Nil
3	Options exercised	Nil
4	The total number of shares arising as a result of exercise of options	Nil
5	options lapsed;	Nil
6	the exercise price;	₹ 247.25
7	variation in terms of options;	Not applicable
8	money realised by exercise of options;	Not yet due for exercise
9	total number of options in force;	3,00,000
10	employee wise details of options granted to :	
a)	Key Managerial Personnel;	Nil
b)	any other employee who receives a grant of options in any one year of options amounting to five percent or more of total options granted during that year;	Mr. Rajesh Bhatia was granted 3,00,000 options.
c)	identified employees who were granted options, during any one year, equal to or exceeding one percent of the issued capital, excluding outstanding warrants and conversions, of the company at the time of grant.	Not applicable
11		
a)	any material change to the scheme and whether such scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014;	No
b)	web-link of disclosures made on the website of the company, as required under SEBI (Share Based Employee Benefits) Regulations, 2014.	https://www.itigroup.co.in/investorrelations/corporateactions#ESOPScheme

Shares held in trust for the benefit of employees where the voting rights are not exercised directly by the Employees : Not applicable

Issue of debentures, bonds or any non-convertible securities

1	Date of issue and allotment of the securities	27 th March, 2018
2	Number of securities;	30,000 Unsecured Optionally Convertible Debentures of ₹ 1,00,000/- (Rupees One Lakh) each fully paid at par.
3	Whether the issue of the securities was by way of preferential allotment, private placement or public issue;	Preferential allotment
4	Brief details of the debt restructuring pursuant to which the securities are issued;	Not applicable
5	Issue price	₹ 1,00,000 per debenture
6	Coupon rate	The debentures carries 0% interest for the time being paid-up thereon. The Company will pay redemption premium calculated @ 10% per annum cumulative to the debentures on redemption by the Company from the date of receipt of the money and upto the date of redemption of the Debentures.
7	Maturity date	60 months from the date of issue
8	Amount raised	₹ 300.00 crores

Issue of warrants : During the year the Company has not issued any warrants.

Credit rating of securities : Not applicable

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

	details of the transfer/s to the IEPF made during the year :				
1	amount of unclaimed/unpaid dividend and the corresponding shares	₹ 6,03,188 Unclaimed dividend for the financial year 2009-2010 Number of shares pertaining to the unclaimed dividend amount : 2,41,275			
2	redemption amount of preference shares	Nil			
3	amount of matured deposits, for companies other than banking companies, along with interest accrued thereon	Nil			
4	amount of matured debentures along with interest accrued thereon;	Nil			
5	application money received for allotment of any securities and due for refund along with interest accrued	Nil			
6	sale proceeds of fractional shares arising out of issuance of bonus shares, merger and amalgamation	Nil			
7	details of the resultant benefits arising out of shares already transferred to the IEPF				
8	year wise amount of unpaid/unclaimed dividend lying in the unpaid account up to the year and the corresponding shares, which are liable to be transferred to the IEPF, and the due dates for such transfer; as on 31st March, 2018	Year	Amount (Rupees)	No. of shares	Due Date
		2010-2011	4,95,288	2,47,644	02/10/2018
		2011-2012	1,12,794	2,25,588	30/09/2019
9	the amount of donation, if any, given by the company to the IEPF	Nil			
10	such other amounts transferred to the IEPF, if any, during the year.	Nil			

Management**Directors and Key Managerial Personnel**

	names of the persons who have been appointed / ceased to be Directors and/or Key Managerial Personnel of the company:	
1	During the year	Ms. Shaily Maheshwari was been appointed as an additional non executive Director liable to retire by rotation w. e. f. 8 th September, 2017
2	After the end of the year and up to the date of the Report	Mr. Suryakant B. Mainak has been appointed as an Additional Independent Director of the Company not liable to retire by rotation w e f 11 th October, 2018
3	Mode of such appointments;	Appointed by Board of Directors in their meeting held on 8 th September, 2017 and by Circular resolution passed on 11 th October, 2018 respectively.
4	Names of the Director retiring by rotation at the ensuing annual general meeting and whether they offer themselves for re-appointment.	Mr. Chintan Valia - being eligible offered himself for re-appointment
5	Specific sector where approval of any regulatory authority is required before the appointment of a Director/ Key Managerial Personnel	Not applicable
6	Independent Directors	
7	Appointment of Independent Directors, the justification for choosing the proposed appointees for appointment as Independent Directors; and	No Independent Director has been appointed during the year under review
8	Re-appointment after completion of the first term, the rationale for such re-appointment	The Board has re-appointed Mr. Pankaj Bhuta as an Independent Director for a second term subject to approval from the members. His first term expired on 30 th July, 2018. Being experienced and specialized in fields of Accounts, Finance and taxation, the Board has re-appointed him as an Independent Director for the second term.
9	Declaration by Independent Directors and statement on compliance of code of conduct	
a)	that necessary declaration with respect to independence has been received from all the Independent Directors of the company;	
b)	that the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.	

c)	The company has formulated a Code of Conduct for Directors and senior management personnel.	
10	Board Meetings :	
	The number and dates of meetings of the Board held during the year	During the year under review ten meetings of the Board of Directors of the Company were held on 25 th April, 2017, 17 th May, 2017, 25 th May, 2017, 8 th September, 2017, 25 th November, 2017, 7 th December, 2017, 1 st January, 2018, 5 th February, 2018, 1 st March, 2018 and 27 th March, 2018.
11	Committees :	as on 26th October, 2018
	Composition of Committees constituted by the Board under the Act and the Listing Regulations	
		Audit Committee :
		Constitution
		Mr. Pankaj Bhuta Chairman
		Mr. Alok Kumar Misra Member
		Mr. Chintan Valia Member
		Mr. Suryakant B. Mainak Member
		Stakeholder Relationship Committee
		Constitution
		Mr. Chintan Valia Chairman
		Mr. Pankaj Bhuta Member
		Mr. Alok Kumar Misra Member
		Mr. Suryakant B. Mainak Member
		Nomination & Remuneration Committee
		Constitution
		Mr. Alok Kumar Misra Chairman
		Mr. Chintan Valia Member
		Mr. Pankaj Bhuta Member
		Mr. Suryakant B. Mainak Member
		Internal Finance Committee
		Constitution
		Mr. Chintan Valia Chairman
		Mr. Pankaj Bhuta Member
		Mr. Alok Kumar Misra Member
		Mr. Suryakant B. Mainak Member
	The number and dates of meetings of such committees held during the year.	Audit Committee : Six meetings were held during the financial year on 25 th April, 2017, 17 th May, 2017, 8 th September, 2017, 7 th December, 2017, 5 th February, 2018 and 27 th March, 2018
		Stakeholder Relationship Committee : Four meetings were held during the financial year on 17 th May, 2017, 8 th September, 2017, 7 th December, 2017 and 5 th February, 2018
		Nomination & Remuneration Committee : During the year under review, no meeting was held.
		Internal Finance Committee : During the year under review, no meeting was held.
12	Recommendations of Audit Committee	All the recommendations given by the Audit committee were accepted by the board.
	reasons for such non-acceptance of any such recommendations	Not applicable
13	Company's Policy on Directors' appointment and remuneration	Annexure "I"
	Web link of policy.	https://www.itigroup.co.in/investorrelations/compliance

14	Board Evaluation																									
	A statement indicating the manner in which formal annual evaluation of the performance of the Board, its Committees and of individual Directors has been made.	The company has a system in place for formal annual evaluation of the performance of the Board, its Committees and of individual Directors. The same has been implemented.																								
15	Remuneration of Directors and Employees																									
	the number of permanent employees on the rolls of the company;	24																								
	the ratio of remuneration of each Director to the median remuneration of the employees of the company for the year	The Company has not paid any remuneration to Directors except for the meeting fees																								
	the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the year	Average increase in remuneration of Manager : 10% Company Secretary : 10% Directors : Not applicable Chief Executive Officer : Not applicable																								
	the percentage increase in the median remuneration of employees in the year;	10%																								
	average percentile increase already made in the salaries of employees other than managerial personnel in the last year and its comparison with the percentile increase in the managerial remuneration and justification thereof and whether there are any exceptional circumstances for increase in the managerial remuneration	10%																								
	affirmation that the remuneration is as per the remuneration policy of the company	Remuneration paid to the Company Secretary is as per the remuneration policy of the company																								
	names of top ten employees of the company in terms of remuneration drawn.	<table><tr><th>Name</th><th>Remuneration (Rupees)</th></tr><tr><td>Rajesh Bhatia *</td><td>1,46,11,382</td></tr><tr><td>Prateek Tayal</td><td>34,53,832</td></tr><tr><td>Rajesh Kumar Acha</td><td>29,60,956</td></tr><tr><td>Hersh Sanjiv Shah</td><td>25,00,633</td></tr><tr><td>Rajesh G Aynor *</td><td>15,01,484</td></tr><tr><td>Subbiah Manickam</td><td>13,05,884</td></tr><tr><td>Haroon Mansuri</td><td>11,83,406</td></tr><tr><td>Siddhartha Bhotika *</td><td>9,43,526</td></tr><tr><td>Bhaurao S Desai</td><td>7,29,850</td></tr><tr><td>Akash Jhaveri *</td><td>5,04,160</td></tr><tr><td colspan="2">(*) employed for part of the year</td></tr></table>	Name	Remuneration (Rupees)	Rajesh Bhatia *	1,46,11,382	Prateek Tayal	34,53,832	Rajesh Kumar Acha	29,60,956	Hersh Sanjiv Shah	25,00,633	Rajesh G Aynor *	15,01,484	Subbiah Manickam	13,05,884	Haroon Mansuri	11,83,406	Siddhartha Bhotika *	9,43,526	Bhaurao S Desai	7,29,850	Akash Jhaveri *	5,04,160	(*) employed for part of the year	
Name	Remuneration (Rupees)																									
Rajesh Bhatia *	1,46,11,382																									
Prateek Tayal	34,53,832																									
Rajesh Kumar Acha	29,60,956																									
Hersh Sanjiv Shah	25,00,633																									
Rajesh G Aynor *	15,01,484																									
Subbiah Manickam	13,05,884																									
Haroon Mansuri	11,83,406																									
Siddhartha Bhotika *	9,43,526																									
Bhaurao S Desai	7,29,850																									
Akash Jhaveri *	5,04,160																									
(*) employed for part of the year																										
	name of every employees who																									
	if employed throughout the year, was in receipt of remuneration not less than one crore and two lakh rupees in the aggregate;	Not applicable																								
	if employed for a part of the year, was in receipt of remuneration not less than eight lakh and fifty thousand rupees per month in the aggregate	<table><tr><th>NAME</th><th>Remuneration (Rupees)</th></tr><tr><td>Rajesh Bhatia *</td><td>1,46,11,382</td></tr></table>	NAME	Remuneration (Rupees)	Rajesh Bhatia *	1,46,11,382																				
NAME	Remuneration (Rupees)																									
Rajesh Bhatia *	1,46,11,382																									
	if employed throughout the year or part thereof, was in receipt of remuneration which is in excess of that drawn by the Managing Director or Whole-time Director or Manager and who holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.																									

Name of employee	Rajesh Bhatia
designation of the employee	President & CIO AIF III
remuneration received	₹ 1,46,11,382
nature of employment, whether contractual or otherwise	Contractual
qualifications and experience of the employee	B. Com., CFA and ACWA
date of commencement of employment	10/07/2017
the age of such employee	49 years
the last employment held by such employee before joining the company;	Simto Investments (Tata Group)
the percentage of equity shares held by the employee along with his spouse and dependent children, if such shareholding is not less than two percent of the total equity shares	Nil
whether any such employee is a relative of any Director or Manager of the company and if so, the name of such Director or Manager.	No
Remuneration received by Managing/Whole time Director from holding or subsidiary company	Nil

Internal Financial Controls

The Company has in place adequate systems of internal control that are commensurate with its size and nature of the business and documented procedures covering all financial and operating functions. The Company being in service industry, it has in place clear processes and well-defined roles and responsibilities for its staff at various levels. The Management has a defined reporting system, which facilitates monitoring and adherence to the process and systems in place.

Frauds reported by the Auditor : During the year under review, no fraud occurred and reported by the Auditors.

Disclosures relating to Subsidiaries, Associates and Joint Ventures

Report on performance and financial position of the subsidiaries, associates and joint ventures :

In terms of section 129 (3) of the Companies Act, 2013 the Company has prepared consolidated financial statements and a statement of salient features of the subsidiaries in form AOC 1 which is attached to notes forming part of financial statements.

Companies which have become or ceased to be subsidiaries, associates and joint ventures During the year or at any time after the closure of the year and till the date of the Report.

During the year under review a new subsidiary in the name of ITI Nirman Limited has been incorporated as per certificate of incorporation dated 30th August, 2017 issued by the Registrar of Companies, Maharashtra, Mumbai. The object of the new company is to undertake and carry on the business of real estate developers and related activities.

A new subsidiary in the name of ITI Alternate Funds Management Limited has been incorporated as per certificate of incorporation dated 28th June, 2018 issued by the Registrar of Companies, Maharashtra, Mumbai. The object of the new company is to undertake and carry on the business of Portfolio Management Services, Alternative Investment Fund and other financial advisory activities.

During the year under review, ITI Wealth Management Limited ceased to be a subsidiary of the Company due to approval of the merger scheme by the High Court judiciary at Bombay and National Company law Tribunal, Chennai bench.

1	Listing of Specified Securities	Not applicable
2	the name of material subsidiary as per the Listing Regulations	1 Fortune Credit Capital Limited 2 Antique Stock Broking Limited 3 ITI Reinsurance Limited
3	Sale and disposal and leased assets of more than twenty percent of the assets of the material subsidiary on an aggregate basis during a year	The Company together with its subsidiary has entered into a Share Purchase Agreement (SPA) with the proposed buyer for selling the equity shares of ITI Reinsurance Limited held by the Company. The Company holds 80% of the total issued capital of ITI Reinsurance Limited. The SPA is subject to approval by the IRDA.

Details of Deposits

The Company does not hold and has not accepted any deposits from the public during the year under review, within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

Particulars of loans, guarantees and investments

The details of Loans made, Investments and Guarantees given are provided in the notes forming part of the financial statements for the year ended 31st March, 2018

Particulars of contracts or arrangements with related parties

The Company has entered in to transactions with related parties during the financial year 2017 - 2018. All such transactions are on arm's length basis and in the ordinary course of business except for investments and/or disinvestments made by the Company which are not in ordinary course of business and such transactions are with the wholly owned subsidiary companies that the provisions of section 188 of the Companies Act, 2013 relating to the approval are not attracted. Related Party Transactions with the Directors and Key Managerial Personnel have been entered in the normal course of business and that also to the extent of payment of remuneration to the executive directors and KMPs. The disclosure in Form AOC – 2 forms part of the annual report and marked as **Annexure "II"**. All related party transactions are placed before the Audit Committee and Board meetings on quarterly basis for review and approval

Corporate Social Responsibility (CSR) : The provisions relating to the Corporate Social Responsibility are not applicable to the Company.

Conservation of Energy, Technology Absorption : The Company being in service sector, provisions relating to Conservation of energy and Technology absorption are not applicable. The information required under section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 2014 with respect to the matters specified therein are not applicable to your company.

Foreign exchange earnings and Outgo :

Foreign exchange earnings : Nil

Foreign exchange outgo : Business Promotion expenses : ₹ 8.38 lakhs

Travelling & Conveyance expenses : ₹ 8.40 lakhs

Risk Management : The provisions relating to the risk management are not applicable to the Company.

Details of Establishment of Vigil Mechanism

- the Directors and employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct;
- providing adequate safeguards against victimisation;
- providing direct access to the higher levels of supervisors and/or to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Web-link of the aforesaid mechanism : <https://www.itigroup.co.in/investorrelations/compliance>

Material Orders of Judicial Bodies / Regulators : No material Orders have been passed by the Judicial bodies and/or regulators for or against the Company during the year under review.

Auditors

Names of the Statutory Auditor : Bathiya & Associates, LLP

Secretarial Auditor : Dinesh Kumar Deora

Cost Auditor : Not applicable

During the year under review and up to the date of the Report there has been no change in such Auditors due to resignation / casual vacancy / removal / completion of term.

Explanations in response to Auditors' qualifications : There are no qualifications in the auditors report for the year ended 31st March, 2018.

Compliance with Secretarial Standards : The Company has complied with all the applicable Secretarial Standards during the year ended 31st March, 2018.

Corporate Insolvency Resolution process initiated under The Insolvency and Bankruptcy Code, 2016 (IBC) : Not applicable

Failure to implement any Corporate Action : Not applicable

Annual Return : Web Link : <https://www.itigroup.co.in/investorrelations/compliance>

Other Disclosures :

- the consolidated financial statement is also being presented in addition to the standalone financial statement of the company.
- the Company has taken initiatives with respect to Stakeholder relationship, Customer relationship, Environment, Sustainability, Health and Safety.
- reasons for delay in holding the annual general meeting; the Company has obtained approval from the Registrar of Companies, Maharashtra, Mumbai for extension for holding annual general meeting for the year 2018 by three months.
- cost records are not required to be maintained by the company.

24. Additional disclosures under listing regulations

24.1 Statement of deviation or variation

- (a) use of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable; **Not Applicable**
- (b) category wise variation (capital expenditure, sales and marketing, working capital etc.) between the projected utilisation of funds made by the company in its offer document or explanatory statement to the notice for the general meeting, as applicable, and the actual utilisation of funds. **Not Applicable**

Management Discussion and Analysis Report (MDAR) : Annexure “ III “

Certificate on Compliance of conditions of Corporate Governance : Annexure “ IV “

Suspension of Trading : During the year under review, there had been no suspension of trading by any of the exchanges on which the Company's equity shares are listed.

Disclosures pertaining to the Sexual Harassment of women at the workplace (Prevention, Prohibition and Redressal) Act, 2013

The company has complied with the provision relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of number of cases filed and disposed as required under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Not Applicable

Subsidiaries, Associates and Step down Subsidiaries :

As on 31st March, 2018 the Company had eleven wholly owned subsidiaries, two subsidiaries, two step down subsidiaries and two associates. The Board of Directors reviews the performance of these companies on quarterly basis.

Financial statements of subsidiary companies

In terms of proviso to section 136 of the Companies Act, 2013 the Company has not attached the financial statements of its subsidiaries with the accounts of the Company. However, the audited annual financial statements of the subsidiary companies will be made available for inspection by the members of the holding and subsidiary companies at the registered office of the Company and will also be uploaded on the website of the Company. The audited annual financial statements of the subsidiary companies will be made available on request to members of the company and its subsidiaries, seeking such information at any point of time.

ESOP

The Company has formulated an Employee Stock Option Scheme known as FFSIL Employees Stock Option Plan 2017 (“ESOP – 2017”) in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

Subject to the members approval board of Directors in its meeting held on 25th May, 2017 approved the Scheme ESOP-2017 and the shareholders approval was obtained in 26th Annual General Meeting held on 8th September, 2017. Nomination and Remuneration Committee (“Committee”) was authorised to formulate, administer and implement the detailed and conditions of the Scheme.

The Company has received a certificate dated 24th October, 2017 from Bathiya & Associates LLP, Chartered Accountants, Statutory Auditors of the Company confirming that the FFSIL Employees Stock Option Plan 2017 has been implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Certificate would be placed at the Annual General Meeting for inspection by Members.

The Company has received in principle approvals from BSE Limited and The National Stock Exchange of India Limited.

On 19th April, 2018 the Nomination and Remuneration Committee has granted (Grant I) 3,00,000 options. Each option when exercised will be converted in to one equity share of ₹ 10 each fully paid.

Summary of Employee Stock Option Schemes (‘ESOS’)		
For the Period from 01/04/2017 to till 26 th October, 2018		
Sr. No.	Particulars of Options / Scheme	ESOP 2017
1	Outstanding as at beginning of the Period	---
2	Granted during the Period	3,00,000
3	Date of Grant	19/04/2018
4	Forfeited during the Period	---
5	Cancelled during the Period	---
6	Lapsed during the Period	---
7	Exercised during the Period	---
8	Allotted during the Period	---
9	Number of shares arising as a result of exercise of options	---

10	Money realized by exercise of options (INR), if scheme is implemented directly by the company	---
11	Number of options vested during the Period	---
12	Outstanding as at the end of the Period	3,00,000
13	Exercisable at the end of the Period	---
14	Weighted average remaining contractual life (in years)	3.5 years
15	Weighted average fair value of options granted	62.27

Postal Ballot

During the year under review, the Company had issued Postal Ballot Notice dated 8th September, 2017 to the members of the Company seeking approvals alteration of Object Clause of the Memorandum of Association of the Company.

The Scrutinizer appointed by the Board of Directors has submitted his report on the Postal Ballot on 18th October, 2017 and the following result was announced by Director of the Company on 18th October, 2017 at the registered Office of the company situated at Naman Midtown, "A" Wing, 21st Floor, Unit No. 2103, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013.

Resolutions	Particulars		
	No. of valid votes polled	Votes casted in favour of the Resolution	Votes casted against the Resolution
Item No. 1 (Special Resolution) Alteration of Object Clause of the Memorandum of Association of the Company	3,87,82,618	3,87,82,613	5

Material changes and commitments affecting financial statements between financial year end : There has been no material changes and commitments affecting financial statements between financial year end.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future : Not applicable

Adequacy of internal financial controls with reference to the Financial Statements : The Company has adequate internal financial control in its place.

Directors

Mr. Chintan Valia, Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Ms. Shaily Maheshwari had been appointed as an Additional Director of the Company effective from 8th September, 2017. Ms. Shaily Maheshwari holds office up to the date of this Annual General Meeting.

Mr. Suryakant B. Mainak had been appointed as an Additional Independent Director of the Company effective from 11th October, 2018. Mr. Suryakant B. Mainak holds office up to the date of this Annual General Meeting.

The Board proposes to appoint Ms. Shaily Maheshwari as Non Executive Director of the Company liable to retire by rotation and Mr. Suryakant B. Mainak as an Independent Director of the Company not liable to retire by rotation and seeks members approval for the same.

The Company has received a letter from a member of the Company proposing the candidature of Ms. Shaily Maheshwari and Mr. Suryakant B. Mainak as Non Executive Director and Independent Director of the Company respectively.

Re-appointment of Mr. Pankaj Bhuta as an Independent Director

Mr. Pankaj Bhuta who had been appointed as an Independent Director of the Company w e f 31st July, 2013 for a period of five years from the date of appointment. His term expired on 30th July, 2018 and the Board of Directors have subject to the members approval re-appointed Mr. Pankaj Bhuta as an Independent Director of the Company for a second term of five years.

Brief profiles of the Directors to be appointed/re-appointed in the ensuing Annual General Meeting of the members of the Company have been provided as an annexure to the notice.

**Disclosure of details as provided in Rule 5 of the Companies
(Appointment & Remuneration of Managerial Personnel) Rules, 2014**

1	Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	Not applicable – as the Company has no executive Director on the Board. The details of the sitting fees paid during the financial year 2017-2018 to the Directors of the Company are as under :																																							
		<table> <tr> <th>Sr. No.</th><th>Name of the Directors</th><th>Amount paid (Rupees)</th></tr> <tr> <td>1</td><td>Mr. Chintan Valia</td><td>4,70,000</td></tr> <tr> <td>2</td><td>Ms. Khyati Valia</td><td>3,50,000</td></tr> <tr> <td>3</td><td>Mr. Pankaj Bhuta</td><td>4,70,000</td></tr> <tr> <td>4</td><td>Mr. Alok Kumar Misra</td><td>4,70,000</td></tr> <tr> <td>5</td><td>Ms. Shaily Maheshwari</td><td>1,75,000</td></tr> <tr> <td align="center" colspan="2">Total</td><td>19,35,000</td></tr> </table>	Sr. No.	Name of the Directors	Amount paid (Rupees)	1	Mr. Chintan Valia	4,70,000	2	Ms. Khyati Valia	3,50,000	3	Mr. Pankaj Bhuta	4,70,000	4	Mr. Alok Kumar Misra	4,70,000	5	Ms. Shaily Maheshwari	1,75,000	Total		19,35,000																		
Sr. No.	Name of the Directors	Amount paid (Rupees)																																							
1	Mr. Chintan Valia	4,70,000																																							
2	Ms. Khyati Valia	3,50,000																																							
3	Mr. Pankaj Bhuta	4,70,000																																							
4	Mr. Alok Kumar Misra	4,70,000																																							
5	Ms. Shaily Maheshwari	1,75,000																																							
Total		19,35,000																																							
2	The percentage increase in remuneration of each director, CFO, CEO, CS or manager if any, in the financial year 2017-2018.	Directors – Not applicable CFO -- Nil CEO – Not applicable CS - 8%																																							
3	The percentage increase in the median remuneration of the employees of the Company for the financial year 2017-2018.	10%																																							
4	The number of permanent employees on the roll of the Company as on 31 st March, 2018	15 (Fifteen)																																							
5	The explanation on the relationship between average increase in remuneration and Company performance	The average increase in remuneration during the year 2017-2018 was at par with the industry.																																							
6	Comparison of remuneration of the KMP against the performance of the Company	Remuneration to KMP ₹ 46,37,238 (Manager & CS) Performance of the Company on stand-alone basis after tax and other comprehensive income for the year 2017-2018 (₹ 1,798.83) lakhs as compared to the profit of ₹ 24.06 lakhs in the previous year.																																							
	Variations in the market capitalization of the Company, price earnings ratio as at the date of closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous year	Market capitalization <table> <tr> <th></th><th>BSE</th><th>NSE</th></tr> <tr> <td align="center" colspan="3">(₹ in lakhs)</td></tr> <tr> <td>as on 31/03/2018</td><td>1,08,808.18</td><td>1,14,752.45</td></tr> <tr> <td>as on 31/03/2017</td><td>1,57,816.51</td><td>---</td></tr> </table> Price earning ratio = Market price / EPS <table> <tr> <th>Market price</th><th>31/03/2018</th><th>31/03/2017</th></tr> <tr> <td></td><td>(Rupees)</td><td>(Rupees)</td></tr> <tr> <td>BSE</td><td>213.25</td><td>309.30</td></tr> <tr> <td>NSE</td><td>224.90</td><td>---</td></tr> <tr> <td>EPS</td><td>(3.53)</td><td>0.05</td></tr> </table> Market quotation of the Company's shares <table> <tr> <th></th><th>BSE</th><th>NSE</th></tr> <tr> <td align="center" colspan="3">(Rupees)</td></tr> <tr> <td>as on 31/03/2018</td><td>213.25</td><td>224.90</td></tr> <tr> <td>as on 31/03/2017</td><td>309.30</td><td>---</td></tr> </table>		BSE	NSE	(₹ in lakhs)			as on 31/03/2018	1,08,808.18	1,14,752.45	as on 31/03/2017	1,57,816.51	---	Market price	31/03/2018	31/03/2017		(Rupees)	(Rupees)	BSE	213.25	309.30	NSE	224.90	---	EPS	(3.53)	0.05		BSE	NSE	(Rupees)			as on 31/03/2018	213.25	224.90	as on 31/03/2017	309.30	---
	BSE	NSE																																							
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as on 31/03/2017	1,57,816.51	---																																							
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(Rupees)																																									
as on 31/03/2018	213.25	224.90																																							
as on 31/03/2017	309.30	---																																							
	Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The Company has not paid remuneration to any Director except for the sitting fees. The details of payment of sitting fees provided in item no. 1 above and also Corporate Governance Report.																																							

9	Comparison of the each of the remuneration of the KMP as against the performance of the Company	Performance of the Company	
		Performance of the Company on stand-alone basis after tax and other comprehensive income for the year 2017-2018 (₹ 1,798.83) lakhs as compared to the profit of ₹ 24.06 lakhs in the previous year.	
		Name of the KMP and Designation	Remuneration paid (₹)
		Mr. Prateek Tayal Manager	34,53,832
		Mr. S.G. Muthu Kumar Chief Financial Officer	---
10	The key parameters for any variable component of the remuneration availed by the directors	Mr. Haroon Mansuri Company Secretary	11,83,406
		The Company has not paid any variable component to any Director and/or KMPs.	
11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable	
12	Affirmation that the remuneration is as per the remuneration policy of the Company	The Remuneration paid to the KMPs is as per remuneration policy of the Company.	

Statement of particulars of appointment and remuneration of managerial personnel

[Pursuant to section 134 (3) (q) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1	Name	Mr. Prateek Tayal
2	Designation	Manager under the Companies Act
3	Remuneration paid for the year 2017-2018	₹ 34,53,832/-
4	Nature of employment, whether contractual or otherwise	Contractual
5	Qualifications and experience of the employee	M.B.A. from S P Jain Institute of Management and BBA
6	Date of commencement of employment	6 th October, 2016
7	The age of employee	29 years
8	Last employment held by such employee before joining the Company	Sunmarg Securities Private Limited
9	The percentage of equity shares held by the employee in the Company within meaning clause (iii) of sub rule 2 above as on 31 st March, 2017	Nil
10	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager	No

Key Managerial Personnel (KMP)

The followings have been designated as Key Managerial Personnel of the Company pursuant to section 2(51) and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Mr. Prateek Tayal - Manager under the Companies Act
2. Mr. S. G. Muthu Kumar - Chief Financial Officer
3. Mr. Haroon Mansuri - Company Secretary

Particulars of employees :
Information pursuant to Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of the employee(s) who were employed for part of the year and were in receipt of remuneration for any part of the year, at a rate which, was not less than ₹ 8,50,000 per month.

1	Name of the Employee	Mr. Rajesh Bhatia
2	Designation	President & CIO AIF III
3	Remuneration	₹ 1,46,11,382
4	Nature of employment	Contractual
5	Qualification	B. Com., CFA and ACWA
6	Experience with the company	Six months
7	Date of joining	10/07/2017
8	Age	49 years
9	Last employment	Simto Investments (Tata Group)
10	No. of shares held as on 31 st March, 2018	Nil
11	Relation to Board of Directors	Not applicable

Statement on declaration given by independent directors

The Independent Director of the Company have submitted the declarations of independence, as required under section 149 (7) of the Companies Act, 2013 confirming that they all meet the criteria of independence as required in sub section 6 of section 149 of the Companies Act, 2013.

Committees

The Company has four committees of the Board of Directors. These committees are – Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee and Internal Finance Committee.

The terms of reference, composition and the details of the meetings of the committees held during the year under review are provided in corporate governance report.

Corporate Governance

A report on the corporate governance along with a certificate from the auditors of the Company regarding the compliance of conditions of the corporate governance as stipulated under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included and forms part of this annual report.

All Board members and senior management personnel of the Company have affirmed compliance with code of conduct for the year 2017-2018. A declaration to this effect certified by the Director of the Company is also attached in the annual report.

The Director and the Chief Financial Officer (CFO) of the Company have certified to the Board with regard to the financial statements and other matters as required under Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the said certificate is attached in the annual report.

Management Discussion and Analysis

A detailed review of operations, performance and future outlook of your Company and its businesses is given in the Management Discussion and Analysis, which forms part of this annual report.

Performance evaluation of Directors

In terms of applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has carried out an annual evaluation of its own performance, its committees and individual Directors.

Further there had been an exclusive meeting of the Independent Directors of the Company without presence of the non independent Directors, discussed the performance evaluation of the Board members.

Prevention of insider trading

The Company has in its place the policy for prevention of insider trading.

Policies :

The Company has in place the following policies which have been approved by the Board of Director of the Company.

1. Criteria for payment to non executive Directors
2. Directors familiarization program
3. Policy for dealing with related parties
4. Policy on group entities
5. Policy on materiality
6. Terms and conditions of appointment of Independent Directors
7. Whistle blower policy
8. Code of Conduct for Directors and Senior Management
9. Archival Policy
10. Remuneration Policy
11. Policy for prevention of Insider Trading
12. Dividend Distribution Policy

The above are posted on the website of the Company – www.itigroup.co.in

Extract of the Annual Return

Extract of the Annual Return as required under section 92 (3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in the prescribed Form MGT 9 is annexed and marked as **Annexure “V”** and forms part of the annual report.

Statutory Auditors

At the 23rd Annual General Meeting held on 22nd September, 2014, M/s Bathiya & Associates LLP, (earlier known as M/s S H Bathiya & Associates) Chartered Accountants, were appointed as statutory auditors of the Company for the term of five years to hold the office up to the conclusion of 28th Annual General Meeting to be held in the calendar year 2019. As required under first proviso of section 139 of the Companies Act, 2013, the appointment of auditors shall be placed for ratification at every Annual General Meeting of the members of the Company.

Auditors' Report

Your Directors refer to the observations made by the Auditors in their report and wish to state that the notes forming part of accounts are self explanatory and hence do not require any further comments.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Dinesh Kumar Deora, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2018.

Secretarial Audit Report

As required under section 204 of the Companies Act, 2013, a Secretarial Audit Report dated 5th May, 2018 issued by Dinesh Kumar Deora, a Practicing Company Secretary is attached herewith and marked as **Annexure "VI"**.

Explanation on observations by Secretarial Auditors in Secretarial Audit Report

1. The Board of Directors of the Company is not duly constituted with proper balance of Non Executive Directors and Independent Directors
2. Appointment of Independent Director in its material subsidiary company viz. Antique Stock Broking Limited

The Company has appointed Mr. Suryakant B. Mainak as an Independent Director of the company and is in process for identifying the suitable person to be appointed as an Independent Director in the subsidiary company.

Transfer of unclaimed dividend to the Investor Education and Protection Fund (IEPF)

As required under section 124 (5) of the Companies Act, 2013 the Company has transferred ₹ 6,03,187/- to the Investor Education and Protection Fund (IEPF) during the year under review towards unclaimed dividend for the financial year 2009 - 2010 declared on 28th August, 2010.

Transfer of shares to the Fund

During the year under review, the Company has in terms of notification dated 13th October, 2017 transferred 36,693 equity shares of ₹ 10 each fully paid to the credit of Investor Education and Protection Fund (IEPF)

Directors' Responsibility Statement

Pursuant to Section 134 (5) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 to the best of their knowledge and belief confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the year and of the profit and loss of the company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- the Directors had prepared the annual accounts on a going concern basis
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;
- the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively

Acknowledgement

Your Directors are pleased to place on record their deep appreciation towards the sincere services and co-operation extended by employees of the organization at all levels. They also wish to place on record their gratitude for the confidence placed in by the shareholders of the Company, banks, financial institutions and intermediaries they are associated with. Further, your Directors wish to thank the various regulatory authorities, business associates and clients for their valued co-operation.

On behalf of the Board

Chintan V. Valia
Non Executive Chairman
(DIN : 05333936)

Khyati Valia
Non Executive Director
(DIN: 03445571)

Mumbai, 26th October, 2018

POLICY ON DIRECTORS APPOINTMENT AND REMUNARATION

In accordance with Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has formulated Remuneration Policy ("the policy").

The objective of the policy is to ensure that Executive Directors and other employees are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes and independence of a director. Remuneration Policy

Remuneration Policy

Directors

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole time Director and other Executive Directors and Manager under companies Act 2013. This will be then approved by the Board and shareholders. Prior approval of shareholders will be obtained wherever applicable in case of remuneration to non-executive directors.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and variable pay to Whole time Director. Salary is paid within the range approved by the Shareholders. Annual increments effective 1st April each year, as recommended by the Nomination and Remuneration Committee, and is approved by the Board. Within the prescribed ceiling, the perquisites package is approved by the

Remuneration Committee.

The remuneration paid to Executive Directors and manager under companies Act 2013 is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits are paid according to the Company policy as applicable to all employees.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals / Business Executives. Independent Non- Executive Directors receive sitting fees for attending the meeting of the Board and Board Committees and commission as approved by the Board and shareholders.

The remuneration by way of commission if any, payable to the Independent Non-Executive directors is determined periodically & reviewed based on the industry benchmarks.

Key Managerial Personnel and Other Employees

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience / merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.

Criteria for Board Membership

Directors

The Company shall take into account following points:

- Director must have relevant experience in Finance/ Law/ Management/ Sales/Marketing/ Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to company's business.
- Director should possess the highest personal and professional ethics, integrity and values.
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.
- Directors should not be otherwise disqualified to become a directors

Independent Director

Independent Director is a director who has no direct or indirect material relationship with The Investment Trust Of India Limited or any of its officers, other than as a director or shareholder of The Investment Trust Of India Limited.

Independent Director shall meet all criteria specified in Section 149(7) of the Companies Act, 2013 and rules made there under and Regulation 17 of under chapter IV(Obligation of Listed entities which has listed its specified securities) of Securities and Exchange of India (Listing obligation and Disclosure Requirement) Regulation 2015

Form AOC 2

[Pursuant to clause (h) of sub-section (3) of section 134 read with Rule

8 (2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered in to by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis :** Nil

2. **Details of material contracts or arrangements or transactions at arm's length :**

During the financial year **April 2017 to March 2018** the Company has entered in to any contracts or arrangements or transactions with any related parties which are in the ordinary course of business except for the investments and /or disinvestments made by the Company which are of strategic nature and not on ordinary course of business. All transactions with related parties are as per Company's policy on related party transactions.

The Company has in its place the policy/process to ensure the compliance of applicable provisions of the Companies Act, 2013 and rules made there under relating to related party transactions.

Wholly Owned Subsidiaries					
Name of the related parties and nature of relationship	Nature of contracts or arrangements or transactions	Duration of contracts or arrangements or transactions	Salient terms of contracts or arrangements or transactions including the value (₹ In lakhs)	Date of approval by the Board	Amount paid as advances (₹ In lakhs)
Intime Equities Limited	Guarantee Commission charged	One time transaction	46.22	27 th March, 2018	Nil
Intime Multi Commodity Company Limited	Guarantee Commission charged	One time transaction	0.89	27 th March, 2018	Nil
Fortune Credit Capital Limited	Interest paid	Continuous basis	161.65	17 th May, 2017	Nil
	Guarantee Commission charged	One time transaction	9.66	27 th March, 2018	Nil
	Loan taken	Continuous basis	6,108.90	17 th May, 2017	Nil
	Loan repaid	Continuous basis	6,108.90	17 th May, 2017	Nil
	Loan given	Continuous basis	1,763.10	17 th May, 2017	Nil
	Loan received back	Continuous basis	219.00	17 th May, 2017	Nil
Antique Stock Broking Limited	Guarantee Commission charged	One time transaction	25.00	27 th March, 2018	Nil
Distress Asset Specialists Limited	Interest charged	Continuous basis	95.73	17 th May, 2017	Nil
	Rent charged	Continuous basis	4.80	17 th May, 2017	Nil
	Loan given	Continuous basis	203.87	17 th May, 2017	Nil
	Loan received back	Continuous basis	429.87	17 th May, 2017	Nil
ITI Gilts Limited	Rent charged	Continuous basis	4.80	17 th May, 2017	Nil
ITI Mutual Fund Trustee Private Limited	Rent charged	Continuous basis	3.60	17 th May, 2017	Nil
ITI Nirman Limited	Subscription of equity shares	One time transaction	5.00	25 th May, 2017	Nil
	Loan given	Continuous basis	100.00	17 th May, 2017	Nil
	Loan received back	Continuous basis	100.00	17 th May, 2017	Nil

Subsidiaries					
Name of the related parties and nature of relationship	Nature of contracts or arrangements or transactions	Duration of contracts or arrangements or transactions	Salient terms of contracts or arrangements or transactions including the value (₹ In lakhs)	Date of approval by the Board	Amount paid as advances (₹ In lakhs)
ITI Asset Management Limited	Interest charged	Continuous basis	0.31	17 th May, 2017	Nil
	Interest paid	Continuous basis	548.83	17 th May, 2017	Nil
	Rent charged	Continuous basis	14.40	17 th May, 2017	Nil
	Loan given	Continuous basis	20.00	17 th May, 2017	Nil
	Issue of debentures	One time transaction	5,000.00	27 th March, 2018	Nil

Associate					
Name of the related parties and nature of relationship	Nature of contracts or arrangements or transactions	Duration of contracts or arrangements or transactions	Salient terms of contracts or arrangements or transactions including the value (₹ In lakhs)	Date of approval by the Board	Amount paid as advances (₹ In lakhs)
Fortune Integrated Assets Finance Limited	Reimbursement of expenses	Continuous basis	9.39	17 th May, 2017	Nil

Enterprise having significant influence					
Name of the related parties and nature of relationship	Nature of contracts or arrangements or transactions	Duration of contracts or arrangements or transactions	Salient terms of contracts or arrangements or transactions including the value (₹ In lakhs)	Date of approval by the Board	Amount paid as advances (₹ In lakhs)
ITI Growth opportunities LLP	Capital contribution	One time transaction	20.80	8 th September, 2017	Nil

On behalf of the Board

Chintan V. Valia
Non Executive Chairman
(DIN : 05333936)

Khyati Valia
Non Executive Director
(DIN : 03445571)

Date : 26th October, 2018

Place: Mumbai

MANAGEMENT DISCUSSION & ANALYSIS 2018**INDIAN ECONOMY**

Major Economic Reforms were launched in the Fiscal Year 2017-2018. The transformational Goods and Services Tax (GST) was launched at the stroke of midnight on July 1, 2017. The Govt. also tried to address the long-festered Twin Balance Sheet (TBS) problem of banks with distressed loans and high level of NPA's decisively by sending the major stressed companies for resolution under the new Indian Bankruptcy Code and implementing a major recapitalization package to strengthen the public sector banks. As a result of these measures, the dissipating effects of earlier policy actions, and the export uplift from the global recovery, the economy began to accelerate in the second half of the year. This should allow real GDP growth to reach 6.75 percent for the year as a whole, rising to 7-7.5 % percent in 2018-2019, thereby re-instating India as the world's fastest growing major economy.

Against emerging macroeconomic concerns, policy vigilance will be necessary in the coming year, especially if high international oil prices persist or elevated stock prices correct sharply, provoking a "sudden stall" in capital flows. The TBS actions, noteworthy for cracking the long-standing "exit" problem, need complementary reforms to shrink unviable banks and allow greater private sector participation. The GST Council offers a model "technology" of cooperative federalism to apply to many other policy reforms.

Over the medium term, three areas of policy focus stand out:

1. Employment: finding good jobs for the young and burgeoning workforce, especially for women.
2. Education: creating an educated and healthy labor force.
3. Agriculture: raising farm productivity while strengthening agricultural resilience.

Above all, India must continue improving the climate for rapid economic growth on the strength of the only two truly sustainable engines—private investment and exports. (Source: Economic Survey document 2018-19)

In the first half of the fiscal year 2017-2018, India's economy temporarily decelerated as the rest of the world accelerated – even as it remained the second-best performer amongst major countries, with strong macroeconomic fundamentals. The reason lay in the series of actions and developments that buffeted the economy: demonetization, teething difficulties in the new GST, high and rising real interest rates, an intensifying overhang from the challenge of recapitalization of banks and providing for settlement of NPA's, and sharp falls in certain food prices that impacted agricultural incomes.

In the second half of the year, the economy witnessed robust signs of revival. Economic growth improved as the shocks began to fade, corrective actions were taken, and the synchronous global economic recovery boosted exports. Reflecting the cumulative actions to improve the business climate, India jumped 30 spots on the World Bank's Ease of Doing Business rankings, while similar actions to liberalize the foreign direct investment (FDI) regime helped increase flows by 20 percent. And the cumulative policy record combined with brightening medium-term growth prospects received validation from International Credit Agencies in the form of a sovereign ratings upgrade, the first in 14 years.

However, fiscal deficits, the current account, and inflation were all higher than expected, reflecting in part higher international oil prices—India's historic macroeconomic vulnerability. These dualities of revival and risk have been reflected in the markets, and in market analysis. For example, bond yields rose sharply, leading to an exceptionally marked steepening of the yield curve—even as stock prices continued to surge. Evidently, markets expect rapid growth, which would warrant the run-up in stock prices, but are also pricing in some macro-balance concerns. Similarly, even the ratings upgrade carried warnings of potential macro-economic challenges.

(Source: Economic Survey 2018-19 document)

GVA/GDP at constant prices (Based on 2011-12 Series)

Industry / Year	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	2012-2013
Agriculture, Forestry & Fishing	17,74,573	16,96,175	16,17,208	16,06,140	16,09,060	15,24,398
Mining & Quarrying	3,81,965	3,30,485	3,24,740	2,93,821	2,67,629	2,59,479
Manufacturing	21,66,267	20,19,927	18,72,115	16,89,504	15,68,508	14,92,763
Electricity, Gas, water supply and other utility services	2,62,496	2,40,590	2,24,447	2,13,744	1,99,153	1,91,413
Construction	9,28,484	8,94,668	8,79,782	8,38,203	8,05,484	7,81,947
Trade, Repairs, Hotels & restaurants, Transport, Storage, communication and services related to broadcasting	23,07,684	21,37,102	19,93,627	18,07,689	16,52,062	15,51,143
Financial, Real estate & professional services	25,99,927	24,29,638	22,98,798	20,75,549	18,64,320	16,79,124
Public administration, defense & other services	15,54,759	12,84,263	12,84,263	12,04,143	11,10,789	10,69,515
GVA at basic price	119,76,155	110,32,848	104,94,980	97,28,793	90,77,005	85,49,782

(Source: MOSPI Statistics)

India's macro-economic stability continues to be the foundation of economic success. CPI inflation remained in the 3.3% range throughout April – December 2017 with broad based decline in all sectors except fuel and housing. The increase in trade deficit to 156.9 billion USD is mostly a consequence of higher oil prices and gold imports.

India's Current Account Deficit widened substantially from about 0.3% of GDP last year to almost 2% of GDP by March 31, 2018 thanks to the substantial increase in trade deficit. This has also led to the weakening of the Indian Rupee (INR) from ₹ 64.82 as at March 31, 2017 to ₹ 65.07 as at 31st March, 2018. Foreign Direct Investment (FDI) declined substantially from USD 60.1 billion in fiscal 2016-17 to USD 44.86 billion in Fiscal 2017-18. Foreign exchange reserves have reached 406 billion US Dollars as on 30th March 2018, which represents a comfortable cover for about 10.5 months of imports. Despite these challenges and threats, the Indian economy grew at 6.75% for the fiscal year 2017-18 as compared to 6.6%, the previous fiscal.

Capital Markets and Commodity Markets

The sustained growth rate above 7 p.c. and the subsequential pick up in economic activity post demonetisation and implementation of GST indicated a macro-economic stability that reflected in the Sensex touching a new high of 35474 in 2018. The rise in Sensex reflects the optimistic scenario in the economy and reaction to the far sighted economic policies being followed by the Govt. This is reflected in the increasing turnover being observed in the cash and commodity exchanges.

Cash market average daily turnover				Commodity markets turnover	
Financial Year	BSE	NSE	Total (₹ in Crores)	Financial Year	Total (₹ in Crores)
2017-2018	4,402	29,410	33,812	2017-2018	60,22,530
2016-2017	4,025	20,387	24,412	2016-2017	64,99,637
2015-2016	2,996	17,154	20,150	2015-2016	56,34,194
2014-2015	3,518	17,818	21,336	2014-2015	51,83,707
2013-2014	2,078	11,189	13,267	2013-2014	86,11,449
2012-2013	2,195	10,833	13,028	2012-2013	148,81,057
2011-2012	2,681	11,289	13,970	2011-2012	155,97,095
2010-2011	4,333	14,029	18,362	2010-2011	98,41,502

(Source: SEBI Annual Report 2017-18)

SEBI data made available for the years 2016-17 and 2017-18 indicate that trade in metals has gone up while trade in agriculture, bullion and energy have come down. The decline in bullion trade is probably a reflection of the increased preference to equity markets. These points to changing preferences and increased sophistication of commodity markets.

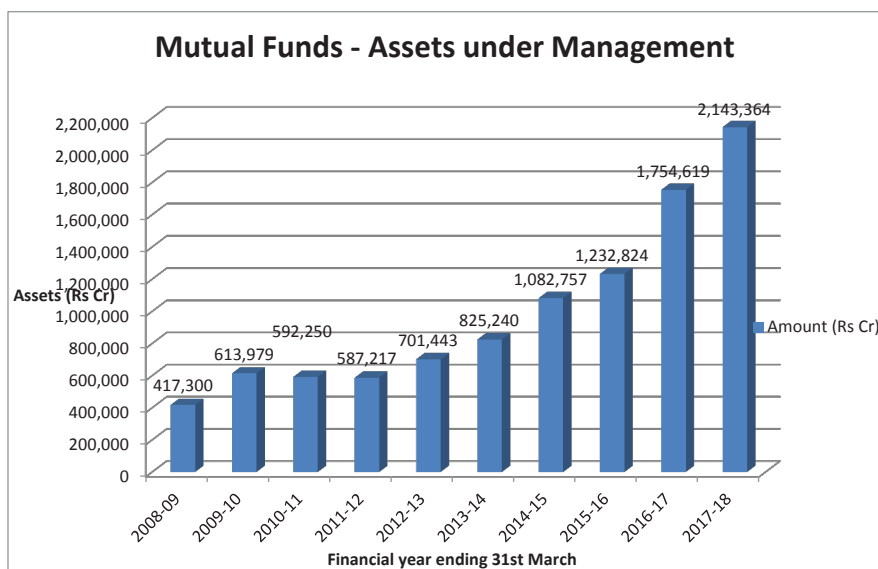
	2017- 2018	% of share in overall trade	2016- 2017	% of share in overall trade
Agriculture	1,14,082	1.89	1,39,312	2.14
Metals	21,12,532	35.08	17,53,857	26.98
Bullion	20,03,241	33.26	26,74,277	41.14
Energy	17,92,675	29.97	19,32,191	29.74
Overall	60,22,530	100.00	64,99,637	100.00

Mutual Funds

The net resource mobilisation by Mutual Funds in the year 2017-2018, stood at ₹ 271,797 crores as compared to ₹ 343,049 crores in 2016-17. The Assets under Management (AUM) of the various mutual funds increased by 22.1% in 2017-18 over the previous year to touch ₹ 21,43,364 crores for the year ending 31st March 2018.

Mutual Funds				Assets under Management	
Financial Year	Sales (₹ Cr)	Redemptions (₹ Cr)	Net Mobilization (₹ Cr)	Financial Year	Amount (₹ Cr)
2017-2018	209,98,652	207,26,855	21,43,364	2017-2018	21,43,364
2016-2017	176,15,549	172,72,500	17,54,619	2016-2017	17,54,619
2015-2016	137,65,555	136,31,375	12,32,824	2015-2016	12,32,824
2014-2015	110,86,260	109,82,972	10,82,757	2014-2015	10,82,757
2013-2014	97,68,401	97,14,318	8,25,240	2013-2014	8,25,240
2012-2013	72,67,885	71,91,346	7,01,443	2012-2013	7,01,443
2011-2012	68,19,679	68,41,702	5,87,217	2011-2012	5,87,217
2010-2011	88,59,515	89,08,921	5,92,250	2010-2011	5,92,250
2009-2010	100,19,023	99,35,942	6,13,979	2009-2010	6,13,979
2008-2009	54,26,353	54,54,650	4,17,300	2008-2009	4,17,300

(Source: SEBI Annual Report 2017-18)



NBFC's (Non Banking Finance Companies)

NBFC's have been playing a very important role both from the macroeconomic perspective and the structure of the Indian Financial System. NBFC's have also played a role in providing seamless hassle free credit to various lenders for meeting their financial requirements. Of late, the banking regulator i.e. the Reserve Bank of India (RBI) has been bringing regulations which are tightening the operating environment and the regulatory framework in which these NBFC's operate. As a result some of the smaller NBFC's have opted for closure and some larger ones converting into Non deposit taking NBFC's.

NBFC's are divided into two categories: those taking public deposits and those not taking public deposits; NBFC's can also be of these types: Asset financing company (company conducting the business of equipment leasing or hire purchase finance), company providing loans, investment companies and residuary non-banking companies.

Financial Year	No of registered NBFC's	No of NBFC's taking deposits	No of NBFC's not taking deposits
2017-2018	10,533	102	9,656
2016-2017	11,345	202	240
2015-2016	12,193	220	59
2014-2015	11,913	240	41
2013-2014	12,385	254	375
2012-2013	12,409	271	319
2011-2012	12,630	297	260
2010-2011	12,740	308	234
2009-2010	12,809	336	189
2008-2009	12,968	365	173

(Source: RBI Annual Report 2017-18)

Vehicle Financing

Domestic Sales trends (Nos.)	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014
Passenger Vehicles	32,87,965	30,47,582	27,89,208	26,01,236	25,03,509
Growth rate (%)	(7.9%)	(9.3%)	(7.2%)	(3.9%)	-
Commercial Vehicles	8,56,453	7,14,082	6,85,704	6,14,948	6,32,851
Growth rate (%)	(19.9%)	(4.1%)	(11.5%)	(-2.8%)	-
Three wheelers	6,35,698	5,11,879	5,38,208	5,32,626	4,80,085
Growth rate (%)	(24.2%)	(-4.9%)	(1.0%)	(10.9%)	-
Two Wheelers	201,92,672	175,89,738	164,55,851	159,75,561	148,06,778
Growth rate (%)	(14.8%)	(6.9%)	(3.0%)	(7.9%)	-
Grand Total	249,72,788	218,63,281	204,68,971	197,24,371	184,23,223
Growth rate (%)	(14.2%)	(6.8%)	(3.8%)	(7.0%)	-

(Source: Society of Indian Automobile Manufacturers Data 2017-18)

Data on the total number of vehicles sold in fiscal 2017-2018 show a double digit growth in all segments excepting passenger vehicles. The increase in the growth rate in commercial vehicles indicates that the economy is in a growth trajectory. This will increase the activities of vehicle financing companies including NBFC's that are engaged in vehicle financing.

Those NBFC's with clear focus on their operations, lower NPA's and quicker disbursement rate in approvals will gain over traditional banking channels in financing vehicles. Commercial vehicle loans are generally provided by NBFC's to individuals, partnership firms/proprietary firms, self employed and businessmen amongst others. Commercial vehicle loans are available for a variety of vehicles. Unlike the banking sector which has bigger asset bases and cheaper sources of funding, NBFC's do not possess the same. However NBFC's score in customer support, faster approvals and ease of doing business. It is expected that NBFC's will continue to grow in vehicle financing.

Insurance

The Gross Direct Premium of non-life insurers (excluding Standalone Health) is reported at around ₹ 150,708 crores for the year ending 31st March 2018 as compared to ₹ 127,631 Crores in FY 2016-2017, a growth of around 18.1 % over the previous year. The market share of public sector companies was 45% while the balance was shared by Private sector companies, Stand alone health insurance companies and specialised insurers. The new Crop Insurance Scheme launched by Government of India called "Pradhan Mantri Fasal Bima Yojana" (PMFBY) has resulted in significant increase in Crop insurance premium to more than ₹ 200 billion (including Agricultural Insurance Corporation) in fiscal 2017-18. Motor, Health and Fire segments almost constitute 70% of the premium portfolio. The growth in Health insurance lines of business (including Standalone Health insurers' volume) was nearly maintained at 21% in FY 2017-2018 as compared to 22% in FY 2016-2017.

(Source General Insurance Council data – 31st March 2018)

With an expected turnaround in the economy, it is also expected that the property and casualty segments will also pick up and show improved growth. With an expected turnaround in the economy, it is also expected that the property and casualty segments will also pick up and show improved growth. Your Company has the necessary talents and skills to exploit this opportunity and is confident of establishing itself as a "reinsurer of choice" in the years to come, if there is a level playing field and encouragement to local reinsurers vis-a-vis foreign branches.

Business review and analysis for the financial year ended March 2018

At 'ITI Group' we had our eyes focused on our enterprising theme to INNOVATE & INNITATE. We devoted a great share of our energies and resources to thoroughly revamp every vertical of our business by innovating numerous concepts, plans, strategies & tactics and simultaneously initiating the same into action. This translated into a better future and our businesses grew by leaps and bounds. 'ITI Group' has delivered superior performance by way of increased revenues, enhanced profits, heightened new clients empanelment, spreading geographical presence and maturing product range with improvements across all key parameters as compared to the last fiscal.

The consolidated revenue increased by 106% from ₹ 17,001.36 lakhs to ₹ 35,138.00 Lakhs. During the year under review, the Company reported consolidated profit after tax and other comprehensive of ₹ 7,790.46 lakhs as against ₹ 2,813.33 lakhs during the previous year.

More important amongst our primary objectives with immediate focus are:

- Create and sustain industry leadership by continually driving the frontiers of operational excellence;
- Enhance customer experience and solution delivery;
- Improve resource utilization;
- Upgrade support processes.

Risk and Concern

Risk is inevitable in business and risk management is all about risk reduction and avoidance. There are various risks associated with the Company - portfolio risk, industry risk, credit risk, internal control risk, technology risk, regulatory risk, human resources risk, competition risk and perception risk. The Company has established systems and procedures for risk management associated with the business while simultaneously creating an environment conducive for its growth. It has comprehensive integrated risk management framework that comprise of clear understanding of company's strategy, policies, initiatives, norms, reporting and control at various level. The Company believes that the risk management process would strengthen the decision-making, planning and implementation process.

Internal control and their adequacy

The Company has in place adequate systems of internal control that are commensurate with its size and nature of the business and documented procedures covering all financial and operating functions. The Company being a service industry, it has in place clear processes and well-defined roles and responsibilities for its employees at various levels. The Management has a defined reporting system, which facilitates monitoring and adherence to the process and systems in place. Also the Management evaluates these reports, internal controls and ensures that its employees adhere not only to internal processes and procedures set by the Company from time to time but also to the various statutory compliances. These have been designed to provide reasonable assurance with regard to maintaining proper accounting controls, monitoring economy and efficiency of operations, protecting assets from unauthorized use or losses, and ensuring reliability of financial and operational information published from time to time. As Audit Committee of the Board of Directors, comprising of independent directors, regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with Accounting Standards as well as reasons for changes in accounting policies and practices, if any.

Human Resources

This financial was a challenging year for the industry, more so for the HR departments across organisations. The economic turbulences & their social consequences dominated the HR landscape for quite some time. However despite all the limitations posed by the macroeconomic transformations, we managed to differentiate ourselves with the rest by leveraging upon the inherent strengths of the talent pool and improvising the same to suit the new circumstances.

Thus this year was a time for rationalizing the structures and streamlining the processes not only 'of' the people, but also 'for' the people and their functioning. Enterprise wise success was facilitated by virtue of our firm belief in the principles of 'empowerment' of the capable and the deserving.

Not resting upon our tremendous successes, we decided to enhance our faculties by further challenging ourselves. Our efforts have been uncompromisingly successful. The result has been the launch of a series of programs and processes never before experienced in the company, all being met with thundering applause from all and sundry.

We aim to continue on the continual path of pursuing excellence through unorthodox means and orthodox theology. The coming year will see us harnessing the maximum benefits from these initiatives, unleashing the power of human capital that ITI Group represents.

Cautionary Statement

Statements in this Management Discussion and Analysis report describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

Compliance Certificate on Corporate Governance

To The Members of
The Investment Trust of India Limited
(formerly known as Fortune Financial Services (India) Limited)
Mumbai

We have examined the compliance of conditions of Corporate Governance by **The Investment Trust of India Limited (formerly known as Fortune Financial Services (India) Limited)** ('the company'), for the year ended March 31, 2018 as per Regulations 17-27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of Internal Control and procedure to ensure Compliance with the conditions of the Corporate Governance Stipulated for the Listing Regulations.

Auditor's Responsibility

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of the Listing Regulations, as applicable except the followings :

- a) *Due to the appointment of Mr. Chintan Valia (Non Executive Director) as Chairperson of the Board of Directors w. e. f. 08th September 2017, the Company is short of one Independent Director on Board as contemplated in the proviso to regulation 17(1) (b) of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 and hence, the Board of Directors of the Company is not duly constituted with proper balance of Non-Executive Directors and Independent Director.*
- b) *Non-appointment of Independent Director in its Material Subsidiary - Antique Stock Broking Limited as required under regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restrictions of use

This Certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose

Dinesh Kumar Deora
Practising Company Secretary

FCS NO. 5683
C P NO. 4119

Place : Mumbai

Date : 17th October, 2018

Extract of the Annual Return for the year 2017-2018

1	CIN	L65910MH1991PLC062067
2	Registration Date	14/06/1991
3	Name of the Company	The Investment Trust of India Limited
4	Category/sub Category of the Company	Public Limited Company
5	Address of the Registered Office and contact details	Naman Midtown, "A" Wing, 21 st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013 Telephone No. : 4027 3600 Fax No. : 4027 3700 E mail : cosecretary@itiorg.com Website : www.itigroup.co.in
6	Whether listed Company	Yes
7	Principle business activities	1. Financial advisory and consultancy 2. Trading activities
8	Share capital	
	Authorised capital	₹ 105.25 crores divided in to 10,30,00,000 (Ten Crore Thirty Lakhs) Equity Shares of ₹ 10 (Rupees Ten only) each aggregating to ₹ 103,00,00,000 (Rupees One Hundred Three Crores) and 2,25,000 1% Redeemable Preference shares of ₹ 100 each aggregating to ₹ 2,25,00,000 (Rupees Two Crores Twenty Five Lakhs) both aggregating to ₹ 105,25,00,000 (Rupees One Hundred Five Crores Twenty Five Lakhs only)
	Issued subscribed and paid up capital	₹ 5,102.38 lakhs divided in to 5,10,23,767 equity shares of ₹ 10 each fully paid to ₹ 5,327.38 lakhs divided in to 5,10,23,767 equity shares of ₹ 10 each fully paid and 2,25,000 1% Redeemable Preference shares of ₹ 100 each fully paid.
9	Names of the holding, subsidiary and associate companies	Wholly Owned Subsidiaries Intime Equities Limited Intime Multi Commodity Company Limited Fortune Credit Capital Limited Fortune Integrated Home Finance Limited Antique Stock Broking Limited ITI Capital Limited (Inga) Distress Asset Specialist Limited IRC Credit Management Services Limited ITI Gilts Limited (earlier known as Crest Debt Capital Markets Private Limited) ITI Mutual Fund Trustee Private Limited ITI Nirman Limited ITI Alternate Funds Management Limited Subsidiaries ITI Asset Management Limited ITI Reinsurance Limited

		Step down subsidiaries	
		Neue Allianz Corporate Services Private Limited	
		Antique Stock Broking (IFSC) Limited	
		Associates	
		Fortune Integrated Assets Finance Limited	
		United Petro Finance Limited	
		Group Company	
		Wind Construction Limited	
10	Date of Annual General Meeting ('AGM')	26th December, 2018	
11	Turnover and net worth	Particulars	Amount ₹ in lakhs
		Turnover / Total Income	12,736.98
		Networth	40,468.81
12	Details of KMP and directors and remuneration drawn by them	Directors	
		Name of Directors	Meeting fees (₹)
		Mr. Chintan V. Valia	4,70,000
		Ms. Khyati Valia	3,50,000
		Mr. Pankaj Bhuta	4,70,000
		Mr. Alok Kumar Misra	4,70,000
		Ms. Shaily Maheshwari	1,75,000
		The Company has not paid any remuneration to any directors except of the meeting fees	
		K M P	
		Name of KMPs	Designation
		Mr. Prateek Tayal	Manager
		Mr. S G Muthu Kumar	Chief Financial Officer
		Mr. Haroon Mansuri	Company Secretary
			11,83,406
13	Meeting details	Board meetings	
		25 th April, 2017	17 th May, 2017
		25 th May, 2017	8 th September, 2017
		25 th November, 2017	7 th December, 2017
		1 st January, 2018	5 th February, 2018
		1 st March, 2018	27 th March, 2018
		Audit Committee meetings	
		25 th April, 2017	17 th May, 2017
		8 th September, 2017	7 th December, 2017
		5 th February, 2018	27 th March, 2018
		Stakeholder Relationship Committee	
		17 th May, 2017	8 th September, 2017
		7 th December, 2017	5 th February, 2018
		General meetings	
		Annual General meeting	8 th September, 2017
		Extra ordinary General meeting	27 th March, 2018
14	Penalty, punishments, etc	Nil / Not applicable	

**Form MGT – 9
ANNUAL RETURN**

as on the financial year ended on **31st March, 2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i)	CIN	L65910MH1991PLC062067
ii)	Registration Date	14/06/1991
iii)	Name of the Company	The Investment Trust of India Limited
iv)	Category/sub Category of the Company	Public Limited Company
v)	Address of the Registered Office and contact details	Naman Midtown, "A" Wing, 21st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013 Telephone : 4027 3600 Fax : 4027 3700 E mail : cosecretary@itiorg.com Website : www. itigroup.co.in
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of the Registrar and Transfer Agents, if any	Purva Sharegistry (India) Private Limited Shivshakti Industrial Estate, Unit No. 9 7/B, Sitaram Mill Compound, J.R. Boricha Marg Lower Parel, Mumbai – 400 011. Telephone : +91-22-2301 6761 / 8261 Fax : +91-22-2301 2517 e-mail : support@purvashare.com Website : www.purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

Sr. No.	Name and Description of main products/services	NIC Code of the products/ services	% to the total turnover of the Company
1	Financial Advisory and Consultancy	45	82.34
2	Trading activities	67	16.87

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Intime Equities Limited Naman Midtown, "A" Wing 20 th Floor, Unit No. 2002 Senapati Bapat Marg, Elphinstone Road Mumbai 400 013	U74120MH1994PLC077946	Wholly Owned Subsidiary	100	2 (87) (ii)
2	Intime Multi Commodity Company Limited Naman Midtown, "A" Wing, 20 th Floor Unit No. 2003, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67190MH2005PLC158409	Wholly Owned Subsidiary	100	2 (87) (ii)
3	Fortune Credit Capital Limited Naman Midtown, "A" Wing, 21 st Floor Unit No. 2104, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67190MH2007PLC175180	Wholly Owned Subsidiary	100	2 (87) (ii)
4	Fortune Integrated Home Finance Limited Naman Midtown, "A" Wing, 21 st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U65923MH2012PLC234979	Wholly Owned Subsidiary	100	2 (87) (ii)
5	Antique Stock Broking Limited Naman Midtown, "A" Wing, 20 th Floor Unit Nos. 2001 & 2004, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67120MH1994PLC079444	Wholly Owned Subsidiary	100	2 (87) (ii)

6	ITI Capital Limited (earlier known as Inga Capital Limited) Naman Midtown, "A" Wing 21 st Floor, Unit No. 2102 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013.	U74140MH1999PTC122493	Wholly Owned Subsidiary	100	2 (87) (ii)
7	Distress Asset Specialist Limited Naman Midtown, "A" Wing, 21 st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67190MH2013PTC249239	Wholly Owned Subsidiary	100	2 (87) (ii)
8	ITI Mutual Fund Trustee Private Limited Naman Midtown, "A" Wing 21 st Floor, Unit No. 2103 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U65999MH2016PTC287077	Wholly Owned Subsidiary	100	2 (87) (ii)
9	ITI Gilts Limited Naman Midtown, "A" Wing 21 st Floor, Unit No. 2103 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67100MH2016PTC272339	Wholly Owned Subsidiary	100	2 (87) (ii)
10	IRC Credit Management Services Limited B 106, Joy Velencia, JVL R Behind Majas Bus Depot Jogeshwari (East), Mumbai 400 060	U74999MH2014PLC253707	Wholly Owned Subsidiary	100	2 (87) (ii)
11	ITI Nirman Limited Naman Midtown, "A" Wing 21 st Floor, Unit No. 2103 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U45309MH2017PLC299180	Wholly Owned Subsidiary	100	2 (87) (ii)
12	ITI Alternate Funds Management Limited Naman Midtown, "A" Wing, 21 st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67100MH2018PLC311323	Wholly Owned Subsidiary	100	2 (87) (ii)
13	ITI Asset Management Limited Naman Midtown, "A" Wing, 21 st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67100MH2008PLC177677	Subsidiary	60	2 (87) (ii)
14	ITI Reinsurance Limited Naman Midtown, "A" Wing 20 th Floor, Unit No. 2001 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013.	U74120MH2014PLC257899	Subsidiary	80	2 (87) (ii)
15	Neue Allianz Corporate Services Private Limited A/ 404, Neelam Centre Hind Cycle Road, Worli Mumbai 400 030	U75123MH2006PTC161104	Step down Sub- sidiary	Nil	2 (87) (ii)
16	Antique Stock Broking (IFSC) Limited Unit. No. 314, Signature Building Block 13B, Zone-1 GIFT SEZ, Gandhinagar - 382355.	U65990GJ2016PTC094531	Step down Sub- sidiary	Nil	2 (87) (ii)
17	Fortune Integrated Assets Finance Limited Naman Midtown, "A" Wing 21 st Floor, Unit No. 2101 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U65923MH2012PLC235450	Associate	25	2 (6)
18	United Petro Finance Limited Naman Midtown, "A" Wing 21 st Floor, Unit No. 2103 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U65923MH1996PLC310611	Associate	40.6	2 (6)
19	Wind Construction Limited Naman Midtown, "A" Wing 21 st Floor, Unit No. 2101 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U70102MH2009PTC194737	Group Company	Nil	2 (87) (ii)

IV SHAREHOLDING PATTERN (Equity Share Capital break up as percentage of total equity) :**i) Category wise shareholding as on 31st March, 2018 :**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of the total Shares	Demat	Physical	Total	% of the total Shares	
A. Promoters and promoter Group Shareholding									
(1) Indian									
a) Individual/ HUF	17,81,102	---	17,81,102	3.49	17,81,102	---	17,81,102	3.49	---
b) Central Govt.	---	---	---	---	---	---	---	---	---
c) State Govt.(s)	---	---	---	---	---	---	---	---	---
d) Bodies Corp.	3,58,96,344	---	3,58,96,344	70.35	3,58,96,344	---	3,58,96,344	70.35	---
e) Banks/ FI	---	---	---	---	---	---	---	---	---
f) Any Other PACs	---	---	---	---	---	---	---	---	---
Sub-total (A) (1):-	3,76,77,446		3,76,77,446	73.84	3,76,77,446		3,76,77,446	73.84	---
(2) Foreign									
a) NRIs - Individuals	--	---	---	---	---	---	---	---	---
b) Other – Individuals	--	---	---	---	---	---	---	---	---
c) Bodies Corporate	--	---	---	---	---	---	---	---	---
d) Banks / Financial Institutions	--	---	---	---	---	---	---	---	---
e) Any Other	--	---	---	---	---	---	---	---	---
Sub-total (A) (2):-	--	---	---	---	---	---	---	---	---
Total shareholding of Promoter (A) = (A)(1)+ (A)(2)	3,76,77,446	---	3,76,77,446	73.84	3,76,77,446	---	3,76,77,446	73.84	---
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	---	---	---	---	---	---	---	---
b) Banks / FI	--	---	---	---	---	---	---	---	---
c) Central Govt.	--	---	---	---	---	---	---	---	---
d) State Govt(s).	--	---	---	---	---	---	---	---	---
e) Venture Capital Funds	--	---	---	---	---	---	---	---	---
f) Insurance Companies	--	---	---	---	---	---	---	---	---
g) FIs	24,87,800	---	24,87,800	4.88	21,54,990	---	21,54,990	4.22	(0.66)
h) Foreign Venture Capital Funds	--	---	---	---	---	---	---	---	---
i) Others	--	---	---	---	---	---	---	---	---
Sub-total (B)(1):-	24,87,800	---	24,87,800	4.88	21,54,990	---	21,54,990	4.22	(0.66)
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	14,61,015	9,200	14,70,215	2.88	17,26,920	5,200	17,32,120	3.39	0.51
ii) Overseas	30,64,200	---	30,64,200	6.01	30,64,200	---	30,64,200	6.01	---
b) Individual shareholders holding									
i) upto ₹ 2 lakh	10,92,992	1,47,495	12,40,487	2.43	12,73,448	1,17,109	13,90,557	2.73	0.30
ii) in excess of ₹ 2 lakh	47,00,520	39,700	47,40,220	9.29	44,60,896	39,700	45,00,596	8.82	(0.47)
c) Others									
j) IEPF	--	---	---	---	36,693	---	36,693	0.07	0.07
ii) LLP	--	---	---	---	14,185	---	14,185	0.03	0.03
i)NRIs	35,787	59,100	94,887	0.19	32,278	57,000	89,278	0.17	(0.02)
i) NBFCs	--	---	---	---	3,754	---	3,754	0.01	0.01
ii)HUF	1,75,618	---	1,75,618	0.34	1,86,062	---	1,86,062	0.36	0.02
iii) Clearing members	57,447	---	57,447	0.11	1,05,469	---	1,05,469	0.21	0.10
iv)Trusts	15,447	---	15,447	0.03	68,417	---	68,417	0.13	0.10
Sub-total (B)(2):-	1,06,03,026	2,55,495	1,08,58,521	21.28	1,09,72,322	2,19,009	1,33,46,321	21.96	0.68
Total Public Shareholding (B) = (B)(1)+(B)(2)	1,30,90,826	2,55,495	1,33,46,321	26.16	1,31,27,312	2,19,009	1,33,46,21	26.16	---
C. Shares held by Custodian for GDRs & ADRs									
	---	---	---	---	---	---	---	---	---
Grand Total (A+B+C)	5,07,68,272	2,55,495	5,10,23,767	100.00	5,08,04,758	2,19,009	5,10,23,767	100.00	---

(ii) Shareholding of promoters & promoter group:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2017)			Share holding at the end of the year (31/03/2018)			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
Promoters								
1	Mr. Chintan V. Valia	1,80,000	0.35	---	1,80,000	0.35	---	---
Promoter Group								
1	Neostar Developers LLP	2,37,42,082	46.53	---	2,37,42,082	46.53	---	---
2	Aditya Infotech Private Limited	1,21,54,262	23.82	---	1,21,54,262	23.82	---	---
3	Mrs. Raksha Valia	6,26,023	1.23	---	6,26,023	1.23	---	---
4	Paresh Parekh	6,20,028	1.22	---	6,20,028	1.22	---	---
5	Vijay Parekh	2,64,528	0.52	---	2,64,528	0.52	---	---
6	Sudhir Valia	90,523	0.18	---	90,523	0.18	---	---
	Total	3,76,77,446	73.84	---	3,76,77,446	73.84	---	---
Note	% change in shareholding during the year has been calculated on the basis of the shares outstanding as on 31 st March, 2017							

(iii) change in Promoters' and promoter group shareholding :

Sr. No.		Shareholding at the beginning of the year (01/04/2017)		Cumulative shareholding during the year (31/03/2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	at the beginning of the year	3,76,77,446	73.84	3,76,77,446	73.84
Date wise increase/(decrease) in Promoters & Promoter Group shareholding during the year					
	At the end of the year			3,76,77,446	73.84

(iv) shareholding pattern of top ten shareholders (Other than Directors, Promoters, and holders of GDRs & ADRs) as on 31st March, 2017 :

Sr. No.	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Hypnos Fund Limited				
	at the beginning of the year	17,04,990	3.34		
	Changes during the year				
	Acquired from Open Market 29/12/2017	4,00,000	0.78	21,04,990	4.13
	Acquired from Open Market 16/02/2018	24,853	0.05	21,29,843	4.17
	Acquired from Open Market 23/02/2018	16,189	0.03	21,46,032	4.21
	Acquired from Open Market 09/03/2018	8,958	0.02	21,54,990	4.22
	at the end of the year			21,54,990	4.22
2	Kirti Doshi				
	at the beginning of the year	22,34,500	4.38		
	Changes during the year				
	Sale in open market 14/07/2017	3,64,500	0.71	18,70,000	3.66
	at the end of the year			18,70,000	3.66
3	Nogard Investments Limited				
	at the beginning of the year	17,99,000	3.53		
	Changes during the year	---	---		
	at the end of the year			17,99,000	3.53

Sr. No.	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4	Bomin Finance Limited				
	at the beginning of the year	12,65,200	2.48		
	Changes during the year	---	---		
	at the end of the year			12,65,200	2.48
5	ITI Holdings and Investment Limited				
	at the beginning of the year	---	---		
	Changes during the year				
	Acquired from Open Market 02/03/2018	7,82,810	1.53	7,82,810	1.53
	at the end of the year			7,82,810	1.53
6	Vikram Pratapbhai Kotak				
	at the beginning of the year	5,20,000	1.02		
	Changes during the year				
	Sale in open market 29/09/2017	5,000	0.10	5,15,000	1.01
	Sale in open market 30/09/2017	500	---	5,14,500	1.01
	Sale in open market 13/10/2017	659	---	2,13,841	1.01
	Sale in open market 27/10/2017	250	---	5,13,591	1.01
	Sale in open market 29/12/2017	811	---	5,12,780	1.00
	Sale in open market 05/01/2018	1,780	---	5,11,000	1.00
	Acquired from Open Market 09/02/2018	60,401	0.12	5,71,401	1.12
	Acquired from Open Market 16/02/2018	6,099	0.04	5,77,500	1.13
	Acquired from Open Market 02/03/2018	2,500	---	5,80,000	1.14
	Acquired from Open Market 16/03/2018	1,000	---	5,81,000	1.14
	Acquired from Open Market 23/03/2018	1,000	---	5,82,000	1.14
	Acquired from Open Market 30/03/2018	3,000	0.01	5,85,000	1.15
	at the end of the year			5,85,000	1.15
7	Hina Kirti Doshi				
	at the beginning of the year	---	---		
	Changes during the year				
	Acquired from Open Market 21/07/2017	3,64,500	0.71	3,64,500	0.71
	at the end of the year			3,64,500	0.71
8	Gagan Dinanath Chatrurvedi	2,00,000	0.39		
	at the beginning of the year				
	Changes during the year	---	---		
	at the end of the year			2,00,000	0.39
9	Jamish Investment Private Limited	1,90,000	0.37		
	at the beginning of the year				
	Changes during the year	---	---		
	at the end of the year			1,90,000	0.37
10	Winro Commercial (India) Limited	1,80,000	0.35		
	at the beginning of the year				
	Changes during the year	---	---		
	at the end of the year			1,80,000	0.35
Note : Decimals beyond two points ignored for the purpose of calculation of percentage of holding.					

(V) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increase/ decrease in share holding	Reason	Shareholding at the end of the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
	Directors							
1.	Mr. Chintan V. Valia (Non Executive Chairman)	1,80,000	0.35	---	---	---	1,80,000	0.35
2.	Mr. Pankaj Bhuta (Independent Director)	7,729	0.02	---	---	---	7,729	0.02
	Key Managerial Personnel							
1.	Mr. Muthukumar Ganesan (Chief Financial Officer)	7,300	0.02	---	---	---	7,300	0.01

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding /accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
				(₹)
Indebtedness at the beginning of the year				
i) Principal Amount	---	1,96,96,00,000	---	1,96,96,00,000
ii) Interest due but not paid	---	6,54,53,044	---	6,54,53,044
iii) Interest accrued but not due	---	---	---	---
Total (I + ii + iii)	---	2,03,50,53,044	---	2,03,50,53,044
Change in indebtedness during the year				
• Addition	1,50,00,00,000	1,19,47,60,799	---	2,69,47,60,799
• Reduction	1,50,00,00,000	---	---	1,50,00,00,000
Net change	---	1,19,47,60,799	---	1,19,47,60,799
Indebtedness at the end of the year				
i) Principal Amount	---	3,16,43,60,799	---	3,16,43,60,799
ii) Interest due but not paid	---	2,60,50,806	---	2,60,50,806
iii) Interest accrued but not due	---	---	---	---
Total (I + ii + iii)	---	3,19,04,11,605	---	3,19,04,11,605

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Particulars of Remuneration	Name of the KMP
		Prateek Tayal
		(Manager under the Companies Act)
1	Gross salary	(₹)
	(a) Salary as provisions contained in section 17(1) of the Income tax Act, 1961 (*)	34,53,832
	(b) Value of perquisites under section 17(2) of the Income tax Act, 1961	---
	(c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	---
2	Stock Option	---
3	Sweat Equity	---
4	Commission	
	- As % of profit	---
	- Others	---
5	Others	---
	Total (A)	34,53,832
	Ceiling as per the Act	84,00,000

VIII. REMUNERATION OTHER DIRECTORS :

Sr. No.		Chintan Valia	Khyati Valia	Shaily Maheshwari	Pankaj Bhuta	Alok Kumar Misra	Total Amount
		Non Executive Directors			Independent Directors		
		(A)	(B)	(C)	(D)	(F)	
		(₹)	(₹)	(₹)	(₹)	(₹)	
1	Fees for attending Board and committee meetings	4,70,000	3,50,000	1,75,000	4,70,000	4,70,000	19,35,000
2	Commission	----	----	----	----	----	----
3	Other	----	----	----	----	----	----
4	Total	4,70,000	3,50,000	1,75,000	4,70,000	4,70,000	19,35,000
5	Total managerial remuneration	4,70,000	3,50,000	1,75,000	4,70,000	4,70,000	19,35,000
6	Overall ceiling as per the Act	Not applicable					

IX. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/WTD/MANAGER

Sr. No.	Particulars of remuneration	S. G. Muthukumar	Haroon Mansuri	Total
		Chief Financial Officer	Company Secretary	
		(₹)	(₹)	
1.	Gross salary			
	a) Salary as provisions contained in section 17(1) of the Income tax Act, 1961	---	11,82,126	11,82,126
	b) Value of perquisites under section 17(2) of the Income tax Act, 1961	---	1,280	1,280
	c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	---	---	---
2.	Stock Options	---	---	---
3.	Sweat Equity	---	---	---
4.	Commission	---	---	---
	- As % of profit	---	---	---
	- Others	---	---	---
5.	Other	---	---	---
	Total	---	11,83,406	11,83,406

X. PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief description	Details of penalties/punishments/compounding of offences	Authority RD/NCLT/Court	Appeal made, if any Details
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers in default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Form no. MR-3
Secretarial Audit Report

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the Financial Year Ended March 31, 2018

To,
The Members,
Fortune Financial Services (India) Limited
2103, Naman Midtown,
"A" Wing, Senapati Bapat Marg,
Elphinstone Road (W),
Mumbai- 400013.

Dear Members,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Fortune Financial Services (India) Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
4. The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; **(Not applicable during the Audit period)**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
6. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI') **were not applicable** to the Company under the financial year under report:-
 - a. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. There are no major head / groups of Acts, Laws and Regulations as specifically applicable to the Company except for general laws.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except for the *appointment of Independent Director in its Material Subsidiary - Antique Stock Broking Limited* as required under regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that the Company has generally complied with the Secretarial Standards issued by the Institute of Company Secretaries of India. Further the Company has generally complied with respect to event based filing of e-forms to be filed with Registrar of Companies.

I further report that

Due to the appointment of Mr. Chintan Valia (Non Executive Director) as Chairperson of the Board of Directors w. e. f. 08th September 2017, the Company is short of one Independent Director on Board as contemplated in the proviso to regulation 17(1) (b) of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 and hence, the Board of Directors of the Company is not duly constituted with proper balance of Non-Executive Directors and Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the following specific events took place:

1. As mentioned in previous years audit report w.r.t. amalgamation of The Investment Trust of India Limited (earlier known as ITI Wealth Management Private Limited) with the Company wherein the order from Chennai (Madras) NCLT was awaited, has been received by the Company during the year under review vide order dated December 13, 2017 and pursuant to said scheme:
 - a. The Company's name to be changed THE INVESTMENT TRUST OF INDIA LIMITED. Company has not received formal approval from the concerned authority;
 - b. The Board of Directors at their meeting held on January 01, 2018 issued and allotted 2,25,000 1% Redeemable Preference shares of ₹ 100 each fully paid to the equity and preference shareholders of The Investment Trust of India Limited (transferor Company);
2. The Board of Directors at their meeting held on April 25, 2017 approved the Scheme of Amalgamation of Fortune Integrated Assets Finance Limited ('FIFAL' or the Transferor Company) with Fortune Financial Services (India) Limited ('FFSIL' or the Transferee Company) and their respective shareholders providing for the merger of FIFAL with FFSIL.
3. Acquisitions/Share purchase:
 - a. The Company entered into share purchase agreement with the shareholders of IRC Credit Management Services Private Limited for acquisition of 10,000 equity shares of ₹ 10 each fully paid aggregating to ₹ 1.00 lakh. Consequent to entering in to the above agreement, the Company has acquired 10,000 equity shares of Rs. 10 each fully paid aggregating to ₹ 1.00 lakh of IRC Credit Management Services Private Limited on April 28, 2017. In view of acquisition of these equity shares, IRC Credit Management Services Private Limited has become the wholly owned subsidiary of the company effective from April 28, 2017;
 - b. The Board of Directors at their meeting held on April 25, 2017 approved the acquisition of 49,00,000 equity shares of ₹ 10 each fully paid of ITI Gilts Private Limited (earlier known as Crest Debt Capital Markets Private Limited). The Company was already holding 51% of the paid up capital of ITI Gilts Private Limited and consequent to such acquisition of these 49,00,000 equity shares, ITI Gilts Private Limited has become the wholly Owned Subsidiary of the Company.
4. The Company's equity shares were permitted to be traded on the platform of the National Stock Exchange of India w. e. f. August 02, 2017 and accordingly the Company's shares were listed on National Stock Exchange.
5. Alteration of Memorandum of Association:
 - a. The Company altered its Memorandum of Association for increase in Authorised capital of the Company from ₹ 60 crores to ₹ 100 crores by passing special resolution in its 26th Annual General Meeting held on September 09, 2017;
 - b. The Company altered its Memorandum of Association for increase in Authorised capital of the Company from ₹ 100.00 crores to ₹ 105.25 crores pursuant to the order passed by the Bombay High Court and the National Company Law tribunal (NCLT) Chennai bench for approving the Scheme of amalgamation of ITI Wealth Management Limited with the Company;
 - c. The Company altered its Object clause of Memorandum of Association by passing special resolution (resolution deemed to be passed on October 18, 2017) through postal ballot (notice dated September 8, 2017) by adding sub clause nos. 6, 7 & 8 (as mentioned in the notice of the postal ballot) after the existing sub clause no. 5 and renumbering the remaining sub clauses numbers thereafter.
6. The Members of the Company at their Extra Ordinary General meeting held on March 27, 2018 approved the following:
 - a. to divest the investments held in one of its material unlisted subsidiary viz ITI Reinsurance Limited;
 - b. Raising of funds by way of private placement by issuing 30,000 optionally convertible debentures of face value of ₹ 1,00,000/- aggregating to ₹ 300 Crores. Accordingly, the Board of Directors allotted the said securities on March 27, 2018.
 - c. Adjustment of amount received against application money for Debentures

Dinesh Kumar Deora
Practising Company Secretary

FCS NO. 5683
C P NO. 4119

Place : Mumbai

Date : 20th April, 2018

Note: This report is to be read with our letter of even date that is annexed as Annexure - I and forms an integral part of this report.

To
The Members,
Fortune Financial Services (India) Limited
2103, Naman Midtown,
"A" Wing, Senapati Bapat Marg,
Elphinstone Road (W),
Mumbai- 400013.

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Dinesh Kumar Deora
Practising Company Secretary

FCS NO. 5683
C P NO. 4119

Place : Mumbai
Date : 20th April, 2018

CORPORATE GOVERNANCE REPORT

Corporate Philosophy

Your Company converge good corporate governance, focus on enhancement of long term value creation for all stakeholders and conduct the business in accordance with the highest ethical standards and sound corporate governance practice. Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which relates to corporate governance, was revised from time to time, making far reaching amendments in the code.

The primary purpose of corporate leadership is to create wealth legally and ethically. This translates to bring a high level of satisfaction to five constituents - customers, employees, investors, vendors and the society-at-large.

Your Company confirms the compliance of corporate governance, in all material aspects, with the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of which are given below:

I Board of Directors:

a) Composition of the Board

The Board comprises of eminent persons with considerable professional experience from varied disciplines. The present strength of the Board as on 31st March, 2018 is five Directors. Out of these Directors, two are Independent Directors and two Woman Non Executive Directors and the Chairman is Non Executive from promoter group thus comply with the requirement of the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except for requirement of one more Independent Director.

Table 1: Composition of the Board, attendance record, membership of Board Committees

Name	Category	Attendance		Other Director-ships (other than Pvt. Ltd. Cos.)	Committees	
		Board Meeting	Last AGM		Chairman ship	Member ship
Mr. Chintan V. Valia (1) & (2) (DIN : 05333936)	NEC	10	Yes	10	5	1
Ms. Khyati Valia (1) (DIN : 03445571)	NED	10	No	5	1	--
Mr. Pankaj Bhuta (DIN : 00171570)	NE-ID	10	Yes	4	1	1
Mr. Alok Kumar Misra (2) (DIN : 00163959)	NE-ID	10	Yes	5	1	4
Ms. Shaily Maheshwari (3) (DIN ; 07528792)	NE-D	5	No	1	1	--

NED – Non Executive Director

NE ID – Non Executive Independent Director

- (1) Mr. Chintan V. Valia and Ms. Khyati Valia are related to each other
- (2) Mr. Chintan Valia has been appointed as Non Executive Chairman w e f 8th September, 2017
- (3) Appointed as an Additional Non Executive Director with effect from 8th September, 2017

Changes in Directorate during the financial year:

1. Ms. Shaily Maheshwari has been appointed as an Additional Non Executive Director w e f 8th September, 2017

Notes:

- As on 31st March, 2018 the Company had 5 (Five) Directors.
- None of the Directors on the Board holds memberships of more than ten mandatory committees or Chairmanship of more than five committees. The Company has received the necessary declarations from the Directors.
- Other directorships do not include directorships in private limited companies, section 8 companies, companies incorporated outside India and alternate directorships.
- Memberships and/or Chairmanships of the Board Committees include Audit Committee and Stakeholder Relationship Committee.
- The Company did not have any pecuniary relationship or transactions with Non- Executive Directors during the year ended 31st March, 2018 except for the payment of sitting fees.

b) Number of Board Meetings

During the year 2017 - 2018, ten meetings of the Board of Directors were held.

The maximum gap between any two meetings had been not more than 120 days.

All meetings were well attended.

Table 2 – Attendance in the Board meetings

Sr. No.	Date of Board meetings	Total strength of the Board	No. of Directors present
1.	25 th April, 2017	4	4
2.	17 th May, 2017	4	4
3.	25 th May, 2017	4	4
4.	8 th September, 2017	4	4
5.	25 th November, 2017	5	5
6.	7 th December, 2017	5	5
7.	1 st January, 2018	5	5
8.	5 th February, 2018	5	5
9.	1 st March, 2018	5	5
10.	27 th March, 2018	5	5

c) Exclusive meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 27th March, 2018 to review the performance of Non-independent Directors and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

d) Number of shares held as on 31st March, 2018 by non promoter Directors :

Mr. Pankaj Bhuta - 7,729 equity shares

e) Code of Conduct :

The Company has adopted a 'Code of Conduct' for the members of the Board of Directors and the senior management. All Board members have affirmed compliance with the code. A declaration to this effect signed by the Director is given in this report.

II Committees of the Board

The Board has four major committees :

- a)** Audit Committee
- b)** Nomination and Remuneration Committee
- c)** Stakeholders Relationship Committee, and
- d)** Internal Finance Committee.

The quorum for meeting is either two members or one-third of the members of the committee, whichever is higher. All decisions pertaining to the constitution of the committees, appointment of members and fixing of terms of reference for the committee is taken by the Board of Directors.

Details on the role and composition of these committees, including number of meetings held during the financial year and the attendance of the members at these meetings, are provided below:

a) Audit committee

The Audit Committee comprises of three members viz. Mr. Chintan V. Valia, Mr. Pankaj Bhuta, and Mr. Alok Kumar Misra. In compliance with Regulation 18 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, two members of the Audit Committee including the Chairman of the committee are independent Directors. All the members are 'financially literate' as required by Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have 'accounting or related financial management expertise'.

Terms of reference

The broad terms and reference of Audit Committee are

- (a) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- (d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- (e) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- (f) changes, if any, in accounting policies and practices and reasons for the same;
- (g) major accounting entries involving estimates based on the exercise of judgment by management;
- (h) significant adjustments made in the financial statements arising out of audit findings;
- (i) compliance with listing and other legal requirements relating to financial statements;
- (j) disclosure of any related party transactions;
- (k) modified opinion(s) in the draft audit report;
- (l) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (m) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (n) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (o) approval or any subsequent modification of transactions of the Company with related parties;
- (p) scrutiny of inter-corporate loans and investments;
- (q) valuation of undertakings or assets of the Company, wherever it is necessary;
- (r) evaluation of internal financial controls and risk management systems;
- (s) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (t) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (u) discussion with internal auditors of any significant findings and follow up there on;
- (v) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (w) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (x) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (y) to review the functioning of the whistle blower mechanism;
- (z) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (aa) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

- a) management discussion and analysis of financial condition and results of operations;
- b) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) internal audit reports relating to internal control weaknesses;
- e) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) statement of deviations;
- g) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- h) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Table : 3

Sr. No.	Date of Committee meetings	Total strength of the Committee	No. of members present
1.	25 th April, 2017	3	3
2.	17 th May, 2017	3	3
3.	8 th September, 2017	3	3
4.	7 th December, 2017	3	3
5.	5 th February, 2018	3	3
6.	27 th March, 2018	3	3

The Audit Committee met six times during the year under review on 25th April, 2017, 17th May, 2017; 8th September, 2017, 7th December, 2017, 5th February, 2018 and 27th March, 2018

Table 4: Composition and attendance of members of the committee

Sr. No.	Name	Status	No. of meetings attended
1.	Mr. Pankaj Bhuta- Independent Director	Chairman	6
2.	Mr. Chintan Valia - Non Executive Director	Member	6
3.	Mr. Alok Kumar Misra – Independent Director	Member	6

There is a participation of Statutory Auditors, Internal Auditors and Chief Financial Officer of the Company in the committee meetings. Mr. Haroon Mansuri, Company Secretary acts as the Secretary of the committee.

The Chairman of the Audit Committee briefs the Board members about the significant discussions at Audit Committee meetings. Minutes of the Audit Committee meetings are also circulated to the members of the Board, discussed and taken on record by the Board.

b) Stakeholder Relationship Committee

Company has a Board level Stakeholders Relationship Committee to examine and redress shareholders complaints. The status on complaints and share transfers is reported to the Board in quarterly meetings.

Terms of reference

The Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

In addition to the above, the committee shall also

1. Oversee and review all matters connected with the transfer of the Company's securities.
2. Monitor redressal of investors' / shareholders' / security holders' grievances.
3. Oversee the performance of the Company's Registrar and Transfer Agents.
4. Recommend methods to upgrade the standard of services to investors.
5. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

The committee consists of three non executive Directors

During the year under review, four meetings were held on 17th May, 2017; 8th September, 2017, 7th December, 2017 and 5th February, 2018.

Table 5: Composition and attendance of members of the committee

Sr. No.	Name	Status	No. of meetings attended
1	Mr. Chintan V. Valia - Non Executive Director	Chairman	4
2	Mr. Pankaj Bhuta - Independent Director	Member	4
3	Mr. Alok Kumar Misra - Independent Director	Member	4

The Board has designated Mr. Haroon Mansuri, Company Secretary as the Compliance Officer.

During the year under review, no complaint was received from any shareholder. There were no pending complaints either at the beginning or at the end of the year.

The Board has delegated the power of share transfer to the Registrar and Share Transfer Agent viz. Purva Sharegistry (India) Private Limited, Shivshakti Industrial Estate, Unit No.9, 7/B, Sitaram Mill Compound, J.R. Boricha Marg, Lower Parel, Mumbai – 400 011 who process the share transfer applications.

c) Nomination and Remuneration Committee

The Company has Nomination and Remuneration Committee comprising of one Non Executive Director Mr. Chintan V. Valia & and two independent Directors viz. Mr. Pankaj Bhuta and Mr. Alok Kumar Misra .

The Company does not have any executive directors on the Board.

Terms of reference

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) The purpose of Nomination and Remuneration Committee is to look into the entire gamut of remuneration package for executive directors and senior management personnel, revise their remuneration in compliance with applicable provisions of the Companies Act, 2013 and Schedule V of the said Act as may be applicable, decide on commission if any, payable to the Directors within the prescribed limits and as approved by the shareholders of the Company, formulate compensation and incentive policy to be followed by the Company, formulate and administer employee welfare related schemes such as Employee Stock Options, Superannuation Fund, Gratuity Fund etc.
- (7) The Nomination and Remuneration committee determines and makes recommendations to the Board regarding compensation payable to the directors. The compensation in respect of Board members is approved by the shareholders and separately disclosed in the financial statement. The Nomination and Remuneration Committee recommends/reviews remuneration/compensation to executive directors, based on performance and pre-determined criteria.
- (8) The Nomination and Remuneration policy of the Company is directed towards rewarding performance, based on periodic review of achievements by the employees at all levels. The remuneration/ compensation policy is in consonance with the existing industry practice.

Table 6: Composition and attendance of members of the committee

Sr. No.	Name	Status	No. of meeting(s) attended
1.	Mr. Alok Kumar Misra - Independent Director	Chairman	-
2.	Mr. Chintan V. Valia - Non Executive Director	Member	-
3.	Mr. Pankaj Bhuta - Independent Director	Member	-

The non-executive directors on the Board are entitled to sitting fees as determined by the Board from time to time.

Meetings

During the year under review no meeting was held.

e) Internal Finance Committee

The broad terms of reference are as follows:

- Review of Company's financial policies and minimization procedures, strategies and capital structure, working capital and cash flow management and make such reports and recommendations to the Board with respect thereto as it may deem advisable.
- Review banking arrangements and cash management.
- Exercise all powers to borrow moneys (otherwise than by issue of debentures) and taking necessary actions connected therewith including refinancing for optimization of borrowing costs.
- Giving of guarantees, issuing of letter of comfort, providing securities within the limits approved by the Board, provide corporate guarantee, performance guarantee by the Company within the limits approved by the Board.
- Carry out any other functions as is mandated by the Board from time to time and/or enforced by any statutory notifications, amendments or modifications as may be applicable.
- Other transactions or financial issues that the Board may desire to have them reviewed by the Committee.
- Delegate authorities from time to time to the Executives/authorised persons to implement the decisions of the Committee.
- Regularly review and make recommendations about changes to the charter of the Committee.
- To decide, manage, approve and take on record any matter or clarification pertaining to the raising of funds through issue of shares by the Company

- To invest surplus funds of the Company for short term or long term in securities, debt market, debentures, mutual funds government securities, commercial papers, inter corporate deposits, fixed deposits in companies, banks financial institutions and to disinvest the investments at any time subject to the approval of members as may be required from time to time
- To decide, manage, approve and take on record any matter or clarification pertaining to the raising of funds through issue of shares by the Company.

Table No. 7 Composition of Internal Finance Committee -

Sr. No.	Name	Status
1.	Mr. Chintan V. Valia - Non Executive Director	Chairman
2.	Mr. Pankaj Bhuta - Independent Director	Member
3.	Mr. Alok Kumar Misra - Independent Director	Member

During the year under review no meeting was held.

III Management:

Management Discussion and Analysis:

The annual report has a detailed chapter of Management Discussion and Analysis.

Disclosures

a) Subsidiary Companies:

In accordance with Regulation 24 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on audited financial statements for the year ended 31st March, 2018 Fortune Credit Capital Limited, Antique Stock Broking Limited and ITI Reinsurance Limited are the material non-listed subsidiary companies.

The financial statements, investments, a statement of significant transactions and the minutes of the subsidiary companies are placed in the quarterly Board meetings for review by the Board of Directors of the holding Company.

b) Related party transactions

- 1) Transactions with the related parties are disclosed in notes to accounts in the annual report as required under Accounting Standard 18 ("AS 18") issued by The Institute of Chartered Accountants of India.
- 2) There were no transactions of material nature which have been entered into by the Company with its Promoters, Directors, Management, Subsidiaries or relatives etc. that may have potential conflict with the interest of the Company.
- 3) The related party transactions are not in conflict with the interest of shareholders

c) Accounting treatment in preparation of financial statement

The Company follows the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and in the preparation of the financial statement, the Company has not adopted a treatment different from that prescribed by the Accounting Standards.

d) Code for Prevention of Insider Trading

In compliance with the SEBI regulations on prevention of insider trading, the Company has adopted a code of conduct for prevention of insider trading in the shares of the Company. The code inter-alia prohibits purchase/sale, dealing of shares of the Company by the Directors, senior management personnel and Officers of the Company while in possession of unpublished price sensitive information of the Company. The Company regularly issues Trading Window Closure Notice to all concerned, BSE Limited and also the same is uploaded in the Company's website.

e) Certification by Chairman & Chief Financial Officer

As required by Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chintan V. Valia Chairman and Mr. Muthukummar Ganesan, Chief Financial Officer of the Company have certified to the Board that for the financial year ended 31st March, 2018 the Company has complied with the requirements of the said sub clause.

f) Pledge of equity shares of the Company

As on 31st March, 2018 no equity shares of the Company were pledged by any promoter and/or their relatives.

IV General Shareholder Information

a) Disclosure regarding appointment/re-appointment of Directors

At the ensuing annual general meeting of the members of the Company, scheduled to be held on 26th December, 2018.

Mr. Chintan Valia, Director of the Company, retires by rotation and being eligible has offered himself for re-appointment.

b) Means of communication

The Company's website www.itigroup.co.in contains a separate section viz. "Investor Relationship" under which shareholders information is available in a user friendly and downloadable form.

• **Quarterly Results :**

Quarterly consolidated results are published in Free Press Journal and Navshakti newspapers and the same together with stand-alone results are posted on Company's website – www.itigroup.co.in

• **Annual Report :**

Annual report containing the audited stand-alone & consolidated accounts and accounts of the subsidiary companies together with Auditors' Reports, Directors Reports, Corporate Governance reports and Management Discussion and Analysis is posted on the Company's website – www.itigroup.co.in.

Apart from quarterly results and annual reports of the Company, the Company's website also contains summary of financial performance for the last five years, shareholding pattern and contact information.

c) **General Body Meetings**

Table 8: The details of the last three annual general meetings:

Year	Date & Time	Venue	Details of the special resolutions passed	
2017	8 th September, 2017 At 11.00 a m	Matunga Gujarati Club Limited, K. K. Shah Conference Hall, 2 nd Floor, Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai - 400 019	1	Raising of funds
			2	Alteration of Memorandum of Association for increase in Authorised Capital of the Company
			3	Approval of FFSIL - Employees Stock Option Plan 2017
			4	Approval of Fortune Financial Services (India) Limited - Employees Stock Option Plan 2017 to the employees of Subsidiary Company(ies)
			5	Grant of Options to issue securities equal to or exceeding One per cent but not exceeding Three per cent of the issued Capital of the Company during any One financial year to identified employees under FFSIL - Employees Stock Option Plan 2017
2016	8 th August, 2016 at 10.00 a m	Matunga Gujarati Club Limited, K. K. Shah Conference Hall, 2 nd Floor, Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai - 400 019	1	Appointment of Mrs. Deena Mehta as an Independent Director.
2015	13 th August, 2015 at 11.00 a m	Naman Midtown, "A" Wing, 20 th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013	1	Alteration of Memorandum of Association for inserting new object clause
			2	Loans and Investments by Company under section 186 of the Companies Act, 2013
			3	Amendments to the Memorandum of Association of the Company
			4	Adoption of new set of Articles of Association of the Company inter-alia pursuant to Companies Act, 2013
			5	Related Party Transaction

Table 9: Postal Ballot :

During the year under review one resolution was passed through Postal Ballot.

Sr. No.	Date of Postal Ballot Notice	Date of passing of the resolutions	Particulars of resolutions passed through Postal Ballot
1.	8 th September, 2017	18 th October, 2017	Alteration of Object Clause of the memorandum of Association of the Company

In terms of the provisions of Rule 22 of the Companies (Management & Administration) Rules, 2014, M/s. D M & Associates, Company Secretaries LLP a Practicing Company Secretary Firm, was appointed as Scrutinizer for conducting Postal Ballot.

Notice of the Postal Ballot along with Explanatory Statement, Postal Ballot Form and Self addressed postage prepaid envelope were sent to the shareholders of the company and all other persons who were entitled to receive the same.

The Postal Ballot Forms received up to the closing hours on 17th October, 2017 were considered for determining the votes.

The result for the postal ballot was announced by the Director of the company on 18th October, 2017 at 5.00 p. m. at the registered office situated at Naman Midtown, "A" Wing, Unit No. 2103, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013.

Table 10 : Postal Ballot Results :

Resolutions	Particulars		
	No. of valid votes polled	Votes casted in favour of the Resolution	Votes casted against the Resolution
Alteration of Object Clause of the Memorandum of Association of the Company	387,82,618	387,82,613	5

During the year one Extra Ordinary General Meeting of the members of the company was held on 27th March, 2018.

Table 11 : E G M Details

Sr. No.	Particulars	Remarks
1	Date of EGM Notice	1 st March, 2018
2	Date of EGM	27 th March, 2018
3	Resolutions passed at the EGM	1) Issue of upto 30,000 Optionally Convertible Debentures 2) Disinvestment in ITI Reinsurance Limited, a material subsidiary 3) Adjustment of amount received against application money for Debentures

- Ensuing annual general meeting:

Day & Date : Wednesday, 26th December, 2018

Time : 10.00 a m

Venue : Matunga Gujarati Club Limited, M. V Savani Hall, 2nd Floor,
Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai 400 019

Last date for receipt of proxies

The proxy forms duly filled and signed by the members be sent to the Company at its registered office latest by 24th December, 2018 (before 10.00 a m)

Table 12 : Financial Calendars

Financial Year	April 2018 – March 2019
First quarter results	August 2018
Second quarter results	November 2018
Third quarter results	February 2019
Annual audited results	May 2019

Table 13 :

Book closure	20 th December, 2018 to 26 th December, 2018 (both days inclusive)	
Listing of shares	BSE Limited	National Stock Exchange
Stock Code	530023	THE INVEST
ISIN	INE924D01017	

Table 14 : FFSIL share price vis-a-vis sensx from April 2017 to March 2018 :

Month	FFSIL share price (face value ₹ 10/-)		Close	BSE Sensex		No. of shares traded	No. of Trades
	High	Low		High	Low		
	(₹)			(₹)			
April 2017	394.00	296.00	355.35	30,184.22	29,241.48	2,09,555	4,073
May 2017	385.00	301.10	337.85	31,255.28	29,804.12	1,43,139	2,196
June 2017	354.95	310.25	321.00	31,522.87	30,680.66	94,961	1,520
July 2017	362.00	295.00	319.90	32,672.66	31,017.11	4,83,710	1,885
August 2017	329.00	265.00	278.45	32,686.48	31,128.02	69,317	1,100
September 2017	299.30	255.00	263.45	32,524.11	31,081.83	1,26,463	978
October 2017	285.00	255.60	274.95	33,340.17	31,440.48	48,658	657
November 2017	287.30	262.00	275.50	33,865.95	32,683.59	40,812	505
December 2017	300.00	262.00	283.30	34,137.97	32,565.16	2,52,360	886
January 2018	298.30	232.00	248.65	36,443.98	33,703.37	5,02,525	616
February 2018	279.80	215.60	245.05	36,526.83	33,482.81	3,03,924	1,464
March 2018	249.00	199.50	213.25	34,278.63	32,483.84	73,169	760

Source: www.bseindia.com

FFSIL Price Comparison with BSE Index

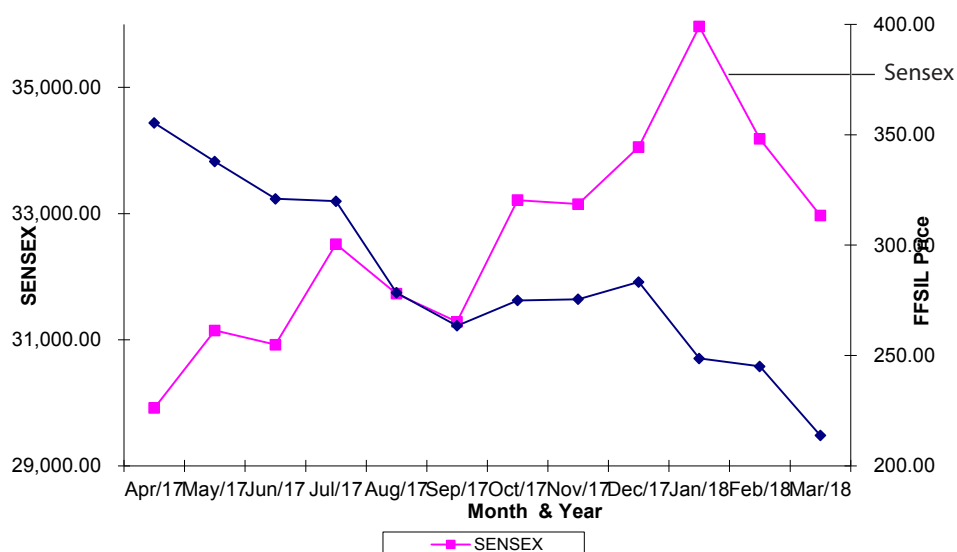


Table 15 : FFSIL share price vis-a-vis NIFTY form April 2017 to March 2018 :

Month	FFSIL share price (face value ₹ 10/-)		Close	BSE Sensex		No. of shares traded	No. of Trades
	High	Low		High	Low		
	(₹)			(₹)			
April 2017	N A	N A	N A	N A	N A	N A	N A
May 2017	N A	N A	N A	N A	N A	N A	N A
June 2017	N A	N A	N A	N A	N A	N A	N A
July 2017	N A	N A	N A	N A	N A	N A	N A
August 2017	337.80	257.00	284.95	10,114.65	9,710.80	53,699	1,160
September 2017	298.00	250.00	264.45	10,153.10	9,735.75	1,07,698	1,672
October 2017	294.00	250.00	271.00	10,363.65	9,859.50	1,12,435	1,479
November 2017	286.00	260.00	271.35	10,452.50	10,118.05	1,21,945	1,415
December 2017	295.00	260.05	283.80	10,531.50	10,044.10	4,83,615	2,514
January 2018	294.35	222.65	253.45	11,130.40	10,435.55	5,46,217	2,139
February 2018	260.00	212.00	247.60	11,016.90	10,360.40	1,91,053	2,798
March 2018	250.00	202.35	224.90	10,458.35	9,998.05	1,92,661	2,001

Source: www.nseindia.com

FFSIL Price Comparison with NIFTY Index

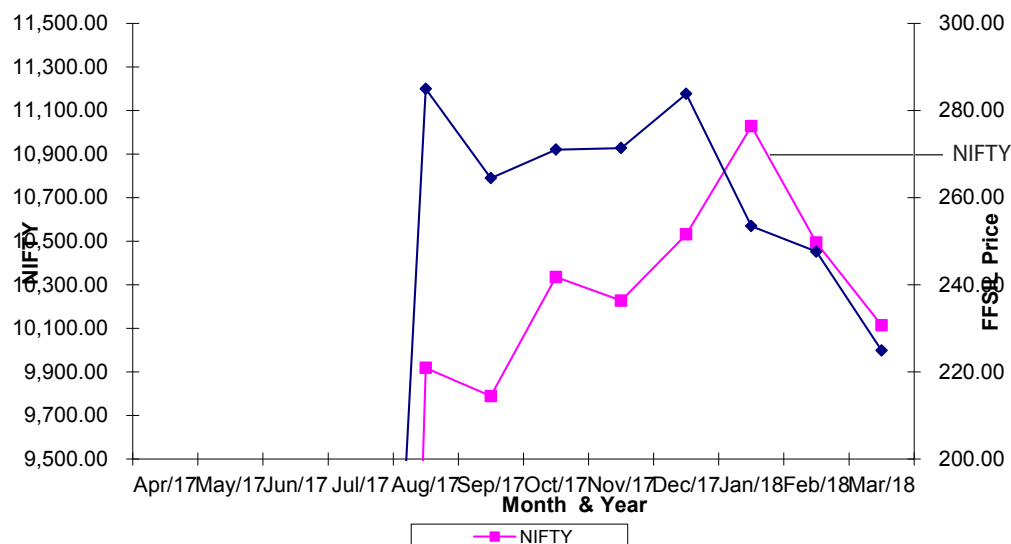


Table 16: Shareholding pattern

Category	No. of shares	% of shareholding	No. of shares	% of shareholding
	As on March 31 2018		As on March 31 2017	
Promoters				
Indian Promoters & Promoter Group	3,76,77,446	73.84	3,76,77,446	73.84
Non Promoters				
NRIs (including Foreign Corporate Bodies)	31,53,478	6.18	56,46,887	11.07
Corporate Bodies	17,32,120	3.40	14,70,215	2.88
Indian Public	84,60,723	16.58	62,29,219	12.21
Total	5,10,23,767	100.00	5,10,23,767	100.00

Table 17 : Distribution of shareholding

Category	No. of share holders	% to total	Share holding in ₹	% to total	No. of share holders	% to total	Share holding in ₹	% to total
	As on March 31 2018				As on March 31 2017			
Up to 5,000	2,196	77.05	31,70,120	0.62	2,099	80.05	31,17,000	0.61
5,001 - 10,000	263	9.23	20,43,170	0.40	223	8.51	17,77,980	0.35
10,001 - 20,000	168	5.90	24,47,320	0.48	118	4.50	17,59,310	0.34
20,001 - 30,000	51	1.79	12,79,340	0.25	36	1.37	8,97,040	0.17
30,001 - 40,000	29	1.02	10,38,170	0.20	14	0.53	4,97,190	0.10
40,001 - 50,000	22	0.77	10,53,020	0.21	17	0.65	8,01,630	0.16
50,001 - 1,00,000	46	1.61	32,83,720	0.64	40	1.53	28,52,460	0.56
1,00,000 & above	75	2.63	49,59,22,810	97.20	75	2.86	49,85,35,060	97.71
Total	2,850	100.00	51,02,37,670	100.00	2,622	100.00	51,02,37,670	100.00

Table 18 : Category wise summary of shareholding

Category	No. of Share holders	No. of shares	% of Share holding	No. of Share holders	No. of shares	% of Share holding
	As on March 31 2018			As on March 31 2017		
Resident Individuals	2,564	76,72,255	15.04	2,384	77,61,809	15.21
Foreign Corporate Bodies	2	30,64,200	6.01	2	30,64,200	6.01
Foreign Institutional Investors	1	21,54,990	4.22	2	24,87,800	4.88
Bodies Corporate	79	3,76,28,464	73.75	75	3,73,66,559	73.23
HUFs	115	1,86,062	0.36	87	1,75,618	0.34
Clearing Members	45	1,05,469	0.21	40	57,447	0.11
Non Resident Indians	34	89,278	0.17	31	94,887	0.19
Trust	1	68,417	0.13	1	15,447	0.03
LLP	7	14,185	0.03	--	--	--
NBFC	1	3,754	0.01	--	--	--
IEPF	1	36,693	0.07	--	--	--
Total	2,850	5,10,23,767	100.00	2,622	5,10,23,767	100.00

• **Dematerialization of shares:**

The equity shares of the Company are compulsorily traded in dematerialized form and the same are available for trading on both depositories. – Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).

Table 19 : The breakup of the shares held in physical & demat form

Particulars	No. of shares	%	No. of shares	%
	As on March 31 2018		As on March 31 2017	
Held in Demat form				
- CDSL	95,66,246	18.75	86,04,634	16.86
- NSDL	412,38,512	80.82	4,21,63,638	82.64
	5,08,04,758	99.57	5,07,68,272	99.50
Held in physical form	2,19,009	0.43	2,55,495	0.50
Total	5,10,23,767	100.00	5,10,23,767	100.00

In terms of circular No. Cir/ISD/3/2011 issued by SEBI, the entire shareholding of the promoters and promoter group as on March 31 2018 is in demat form.

Table 20 : Details of funds raised during the last three financial years

Financial year	Particulars	Amount raised (₹ in lakhs)	Impact on paid up equity capital of the Company
2016-2017	Allotment of 2,26,77,777 equity shares of ₹ 10 each at a premium of ₹ 80 per equity share to the promoters and promoter group on preferential basis	20,409.99	On issue of 2,26,77,777 equity shares of ₹ 10 each fully paid, at a premium of ₹ 80 per equity shares the total paid up equity capital increased from ₹ 2,834.60 lakhs divided in to 2,83,45,990 equity shares of ₹ 10 each fully paid to ₹ 5,102.38 lakhs divided in to 5,10,23,767 equity shares of ₹ 10 each fully paid
2015-2016	During the year no shares have been issued	---	Not applicable
2014-2015	Allotment of 1,54,66,700 equity shares of ₹ 10 each at a premium of ₹ 65 per equity share to the promoters and promoter group on preferential basis	11,600.03	On issue of 1,54,66,700 equity shares of ₹ 10 each fully paid, the total paid up equity capital increased from ₹ 1,287.93 lakhs divided in to 1,28,79,290 equity shares of ₹ 10 each fully paid to ₹ 2,834.60 lakhs divided in to 2,83,45,990 equity shares of ₹ 10 each fully paid

- Outstanding GDRs / ADRs etc. : The Company has not issued any GDRs or ADRs.

Table 21: Dividend history

Financial year ended	Dividend per equity share of ₹ 10 each fully paid
	(₹)
March 31, 2012	0.50
March 31, 2011	2.00

As required under section 124 (5) of the Companies Act, 2013 the Company has transferred a sum of ₹ 6,03,187.50 to the Investor Education and Protection Fund (IEPF) during the year under review towards unclaimed dividend for the financial year 2009- 2010.

- Share Transfer System

The Shares of the Company are traded compulsorily in the demat mode on the stock exchange. All the transfers and demat/remat requests are processed within the stipulated time and are being handled by the Registrar and Share Transfer Agent. The Company periodically conducts audit of share transfers and security audit through competent professionals.

Table 22 : Address for shareholders' correspondence

Company Secretary & Compliance Officer The Investment Trust of India Limited (formerly known as Fortune Financial Services (India) Limited) Registered Office : Naman Midtown, "A" Wing, 21st Floor Unit No. 2103, Senapati Bapat Marg, Elphinstone Road Mumbai 400 013 Telephone No.: +91 -022- 4027 3600 Fax No. : +91- 022- 4027 3700 Email : cosecretary@itiorg.com Web site : www.itigroup.co.in CIN : L65910MH1991PLC062067	Registrar and Share Transfer Agent : Purva Sharegistry (India) Private Limited (Unit : The Investment Trust of India Limited) Shivshakti Industrial Estate, Unit No. 9 7/B, Sitaram Mill Compound, J.R. Boricha Marg Lower Parel, Mumbai – 400 011. Telephone : +91-22-2301 6761 / 8261 Fax : +91-22-2301 2517 e-mail : support@purvashare.com Website : www.purvashare.com
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Shareholders are requested to correspond with the share transfer agent for transfer/transmission of shares, change of address and for queries pertaining to their shareholding, dividend etc., at the address mentioned above. The shareholders may also send their suggestions, requests and complaints on email at cosecretary@itiorg.com

- E-mail id for the shareholders :

The Company has exclusive e-mail id viz. cosecretary@itiorg.com for the shareholders grievances & complaints.

- Plant locations:

The Company is engaged in financial advisory services. The Company does not have any plant, factories, industrial undertakings or workshops, hence details of plant location not applicable to the Company.

V Compliance

Compliance under Regulation 27 (2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with all mandatory requirements under Regulation 27 (2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

There were no non-compliances by the Company during the year. No penalties, strictures, imposed on the Company by stock exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

- Whistle Blower Policy & Vigil Mechanism:

The Company has formulated Whistle Blower Policy and established Vigil Mechanism for the directors and employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. None of the employees of the Company has been denied access to the Audit Committee.

The Policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board is uploaded on the Company's website at the web link <http://www.fortune.co.in/compliance.aspx>.

- Auditors' certificate on Corporate Governance :

The Company has obtained a certificate from the auditors of the Company, certifying the compliance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said certificate is annexed to the corporate governance report and forms part of the annual report.

- Compliance of Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has sent three reminders to the shareholders whose share certificates have been returned undelivered.

- Disclosure under Regulation 46 (2) (n) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- Other Disclosures

- Related party transactions

All material transactions entered into with related parties as defined under the Act and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business. These are been placed before the audit committee. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link-

<http://www.itigroup.co.in/compliance.aspx>

- Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchange or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2014-15, 2015-16 and 2016-17 respectively: NIL

- The Company has adopted Policy on Determination of Materiality for Disclosures (<http://www.itigroup.co.in/compliance.aspx>).

- The Company has duly fulfilled the following discretionary requirements as prescribed in Schedule II Part E of the SEBI Listing Regulations:

- The Company does not have the Chairman and the Managing Director.
- The auditor's report on statutory financial statement of the Company are unqualified.
- Sandeep R. Maheshwari & Co the internal auditors of the Company make presentations to the audit committee on their reports.
- Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the total issued and listed equity share capital. The audit report confirms that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL.

vi. Code of Conduct:

The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended March 31st, 2018. The annual report of the Company contains a certificate from the Director in terms of SEBI Listing regulations. The Policy has also been uploaded on the company's website (<http://www.itigroup.co.in/compliance.aspx>)

The Company has not entered in to any contract, agreement, back to back treaties/contracts/ agreements/MOUs or similar instruments with any media companies and/or their associates.

The disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the events as referred in Part A of Schedule III of the said regulations have been complied by the Company and the items referred in Part B of the Schedule III are not applicable to the Company

VI Shareholders' safeguard and other information

• Nomination facility for shareholders

As required under the applicable provisions of the Companies Act a nomination facility is made available to the shareholders of the Company. Shareholder holding shares in physical form may avail this facility.

• E mail address

In view of the Circular Nos. 17/2011 & 18/2011 dated 21st April, 2011 & 29th April, 2011 respectively issued by the Ministry of Corporate Affairs on "Green Initiative in corporate governance" whereby the Company is permitted to send the notices, annual reports and other documents in electronic mode.

In this connection the members who are holding the shares in physical form are requested to register their e mail ids and/or intimate for the change if any, of the e mail ids already registered, quoting their Folio Nos. and other details to the Registrar and Share Transfer Agent viz. Purva Shareregistry (India) Private Limited and those holding the shares in demat form are requested to register their e mail ids with their depository participants.

The Company proposes to send the notices, annual reports and other documents in electronic mode in future.

• Unclaimed dividend transfer to Investor Education & Protection Fund

Pursuant to section 124 (5) of the Companies Act, 2013 all unclaimed/unpaid dividends up to the year ended 1995 - 1996 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants for the said period(s) are requested to claim the amounts from the Registrar of Companies, Maharashtra, 100, Everest Building, Marine Lines, Mumbai - 400 020.

In terms of section 125 of the Companies Act, 2013, the unclaimed dividend for the financial years commencing from 1996 till 200 which had remained unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account) have been transferred to Investor Education and Protection Fund ("the fund").

Dates of declaration of dividends from the financial year 2010-2011 and corresponding dates when unclaimed dividends are due for transfer to the fund are given in the below mentioned table.

Table 23 : Details of unclaimed dividend

Financial year ended	Type of dividend	Date of declaration	Dividend amount	Unclaimed dividend as on 31/03/2018	Last date for claiming the dividend amount	Last date for transfer to the Fund
			(₹ in lakhs)			
31/03/2011	Final	27/08/2011	247.39	4.95	02/10/2018	02/10/2018
31/03/2012	Final	25/08/2012	64.40	1.12	30/09/2019	30/09/2019

• Payment of dividend through ECS mandate

Members who are holding the shares in physical form are requested to register their bank account details and/or intimate for the change if any, in the bank accounts details already registered, quoting their Folio Nos. and other details to the Registrar and Share Transfer Agent viz. Purva Shareregistry (India) Private Limited,

Members holding the shares in demat form are requested to register their bank account details and/or intimate for the change if any, in the bank accounts details already registered, quoting their with their depository participants.

This will enable the members to receive dividend in fast and secured mode.

Table : 24

Compliance of Corporate Governance requirements pursuant to Regulations 17 to 27 and Regulations 46(2)(b) to (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	Regulation	Compliance status Yes/No/NA	Compliance status
1	Board of Directors	17	Yes	Board composition (Refer note below)
			Yes	Board meetings
			Yes	Review of Compliance Reports
			Yes	Plan for orderly succession for appointments
			Yes	Code of Conduct
			Yes	Fees/ Compensation to non executive Directors
			Yes	Minimum information placed before the Board of Directors as specified in Part A of Schedule II
			Yes	Compliance Certificate by CEO and CFO on financial statements and the cash flow
			Yes	Risk assessment and management
			Yes	Performance evaluation of Independent Directors
2	Audit Committee	18	Yes	Composition of Committee
			Yes	Committee meetings
			Yes	Powers of committee
			Yes	Role of the committee and review of information by the committee
3	Nomination and Remuneration committee	19	Yes	Composition of Committee
			Yes	Role of the Committee
4	Stakeholders Relationship Committee	20	Yes	Composition of Committee
			Yes	Role of the Committee
5	Risk Management Committee	21	Not Applicable	Composition of Committee
			Not Applicable	Role of the Committee
6	Vigil Mechanism	22	Yes	Review of Vigil Mechanism for Directors and employees
			Yes	Direct access to the Chairperson of the Audit Committee
7	Related Party Transactions	23	Yes	Policy on materiality of related party transactions and dealing with related party transactions
			Yes	Approval including omnibus approval of the audit committee
			Yes	Quarterly review of related party transactions by the audit committee pursuant to each of the omnibus approval given
			Yes	No material related party transactions done by the Company which required shareholders approval
8	Subsidiaries of the Company	24	Partly complied	Appointment of Company's Independent Director on the Board of material subsidiary company
			Yes	Review of financial statements of subsidiary companies by the audit committee of the company
			Yes	Minutes of the Board of Directors of subsidiary companies are placed before the meeting of the Board of Directors
			Yes	Significant transactions and arrangements of subsidiary companies are placed before the meeting of the Board of Directors
8	Obligations with respect to Independent Directors	25	Yes	Maximum directorship and tenure
			Yes	Meetings of Independent Directors
			Yes	Cessation and appointment of Independent Directors
			Yes	Familiarization of Independent Directors

10	Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters	26	Yes	Membership / Chairmanship in committees
			Yes	Affirmation on compliance of Code of Conduct by the Directors and Senior Management
			Yes	Disclosure of shareholding by non executive Directors
			Yes	Disclosure by Senior Management about potential conflict of interest
			Yes	No agreement with regard to compensation or profit sharing in connection with dealings in securities of the company by Key Managerial Personnel, Directors and Promoters
11	Other corporate governance requirements	27	Yes	Compliance with discretionary requirements
			Yes	Submission of quarterly compliance report on corporate governance to the exchanges where the securities of the company are listed
12	Website	46(2)(b) to (i)	Yes	Terms and conditions for appointment of Independent Directors
			Yes	Composition of various committees of the Board of Directors
			Yes	Code of Conduct for Board of Directors and Senior Management
			Yes	Details of establishment of Vigil Mechanism / Whistle Blower Policy
			Yes	Policy on dealing with related party transactions
			Yes	Policy for determining material subsidiaries
			Yes	Details of familiarization of programs for Independent Directors

Note :

Except for requirement of one more Independent Director as on 31st March, 2018 and appointment of Independent Director from the company on the Board of one of its material subsidiary

Certificate for adherence to the Code of Conduct

[pursuant to Regulation 17(8) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

Declaration by the Director

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and senior management personnel of **The Investment Trust of India Limited (earlier known as Fortune Financial Services (India) Limited)** "Company" to whom the code of conduct is applicable have affirmed the compliance of the said code during the financial year ended March 31 2018.

Chintan V. Valia
Non Executive Chairman
(DIN : 05333936)

Mumbai, 26th October, 2018

COMPLIANCE CERTIFICATE

[pursuant to Regulation 17(8) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

Director and Chief Financial Officer certification

We, Chintan V. Valia, Chairman and S. G. Muthu Kumar, Chief Financial Officer of The Investment Trust of India Limited (earlier known as Fortune Financial Services (India) Limited) , to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee

- (1) significant changes in internal control over financial reporting during the year;
- (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Mumbai, 26th October, 2018

Chintan V. Valia
Non Executive Chairman
(DIN:05333936)

S. G. Muthu Kumar
Chief Financial Officer

Independent Auditors' Report

**To the Members of
The Investment Trust of India Limited
(Earlier known as Fortune Financial Services (India) Limited)**

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Financial Statements of **The Investment Trust of India Limited (Earlier known as Fortune Financial Services (India) Limited)** ('the Company') and its subsidiary companies (the Company and its subsidiaries together referred as 'the Group') and its associate companies, which comprise the Consolidated Balance sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information ('the Consolidated Ind AS Financial Statements').

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Company's Board of Directors is responsible for the preparation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the Consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group and its associate companies in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act as applicable. The Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Ind AS Financial Statements. The respective Board of Directors of the Group and its associate companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate companies respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of presentation of these Consolidated Ind AS Financial Statements by the Board of Directors of the Company.

Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS Financial Statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Ind AS Financial Statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Consolidated Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the Consolidated Ind AS Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors referred to in the 'Other Matter' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Group and its associate companies as at March 31, 2018;
- b) In the case of the Consolidated Profit and Loss Account, of the consolidated profit and consolidated comprehensive income of the Group and its associate companies for the year ended on that date; and

- c) In the case of the Consolidated Statement of Changes in Equity, of the consolidated changes in equity of the Company for the year ended on that date;
- d) In the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Group and its associate companies for the year ended on that date.

Emphasis of matter

We draw attention to Note 49 to the consolidated Ind AS financial statements. As referred to in the said Note, the consolidated Ind AS financial statements of the Company for the year ended March 31, 2018 were earlier approved by the Board of Directors at their meeting held on May 8, 2018 which were subject to revision by the Management of the Company so as to give effect to the Scheme of Arrangement ("Scheme") for the demerger of NBFC business of Napean Finvest Private Limited into Fortune Credit Capital Limited ("FCCL"), a wholly owned subsidiary of the Company with effect from February 15, 2018 ("appointed date"). Those financial statements were audited by us and our report dated May 8, 2018, addressed to the Board of Directors of the Company, expressed an unqualified opinion on these financial results and included an Emphasis of Matter paragraph drawing attention to the forgoing matter. Consequent to the Company obtaining the required approvals, the aforesaid consolidated Ind AS financial statements are revised by the Company to give effect to the said Scheme.

We also draw attention to Note 47 and Note 48 to the consolidated Ind AS Financial Statement regarding the Proposed Scheme 1 and Proposed Scheme 2 with effect from March 31, 2017. As referred to in the said Notes, the consolidated Ind AS financial statement of the Company for the year ended March 31, 2018 were earlier approved by the Board of Directors at their meeting held on May 8, 2018 which were subject to revision by the Management of the Company so as to give effect to the Proposed Scheme 1 and Proposed Scheme 2. The Proposed Scheme-1 and Proposed Scheme 2 are returned by the Stock Exchanges on the ground that the same is not in compliance with Clause (I)(A)(3)(b) of the SEBI Circular No. CFD/CIR/2018/2 dated January 3, 2018. The Company has provided undertaking to the Exchanges for ensuring compliance with applicable provisions of the SEBI Circulars and the same is being processed by SEBI. The Company is awaiting the response from the Exchanges. Pending the approval of the Proposed Scheme-1 and Proposed Scheme 2 from stock exchanges and various other regulatory authorities, no effect of the Proposed Scheme-1 and Proposed Scheme 2 has been given in these consolidated financial statements.

Our opinion is not modified in respect of these matters.

Other Matter

We did not audit the financial statements of three subsidiaries (including one step down subsidiary) which constitute total assets of ₹ 7,352.81 lakhs as at March 31, 2018, total revenue of ₹ 2,043.76 lakhs, total profit of ₹ 590.04 lakhs, total comprehensive income of ₹ 568.37 lakhs and net inflow amounting to ₹ 91.37 lakhs for the year then ended. These financial statements and other financial information have been audited by other auditor whose reports have been furnished to us, and our opinion on the Consolidated Ind AS Financial Statements to the extent they have been derived from such financial statements is based solely on the reports of such other auditor.

We did not audit the financial statements of an associates companies including wholly owned subsidiary of such associate company. The Consolidated Ind AS Financial Statements include net carrying cost of investment of ₹ 7,826.06 lakhs and profit of ₹ 1,792.67 lakhs in respect of an associate including wholly owned subsidiary of such associate. These financial statements have been audited by the other auditors whose report has been furnished to us, and our opinion on the Consolidated Ind AS Financial Statements, to the extent it has been derived from such financial statements, is based solely on the report of such auditor.

Our opinion on the Consolidated Ind AS Financial Statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and the reports of other auditors.
 - c. The Consolidated Balance sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of presentation of the Consolidated Ind AS Financial Statements ;
 - d. In our opinion, the Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.

- e. On the basis of the written representations received from the Directors of the Company as on March 31, 2018, taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies and its associate companies, none of the directors of the Group and its associate companies, is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our report in "Annexure A", which is based on the Auditors' Reports of the Group and its associate companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Group and its associate companies.
- g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group and its associate companies have disclosed the impact of pending litigations on its financial position of the Group and its associate companies in its Consolidated Ind AS Financial Statements as of March 31, 2018.
 - ii. The Group and its associate companies does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group and its associate companies.

For **Bathiya & Associates LLP**

Chartered Accountants

Firm Registration No. 101046W / W100063

Umesh B. Lakhani

Partner

Membership No. : 044981

Place : Mumbai

Date : May 8, 2018 [October 26, 2018 as to effect the matters discussed under 'Emphasis of Matter' section above]

Annexure 'A' to the Independent Auditors' Report

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended March 31, 2017)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **The Investment Trust of India Limited (Earlier known as Fortune Financial Services (India) Limited)** ("the Company") and its subsidiary companies (the Company and its subsidiaries together referred as 'the Group') and its associate companies as of March 31, 2018 in conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Group and its associate companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group and its associate companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, in terms of their reports referred to in the Other Matter paragraph below, are sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Group and its associate companies has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Group and its associate companies considering the essential components of internal control stated in the Guidance Note.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to three subsidiary companies (including one step-down subsidiary) and two associates company including wholly owned subsidiary of such associate, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Bathiya & Associates LLP**

Chartered Accountants

Firm Registration No. 101046W / W100063

Umesh B. Lakhani

Partner

Membership No. : 044981

Place : Mumbai

Date : May 8, 2018 [October 26, 2018 as to effect the matters discussed under 'Emphasis of Matter' section above]

Consolidated Balance Sheet As At March 31, 2018

					(₹ in lakhs)
Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	
I ASSETS					
1 Non-current assets					
(a)Property, plant and equipment	3	658.07	724.19	891.38	
(b)Capital work-in-progress	3(a)	15.04	0.35	24.88	
(c)Investment property	4	7.99	8.40	8.83	
(d)Intangible assets	5	1,484.06	768.77	1,250.01	
(e)Goodwill on consolidation		200.80	299.38	184.68	
(f)Investments in subsidiaries, associates and joint ventures	6	14,434.11	9,599.82	5,982.09	
(g)Financial assets					
(i)Investments	7	317.31	434.14	792.13	
(ii)Loans	8	658.13	880.23	892.48	
(iii)Other financial assets	9	19.61	9.52	-	
(h)Deferred tax assets (Net)		3,537.09	519.09	319.14	
(i)Other non-current assets	10	1,518.79	1,484.94	1,688.53	
2 Current assets					
(a)Inventories	11	3,760.28	3,329.32	447.27	
(b)Financial assets					
(i)Investments	12	1,279.77	30,045.72	442.13	
(ii) Trade receivables	13	6,244.01	13,959.96	5,165.56	
(iii) Cash and cash equivalents	14	4,739.30	27,677.93	1,069.47	
(iv)Other balances with bank	15	10,046.36	7,676.55	7,710.17	
(v) Loans	16	100,105.92	9,786.58	10,809.79	
(vi) Other financial current assets	17	9,524.59	3,201.01	1,184.54	
(c) Other current assets	18	846.10	781.87	614.11	
TOTAL ASSETS		159,397.33	111,187.76	39,477.19	
II EQUITY AND LIABILITIES					
1 Equity					
(a)Equity share capital	19	5,102.38	5,102.38	2,834.60	
(b)Other equity	20	48,634.32	41,084.13	20,187.80	
Non controlling interest		11,993.07	8,843.92	86.81	
2 Liabilities					
Non-current liabilities					
(a) Financial liabilities					
(i)Borrowings	21	36,807.07	10,117.17	116.03	
(b)Provisions	22	110.21	200.16	39.69	
Current liabilities					
(a) Financial liabilities					
(i) Borrowings	23	32,943.47	26,598.73	7,070.29	
(ii) Trade payables	24	7,740.46	17,116.85	7,287.41	
(iii) Other financial liabilities	25	5,195.92	1,381.82	1,319.33	
(b) Provisions	26	10,870.44	742.61	535.23	
TOTAL EQUITY AND LIABILITIES		159,397.33	111,187.76	39,477.19	
Significant accounting policies	1 to 2				
Notes forming part of the financial statements	3 to 54				

As per our Report of even date
For **BATHIYA & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.101046W / W100063

Umesh B Lakhani
Partner
Membership No.044981
Mumbai, October 26, 2018

For and on behalf of
The Investment Trust of India Limited

Chintan V Valia
Non-Executive Chairman
(DIN :05333936)

S. G. Muthu Kumar
Chief Financial Officer

Khyati C Valia
Non-Executive Director
(DIN: 03445571)

Haroon Mansuri
Company Secretary

Consolidated Statement of Profit and Loss for the year ended March 31, 2018

(₹ in lakhs)			
Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
I Income			
Revenue from operations	27	33,140.85	15,995.25
Other income	28	1,997.14	1,006.11
Total income		35,137.99	17,001.36
II Expenses:			
Purchases of stock-in-trade		9,527.44	736.66
Changes in inventories of finished goods, work-in-progress and stock-in-trade		(324.92)	-
Employee benefits expense	29	5,648.74	5,402.27
Finance costs	30	5,174.59	1,071.53
Depreciation and amortisation expense		853.15	818.61
Other expenses	31	9,655.92	5,760.95
Total expenses		30,534.92	13,790.01
III Profit before share of profit of associates, exceptional items and tax (I - II)		4,603.07	3,211.35
IV Share of profit of associates		2,050.46	771.28
V Profit before exceptional items and tax (III+IV)		6,653.53	3,982.63
VI Exceptional items (Net)	32	-	(0.89)
VII Profit before tax (V + VI)		6,653.53	3,981.74
VIII Tax expense:	33		
Current tax		1,758.82	1,252.57
Deferred tax charge/(credit)		(3,088.43)	(201.00)
Tax in respect of earlier years		(41.64)	(20.48)
Total tax expenses		(1,371.26)	1,031.09
IX Profit for the year (VII - VIII)		8,024.79	2,950.64
X Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Re-measurements of post employment benefit obligations		64.01	(26.77)
(ii) Income Tax relating to these items		(23.17)	8.99
Items that may be reclassified to profit or loss			
(i) Gains and losses arising from translating the financial statements of foreign operation		32.98	-
Other comprehensive Income for the year (net of tax)		73.81	(17.78)
XI Total comprehensive Income for the year		8,098.62	2,932.86
Profit attributable to:			
Owners		7,697.12	2,831.11
Non controlling interest		327.68	119.53
Other comprehensive Income attributable to:			
Owners		93.32	(17.78)
Non controlling interest		(19.51)	-
Total comprehensive Income attributable to:			
Owners		7,790.44	2,813.33
Non controlling interest		308.16	119.53
XII Earnings per equity share of ₹ 10 each:	42		
(1) Basic (₹)		15.09	5.69
(2) Diluted (₹)		15.09	5.69
Significant accounting policies	1 to 2		
Notes forming part of the financial statements	3 to 54		

As per our Report of even date
For **BATHIYA & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.101046W / W100063

Umesh B Lakhani
Partner
Membership No.044981
Mumbai, October 26, 2018

For and on behalf of
The Investment Trust of India Limited

Chintan V Valia
Non-Executive Chairman
(DIN :05333936)

S. G. Muthu Kumar
Chief Financial Officer

Khyati C Valia
Non-Executive Director
(DIN: 03445571)

Haroon Mansuri
Company Secretary

Consolidated Cash Flow Statement for the year ended March 31, 2018

		(₹ in lakhs)	
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	
(A) CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax and extraordinary items	6,653.53	3,981.74	
Adjustments for :			
Depreciation and amortisation expense	853.15	818.61	
Amortisation of share issue expenses	(11.89)	(56.75)	
Loss on sale of assets (net)	(6.99)	8.99	
Net (gain)/ loss on fair valuation of investments through profit and loss	327.47	(17.99)	
Adjustment on account of merger	11.68	-	
Net (gain)/ loss on sale of investments	311.26	(2.97)	
Provision for doubtful debts	-	9.45	
Assignment receivables written off	143.09	199.02	
Bad Debts / Sundry balances written off (net)	1,959.18	969.52	
Re-measurements of post employment benefit obligations	73.81	(17.78)	
General provision against standard assets	122.08	-	
Provisions for employee benefits	(132.91)	68.46	
Interest received	(8,681.06)	(3,591.69)	
Interest expense	5,067.68	1,016.40	
Dividend income	(43.79)	(10.33)	
Operating profit before working capital change	6,646.28	3,374.70	
Adjustments for :			
(Increase)/ Decrease in trade and other receivables	5,756.77	(9,773.37)	
(Increase)/ Decrease in loans and advances	(85,134.30)	(1,357.30)	
(Increase)/ Decrease in investments	28,454.69	(29,600.62)	
(Increase)/Decrease in margin money deposit, fixed deposit and other bank balances	(2,369.81)	33.62	
(Increase)/decrease in inventories	(430.96)	(2,882.04)	
(Increase)/Decrease in other liabilities	(1,545.64)	62.87	
Increase/ (Decrease) in trade payables	(6,227.24)	18,586.55	
	(54,850.20)	(21,555.61)	
Interest income	8,681.06	3,591.69	
Dividend income	43.79	10.33	
Direct taxes paid (net of refunds)	1,295.76	(847.98)	
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	(44,829.59)	(18,801.57)	
(B) CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of fixed assets	(291.39)	(185.98)	
Sale of fixed assets	16.78	7.25	
Capital work in progress	(14.69)	24.53	
(Increase)/ Decrease in non current investments	(5,186.40)	(3,356.97)	
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES	(5,475.70)	(3,511.17)	
(C) CASH FLOW FROM FINANCING ACTIVITIES			
Securities premium received	-	18,142.22	
Proceeds from share application money	-	(1.97)	
Proceeds from issue of equity shares	-	2,267.78	
Proceeds from borrowings	32,434.34	29,529.58	
Interest expense	(5,067.68)	(1,016.40)	
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	27,366.66	48,921.21	
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(22,938.63)	26,608.46	
Cash and cash equivalents at the beginning of the year	27,677.93	1,069.47	
Cash and cash equivalents at the end of the year (Refer Note No. 14)	4,739.30	27,677.93	

Note:

Reconciliation of liabilities arising from financing activities

		(₹ in lakhs)		
Particulars	As at March 31, 2017	Cash flows	Non cash changes	As at March 31, 2018
Long term borrowings	10,117.17	25,000.00	1,689.90	36,807.07
Short term borrowings	26,598.73	6,344.74	-	32,943.47
Total	36,715.90	31,344.74	1,689.90	69,750.54
Previous year's figures have been regrouped / reclassified wherever necessary.				
Significant accounting policies				
Notes forming part of the financial statements				

As per our Report of even date
For **BATHIYA & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.101046W / W100063

Umesh B Lakhani
Partner
Membership No.044981
Mumbai, October 26, 2018

For and on behalf of
The Investment Trust of India Limited

Chintan V Valia
Non-Executive Chairman
(DIN :05333936)

S. G. Muthu Kumar
Chief Financial Officer

Khyati C Valia
Non-Executive Director
(DIN: 03445571)

Haroon Mansuri
Company Secretary

Consolidated statement of changes in equity for the year ended March 31, 2018

A EQUITY SHARE CAPITAL										(₹ in lakhs)
As at April 1, 2016										2,834.60
Changes in equity										2,267.78
As at March 31, 2017										5,102.38
Changes in equity										-
As at March 31, 2018										5,102.38
(₹ in lakhs)										
B OTHER EQUITY	Share application money received pending for allotment	Capital Reserve on amalgamation	Debenture Redemption Reserve	Statutory Reserve	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Components of Equity	Total
Balance as at April 1, 2016	1.97	1,367.52	-	223.09	275.97	15,782.88	724.21	1,812.16	-	20,187.80
Profit for the year	-	-	-	-	-	-	-	2,831.11	-	2,831.11
Other comprehensive income for the year	-	-	-	-	-	-	-	(17.78)	-	(17.78)
Total comprehensive income for the year	-	-	-	-	-	-	-	2,813.33	-	2,813.33
Share issued at premium	-	-	-	-	-	18,142.22	-	-	-	18,142.22
Share issue expenses	-	-	-	-	-	(56.74)	-	(0.51)	-	(57.25)
Transfers within other equity	-	-	-	2.44	-	-	-	(2.44)	-	-
Transfer to Share Capital Account	(1.97)	-	-	-	-	-	-	-	-	(1.97)
Balance as at March 31, 2017	-	1,367.52	-	225.53	275.97	33,868.36	724.21	4,622.54	-	41,084.13
Profit for the year	-	-	-	-	-	-	-	7,697.12	-	7,697.12
Other comprehensive income for the year	-	-	-	-	-	-	-	93.32	-	93.32
Total comprehensive income for the year	-	-	-	-	-	-	-	7,790.44	-	7,790.44
Adjustment on account of equity method for associate	-	-	-	-	-	-	-	(245.80)	-	(245.80)
Addition on account of merger	-	-	-	-	-	-	-	11.68	-	11.68
Share issue expenses	-	-	-	-	-	(11.89)	-	-	-	(11.89)
Transfers within other equity	-	-	250.00	719.18	5.00	-	-	(974.18)	-	-
Equity component of compound financial instrument	-	-	-	-	-	-	-	-	5.76	5.76
Balance as at March 31, 2018	-	1,367.52	250.00	944.71	280.97	33,856.47	724.21	11,204.68	5.76	48,634.32

As per our Report of even date
For **BATHIYA & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.101046W / W100063

Umesh B Lakhani
Partner
Membership No.044981
Mumbai, October 26, 2018

For and on behalf of
The Investment Trust of India Limited

Chintan V Valia
Non-Executive Chairman
(DIN :05333936)

S. G. Muthu Kumar
Chief Financial Officer

Khyati C Valia
Non-Executive Director
(DIN: 03445571)

Haroon Mansuri
Company Secretary

Notes forming part of consolidated financial statements for the year ended March 31, 2018

1 COMPANY OVERVIEW

The Investment Trust of India Limited (the 'Company') and its Indian subsidiaries (collectively referred to as the "Group") is one of the hybrid players in the business that are present both in corporate finance as well as entire broking spectrum. The 'Group's full service portfolio consists of investment banking and corporate finance activities on the capital market side as well as advisory services, broking services in the cash and derivatives segments, currency derivatives, commodities along with depository services, lending businesses and other wealth and distribution related services.

2 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

(i) Compliance with Ind AS

In accordance with the notification issued by the Ministry of Corporate Affairs, the company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2016. These financial statements have been prepared in accordance with the Ind AS as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements for the year ended March 31, 2018 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended March 31, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at April 1, 2016 being the date of transition to Ind AS.

(ii) Basis of consolidation

The Company consolidates all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over relevant activities of the entity. Entities controlled by the Company are consolidated from the date control commences until the date control ceases. All inter-company transactions, balances and income and expenses are eliminated in full on consolidation. Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the Company."

(iii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value;

The scheme of amalgamation ("Scheme") between the Company and The Investment Trust of India Limited ("ITIL") (Formerly known as ITI Wealth Management Private Limited) was approved by the Hon'ble Bombay High Court on October 16, 2016 and from The National Company Law Tribunal (NCLT) and other applicable regulatory authorities on December 13, 2017. The Scheme between the Company and ITIL and their respective shareholders and creditors, for merger of ITIL with and into the Company has become effective from January 01, 2016, hence ITIL ceased to exist effective from January 01, 2016. The financial statements of the company include all the assets, liabilities, reserves and surplus of ITIL at their carrying amounts and in the same form as at the appointed date.

(iv) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(b) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results may differ from these estimates. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investment, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

(c) Property, plant and equipment

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

All items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on all the fixed assets except leasehold improvements and goodwill are provided on a Written Down Value Method over the estimated useful lives of assets. Leasehold improvements are amortised over the period of lease on Straight line Method. Goodwill, on the other hand, is amortised on Straight line Method.

The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act.

The residual values are not more than 5% of the original cost of the asset.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(d) Lease

Operating Lease

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(e) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, balances with bank, deposits held with banks or highly liquid short term investments with maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(f) Inventories

Inventories of Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out'. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

(g) Financial Instruments

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) those measured at amortised cost.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

Debt instruments:

The Company initially recognizes debt instruments issued on the date that they originate. All other debt instruments that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income, there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(iv) Income recognition

Interest income

Interest income from debt instruments is recognised using the effective interest rate method.

Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

(h) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

(i) Borrowings

Borrowings are initially recognised and measured at amortised cost. Subsequent to initial recognition, these borrowings are measured at amortized cost using the effective interest method, less any impairment losses.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

(j) Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss using effective interest method.

(k) Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

(l) Revenue recognition

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of GST/ Service Tax.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

Sale of goods

Sales are recognised when goods are supplied and significant risk and rewards of ownership in the goods are transferred to the buyer.

Revenue from services

Professional fees and other service charges are accounted when there is reasonable certainty of its ultimate realization / collection.

Investment banking income is accounted on the basis of the terms of agreement with the clients.

Income from broking activities is recognised on the trade dates.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

Income from distribution is accounted when there is reasonable certainty of its ultimate realisation.

Interest income is recognised on an accrual (time proportion) basis. In its two subsidiaries which are non banking financial companies, interest on Non Performing Assets (NPAs), if any, is recognised on receipt basis, as per Reserve Bank of India guidelines.

Income from depository operations is recognised on accrual basis.

Dividend Income is recognised when the right to receive dividend is established.

(m) Employee benefits

(i) Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

(ii) Defined contribution plans

The Company's contribution towards Provident Fund and Family Pension Fund, which are defined contribution, are accounted for on an accrual basis and recognised in the Statement of Profit & Loss in the year in which they incur.

(iii) Compensated absences

Compensated absences are provided for on the basis of an actuarial valuation, using projected unit credit method, as at the date of the balance sheet, actuarial gains / losses, if any, are immediately recognized in the statement of profit and loss.

(n) Foreign currency translation

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

(o) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax credit is recognised when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

(p) Earnings per share

The basic earnings per share is computed and disclosed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the year, adjusted for the effects of all dilutive potential equity shares, if any.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

- (q) The details of subsidiaries and the interest of the Company therein, included in the Consolidated Financial Statements are as under :

Name of the company	Relationship	Proportion of ownership of interest	
		As at March 31, 2018	As at March 31, 2017
Intime Equities Limited	Subsidiary	100%	100%
Intime Multi Commodity Company Limited	Subsidiary	100%	100%
Fortune Credit Capital Limited (FCCL)	Subsidiary	100%	100%
ITI Asset Management Limited	Subsidiary	*100%	*100%
Fortune Integrated Home Finance Limited	Subsidiary	100%	100%
Antique Stock Broking Limited (ASBL)	Subsidiary	100%	100%
ITI Capital Limited (ITI CL)	Subsidiary	100%	100%
Distress Asset Specialist Limited	Subsidiary	100%	100%
ITI Mutual Fund Trustee Private Limited	Subsidiary	100%	100%
Antique Stock Broking (IFSC) Limited	Subsidiary of ASBL	100%	100%
Neue Allianz Corporate Services Private Limited	Subsidiary of ITI CL	66.67%	66.67%
The Investment Trust of India Limited #	Subsidiary	-	75.17%
ITI Reinsurance Limited	Subsidiary	80.00%	80.00%
ITI Gilts Limited	Subsidiary	100%	51.00%
ITI Growth Opportunities LLP	Subsidiary	80.00%	-
ITI Nirman Limited	Subsidiary	100%	-
IRC Credit Management Service Limited	Subsidiary	100%	-

* Includes 40% held through wholly owned subsidiary "FCCL"

Merged with the parent Company

- (r) The details of associates and the interest of the Company therein, included in the Consolidated Financial Statements are as under :

Name of the company	Relationship	Proportion of ownership of interest	
		As at March 31, 2018	As at March 31, 2017
Fortune Integrated Assets Finance Limited (FIAFL)	Associate	25.00%	25.00%
United Petro Finance Limited	Associate	40.60%	40.60%
Wind Construction Limited	Subsidiary of FIAFL	# 25.00%	# 25.00%

Indirect holding through associate "FIAFL"

- (s) Disclosure required by schedule III of Companies Act, 2013 by way of additional information.

Name of the Company	2017-18							
	Net Assets (Total Assets - Total Liabilities)		Share in Profit/(Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated Profit/(Loss)	Amount (₹ in Lakhs)	As % of consolidated Profit/(Loss)	Amount (₹ in Lakhs)	As % of consolidated Profit/(Loss)	Amount (₹ in Lakhs)
Parent								
The Investment Trust of India Limited	75.31	40,468.80	(30.09)	(1,797.54)	(0.02)	(1.30)	(30.11)	(1,798.84)
Subsidiaries								
Intime Equities Limited	7.09	3,812.46	3.95	235.91	0.21	12.51	4.16	248.42
Intime Multi Commodity Company Limited	0.86	460.35	0.22	12.96	(0.01)	(0.56)	0.21	12.39
Fortune Credit Capital Limited	37.86	20,346.08	60.34	3,605.09	(0.01)	(0.54)	60.33	3,604.56
ITI Asset Management Limited	10.31	5,541.93	7.10	423.90	(0.00)	(0.06)	7.09	423.84

Notes forming part of consolidated financial statements for the year ended March 31, 2018

Fortune Integrated Home Finance Limited	1.10	590.42	0.44	26.25	-	-	0.44	26.25
Antique Stock Broking Limited*	11.71	6,292.57	28.43	1,698.66	1.44	85.91	29.87	1,784.57
ITI Capital Limited*	2.94	1,580.10	2.78	166.23	(0.36)	(21.67)	2.42	144.56
Distress Asset Specialist Limited	(0.06)	(32.35)	(0.44)	(26.12)	(0.01)	(0.53)	(0.45)	(26.66)
ITI Gilts Limited	2.08	1,118.73	1.77	105.60	0.01	0.77	1.78	106.38
ITI Reinsurance Limited	79.30	42,612.58	25.27	1,509.97	-	-	25.27	1,509.97
ITI Mutual Fund Trustee Private Limited	(0.02)	(11.84)	(0.21)	(12.48)	-	-	(0.21)	(12.48)
ITI Growth Opportunities LLP	0.04	22.77	0.04	2.21	-	-	0.04	2.21
ITI Nirman Limited	0.01	4.95	(0.00)	(0.05)	-	-	(0.00)	(0.05)
IRC Credit Management Service Limited	(0.01)	(5.18)	(0.14)	(8.49)	-	-	(0.14)	(8.49)
Inter company elimination and consolidation adjustments	(128.53)	(69,065.68)	0.54	32.24	(0.01)	(0.71)	0.53	31.53
Total	100.00	53,736.68	100.00	5,974.33	1.24	73.81	101.24	6,048.14
Non controlling interest	-	11,993.07	-	327.67		(19.51)		308.16
Associates (Investment as per Equity Method)								
Fortune Integrated Assets Finance Limited*	-	7,826.06	-	1,792.67	-	-	-	-
United Petro Finance Limited	-	1,188.05	-	257.79	-	-	-	-

Name of the Company	2016-17							
	Net Assets (Total Assets - Total Liabilities)		Share in Profit/(Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated Profit/(Loss)	Amount (₹ in Lakhs)	As % of consolidated Profit/(Loss)	Amount (₹ in Lakhs)	As % of consolidated Profit/(Loss)	Amount (₹ in Lakhs)
Parent								
The Investment Trust of India Limited	78.56	42,217.63	0.33	19.76	0.07	4.32	0.40	24.08
Subsidiaries								-
Intime Equities Limited	6.63	3,564.04	0.94	56.12	(0.05)	(2.93)	0.89	53.19
Intime Multi Commodity Company Limited	0.83	447.96	(0.18)	(11.03)	0.03	1.57	(0.16)	(9.46)
Fortune Credit Capital Limited	24.83	13,341.72	(0.21)	(12.73)	(0.00)	(0.09)	(0.21)	(12.82)
ITI Asset Management Limited	9.52	5,118.09	0.73	43.68	-	-	0.73	43.68
Fortune Integrated Home Finance Limited	1.05	564.17	0.29	17.18	-	-	0.29	17.18
Antique Stock Broking Limited*	8.39	4,507.99	19.00	1,135.26	(0.19)	(11.48)	18.81	1,123.78
ITI Capital Limited*	2.72	1,459.60	3.69	220.34	(0.15)	(9.17)	3.53	211.17
Distress Asset Specialist Limited	(0.01)	(5.70)	(0.38)	(22.50)	-	-	(0.38)	(22.50)
The Investment Trust of India Limited	0.68	366.26	(0.76)	(45.61)	-	-	(0.76)	(45.61)
ITI Gilts Limited	1.85	995.41	0.58	34.58	-	-	0.58	34.58
ITI Reinsurance Limited	76.83	41,286.20	10.90	651.49	-	-	10.90	651.49
ITI Mutual Fund Trustee Private Limited	0.00	0.64	(0.01)	(0.36)	-	-	(0.01)	(0.36)
Inter company elimination and consolidation adjustments	(125.94)	(67,677.49)	1.56	93.18	-	-	1.56	93.18
Total	85.95	46,186.50	36.48	2,179.37	(0.30)	(17.78)	36.18	2,161.59
Non controlling interest	-	8,843.92	-	119.53		-		119.53
Associates (Investment as per Equity Method)								
Fortune Integrated Assets Finance Limited*	-	6,049.56	-	756.57	-	-	-	-
United Petro Finance Limited	-	930.26	-	14.71	-	-	-	-

Notes forming part of consolidated financial statements for the year ended March 31, 2018

Name of the Company	2015-16	
	Net Assets	
	(Total Assets - Total Liabilities)	
	As % of consolidated net assets	Amount (₹ in Lakhs)
Parent		
The Investment Trust of India Limited	40.64	21,840.74
Subsidiaries		
Intime Equities Limited	6.47	3,476.13
Intime Multi Commodity Company Limited	0.84	453.90
Fortune Credit Capital Limited	17.36	9,329.53
ITI Asset Management Limited	0.14	75.41
Fortune Integrated Home Finance Limited	0.04	22.52
Antique Stock Broking Limited*	6.30	3,384.21
ITI Capital Limited*	2.32	1,248.43
Distress Asset Specialist Limited	0.03	16.80
The Investment Trust of India Limited	0.75	400.54
Fortune Integrated Assets Finance Limited	0.62	332.83
ITI Reinsurance Limited	0.02	10.00
Inter company elimination and consolidation adjustments	(32.69)	(17,568.65)
Total	42.84	23,022.40
Non controlling interest	-	86.81
Associates (Investment as per Equity Method)		
Fortune Integrated Assets Finance Limited*	-	3,312.09
United Petro Finance Limited	-	50.00

* Figures for Antique Stock Broking Limited, ITI Capital Limited and Fortune Integrated Assets Finance Limited are after consolidating with their subsidiaries Antique Stock Broking (IFSC) Limited, Neue Allianz Corporate Services Private Limited and Wind Construction Limited respectively.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

(₹ in lakhs)

3	Property, plant and equipment	Electrical Installations	Computers	Office Equipments	Furniture and Fixtures	Leasehold Improvements	Vehicles	Total
	Gross Carrying Amount							
	Deemed cost as at April 1, 2016	6.78	119.34	72.87	27.55	631.04	33.80	891.38
	Additions	-	115.03	14.46	8.49	44.21	3.30	185.49
	Disposals	2.83	47.09	75.22	151.20	4.62	6.69	287.65
	Reclassified as held for sale	-	-	-	-	-	-	-
	Balance at March 31, 2017	3.95	187.28	12.11	(115.16)	670.63	30.41	789.22
	Additions	-	54.97	32.68	4.92	104.99	93.83	291.39
	Disposals	-	25.45	19.18	1.37	0.71	24.38	71.09
	Reclassified as held for sale	-	-	-	-	-	-	-
	Balance at March 31, 2018	3.95	216.80	25.61	(111.61)	774.91	99.86	1,009.52
	Accumulated Depreciation							
	Balance as at April 1, 2016	-	-	-	-	-	-	-
	Additions	3.28	88.68	30.35	8.75	196.05	9.33	336.43
	Disposals	-	45.64	72.04	142.89	4.64	6.20	271.41
	Reclassified as held for sale	-	-	-	-	-	-	-
	Balance at March 31, 2017	3.28	43.04	(41.69)	(134.14)	191.41	3.12	65.02
	Additions	0.25	78.43	26.26	6.34	215.91	23.21	350.40
	Disposals	-	22.08	17.70	1.26	-	22.93	63.97
	Reclassified as held for sale	-	-	-	-	-	-	-
	Balance at March 31, 2018	3.53	99.39	(33.13)	(129.06)	407.32	3.40	351.45
	Net Carrying Amount							
	Balance as at April 1, 2016	6.78	119.34	72.87	27.55	631.04	33.80	891.38
	Balance at March 31, 2017	0.67	144.24	53.80	18.98	479.22	27.29	724.19
	Balance at March 31, 2018	0.42	117.41	58.74	17.45	367.59	96.46	658.07

(₹ in lakhs)

3(a) Capital Work In Progress	
Balance as at April 1, 2016	24.88
Balance at March 31, 2017	0.35
Balance at March 31, 2018	15.04

(₹ in lakhs)

4 Investment property	
Gross Carrying Amount	
Deemed cost as at April 1, 2016	8.83
Additions	-
Disposals	-
Reclassified as held for sale	-
Balance at March 31, 2017	8.83
Additions	-
Disposals	-
Reclassified as held for sale	-
Balance at March 31, 2018	8.83

Notes forming part of consolidated financial statements for the year ended March 31, 2018

Accumulated Depreciation

Balance as at April 1, 2016	-
Additions	0.43
Disposals	-
Reclassified as held for sale	-
Balance at March 31, 2017	0.43
Additions	0.41
Disposals	-
Reclassified as held for sale	-
Balance at March 31, 2018	0.84
Net Carrying Amount	
Balance as at April 1, 2016	8.83
Balance at March 31, 2017	8.40
Balance at March 31, 2018	7.99
Fair Value	
At April 1, 2016	74.00
At March 31, 2017	75.10
At March 31, 2018	78.00

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Rental income derived from investment property	2.40	2.40
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	2.40	2.40
Depreciation	0.41	0.43
Income from investment properties (Net)	1.99	1.97

(₹ in lakhs)

5 Intangible assets	Computer Software	Goodwill	Total
Gross Carrying Amount			
Deemed cost as at April 1, 2016	30.46	1,219.55	1,250.01
Additions	0.53	-	0.53
Disposals	0.02	-	0.02
Reclassified as held for sale	-	-	-
Balance at March 31, 2017	30.97	1,219.55	1,250.52
Additions	1.10	1,220.30	1,221.40
Disposals	-	3.78	3.78
Reclassified as held for sale	-	-	-
Balance at March 31, 2018	32.07	2,436.07	2,468.14
Accumulated Depreciation			
Balance as at April 1, 2016	-	-	-
Additions	11.13	470.62	481.75
Disposals	-	-	-
Reclassified as held for sale	-	-	-
Balance at March 31, 2017	11.13	470.62	481.75
Additions	2.28	500.05	502.33
Disposals	-	-	-
Reclassified as held for sale	-	-	-
Balance at March 31, 2018	13.41	970.67	984.08

Notes forming part of consolidated financial statements for the year ended March 31, 2018
5 Intangible assets..... (contd.)
(₹ in lakhs)
Net Carrying Amount

Balance as at April 1, 2016	30.46	1,219.55	1,250.01
Balance at March 31, 2017	19.84	748.93	768.77
Balance at March 31, 2018	18.66	1,465.40	1,484.06

(₹ in lakhs)

6 Investments in subsidiaries, associates and joint ventures	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of units	Amount	No. of units	Amount	No. of units	Amount
A. Investments in Associates						
Unquoted						
(i) Investment in debentures (Fully paid)						
United Petro Finance Limited (Compulsorily convertible)	2,800	2,800.00	-	-	-	-
Fortune Integrated Assets Finance Limited (Optionally convertible)	2,620	2,620.00	2,620	2,620.00	2,620	2,620.00
Sub-total(i)		5,420.00		2,620.00		2,620.00
B. Investments in Associates						
Unquoted						
(ii) Equity Instruments at cost						
Fortune Integrated Assets Finance Limited	4,829,545	7,826.06	4,829,545	6,049.56	3,125,000	3,312.09
United Petro Finance Limited	8,120,000	1,188.05	8,120,000	930.26	500,000	50.00
Sub-total(ii)		9,014.11		6,979.82		3,362.09
Total(i+ii)		14,434.11		9,599.82		5,982.09
Aggregate amount of quoted investments and Market value there of		-		-		-
Aggregate amount of unquoted investments		14,434.11		9,599.82		5,982.09
Aggregate amount of impairment in value of investments		-		-		-

(₹ in lakhs)

7 Non-Current investments	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of units	Amount	No. of units	Amount	No. of units	Amount
Quoted						
At Fair Value through Profit and Loss						
Investment in Equity Shares						
Cords Cable Limited	51,677	39.68	51,677	76.25	100,000	44.05
Unquoted						
At Fair Value through Profit and Loss						
(i) Investment in Equity Shares						
Aryan Foods & Confectioneries Private Limited	-	-	900,000	90.00	-	-
BSE Limited	-	-	-	-	1,25,200	435.08
(ii) Investment in Preference Shares						
N2N Technologies Limited	-	-	30,00,000	267.89	30,00,000	252.00

Notes forming part of consolidated financial statements for the year ended March 31, 2018

7 Non-Current investments..... (contd.)

(iii) Investment in Debentures

N2N Technologies Limited	3,000,000	277.63	-	-	-	-
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(iv) Others

BSE Membership Card	-	-	-	-	-	61.00
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Total		317.31		434.14		792.13
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Aggregate amount of quoted investments and Market value there of		39.68		76.25		44.05
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Aggregate amount of unquoted investments		277.63		357.89		748.08
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Aggregate amount of impairment in value of investments		90.00		90.00		-
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(₹ in lakhs)

8 Non-current loans	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured, considered good			
Other Loans	-	43.77	61.85
Unsecured, considered good			
Security Deposit			
Exchanges	307.43	619.38	533.01
Others	350.70	217.09	297.62
Total	658.13	880.23	892.48

(₹ in lakhs)

9 Other non-current financial assets	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Gratuity Asset	19.61	9.52	-
Total	19.61	9.52	-

(₹ in lakhs)

10 Other non-current assets	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Advance tax and tax deducted at source (Net)	1,518.79	1,478.05	1,688.53
Other Receivables	-	6.89	-
Total	1,518.79	1,484.94	1,688.53

(₹ in lakhs)

11 Inventories	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Stock-in-trade (At lower of cost or net realisable value)			
Quoted securities	3,435.36	3,329.32	447.27
Traded goods	324.92	-	-
Total	3,760.28	3,329.32	447.27

Notes forming part of consolidated financial statements for the year ended March 31, 2018

(₹ in lakhs)

12 Current investments	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of units	Amount	No. of units	Amount	No. of units	Amount
Quoted						
At Fair Value through Profit and Loss						
a) Investment in Equity Shares						
Jyoti Limited	-	-	327,974	166.94	327,974	225.81
GOL Offshore Limited	-	-	517,500	79.70	517,500	216.32
Bajaj Auto Limited	10,000	274.47	-	-	-	-
Fortis Health Care Limited	500,000	616.75	-	-	-	-
Reliance Nippon Life Asset Management Limited	100,000	247.45	-	-	-	-
Sub-total (a)		1,138.67		246.64		442.13
b) Investment in Mutual Funds						
Aditya Birla Sun Life Cash Plus Growth	36,145	100.96	-	-	-	-
Invesco India Liquid Fund Growth	1,678	40.15	-	-	-	-
Sub-total (b)		141.10		-		-
c) Investment in Government Securities						
Treasury Bills 91D 22 JUNE 2017	-	-	2,500,000	2,468.82	-	-
Treasury Bills 91D 25MAY2017	-	-	10,000,000	9,919.05	-	-
Treasury Bills 182D 18 MAY 2017	-	-	10,000,000	9,882.11	-	-
Sub-total (c)		-		22,269.98		-
d) Investment in Non-convertible Debentures						
7.42% PFC (2020)	-	-	250	2,498.75	-	-
7.78% HDFC Ltd (2020)	-	-	25	2,520.75	-	-
7.95% LIC Housing (2022)	-	-	150	1,512.90	-	-
7.52% NCD RECL (2026)	-	-	100	996.70	-	-
Sub-total (d)		-		7,529.10		-
Total (a+b+c+d)		1,279.77		30,045.72		442.13
Aggregate amount of quoted investments and Market value there of		1,279.77		30,045.72		442.13
Aggregate amount of unquoted investments		-		-		-
Aggregate amount of impairment in value of investments		408.91		329.21		-

(₹ in lakhs)

13 Trade Receivables	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Trade receivables consists of the following:			
(a) Secured, Considered good	380.54	1,175.46	3,378.69
(b) Unsecured, Considered good	5,863.47	12,784.50	1,786.87
(c) Unsecured, Considered doubtful	12.28	12.28	2.83
	6,256.29	13,972.25	5,168.39
Less: Allowance for doubtful receivables	12.28	12.28	2.83
Total	6,244.01	13,959.96	5,165.56

In determining the allowance for doubtful trade receivables the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

(₹ in lakhs)			
14 Cash and cash equivalents	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Cash on hand	5.38	14.17	10.08
Foreign currency on hand	0.51	0.47	-
Balance with banks	4,733.41	27,663.29	1,059.39
Total	4,739.30	27,677.93	1,069.47

(₹ in lakhs)			
15 Other balances with bank	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Fixed Deposits With Banks lien towards Bank Guarantee	1,250.00	1,250.00	1,250.00
Deposits with original maturity for more than 3 months but less than 12 months	8,790.33	6,414.39	6,443.12
Unclaimed dividend account	6.03	12.16	15.08
Share application money account	-	-	1.97
Total	10,046.36	7,676.55	7,710.17

(₹ in lakhs)			
16 Current loans	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured			
Loan portfolio	35,878.34	2,040.00	3,807.15
Other Loan	43.77	-	-
Less: Written off during the year	-	7.14	-
	35,922.11	2,032.86	3,807.15
Unsecured, considered good			
Loan portfolio			
Related party	-	4,359.46	2,800.13
Others	4,186.26	1,806.55	3,288.03
Less: Written off during the year	-	36.23	-
Security deposits	171.58	527.40	324.98
Inter corporate deposits	49,788.77	343.87	532.87
Loan to employees	28.27	39.64	56.62
	54,174.88	7,040.69	7,002.64
Unsecured, Sub-Standard & Doubtful	10,008.93	813.18	-
Less: Written off during the year	-	100.15	-
	10,008.93	713.03	-
Total	100,105.92	9,786.58	10,809.79

(₹ in lakhs)			
17 Other current financial assets	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Interest Accrued and due			
- Related party	2,716.48	121.05	136.16
- Other	4,969.19	404.09	449.38
Other receivable	350.90	36.86	30.13
Assignment receivables	1,052.36	1,636.07	-
Advance for investments	433.54	998.85	541.51
Gratuity assets	2.13	4.10	5.26
Advances to related parties	-	-	22.10
Total	9,524.59	3,201.01	1,184.54

Notes forming part of consolidated financial statements for the year ended March 31, 2018

(₹ in lakhs)			
18 Other current assets	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Prepaid expenses	113.29	124.82	139.43
Balances with authorities	124.49	30.42	45.96
Advance to creditors	1.92	29.83	20.74
Other amount recoverable in cash or kind or for value to be received	606.41	596.80	407.98
Total	846.10	781.87	614.11

(₹ in lakhs)			
19 Equity share capital	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Authorised			
103,00,00,000 equity shares of ₹ 10 each (March 31, 2017: 6,00,00,000; April 1, 2016: 6,00,00,000)	10,300.00	6,000.00	6,000.00
Total	10,300.00	6,000.00	6,000.00
Issued, subscribed and fully paid-up			
5,10,23,767 equity shares of ₹ 10 each (March 31, 2017: 5,10,23,767; April 1, 2016: 2,83,45,990)	5,102.38	5,102.38	2,834.60
Total	5,102.38	5,102.38	2,834.60

(a) Reconciliation of number of shares (₹ in lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of shares	Amount	No. of shares	Amount
Equity Shares				
Opening Balance	51,023,767	5,102.38	28,345,990	2,834.60
Issued during the year	-	-	22,677,777	2,267.78
Closing Balance	51,023,767	5,102.38	51,023,767	5,102.38

(b) Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Neostar Developers LLP	23,742,082	46.53	23,742,082	46.53	1,14,51,803	40.40
Aditya InfoTech Private Limited	12,154,262	23.82	12,154,262	23.82	61,70,712	21.77
Nogard Investments Limited	1,799,000	3.53	1,799,000	3.53	1,800,000	6.35

(c) Terms / Rights attached to Equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of an equity share is entitled to one vote per share on every resolution placed before the Company on the right to receive dividend.

(₹ in lakhs)										
20 Other Equity	Share application money received pending for allotment	Capital Reserve on amalgamation	Debenture Redemption Reserve	Statutory Reserve	Capital Reserve	Securities Premium Account	General Reserve	Retained Earnings	Other Components of equity	Total
Balance as at April 1, 2016	1.97	1,367.52	-	223.09	275.97	15,782.88	724.21	1,812.16	-	20,187.80
Profit for the year	-	-	-	-	-	-	-	2,831.11	-	2,831.11
Other comprehensive income for the year	-	-	-	-	-	-	-	(17.78)	-	(17.78)
Total comprehensive income for the year	-	-	-	-	-	-	-	2,813.33	-	2,813.33
Share issued at premium	-	-	-	-	-	18,142.22	-	-	-	18,142.22
Share issue expenses	-	-	-	-	-	(56.74)	-	(0.51)	-	(57.25)

Notes forming part of consolidated financial statements for the year ended March 31, 2018

20. Other Equity (Contd.)

Transfers within other equity	-	-	-	2.44	-	-	-	(2.44)	-	-
Transfer to Share Capital Account	(1.97)	-	-	-	-	-	-	-	-	(1.97)
Balance as at March 31, 2017	-	1,367.52	-	225.53	275.97	33,868.36	724.21	4,622.54	-	41,084.13
Profit for the year	-	-	-	-	-	-	-	7,697.12	-	7,697.12
Other comprehensive income for the year	-	-	-	-	-	-	-	93.32	-	93.32
Total comprehensive income for the year	-	-	-	-	-	-	-	7,790.44	-	7,790.44
Adjustment on account of equity method for associate	-	-	-	-	-	-	-	(245.80)	-	(245.80)
Addition on account of merger	-	-	-	-	-	-	-	11.68	-	11.68
Share issue expenses	-	-	-	-	-	(11.89)	-	-	-	(11.89)
Transfers within other equity	-	-	250.00	719.18	5.00	-	-	(974.18)	-	-
Equity component of compound financial instrument	-	-	-	-	-	-	-	-	5.76	5.76
Balance as at March 31, 2018	-	1,367.52	250.00	944.71	280.97	33,856.47	724.21	11,204.68	5.76	48,634.32

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. These reserve will be utilised in accordance with the provisions of the Act.

Capital reserve

Capital reserve will be utilised in accordance with provision of the Act.

				(₹ in lakhs)		
21	Non-current borrowings	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016		
	Secured					
	From Parties other than Banks	-	-	6.15		
	(Secured by creating charge on movable Fixed Assets of the company)					
	Unsecured					
	Sub-ordinated non-convertible redeemable Debentures *	10,000.00	10,000.00	-		
	Redeemable cumulative preference shares #	163.66	117.17	109.88		
	Unsecured optionally convertible debenture @	26,643.41	-	-		
	Total	36,807.07	10,117.17	116.03		

Nature of Security and terms of repayment for non-current borrowings

Nature of Security	
* 10,000 Subordinated Non convertible redeemable Debentures of ₹ 1,00,000 each	
# 1% Redeemable cumulative preference shares of ₹ 10 each	
@ 25,000 Optionally Convertible Debentures of ₹ 1,00,000/- each	

Terms of Conversion and/or Repayment

Redeemable on March 31, 2027. Rate of interest 14% p.a.

Repayable in January 2023. Rate of interest 1.00% p.a.

At the option of the Debenture holders, each Debenture shall be converted into 1,000 8% Redeemable Cumulative Preference shares ("RCPS") of ₹ 100 each fully paid in the event of exercising the option of conversion, no interest on Debentures will be payable.

The debenture shall carry 0% interest for the time being paid-up thereon. The Company will pay redemption premium calculated @ 10% per annum cumulative to the debenture holders on redemption by the Company from the date of receipt of the money and upto the date of redemption of the Debentures.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

(₹ in lakhs)			
22 Non-current provisions	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
For employee benefit			
Unavailed leave	81.38	90.78	-
Gratuity	28.83	109.38	39.69
Total	110.21	200.16	39.69
(₹ in lakhs)			
23 Current borrowings	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured			
Term loan	29,496.98	2,495.00	2,495.00
(Secured against pledge of fixed deposit and corporate guarantee of holding Company)			
Vehicle loan	-	3.33	4.36
(Secured by hypothecation of vehicle)			
Bank overdraft	1,810.56	2,949.39	3,487.62
(Secured by pledge of Fixed deposits, Government Securities) fixed deposit and corporate guarantee of the Company)			
Unsecured			
Share suspense account	600.30		
Loans repayable on demand			
(i) Related party	-	405.00	-
(ii) Others	1,035.63	20,746.00	1,083.31
Total	32,943.47	26,598.73	7,070.29
(₹ in lakhs)			
24 Trade payables	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Amount due to micro and small enterprises (Refer Note No. 47)	-	-	-
Others	7,740.46	17,116.85	7,287.41
Total	7,740.46	17,116.85	7,287.41
(₹ in lakhs)			
25 Other current financial liabilities	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Unclaimed dividends	6.08	12.16	15.08
Security deposit	291.13	195.21	191.24
Current Maturity of long term debts	-	6.15	23.05
Statutory liabilities	801.92	617.68	444.46
Other payables	1,387.41	266.60	644.64
Interest accrued and due			
Related parties	152.86	3.24	-
Others	2,556.52	280.77	0.86
Total	5,195.92	1,381.82	1,319.33

Notes forming part of consolidated financial statements for the year ended March 31, 2018

(₹ in lakhs)			
26 Current provisions	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for employee benefit			
Unavailed leave	11.36	13.31	76.80
Gratuity	14.31	55.32	83.83
Others			
Contingent provision against standard assets	-	-	32.46
Provision for non performing assets	10,008.93	-	7.40
Provision for expenses	819.52	655.47	305.98
Provision for tax	16.32	18.51	28.76
Total	10,870.44	742.61	535.23

(₹ in lakhs)		
27 Revenue from operations	Year ended March 31, 2018	Year ended March 31, 2017
Sale of Product		
Traded goods	9,419.25	753.50
Profit on trading in debt securities	488.05	272.55
Sale of Services		
Advisory / Consultancy income	3,524.00	1,565.02
Brokerage and related operational income	10,610.41	9,249.68
Distribution and professional income	241.51	182.50
Other Operation Revenue		
Interest on loans	2,623.04	2,383.19
Income from assignment receivables	179.88	224.57
Interest on fixed deposits	460.70	489.40
Interest on debt securities	-	74.52
Loss from dealing error	(164.83)	(64.74)
Other Interest Income	5,597.32	719.10
Profit/ (Loss) on trading in securities (Net)	29.26	(63.38)
Other Operating Income	132.26	209.35
Total	33,140.85	15,995.25

(₹ in lakhs)		
28 Other income	Year ended March 31, 2018	Year ended March 31, 2017
Interest income	673.48	791.68
Net gain/ (loss) on sale of investments	(311.26)	2.97
Net gain on fair valuation through profit and loss	43.94	122.43
Net gain on sale of assets	6.99	-
Dividend income	43.79	10.33
Provision for non performing assets written back	1,495.00	32.46
Provision for standard assets written back	-	7.40
Bad debts recovered	-	8.79
Insurance claim received	19.11	11.45
Rent income	7.88	4.26
Miscellaneous income	15.16	7.94
Sundry balances written back	3.05	6.39
Total	1,997.14	1,006.11

Notes forming part of consolidated financial statements for the year ended March 31, 2018

	(₹ in lakhs)	
	Year ended March 31, 2018	Year ended March 31, 2017
29 Employee benefit expense		
Salaries, bonus and allowances	5,372.22	5,137.47
Contributions to gratuity, provident and other funds	199.48	171.94
Staff welfare expenses	77.04	92.86
Total	5,648.74	5,402.27

	(₹ in lakhs)	
	Year ended March 31, 2018	Year ended March 31, 2017
30 Finance cost		
Interest expense on borrowings	5,067.68	1,016.40
Corporate guarantee charges	12.36	37.52
Bank charges	92.31	16.42
Exchange rate difference	2.24	1.18
Total	5,174.59	1,071.53

	(₹ in lakhs)	
	Year ended March 31, 2018	Year ended March 31, 2017
31 Other expenses		
Stamp duty and stamp charges	146.59	72.16
Turnover/Transaction charges	764.50	531.00
SEBI turnover fees	52.31	47.23
Brokerage/Sub-brokerage	753.79	707.08
Retro premiums paid	273.90	-
Depository charges	17.83	17.58
Commission expenses	1,261.20	-
Net loss on fair valuation of investments through profit and loss	371.41	104.45
Loss on sale of Investments	-	29.91
Other operational expenses	58.23	17.73
Exchange and regulator expenses	91.47	85.20
Rent Expenses (Refer Note No. 41)	616.63	458.85
Rates and taxes	47.32	99.27
Printing and stationery	31.79	37.02
Postage and courier charges	26.13	28.03
Travelling and conveyance expenses	239.76	263.35
Motor vehicle expenses	74.04	104.50
Electricity charges	159.05	181.85
Communication expenses	106.39	125.38
Advertisement expenses	5.71	6.94
Legal and professional fees	938.30	579.14
Auditors' remuneration		
-Statutory audit	17.16	15.74
-Tax audit	4.93	5.15
-Other Services	12.64	11.28
Repairs and maintenance		
-Machinery & Equipments	13.69	13.59
-Building	19.96	22.35
-Others	109.73	119.12
Membership and subscription	14.44	23.68
Business promotion expenses	308.50	343.30
Insurance expenses	23.14	17.61

Notes forming part of consolidated financial statements for the year ended March 31, 2018

31 Other expenses (Contd.)

Donation	14.09	6.41
Corporate Social Responsibility Expenses	15.50	13.00
Assignment receivables written off	143.09	199.02
Directors' sitting fees	35.70	11.85
Contingent provision against standard assets	122.08	-
Bad debts/Sundry balances written off	1,959.18	969.52
Provision for doubtful debts	-	9.45
Computer Expenses	775.10	436.11
Loss on sale of fixed assets	-	8.99
Miscellaneous expenses	30.64	38.11
Total	9,655.92	5,760.95

(₹ in lakhs)

32 Exceptional item

	Year ended March 31, 2018	Year ended March 31, 2017
Profit on sale of shares	-	0.11
Profit on sale of investments	-	(1.00)
Total	-	(0.89)

(₹ in lakhs)

33 Income taxes

Income tax expense recorded in Profit and Loss

Current tax

Current tax on taxable income for the year	1,758.82	1,252.57
	1,758.82	1,252.57

Deferred Tax

Deferred tax charge/(credit)	(3,088.43)	(201.00)
	(3,088.43)	(201.00)

Tax in respect of earlier years	(41.64)	(20.48)
	(41.64)	(20.48)

Total Income Tax expense/(credit)	(1,371.26)	1,031.09
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(A) A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Enacted income tax rate in India applicable to the Company	0.28	0.35
Profit before tax	6,653.55	3,981.74
Current tax expenses on Profit before tax expenses at the enacted income tax rate in India	1,833.05	1,378.00
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income		
Profit of share in associate not taxable	(573.60)	(290.66)
Permanent Disallowances	60.14	51.89
Disallowance under Income Tax Act 1961	86.02	515.89
Expenses not allowable for tax purposes	1.37	-
Income exempted from Income taxes	(117.56)	-
Capital gain tax	-	75.87
Income from other sources	141.37	108.12
Income from Speculative Business	-	11.09
Allowances under Income Tax Act 1961	(354.19)	(355.28)
Business Loss (set off) / carried forward	629.29	(212.16)
Tax in respect of earlier years	(42.68)	(12.00)

Notes forming part of consolidated financial statements for the year ended March 31, 2018

Tax on other comprehensive income	(29.94)	(79.23)
Deferred tax	60.36	(145.79)
Change in tax rates	61.03	(14.65)
Others	14.77	-
Total income tax expense/(credit)	1,769.43	1,031.09

(B) The movement in deferred tax assets and liabilities during the year ended March 31, 2017 and March 31, 2018
(i) Components of deferred tax assets and liabilities as at March 31, 2018

(₹ in lakhs)

Particulars	Year Ended March 31, 2017	Credit/(charge) in statement of profit or loss (including OCI)	Deferred tax on basis adjustment	Year Ended March 31, 2018
Depreciation	243.30	(139.19)	-	104.10
Defined benefit plans	84.70	(28.58)	-	56.12
Others	191.09	84.24	(47.26)	228.07
Total	519.09	(83.54)	(47.26)	388.29

(ii) Components of deferred tax assets and liabilities as at March 31, 2017

(₹ in lakhs)

Particulars	Year Ended April 1, 2016	Credit/(charge) in statement of profit or loss (including OCI)	Deferred tax on basis adjustment	Year Ended March 31, 2017
Depreciation	180.92	62.38	-	243.30
Defined benefit plans	60.11	24.59	-	84.70
Others	78.11	123.02	(10.04)	191.09
Total	319.14	209.98	(10.04)	519.09

(₹ in lakhs)

Deferred Tax Asset	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Fixed Assets	68.60	243.30	180.92
Defined benefit plans	56.12	84.70	60.11
Provisions	2,777.26	128.52	64.24
Others	635.11	62.57	13.87
Net Deferred Tax Assets	3,537.09	519.09	319.14

34 Financial Risk Management

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, loans and investments. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparty to which the Group grants credit terms in the normal course of business.

Trade receivables

The Group has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Group uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

Particulars	(₹ in lakhs)		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Financial assets for which loss allowances is measured using the expected credit loss			
Trade receivables			
less than 180 days	5,929.17	13,839.22	5,012.71
180 - 365 days	96.99	103.75	152.84
beyond 365 days	217.85	16.99	-
Total	6,244.01	13,959.96	5,165.55

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Group's reputation.

The Group has unutilised working capital lines from banks of ₹ 32,132.01 lakhs as on March 31, 2018, ₹ 19,655.61 lakhs as on March 31, 2017, ₹ 15,617.38 lakhs as on April 01, 2016.

The table below provides details regarding the contractual maturities of significant financial liabilities :

Particulars	(₹ in lakhs)	
	Less than 1 year	1-3 years
As at March 31, 2018		
Borrowings	32,943.47	36,807.07
Trade and other payables	12,936.38	-
	45,879.85	36,807.07
As at March 31, 2017		
Borrowings	26,598.73	10,117.17
Trade and other payables	18,498.67	-
	45,097.40	10,117.17

Market Risk

Exposure to interest rate risk

Particulars	(₹ in lakhs)		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total Borrowings	69,750.54	36,715.90	7,186.32
% of Borrowings out of above bearing variable rate of interest	46.77	72.44	98.39

Sensitivity (impact of change in interest rates)

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	(₹ in lakhs)	
	Year ended March 31, 2018	Year ended March 31, 2017
50 bp increase would decrease the profit before tax by	163.11	132.98
50 bp decrease would Increase the profit before tax by	163.11	132.98

35 Capital Risk Management

The Group aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The Group monitors capital on the basis of the carrying amount of debt less cash and cash equivalents as presented on the face of the financial statements.

The Group's objective for capital management is to maintain an optimum overall financial structure.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

	(₹ in lakhs)		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Debt equity ratio			
Debt (includes non-current, current borrowings and current maturities of long term debt)	69,750.54	36,722.05	7,209.37
Less: Current Investments	10,046.36	7,676.55	7,710.17
Less: Cash and cash equivalents	4,739.30	27,677.93	1,069.47
Less: Other balances with bank	1,279.77	30,045.72	442.13
Net debt	53,685.10	(28,678.15)	(2,012.40)
Total equity	65,729.76	55,030.42	23,109.21
Net debt to total equity ratio	0.82	(0.52)	(0.09)

36 First-time adoption of Ind AS

These are the Group's first financial statements prepared in accordance with Ind AS.

The Group has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2017, with a transition date of April 1, 2016. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended March 31, 2018 for the Group, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Group has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Optional Exemptions availed

(a) Deemed Cost

The Group has opted paragraph D7 AA and accordingly considered the carrying value of property, plant and equipments and Intangible assets as deemed cost as at the transition date.

(b) Investments in subsidiaries, joint ventures and associates

The Group has opted para D14 and D15 and accordingly considered the Previous GAAP carrying amount of Investments as deemed cost as at the transition date.

(a) Business Combination

All transactions qualifying as business combinations under Ind AS103, occurring before the transition date, the Group has opted not to restate any business combinations before the date of transition.

B. Applicable Mandatory Exceptions

(a) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at FVPL or FVOCI;
- Investment in debt instruments carried at FVPL."

(b) Non-controlling interests

Ind AS 110 requires entities to attribute the profit or loss and each component of other comprehensive income to the owners of the parent and to the non-controlling interests. This requirement needs to be followed even if this results in the non-controlling interests having a deficit balance. Ind AS 101 requires the above requirement to be followed prospectively from the date of transition. Consequently, the group has applied the above requirement prospectively.

(c) Classification and measurement of financial assets

As required by Ind AS 101, the Group has assessed the classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(d) Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

- I. Reconciliation of Balance sheet as at April 1, 2016 (Transition Date)
- II. A. Reconciliation of Balance sheet as at March 31, 2017
- B. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017

Notes forming part of consolidated financial statements for the year ended March 31, 2018

III. Reconciliation of Equity as at April 1, 2016 and as at March 31, 2017

IV. Adjustments to Statement of Cash Flows

The presentation requirements under Previous GAAP differs from Ind AS, and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Group prepared in accordance with Previous GAAP.

		(₹ in lakhs)	
I. Reconciliation of Balance sheet as at April 1, 2016	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
ASSETS			
Non-current assets			
Property, plant and equipment	891.38	-	891.38
Capital work-in-progress	24.88	-	24.88
Investment property	8.83	-	8.83
Intangible assets	1,250.01	-	1,250.01
Goodwill on consolidation	227.38	(42.70)	184.68
Investments in subsidiaries, associates and joint ventures	6,003.62	(21.53)	5,982.09
Financial assets			
Investments	616.23	175.90	792.13
Loans	892.48	-	892.48
Other financial assets	-	-	-
Deferred tax assets (Net)	420.57	(101.43)	319.14
Other Non-current assets	1,688.53	-	1,688.53
Current assets			
Inventories	447.27	-	447.27
Financial assets			
Investments	374.59	67.54	442.13
Trade receivables	5,165.56	-	5,165.56
Cash and cash equivalents	1,069.47	-	1,069.47
Other balances with bank	7,710.17	-	7,710.17
Loans	10,809.79	-	10,809.79
Other financial current assets	1,181.56	2.98	1,184.54
Other current assets	614.11	-	614.11
Total	39,396.42	80.76	39,477.19
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2,834.60	-	2,834.60
Other equity	20,073.86	113.94	20,187.80
Non controlling interest	86.81	-	86.81
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	156.15	(40.12)	116.03
Provisions	40.12	(0.43)	39.69
Current liabilities			
Financial liabilities			
Borrowings	7,070.29	-	7,070.29
Trade payables	7,287.41	-	7,287.41
Other financial liabilities	1,314.69	4.64	1,319.33
Provisions	532.50	2.73	535.23
Total	39,396.42	80.76	39,477.19

Notes forming part of consolidated financial statements for the year ended March 31, 2018

			(₹ in lakhs)
II A Reconciliation of Balance sheet as at March 31, 2017	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
ASSETS			
Non-current assets			
Property, plant and equipment	724.19	-	724.19
Capital work-in-progress	0.35	-	0.35
Investment Property	8.40	-	8.40
Intangible assets	768.77	-	768.77
Goodwill on consolidation	304.38	(5.00)	299.38
Investments in subsidiaries, associates and joint ventures	9,520.27	79.55	9,599.82
Financial assets			
Investments	425.18	8.96	434.14
Loans	880.23	-	880.23
Other financial assets	8.97	0.55	9.52
Deferred tax assets (Net)	474.02	45.07	519.09
Other non-current assets	1,522.59	(37.65)	1,484.94
Current assets			
Inventories	3,329.32	-	3,329.32
Financial assets			
Investments	30,005.66	40.06	30,045.72
Trade receivables	13,959.98	(0.02)	13,959.96
Cash and cash equivalents	27,677.93	-	27,677.93
Other balances with bank	7,676.55	-	7,676.55
Loans	9,786.58	-	9,786.58
Other financial current assets	3,200.50	0.51	3,201.01
Other Current Assets	807.55	(25.68)	781.87
Total	1,11,081.40	106.35	1,11,187.76
EQUITY AND LIABILITIES			
Equity			
Equity share capital	5,102.38	-	5,102.38
Other equity	40,935.29	148.83	41,084.13
Non controlling interest	8,852.30	(8.39)	8,843.92
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	10,150.00	(32.83)	10,117.17
Provisions	204.24	(4.08)	200.16
Current liabilities			
Financial liabilities			
Borrowings	26,598.73	-	26,598.73
Trade payables	17,116.85	-	17,116.85
Other financial liabilities	1,383.06	(1.24)	1,381.82
Provisions	738.55	4.06	742.61
Other current liabilities	-	-	-
Total	1,11,081.40	106.35	1,11,187.76

Notes forming part of consolidated financial statements for the year ended March 31, 2018

		(₹ in lakhs)	
II B. Reconciliation of Statement of Profit and Loss for the year ended March 31, 2017	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
Income			
Revenue from operations	15,995.25	-	15,995.25
Other Income	883.59	122.52	1,006.11
Total Income	16,878.84	122.52	17,001.36
Expenses:			
Purchases of Stock-In-Trade	736.66	-	736.66
Employee Benefit Expense	5,429.02	(26.76)	5,402.27
Finance Costs	1,092.16	(20.63)	1,071.53
Depreciation and amortisation expense	818.61	-	818.61
Other expense	5,815.56	(54.61)	5,760.95
Total Expense	13,892.01	(102.00)	13,790.01
Profit before share of profit of associates	2,986.83	224.52	3,211.35
Share of profit of associates	784.11	(12.83)	771.28
Profit before exceptional items and tax	3,770.94	224.52	3,982.63
Exceptional items (Net)	257.09	(257.98)	(0.89)
Profit before tax	4,028.03	(33.46)	3,981.74
Tax expense:			
Current tax	1,242.56	10.01	1,252.57
Deferred tax	(53.47)	(147.53)	(201.00)
Tax in respect of earlier years	(20.48)	-	(20.48)
Total tax expenses	1,168.61	(137.52)	1,031.09
Profit for the year	2,859.42	104.06	2,950.64
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Re-measurements of post employment benefit obligations	-	(26.77)	(26.77)
(ii) Income Tax relating to these items	-	8.99	8.99
Other Comprehensive Income for the year (net of tax)	-	(17.78)	(17.78)
Total Comprehensive Income for the year	2,859.42	86.27	2,932.86

		(₹ in lakhs)	
III A Reconciliation of Equity	As at March 31, 2017	As at April 1, 2016	
Total equity under Previous GAAP	46,037.67	22,908.46	
Adjustments impact: Gain/ (Loss)			
Measurement of financial instrument	432.77	46.01	
Deferred Tax	47.27	(101.43)	
Others	(331.21)	169.36	
Total IND AS adjustment	148.83	113.94	
Total equity under Ind AS	46,186.50	23,022.40	

		(₹ in lakhs)	
III B Reconciliation of Income Statement	As at March 31, 2017	As at March 31, 2017	
Profit after tax under Previous GAAP		2,731.54	
Adjustments Gain/ (Loss)			
Measurement of financial instruments		173.62	
Re-measurements of post employment benefit obligations		17.28	
Deferred Tax		148.71	
Others		(240.04)	
Total adjustment		99.57	
Profit after tax as per Ind AS		2,831.11	
Other comprehensive income (Net of Tax)		(17.78)	
Total comprehensive income as per Ind AS		2,813.33	

IV. Adjustments to Statement of Cash Flows

The Ind AS adjustments are either non cash adjustments or are regrouping among the cash flows from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended March 31, 2017 as compared with the previous GAAP.

The following explains the material adjustments made while transition from previous accounting standards to IND AS:

1 Dividend on preference shares

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

2 Re-measurements of post employment benefit obligation

Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP, these re-measurements were forming part of the profit and loss for the year.

3 Share issue expenses

Share issue expenses which were amortised to Profit & Loss Account has been adjusted against Securities Premium Account as per Ind AS.

4 Fair value of Investment

Under the previous GAAP, investments in equity instruments were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under IND AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings as at March 31, 2017 is ₹ 432.77 lakhs. (₹ 432.77 Lakhs As at April 1, 2016).

5 Deferred Tax

Tax adjustment include deferred tax impact on account of differences between previous GAAP and Ind AS. These adjustments have resulted in an increase in equity under Ind AS by ₹ 45.06 Lakhs and decrease in equity under Ind AS by ₹ 101.43 Lakhs as at March 31, 2017 and April 1, 2016 respectively and increase in net profit by ₹ 156.51 Lakhs for the year ended March 31, 2017.

37 FAIR VALUE MEASUREMENT

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans, security deposits and investment in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

37 Fair Value Measurement (Contd.....)

Financial Assets and Liabilities as at March 31, 2018	Non Current	Current	Total	Routed through Profit and Loss			Routed through OCI			Carried at amortised cost			Total Amount
				Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	
				Total	Total	Total	Total	Total	Total	Total	Total	Total	
Financial Assets													
Investments													
Equity instruments	39.68	1,138.67	1,178.35	1,178.35	-	-	-	-	-	-	-	-	1,178.35
Mutual Funds	-	141.10	141.10	141.10	-	-	-	-	-	-	-	-	141.10
Preference shares	277.63	-	277.63	-	-	277.63	-	-	-	-	-	-	277.63
Other assets													
Cash and cash equivalents	-	4,739.30	4,739.30	-	-	-	-	-	-	-	-	4,739.30	4,739.30
Trade receivables	-	6,244.01	6,244.01	-	-	-	-	-	-	-	-	6,244.01	6,244.01
Other balances with bank	-	10,046.36	10,046.36	-	-	-	-	-	-	-	-	10,046.36	10,046.36
Loans to employees	-	28.27	28.27	-	-	-	-	-	-	-	-	28.27	28.27
Loans to others	-	99,906.07	99,906.07	-	-	-	-	-	-	-	-	99,906.07	99,906.07
Other financial assets	19.61	9,524.59	9,544.20	-	-	-	-	-	-	-	-	9,544.20	9,544.20
Security deposits	658.13	171.58	829.71	-	-	-	-	-	-	-	-	829.71	829.71
Total	995.05	131,939.96	132,935.00	1,319.45	-	277.63	1,597.08	-	-	-	131,337.92	131,337.92	132,935.00
Financial Liabilities													
Borrowings	36,807.07	32,943.47	69,750.54	-	-	-	-	-	-	-	-	69,750.54	69,750.54
Trade Payables	-	7,740.46	7,740.46	-	-	-	-	-	-	-	-	7,740.46	7,740.46
Other Financial Liabilities	-	5,195.92	5,195.92	-	-	-	-	-	-	-	-	5,195.92	5,195.92
Total	36,807.07	45,879.85	82,686.92	-	-	-	-	-	-	-	82,686.92	82,686.92	82,686.92

Financial Assets and Liabilities as at March 31, 2017	Non Current	Current	Total	Routed through Profit and Loss			Routed through OCI			Carried at amortised cost			Total Amount
				Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	
				Total	Total	Total	Total	Total	Total	Total	Total	Total	
Financial Assets													
Investments													
Equity instruments	166.25	246.64	412.89	322.89	-	90.00	-	-	-	-	-	-	412.89
Preference shares	267.89	-	267.89	-	-	267.89	-	-	-	-	-	-	267.89
Bonds and debentures	-	7,529.10	7,529.10	7,529.10	-	-	-	-	-	-	-	-	7,529.10
Government Securities	-	22,269.98	22,269.98	-	-	-	-	-	-	-	-	-	22,269.98
Other assets													
Cash and cash equivalents	-	27,677.93	27,677.93	-	-	-	-	-	-	-	-	27,677.93	27,677.93
Trade receivables	-	13,959.96	13,959.96	-	-	-	-	-	-	-	-	13,959.96	13,959.96
Other balances with bank	-	7,676.55	7,676.55	-	-	-	-	-	-	-	-	7,676.55	7,676.55
Loans to related parties	-	4,359.46	4,359.46	-	-	-	-	-	-	-	-	4,359.46	4,359.46
Loans to employees	-	39.64	39.64	-	-	-	-	-	-	-	-	39.64	39.64
Loans to others	43.77	4,860.08	4,903.85	-	-	-	-	-	-	-	-	4,903.85	4,903.85
Other financial assets	9.52	3,201.01	3,210.53	-	-	-	-	-	-	-	-	3,210.53	3,210.53
Security deposits	836.46	527.40	1,363.86	-	-	-	-	-	-	-	-	1,363.86	1,363.86
Total	1,323.90	92,347.75	93,671.65	30,121.97	-	357.89	30,479.86	-	-	-	63,191.79	63,191.79	93,671.65
Financial Liabilities													
Borrowings	10,117.17	26,598.73	36,715.90	-	-	-	-	-	-	-	-	36,715.90	36,715.90
Trade Payables	-	17,116.85	17,116.85	-	-	-	-	-	-	-	-	17,116.85	17,116.85
Other Financial Liabilities	-	1,381.82	1,381.82	-	-	-	-	-	-	-	-	1,381.82	1,381.82
Total	10,117.17	45,097.40	55,214.57	-	-	-	-	-	-	-	55,214.57	55,214.57	55,214.57

Notes forming part of consolidated financial statements for the year ended March 31, 2018

37 Fair Value Measurement (Contd.....)

(₹ in lakhs)

Financial Assets and Liabilities as at April 1, 2016	Non Current	Current	Total	Routed through Profit and Loss			Routed through OCI			Carried at amortised cost			Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
Financial Assets													
Investments													
Equity instruments	479.13	442.13	921.26	486.18	-	435.08	921.26	-	-	-	-	-	921.26
Preference shares	252.00	-	252.00	-	-	252.00	252.00	-	-	-	-	-	252.00
Others	61.00	-	61.00	-	-	-	-	-	-	-	61.00	61.00	61.00
Other assets													
Cash and cash equivalents	-	1,069.47	1,069.47	-	-	-	-	-	-	-	1,069.47	1,069.47	1,069.47
Trade receivables	-	5,165.56	5,165.56	-	-	-	-	-	-	-	5,165.56	5,165.56	5,165.56
Other balances with bank	-	7,710.17	7,710.17	-	-	-	-	-	-	-	7,710.17	7,710.17	7,710.17
Loans to related parties	-	2,800.13	2,800.13	-	-	-	-	-	-	-	2,800.13	2,800.13	2,800.13
Loans to employees	-	56.62	56.62	-	-	-	-	-	-	-	56.62	56.62	56.62
Loans to others	61.85	7,628.05	7,689.90	-	-	-	-	-	-	-	7,689.90	7,689.90	7,689.90
Other financial assets	-	1,184.54	1,184.54	-	-	-	-	-	-	-	1,184.54	1,184.54	1,184.54
Security deposits	830.63	324.98	1,155.62	-	-	-	-	-	-	-	1,155.62	1,155.62	1,155.62
Total	1,684.61	26,381.66	28,066.27	486.18	-	687.08	1,173.26	-	-	-	26,893.01	26,893.01	28,066.27
Financial Liabilities													
Borrowings	116.03	7,070.29	7,186.32								7,186.32	7,186.32	7,186.32
Trade Payables	-	7,287.41	7,287.41								7,287.41	7,287.41	7,287.41
Other Financial Liabilities	-	1,319.33	1,319.33	-	-	-	-	-	-	-	1,319.33	1,319.33	1,319.33
Total	116.03	15,677.02	15,793.05	-	-	-	-	-	-	-	15,793.05	15,793.05	15,793.05

Notes forming part of consolidated financial statements for the year ended March 31, 2018

38 SEGMENT REPORTING

Operating Segments:

- a. Broking and related services
- b. Investment and Advisory services
- c. Trading Activities
- d. Reinsurance Business
- e. Financing activities

Identification of Segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

Inter Segment transfer:

Inter Segment revenues are recognised at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfer are eliminated at the group level

38 SEGMENT REPORTING.....(Contd.)
Disclosure pursuant to Ind AS 108 "Operating Segment"

(₹ in lakhs)

Particulars	Broking and related services		Investment and Advisory services		Trading Activities		Reinsurance Business		Financing activities		Elimination		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Segment revenue														
External revenue	12,227.99	10,693.87	4,822.27	3,095.85	9,419.25	-	4,463.86	1,135.63	4,204.62	2,076.00	-	-	35,137.99	17,001.36
Inter segment revenue	512.95	467.97	247.71	548.44	-	-	6.68	-	726.43	619.26	(1,493.77)	(1,635.67)	-	-
Total revenue	12,740.94	11,161.84	5,069.97	3,644.29	9,419.25	-	4,470.54	1,135.63	4,931.05	2,695.26	(1,493.77)	(1,635.67)	35,137.99	17,001.36
Segment Result	3,325.85	2,411.67	1,441.96	244.08	216.73	-	3,562.56	876.30	1,230.56	750.83	-	-	9,777.66	4,282.87
Interest expense	-	-	-	-	-	-	-	-	-	-	-	-	5,174.59	1,071.53
Profit before tax	3,325.85	2,411.67	1,441.96	244.08	216.73	-	3,562.56	876.30	1,230.56	750.83	-	-	4,603.07	3,211.34
Provision for tax														
Current tax	-	-	-	-	-	-	-	-	-	-	-	-	1,758.82	1,252.57
Deferred tax	-	-	-	-	-	-	-	-	-	-	-	-	(3,088.43)	(201.00)
Current tax relating to prior years	-	-	-	-	-	-	-	-	-	-	-	-	(41.64)	(20.48)
Profit after tax (before exceptional items)	-	-	-	-	-	-	-	-	-	-	-	-	5,974.33	2,180.25
Exceptional items	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.89)
Profit after tax (after exceptional items)	-	-	-	-	-	-	-	-	-	-	-	-	5,974.33	2,179.36
Share of Profit in Associates	-	-	-	-	-	-	-	-	-	-	-	-	2,050.46	771.28
Net Profit	-	-	-	-	-	-	-	-	-	-	-	-	8,024.79	2,950.64
Other Information														
Segment assets	25,779.09	33,792.23	72,854.51	70,969.66	2,575.27	-	54,295.50	51,460.43	65,228.98	24,887.89	(61,336.02)	(69,922.43)	159,397.33	111,187.77
Segment liabilities	14,092.45	24,412.71	25,991.80	26,945.26	2,419.58	-	11,447.02	10,062.29	43,760.51	5,863.27	(4,043.79)	(11,126.21)	93,667.57	56,157.33
Net Segment Assets	11,686.64	9,379.51	46,862.71	44,024.40	155.69	-	42,848.48	41,398.14	21,468.47	19,024.61	(57,292.23)	(58,796.22)	65,729.76	55,030.44
Capital expenditure	237.49	159.84	30.69	12.31	-	-	3.96	6.58	1,240.65	8.00	-	-	1,512.79	186.73
Depreciation	239.48	249.01	20.84	17.60	-	-	5.24	0.62	587.58	551.38	-	-	853.14	818.61

Revenue contributed by any single customer in any of the operating segments, whether reportable or otherwise, does not exceed ten percent of the group's total revenue.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

39 Related party Transactions

a) Names of related parties and nature of relationship

i) Enterprises having significant influence	
Fortune Integrated Assets Finance Limited	Associate
United Petro Finance Limited	Associate
Wind Construction Limited	Subsidiary of associate
ii) Key managerial personnel and their relatives	
Mr. S. G. Muthu Kummar	Chief Financial Officer
Mr. Aalok Dave (upto 05.10.2016)	Manager
Mr. Prateek Tayal (w.e.f. 06.10.2016)	Manager

b) Details of transactions with related parties referred to above

(₹ in lakhs)

Nature of Transactions	2017-18	2016-17
1. Remuneration		
Mr. Aalok Dave	-	51.82
Mr. Prateek Tayal	34.54	7.78
2. Interest charged		
Fortune Integrated Assets Finance Limited	2,178.67	-
United Petro Finance Limited	1,764.46	396.87
3. Interest paid		
Fortune Integrated Assets Finance Limited	171.73	-
4. Reimbursement		
Fortune Integrated Assets Finance Limited	9.39	60.76
5. Investment in equity shares of associates		
Fortune Integrated Assets Finance Limited	-	1,875.00
United Petro Finance Limited	-	949.20
6. Consideration paid for assignment		
Fortune Integrated Assets Finance Limited	-	1,200.00
United Petro Finance Limited	15,500.00	-
7. Assignment collection received		
Fortune Integrated Assets Finance Limited	697.27	374.45
8. Loan given to		
United Petro Finance Limited	30,122.50	11,110.37
Fortune Integrated Assets Finance Limited	85,170.22	-
9. Loan received back		
United Petro Finance Limited	37,725.50	11,110.37
Fortune Integrated Assets Finance Limited	83,961.22	-
10. Inter Corporate Borrowings taken		
Fortune Integrated Assets Finance Limited	125,908.32	-
11. Inter Corporate Borrowings repaid		
Fortune Integrated Assets Finance Limited	126,313.32	-
12. Investment in debentures		
United Petro Finance Limited	2,800.00	-

Notes forming part of consolidated financial statements for the year ended March 31, 2018

39 Related party Transactions.....(Contd.)

c. Amount due to/from related parties

(₹ in lakhs)

Nature of Transactions	As at March 31, 2018	As at March 31, 2017
1. Interest Receivable		
United Petro Finance Limited	1,724.82	-
Fortune Integrated Assets Finance Limited	1,379.08	-
2. Interest Payable		
Fortune Integrated Assets Finance Limited	152.86	-
3. Loan receivable		
Fortune Integrated Assets Finance Limited	1,209.00	-
4. Assignment collection receivables		
Fortune Integrated Assets Finance Limited	6.34	84.84
5. Remuneration Payable		
Mr. Prateek Tayal	2.07	2.26

40 Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 "Employee Benefits"

a) Defined Benefit Plans

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Group makes contributions to recognised funds in India.

Particulars	As at March 31, 2018	As at March 31, 2017
I Changes in defined benefit obligations		
Present value of obligation as at the beginning of the year	379.56	332.34
Current service cost	48.53	57.72
Past service cost	4.54	-
Interest cost	26.19	26.84
Benefit Paid	(111.06)	(40.17)
Prior year charge	-	0.09
Components of actuarial gain/losses on obligations		
Due to Change in financial assumptions	(13.50)	30.48
Due to change in demographic assumption	-	-
Due to experience adjustments	(43.00)	(27.75)
Present value of obligation as at the beginning of the year	291.26	379.56
II Change in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the year	228.46	219.54
Expenses deducted from the fund	(0.43)	-
Interest Income	17.50	17.72
Contributions	-	-
Benefit Paid	(111.06)	(40.17)
Fund Transfer in	-	-
Contributions by employer	141.97	32.57
Re-measurement Gain/(Loss)		
Return on plan assets excluding amounts included in interest income	0.30	(1.20)
Fair value of plan assets at the end of the year	276.74	228.46
III Net employee benefit expenses for the year		
Current service cost	48.53	57.71
Past service cost and loss/(gain) on curtailments and settlement	4.54	-

Notes forming part of consolidated financial statements for the year ended March 31, 2018

40 Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 "Employee Benefits.....(Contd.)

Net interest cost	8.69	9.13
Expenses deducted from the fund	0.43	-
Prior year charge	-	0.09
Expected return on plan assets	-	-
Actuarial gain / (loss)	-	-
Net employee benefit expenses for the year	62.20	66.93

Other Comprehensive Income for the current period

Components of actuarial gain/losses on obligations:

Due to Change in financial assumptions	(13.50)	30.48
Due to change in demographic assumption	-	-
Due to experience adjustments	(43.00)	(27.76)
Return on plan assets excluding amounts included in interest income	(0.30)	1.20
Other Comprehensive Income for the current period	(56.80)	3.92

IV Category of fair value of plan asset

Policy of insurance	100%	100%
---------------------	------	------

V Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

i) Financial Assumptions:

Discount rate (per annum)	7.60%	7.20%
Salary escalation (per annum)	5.00%	5.00%

ii) Demographic Assumptions:

Published rates under the Indian Assured Lives Mortality (2006-08) Ult table.

VI Sensitivity Analysis

Impact on defined benefit obligation due to change in assumptions

Discount rate Sensitivity

Increase by 0.5%	293.64	310.36
(% change)	-4.75%	-4.82%
Decrease by 0.5%	325.47	343.76
(% change)	5.18%	5.21%

Salary growth rate Sensitivity

Increase by 0.5%	325.02	343.70
(% change)	4.57%	4.96%
Decrease by 0.5%	293.96	309.90
(% change)	-4.14%	-4.25%

Withdrawal rate (W.R.) Sensitivity

W.R. x 110%	310.50	327.38
(% change)	0.61%	0.36%
W.R. x 90%	307.30	325.10
(% change)	-0.61%	-0.41%

VII Maturity profile of defined benefit obligation is as follows:

Within the next 12 months	30.21
Later than 1 year and not later than 5 years	51.82
Later than 5 year	160.59

The future accrual is not considered in arriving at the above cash-flows.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

40 Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 "Employee Benefits.....(Contd.)

VIII Risk Exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below :

- | | |
|---------------------|---|
| i) Actuarial Risk | It is the risk that benefits will cost more than expected. This can arise due to Adverse Salary Growth Experience, Variability in mortality rates and Variability in withdrawal rates. |
| ii) Investment Risk | For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period. |
| iii) Liquidity Risk | Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows. |
| iv) Market Risk | Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date. |
| v) Legislative Risk | Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective. |

b) Details of Defined Contribution Plan

The Group also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan is ₹ 137.28 lakhs (Previous year ₹ 105.02 lakhs) in the Statement of Profit and Loss for the year ended March 31, 2018 under defined contribution plan.

c) Compensated absences

Compensated absences are provided for on the basis of an actuarial valuation, using projected unit credit method, as at the date of the balance sheet, actuarial gains / losses, if any, are immediately recognized in the statement of profit and loss.

- 41** The Company and its subsidiaries have taken office premises under operating lease. These agreements provide an option to the Company and its subsidiaries to renew the lease period on mutually agreeable terms. The Company and its subsidiaries has given refundable interest free security deposits in accordance with the agreed terms. The rental expense in respect of the operating leases, recognised in the Statement of Profit and Loss as "Rent" in Note "26" is ₹ 616.83 lakhs (previous year ₹ 458.86 lakhs). Details of the minimum lease payments for the operating leases are provided hereunder:

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Not later than one year	473.07	451.71
Later than one year but not later than five years	461.43	800.70
Later than five years	-	51.75

42 Earnings per share

Basic and diluted earnings per share computed in accordance with Indian Accounting Standard 33 (IAS-33) "Earning Per Share"

Particulars	As at March 31, 2018	As at March 31, 2017
Basic and Diluted		
Net profit after tax (₹ in lakhs)	7,697.14	2,831.11
Weighted average number of outstanding equity shares	51,023,767	49,733,185
Basic and Diluted earning per equity share (in ₹)	15.09	5.69
Face Value per equity share (in ₹)	10	10

Notes forming part of consolidated financial statements for the year ended March 31, 2018

43 Contingent liabilities and capital commitments (to the extent not provided for)

- a) Contingent liabilities
- Corporate guarantee issued in favour of banks to secure credit facilities sanctioned by the banks to subsidiary companies ₹ 47,800 lakhs (Previous year ₹ 21,300 lakhs)
 - Guarantees given by banks on behalf of the Group In respect of capital adequacy, daily margin and other contractual commitments for capital market operations of the Group is ₹ 5,557.50 lakhs (Previous year ₹ 5,232.50 lakhs)
 - Claims against the Group not acknowledged as debts
 - Related to income tax ₹ 28.78 lakhs (Previous year ₹ 49.09 lakhs)
 - Related to stamp duty ₹ 20.14 lakhs (Previous year ₹ 20.14 lakhs)
 - Related to tax deducted at source ₹ 35.40 lakhs (Previous year ₹ 38.56 lakhs)
 - Related to Service tax ₹ 3.94 lakhs (Previous year ₹ 3.94 lakhs)
 - Others ₹ 109.42 lakhs (Previous year ₹ 112.71 lakhs)
- b) In respect of litigations filed by the Group for recovery amount of ₹ 510.06 lakhs (Previous year ₹ 510.06 lakhs), no provision has been made as the management is of the opinion that entire amount is fully recoverable.
- c) Estimated amount of contracts remaining to be executed on capital account Nil (Previous year Nil)

44 Particulars of unhedge foreign currency exposure as at the reporting date:

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Creditors for Expenses	12.45	15.45
Trade Receivable	-	0.67
Total	12.45	16.12

45 Income and expenditure in foreign currency:

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
a) Income in Foreign Currency:		
Sale of services	143.50	57.12
Other operational Income	79.20	14.29
b) Expenditure in Foreign Currency		
Brokerage / Sub-Brokerage	11.04	-
Computer and Computer Software Charges	104.64	62.14
Business Promotion Expenses	25.97	17.04
Travelling and Conveyance Expenses	41.13	23.60

46 The scheme of amalgamation ("Scheme") between the Company and The Investment Trust of India Limited ("ITIL") (Formerly known as ITI Wealth Management Private Limited) was approved by the Hon'ble Bombay High Court on October 20, 2016 and from The National Company Law Tribunal (NCLT) and other applicable regulatory authorities on December 13, 2017. The Scheme between the Company and ITIL and their respective shareholders and creditors, for merger of ITIL with and into the Company has become effective from January 01, 2016, hence ITIL ceased to exist effective from January 01, 2016. The financial statements of the company include all the assets, liabilities, reserves and surplus of ITIL at their carrying amounts and in the same form as at the appointed date. In terms of the Scheme, the Company has issued 2,25,000 1% Redeemable Preference Shares of ₹ 100/- each fully paid-up on January 02, 2018.

47 The Scheme of Arrangement ("Proposed Scheme-1") between United Petro Finance Limited ('UPFL' or the 'Demerged Company') and Fortune Credit Capital Limited ('FCCL' or the 'Resulting Company') and their respective shareholders providing for the demerger of Lending Business ('NBFC Business') of UPFL to FCCL (Wholly Owned Subsidiary of Company), and issue of equity shares of the Company to the shareholders of UPFL with effect from March 31, 2017 (appointed date) was approved by the Board of Directors of the respective Companies on March 31, 2017. The proposed Scheme-1 is returned by the Stock Exchanges on the ground that the same is not in compliance with Clause (I)(A)(3)(b) of the SEBI Circular No. CFD/CIR/2018/2 dated January 3, 2018. The Company has provided undertaking to the Exchanges for ensuring compliance with applicable provisions of the SEBI Circulars and the same is being processed by SEBI. The Company is awaiting the response from the Exchanges. Pending the approval of the Proposed Scheme-1 no effect of the Proposed Scheme-1 has been given in these financial statements.

Notes forming part of consolidated financial statements for the year ended March 31, 2018

- 48** The Scheme of Amalgamation ("Proposed Scheme-2") for amalgamation of Fortune Integrated Assets Finance Limited ('FIAFL' or the 'Transferor Company') with the Company with effect from March 31, 2017 (appointed date) was approved by the Board of Directors of the respective Companies on April 25, 2017. The proposed Scheme-2 is returned by the Stock Exchanges on the ground that the same is not in compliance with Clause (I)(A)(3)(b) of the SEBI Circular No. CFD/CIR/2018/2 dated January 3, 2018. The Company has provided undertaking to the Exchanges for ensuring compliance with applicable provisions of the SEBI Circulars and the same is being processed by SEBI. The Company is awaiting the response from the Exchanges. Pending the approval of the Proposed Scheme-2, no effect of the Proposed Scheme-2 has been given in these financial statements.
- 49** The Scheme of Arrangement ("Scheme") between Napean Finvest Private Limited ("Napean or the Demerged Company") and Fortune Credit Capital Limited ("FCCL or the Resulting Company") and their respective shareholders providing for the demerger of NBFC business to FCCL (wholly owned subsidiary) and issue of fully paid up redeemable preference shares by FCCL to the shareholders of Napean with effect from February 15, 2018 ("appointed date") has been approved by the National Company Law Tribunal (NCLT), Reserve Bank of India (RBI) and other applicable regulatory authority on July 12, 2018. These Financial Statements are revised in accordance with the prevailing laws and regulations to give effect of the aforesaid arrangement. In terms of the Scheme, FCCL will issue 6,00,30,100 0.01% Redeemable Preference Shares of ₹ 1/- each fully paid-up.
- 50** The Group has requested its creditors to confirm the applicability to them under the Micro Small and Medium Enterprises Development Act, 2006. Based on the responses received by the Company, the details of dues to micro enterprises and small enterprises are as under:

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
i. The principal amount and the interest due thereon (to be shown separately remaining unpaid to any supplier as at the end of accounting year.	-	-
ii. The amount of interest paid by the buyer in terms of section 16 of the Micro Small and Medium Enterprises Development act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during accounting year.	-	-
iii. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under Micro Small and Medium Enterprises Development Act, 2006.	-	-
iv. The amount of interest accrued and remaining unpaid at the end of accounting year.	-	-
v. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Micro small and Medium enterprises Development act, 2006.	-	-

Note: The information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

- 51** In the opinion of the Management, the value of all Current Assets, Loans and Advances and other receivables is not less than their realisable value in the ordinary course of business.
- 52** Balances standing in debtors, creditors and loan and advances are subject to confirmation.
- 53** Previous year's figures are reworked, regrouped, rearranged and reclassified wherever necessary, to conform to the current year's classification.
- 54** The Financial Statements were approved for issue by the directors on October 26, 2018.

As per our Report of even date
For **BATHIYA & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.101046W / W100063

Umesh B Lakhani
Partner
Membership No.044981
Mumbai, October 26, 2018

For and on behalf of
The Investment Trust of India Limited

Chintan V Valia
Non-Executive Chairman
(DIN :05333936)

S. G. Muthu Kumar
Chief Financial Officer

Khyati C Valia
Non-Executive Director
(DIN: 03445571)

Haroon Mansuri
Company Secretary

Form AOC 1

**(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013
read with Rule 5 of the Companies (Accounts) Rules, 2014)**

**Statement containing salient features of the financial statements of
Subsidiaries and associates as on 31st March, 2018**

Part "A" : Subsidiaries

Sr. No.	(1)	(2)	(3)	(4)
Name of the subsidiary	Intime Equities Limited	Intime Multi Commodity Company Limited	Fortune Credit Capital Limited	ITI Asset Management Limited
Reporting period of subsidiary	31/03/2018	31/03/2018	31/03/2018	31/03/2018
Reporting currency	INR	INR	INR	INR
	(Amount ₹ in lakhs)			
Share capital				
Equity	1,665.00	300.00	5,000.00	100.00
Preference	140.00	117.70	3,400.00	---
Reserves & Surplus	2,226.17	152.22	11,946.11	5,018.09
Total Assets	11,312.20	878.13	63,747.84	5,272.86
Total Liabilities	11,312.20	878.13	63,747.84	5,272.86
Investments	110.00	---	4,825.00	5,000.00
Turnover / Total income	3,363.42	158.09	4,343.36	125.43
Profit before tax	487.37	24.90	388.63	0.43
Provision for tax	210.13	9.59	(3,215.96)	0.29
Profit after tax	277.24	15.31	3,604.59	0.14
Proposed dividend	---	---	---	---
% of equity holding	100.00	100.00	100.00	60.00

Sr. No.	(5)	(6)	(7)	(8)
Name of the subsidiary	Fortune Integrated Home Finance Limited	Antique Stock Broking Limited	ITI Capital Limited (earlier known as Inga Capital Limited)	Distress Asset Specialists Limited
Reporting period of subsidiary	31/03/2018	31/03/2018	31/03/2018	31/03/2018
Reporting currency	INR	INR	INR	INR
	(Amount ₹ in lakhs)			
Share capital				
Equity	200.00	3,500.00	699.18	10.00
Preference	---	---	---	---
Reserves & Surplus	15,887.38	2,858.41	875.81	(32.34)
Total Assets	52,579.04	10,160.65	1,668.59	751.90
Total Liabilities	52,579.04	10,160.65	1,668.59	751.90
Investments	1,278.67	290.00	333.18	---
Turnover / Total income	4,166.76	8,661.72	1,486.54	230.41
Profit before tax	2,363.45	2,755.27	230.55	(26.86)
Provision for tax	617.57	910.83	94.31	(0.73)
Profit after tax	1,745.88	1,844.44	136.24	(26.12)
Proposed dividend	---	---	---	---
% of equity holding	100.00	100.00	100.00	100.00

Sr. No.	(9)	(10)	(11)	(12)	(13)
Name of the subsidiary	ITI Reinsurance Limited	ITI Gilts Limited	ITI Mutual Fund Trustee Private Limited	ITI Nirman Limited	IRC Credit Management Services Limited
Reporting period of subsidiary	31/03/2018	31/03/2018	31/03/2018	31/03/2018	31/03/2018
Reporting currency	INR	INR	INR	INR	INR
	(Amount ₹ in lakhs)				
Share capital					
Equity	27,180.00	1,000.00	1.00	5.00	1.00
Preference	---	---	---	---	---
Reserves & Surplus	15,887.38	121.80	(11.83)	(0.65)	(6.18)
Total Assets	52,579.04	3,471.03	0.54	4.96	13.31
Total Liabilities	52,579.04	3,471.03	0.54	4.96	13.31
Investments	1,278.67	---	---	---	---
Turnover / Total income	4,166.76	568.46	---	---	29.87
Profit before tax	2,363.45	140.76	(12.47)	(0.65)	(8.38)
Provision for tax	617.57	43.51	---	---	0.11
Profit after tax	1,745.88	97.25	(12.47)	(0.65)	(8.49)
Proposed dividend	---	---	---	---	---
% of equity holding	80.00	100.00	100.00	100.00	100.00

Step down subsidiaries :

Sr. No.	(1)	(2)
Name of the Step down subsidiaries	Neue Allianz Corporate Services Private Limited	Antique Stock Broking (IFSC) Limited
Reporting period of Step down subsidiary	31/03/2018	31/03/2018
	(Amount ₹ in lakhs)	
Share Capital	30.00	200.00
Reserves & Surplus	(13.67)	(8.80)
Total Assets	17.25	191.53
Total Liabilities	17.25	191.53
Investments	17.00	---

Part "B": Associates:

Sr. No.	(1)	(2)
Name of the Associates	Fortune Integrated Assets Finance Limited	United Petro Finance Limited
Latest audited Balance Sheet date	31/03/2018	31/03/2018
Share of Associate held by the Company on the year end		
Nos.	48,29,545	81,20,000
Amount of investment in associates (₹ In lakhs)	4,765.62	999.20
Extent of holding	25.00	40.60
Description as to how there is significant influence	The Company is holding more than 20% in each associate	
Reason why the associate is not consolidated		
Net worth attributable to shareholding as per latest audited balance sheet date (₹ In lakhs)	30,648.30	1,310.40
Profit / (Loss) for the year (₹ In lakhs)	6,894.01	914.01
Considered in consolidation (₹ In lakhs)	1,792.67	257.79
Not considered in consolidation (₹ In lakhs)	5,101.34	656.22

Names of associates which are yet to commence operations : Not applicable

Names of associates which have been liquidated or sold during the year : Not applicable

On behalf of the Board

Chintan V. Valia
Non Executive Chairman
(DIN : 05333936)

Khyati Valia
Non Executive Director
(DIN: 03445571)

Mumbai, 26th October, 2018

The Investment Trust of India Limited

CIN: L65910MH1991PLC062067

Registered Office :

Naman Midtown, "A" Wing, 21st Floor, Unit No. 2103

Senapati Bapat Marg, Elphinstone Road

Mumbai - 400 013

Telephone : +91 022 4027 3600

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e mail : cosecretary@itigroup.com

website : www.itigroup.co.in

Independent Auditors' Report

**To the Members of
The Investment Trust of India Limited
(Earlier known as Fortune Financial Services (India) Limited)**

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone financial statements of **The Investment Trust of India Limited (Earlier known as Fortune Financial Services (India) Limited)** ('the Company'), which comprise the balance sheet as at March 31, 2018, the statement of profit and loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information ("standalone Ind AS financial statements").

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit & comprehensive income of the Company for the year ended on that date;
- c) In the case of the Statement of Changes in Equity, of the changes in equity of the Company for the year ended on that date;
- d) In the case of the Statement of Cash Flow, of the cash flows of the Company for the year ended on that date.

Emphasis of matter

Attention is invited to Note 44 and Note 45 to the standalone Ind AS Financial Statement regarding the Proposed Scheme 1 and Proposed Scheme 2 with effect from March 31, 2017. As referred to in the said Notes, the standalone Ind AS financial statement of the Company for the year ended March 31, 2018 were earlier approved by the Board of Directors at their meeting held on May 8, 2018 which were subject to revision by the Management of the Company so as to give effect to the Proposed Scheme 1 and Proposed Scheme 2. The Proposed Scheme-1 and Proposed Scheme 2 are returned by the Stock Exchanges on the ground that the same is not in compliance with Clause (I)(A)(3)(b) of the SEBI Circular No. CFD/CIR/2018/2 dated January 3, 2018. The Company has provided undertaking to the Exchanges for ensuring compliance with applicable provisions of the SEBI Circulars and the same is being processed by SEBI. The Company is awaiting the response from the Exchanges. Pending the approval of the Proposed Scheme-1 and Proposed Scheme 2 from stock exchanges and various other regulatory authorities, no effect of the Proposed Scheme-1 and Proposed Scheme 2 has been given in these standalone financial statements.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law relating to preparation of the standalone Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books;
 - c. The balance sheet, the statement of profit and loss including other comprehensive income, the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these standalone Ind AS financial statements;
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act;
 - e. On the basis of the written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
 - g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.
 - ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Bathiya & Associates LLP

Chartered Accountants

Firm Registration No. 101046W / W100063

Umesh B. Lakhani

Partner

Membership No. : 044981

Place : Mumbai

Date : May 8, 2018 [October 26, 2018 as to effect the matters discussed under 'Emphasis of Matter' section above]

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended March 31, 2018)

Report on Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of the Company.

- i.
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a regular programme of physical verification of its fixed assets by which all the assets have been physically verified by the management during the year at regular intervals which in our opinion is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company. The title deeds of immovable property are held in the name of the company as on the balance sheet date, except as mentioned below:

Type of Immovable property	Area	Value Under Gross Block as on 31/03/2018	Value Under Net Block as on 31/03/2018	Remarks
OFFICE PREMISES (Known as Alsa Samar)	Super built-up area of approximately 992 sq.ft.	11.32 Lakhs	7.99 Lakhs	This property came to the company through scheme of arrangement approved by the Hon'ble High Court. Though the Company become owner of this property, the Title deeds are in the name of the Demerged company.

- ii. According to the information and explanations given to us, the management has conducted physical verification of inventory at reasonable intervals and no material discrepancies were noticed in physical verification. In our opinion, the frequency of such verification is reasonable.
- iii. The Company has granted unsecured loans to four companies covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - a. In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the companies listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company
 - b. In the case of the loans granted to the companies listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
 - c. There are no overdue amounts in respect of the loan granted to the companies listed in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted any deposits from the public during the year, within the meaning of sections 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under and therefore, provisions of paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii.
 - a. According to the information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, goods & service tax, cess and other material statutory dues as applicable to the Company. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, goods & service tax, cess and other material statutory dues as applicable were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise or value added tax, as applicable which have not been deposited as at March 31, 2018 with appropriate authorities on account of any dispute.
- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, Paragraph 3(ix) of the order is not applicable.
- x. To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under paragraph 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information and explanation given to us and based on examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Bathiya & Associates LLP**

Chartered Accountants

Firm Registration No. 101046W / W100063

Umesh B. Lakhani

Partner

Membership No. : 044981

Place : Mumbai

Date : May 8, 2018 [October 26, 2018 as to effect the matters discussed under 'Emphasis of Matter' section above]

Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended March 31, 2018)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **The Investment Trust of India Limited (Earlier known as Fortune Financial Services (India) Limited)** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Bathiya & Associates LLP**

Chartered Accountants

Firm Registration No. 101046W / W100063

Umesh B. Lakhani

Partner

Membership No. : 044981

Place : Mumbai

Date : May 8, 2018 [October 26, 2018 as to effect the matters discussed under 'Emphasis of Matter' section above]

Standalone Balance Sheet as at March 31, 2018

					(₹ in lakhs)
Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	
I ASSETS					
1 Non-current assets					
(a) Property, plant and equipment	3	8.52	12.17	11.73	
(b) Investment property	4	7.99	-	-	
(c) Investments in subsidiaries, associates and joint ventures	5	64,684.65	64,431.70	20,899.45	
(d) Financial assets					
(i) Investments	6	-	-	258.03	
(ii) Loans	7	168.74	31.39	31.39	
(e) Other non-current assets	8	194.46	172.61	202.55	
2 Current assets					
(a) Inventories	9	324.92	-	-	
(b) Financial assets					
(i) Trade receivables	10	2,800.68	254.50	214.18	
(ii) Cash and cash equivalents	11	160.47	36.40	26.96	
(iii) Other balances with bank	12	27.79	12.16	68.08	
(iv) Loans	13	2,283.88	902.20	119.37	
(v) Other financial current assets	14	2,262.56	1,854.46	692.55	
(c) Other current assets	15	108.72	45.42	163.83	
TOTAL ASSETS		73,033.38	67,753.01	22,688.12	
II EQUITY AND LIABILITIES					
1 Equity					
(a) Equity share capital	16	5,102.38	5,102.38	2,834.60	
(b) Other equity	17	35,366.43	37,115.25	19,006.16	
2 Liabilities					
Non-current liabilities					
(a) Financial liabilities					
(i) Borrowings	18	31,807.07	-	-	
(b) Provisions	19	3.49	4.56	-	
(c) Deferred tax	30	44.43	21.36	105.35	
Current liabilities					
(a) Financial liabilities					
(i) Borrowings	20	0.20	19,696.00	604.50	
(ii) Trade payables	21	271.35	38.16	19.29	
(iii) Other financial liabilities	22	433.69	5,774.66	109.54	
(b) Provisions	23	4.34	0.64	8.68	
TOTAL EQUITY AND LIABILITIES		73,033.38	67,753.01	22,688.12	
Significant accounting policies	1 to 2				
Notes forming part of the Financial Statements	3 to 51				

As per our Report of even date
For **BATHIYA & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.101046W / W100063

Umesh B Lakhani
Partner
Membership No.044981
Mumbai, October 26, 2018

For and on behalf of
The Investment Trust of India Limited

Chintan V Valia
Non-Executive Chairman
(DIN :05333936)

S. G. Muthu Kumar
Chief Financial Officer

Khyati C Valia
Non-Executive Director
(DIN: 03445571)

Haroon Mansuri
Company Secretary

Standalone Statement of Profit and Loss for the year ended March 31, 2018

(₹ in lakhs)			
Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
I Income			
Revenue from operations	24	11,439.71	1,229.19
Other Income	25	1,297.27	666.69
Total Income		12,736.98	1,895.88
II Expenses:			
Purchases of Stock-In-Trade		9,527.44	736.66
Changes in inventories of finished goods, work-in-progress and Stock-In-Trade		(324.92)	-
Employee benefits expense	26	274.71	285.10
Finance Costs	27	3,377.48	394.87
Depreciation and amortisation expense		6.71	5.63
Other expenses	28	1,693.89	524.55
Total Expenses		14,555.31	1,946.81
III Profit/ (loss) before exceptional items and tax (I-II)		(1,818.33)	(50.93)
IV Exceptional items (Net)	29	-	60.00
V Profit/ (loss) before tax (III-IV)		(1,818.33)	9.07
VI Tax expense:	30		
Current tax		-	77.22
Deferred tax charge/(credit)		6.94	(88.43)
Tax in respect of earlier years		(27.74)	0.53
Total Tax Expenses		(20.80)	(10.68)
VII Profit/(Loss) for the year (V-VI)		(1,797.53)	19.75
VIII Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Re-measurements of post employment benefit obligations		(1.30)	6.53
(ii) Income Tax relating to these items		-	(2.22)
Other Comprehensive Income for the year (net of tax)		(1.30)	4.31
IX Total Comprehensive Income for the year (VII-VIII)		(1,798.83)	24.06
X Earnings per equity share of ₹ 10 each:	39		
(1) Basic (₹)		(3.52)	0.04
(2) Diluted (₹)		(3.52)	0.04
Significant accounting policies	1 to 2		
Notes forming part of the Financial Statements	3 to 51		

As per our Report of even date
For **BATHIYA & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.101046W / W100063

Umesh B Lakhani
Partner
Membership No.044981
Mumbai, October 26, 2018

For and on behalf of
The Investment Trust of India Limited

Chintan V Valia
Non-Executive Chairman
(DIN :05333936)

S. G. Muthu Kumar
Chief Financial Officer

Khyati C Valia
Non-Executive Director
(DIN: 03445571)

Haroon Mansuri
Company Secretary

Standalone Cash Flow Statement for the year ended March 31, 2018

		(₹ in lakhs)	
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	
A CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax as per statement of Profit and Loss	(1,818.33)	9.07	
Adjustments for :			
Depreciation and amortisation	6.71	5.63	
Assignment receivables written off	87.02	113.27	
Provision for employee benefits (Net)	(1.02)	(3.47)	
Amortisation of share issue expenses	-	(55.22)	
Interest income	(1,123.67)	(542.06)	
Net gain on fair valuation through profit and loss	(35.47)	-	
Net gain on sale of investments	(4.35)	-	
Interest on debentures	(4.80)	(4.82)	
Re-measurements of post employment benefit obligations	(1.30)	4.31	
Interest expense	3,370.62	394.63	
Dividend income	(16.24)	(19.07)	
Operating Profit before working capital change	459.16	(97.73)	
Adjustments for :			
(Increase) / Decrease in trade and other receivables	(2,546.18)	(40.32)	
(Increase) / Decrease in loans and others	(1,610.20)	(1,943.71)	
(Increase)/decrease in inventories	(324.92)	-	
Increase / (Decrease) in trade payables and other payables	(5,130.07)	5,688.43	
	(9,152.20)	3,606.67	
Direct tax paid (net)	11.72	(43.70)	
NET CASH INFLOW /(OUTFLOW) FROM OPERATING ACTIVITIES	(9,140.48)	3,562.97	
B CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	(2.96)	(6.07)	
(Increase) / Decrease in investments in subsidiaries	(435.33)	(43,269.40)	
Increase / (Decrease) in fixed deposits and other bank balances	6.13	55.92	
Interest income	1,123.67	542.06	
Dividend received	16.24	19.07	
NET CASH INFLOW /(OUTFLOW) FROM INVESTING ACTIVITIES	707.75	(42,658.43)	
C CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from share application money	-	(1.97)	
Proceeds from Issue of shares	-	2,267.78	
Proceeds from Issue of securities premium	-	18,142.22	
Net borrowings	11,912.14	19,091.50	
Interest expense	(3,370.62)	(394.63)	
NET CASH INFLOW / (OUTFLOW) FROM FINANCING ACTIVITIES	8,541.53	39,104.90	
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	108.80	9.44	
Cash and cash equivalents at the beginning of the year	36.40	26.96	
Pursuant to the Scheme of Merger	15.27	-	
Cash and cash equivalents at the end of the year	160.47	36.40	

Note:

Reconciliation of liabilities arising from financing activities

		(₹ in lakhs)		
Particulars	As at March 31, 2017	Cash flows	Non cash changes	As at March 31, 2018
Long term borrowings	-	30,000.00	1,807.07	31,807.07
Short term borrowings	19,696.00	(19,695.80)	-	0.20
Total	19,696.00	10,304.20	1,807.07	31,807.27

Previous year's figures have been regrouped / reclassified wherever necessary, to confirm the current period's classification.

Significant accounting policies

Notes forming part of the Financial Statements

1 to 2
3 to 51

As per our Report of even date
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Membership No.044981
Mumbai, October 26, 2018

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Non-Executive Chairman
(DIN :05333936)

Khyati C Valia
Non-Executive Director
(DIN: 03445571)

S. G. Muthu Kumar
Chief Financial Officer

Haroon Mansuri
Company Secretary

Standalone statement of changes in equity for the year ended March 31, 2018

A	EQUITY SHARE CAPITAL	(₹ in lakhs)
	As at April 1, 2016	2,834.60
	Changes in equity	2,267.78
	As at March 31, 2017	5,102.38
	Changes in equity	-
	As at March 31, 2018	5,102.38

(₹ in lakhs)							
B	OTHER EQUITY	Share application money received pending for allotment	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Total
	Balance as at April 1, 2016	1.97	268.00	15,782.88	439.18	2,514.11	19,006.16
	Profit for the year	-	-	-	-	19.75	19.75
	Other comprehensive income for the year	-	-	-	-	4.31	4.31
	Total comprehensive income for the year	-	-	-	-	24.06	24.06
	Share issued at premium	-	-	18,142.22	-	-	18,142.22
	Share issue expenses	-	-	(55.22)	-	-	(55.22)
	Transfer to Share Capital Account	(1.97)	-	-	-	-	(1.97)
	Balance as at March 31, 2017	-	268.00	33,869.88	439.18	2,538.17	37,115.25
	Profit for the year	-	-	-	-	(1,797.53)	(1,797.53)
	Other comprehensive income for the year	-	-	-	-	(1.30)	(1.30)
	Total comprehensive income for the year	-	-	-	-	(1,798.83)	(1,798.83)
	Addition on account of merger	-	7.97	-	-	42.05	50.02
	Balance as at March 31, 2018	-	275.97	33,869.88	439.18	781.39	35,366.43

As per our Report of even date
For **BATHIYA & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.101046W / W100063

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Partner
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Mumbai, October 26, 2018

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Notes forming part of standalone financial statements for the year ended March 31, 2018

1 COMPANY OVERVIEW

The Investment Trust of India Limited (the Company) was incorporated on June 14, 1991 as a private limited company. It was subsequently converted into a public limited company on October 20, 1994. The company had made an initial public offer in February, 1995. The Company is presently listed on Bombay Stock Exchange and National Stock Exchange. The Company is engaged in Advisory Services and trading activities besides holding investment in subsidiaries. The Group business consist of equity and commodity broking, financial services, lending business, investment banking, reinsurance and third party distribution activities which are carried out by separate subsidiaries of the Company.

2 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

(i) Compliance with Ind AS

In accordance with the notification issued by the Ministry of Corporate Affairs, the company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2016. These financial statements have been prepared in accordance with the Ind AS as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements for the year ended March 31, 2018 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended March 31, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at April 1, 2016 being the date of transition to Ind AS.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value;

The scheme of amalgamation ("Scheme") between the Company and The Investment Trust of India Limited ("ITIL") (Formerly known as ITI Wealth Management Private Limited) was approved by the Hon'ble Bombay High Court on October 16, 2016 and from The National Company Law Tribunal (NCLT) and other applicable regulatory authorities on December 13, 2017. The Scheme between the Company and ITIL and their respective shareholders and creditors, for merger of ITIL with and into the Company has become effective from January 01, 2016, hence ITIL ceased to exist effective from January 01, 2016. The financial statements of the company include all the assets, liabilities, reserves and surplus of ITIL at their carrying amounts and in the same form as at the appointed date.

(iii) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(b) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results may differ from these estimates. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investment, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

(c) Property, plant and equipment

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

All items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be

Notes forming part of standalone financial statements for the year ended March 31, 2018

measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on all the fixed assets except leasehold improvements and goodwill are provided on a Written Down Value Method over the estimated useful lives of assets. Leasehold improvements are amortised over the period of lease on Straight line Method. Goodwill, on the other hand, is amortised on Straight line Method.

The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act.

The residual values are not more than 5% of the original cost of the asset.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(d) Lease

Operating Lease

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(e) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, balances with bank, deposits held with banks or highly liquid short term investments with maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(f) Inventories

Inventories of Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out'. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

(g) Investments in subsidiaries, joint ventures and associates

Investments in subsidiaries and associates are recognised at cost as per Ind AS 27.

(h) Financial Instruments

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) those measured at amortised cost.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

Debt instruments:

The Company initially recognizes debt instruments issued on the date that they originate. All other debt instruments that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income, there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

Notes forming part of standalone financial statements for the year ended March 31, 2018

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(iv) Income recognition

Interest income

Interest income from debt instruments is recognised using the effective interest rate method.

Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

(i) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

(j) Borrowings

Borrowings are initially recognised and measured at amortised cost. Subsequent to initial recognition, these borrowings are measured at amortized cost using the effective interest method, less any impairment losses.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

(k) Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss using effective interest method.

(l) Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

(m) Revenue recognition

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of GST/ Service Tax.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

Sale of goods

Sales are recognised when goods are supplied and significant risk and rewards of ownership in the goods are transferred to the buyer.

Revenue from services

Professional fees and other service charges are accounted when there is reasonable certainty of its ultimate realization / collection.

(n) Employee benefits

(i) Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Notes forming part of standalone financial statements for the year ended March 31, 2018

(ii) Defined contribution plans

The Company's contribution towards Provident Fund and Family Pension Fund, which are defined contribution, are accounted for on an accrual basis and recognised in the Statement of Profit & Loss in the year in which they incur.

(iii) Compensated absences

Compensated absences are provided for on the basis of an actuarial valuation, using projected unit credit method, as at the date of the balance sheet, actuarial gains / losses, if any, are immediately recognized in the statement of profit and loss.

(o) Foreign currency translation

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

(p) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax credit is recognised when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

(q) Earnings per share

The basic earnings per share is computed and disclosed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the year, adjusted for the effects of all dilutive potential equity shares, if any.

Notes forming part of standalone financial statements for the year ended March 31, 2018

(₹ in lakhs)

3	Property, Plant and equipment	Computers	Office equipments	Furniture and fixtures	Leasehold improvements	Total
	Gross Carrying Amount					
	Deemed cost as at April 1, 2016	0.01	0.03	0.14	11.54	11.73
	Additions	5.06	-	-	1.01	6.07
	Disposals	-	-	-	-	-
	Reclassified as held for sale	-	-	-	-	-
	Balance at March 31, 2017	5.07	0.03	0.14	12.55	17.80
	Additions	1.75	0.90	-	-	2.65
	Disposals	-	-	-	-	-
	Reclassified as held for sale	-	-	-	-	-
	Balance at March 31, 2018	6.82	0.93	0.14	12.55	20.45
	Accumulated Depreciation					
	Balance at April 1, 2016	-	-	-	-	-
	Additions	1.95	0.02	-	3.66	5.63
	Disposals	-	-	-	-	-
	Reclassified as held for sale	-	-	-	-	-
	Balance at March 31, 2017	1.95	0.02	-	3.66	5.63
	Additions	2.48	0.04	-	3.77	6.29
	Disposals	-	-	-	-	-
	Reclassified as held for sale	-	-	-	-	-
	Balance at March 31, 2018	4.43	0.06	-	7.43	11.92
	Net Carrying Amount					
	Balance at April 1, 2016	0.01	0.03	0.14	11.54	11.73
	Balance as at March 31, 2017	3.12	0.01	0.14	8.89	12.17
	Balance as at March 31, 2018	2.39	0.87	0.14	5.12	8.52

4	Investment property		(₹ in lakhs)
	Gross Carrying Amount		
	Deemed cost as at April 1, 2016		-
	Additions		-
	Disposals		-
	Reclassified as held for sale		-
	Balance at March 31, 2017		-
	Additions on account of merger		11.32
	Additions		-
	Disposals		-
	Reclassified as held for sale		-
	Balance at March 31, 2018		11.32
	Accumulated Depreciation		
	Balance as at April 1, 2016		-
	Additions		-
	Disposals		-
	Reclassified as held for sale		-

Notes forming part of standalone financial statements for the year ended March 31, 2018

4 Investment property..... (Contd.)

Balance at March 31, 2017	-
Additions on account of merger	2.92
Additions	0.41
Disposals	-
Reclassified as held for sale	-
Balance at March 31, 2018	3.33
Net Carrying Amount	
Balance at April 1, 2016	-
Balance at March 31, 2017	-
Balance at March 31, 2018	7.99
Fair Value	
At April 1, 2016	-
At March 31, 2017	-
At March 31, 2018	78.00

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Rental income derived from investment property	2.40	-
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	2.40	-
Depreciation	0.41	-
Income from investment properties (Net)	1.99	-

(₹ in lakhs)

5	Investments in subsidiaries, associates and joint ventures	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
		No. of instruments	Amount (₹ in Lakhs)	No. of instruments	Amount (₹ in Lakhs)	No. of instruments	Amount (₹ in Lakhs)
	A. Investments in Subsidiaries						
	Unquoted						
	(i) Equity Instruments at cost						
	Intime Equities Limited	16,650,000	3,846.92	16,650,000	3,846.92	16,650,000	3,812.20
	Intime Multi Commodity Company Limited	3,000,000	307.52	3,000,000	307.52	3,000,000	304.00
	Fortune Credit Capital Limited	50,000,000	12,600.00	50,000,000	12,600.00	40,000,000	8,575.00
	ITI Asset Management Limited	600,000	3,035.00	600,000	3,035.00	600,000	60.00
	Fortune Integrated Home Finance Limited	2,000,000	550.00	2,000,000	550.00	250,000	25.00
	Antique Stock Broking Limited	35,000,000	3,750.00	35,000,000	3,750.00	35,000,000	3,725.00
	ITI Capital Limited	6,991,810	1,006.30	6,991,810	1,006.30	6,991,810	1,006.30
	Distress Asset Specialist Limited	100,000	16.13	100,000	16.13	100,000	16.13
	The Investment Trust of India Limited (refer note 43)	-	-	2,270,000	227.00	2,270,000	227.00
	ITI Reinsurance Limited	217,440,000	32,612.00	217,440,000	32,612.00	80,000	8.00
	ITI Gilts Limited	10,000,000	958.35	5,100,000	510.00	-	-
	ITI Mutual Fund Trustee Private Limited	10,000	1.00	10,000	1.00	-	-
	IRC Credit Management Services Limited	10,000	1.00	-	-	-	-
	ITI Nirman Limited	50,000	5.00	-	-	-	-
	Sub total (i)		58,689.22		58,461.87		17,758.63

Notes forming part of standalone financial statements for the year ended March 31, 2018

5	Investments in subsidiaries, associates and joint ventures (Contd....)	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
		No. of instruments	Amount (₹ in Lakhs)	No. of instruments	Amount (₹ in Lakhs)	No. of instruments	Amount (₹ in Lakhs)
	(ii)Preference Shares						
	Intime Equities Limited						
	10% Redeemable cumulative preference shares	500,000	50.00	500,000	50.00	500,000	50.00
	12.50% Redeemable cumulative preference shares	900,000	90.00	900,000	90.00	900,000	90.00
	Sub total (ii)		140.00		140.00		140.00
	(iii)Debentures at cost						
	ITI Capital Limited	500	69.80	500	65.00	500	60.19
	Sub total (iii)		69.80		65.00		60.19
	(iv)Other entity						
	ITI Growth Opportunities LLP		20.80		-		-
	Sub total (iv)		20.80		-		-
	Total(A) [(i)+(ii)+(iii)+(iv)]		58,919.82		58,666.87		17,958.82
	B.Investments in Associates						
	Unquoted						
	(i)Equity Instruments at cost						
	Fortune Integrated Assets Finance Limited	4,829,545	4,765.62	4,829,545	4,765.62	3,125,000	2,890.63
	United Petro Finance Limited	8,120,000	999.20	8,120,000	999.20	500,000	50.00
	Total(B) [(i)]		5,764.82		5,764.82		2,940.63
	Total(A+B)		64,684.65		64,431.70		20,899.45
	Aggregate amount of quoted investments and Market value there of		-		-		-
	Aggregate amount of unquoted investments		64,684.65		64,431.70		20,899.45
	Aggregate amount of impairment in value of investments		-		-		-

(₹ in lakhs)

6	Non-current investments	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
		No. of instruments	Amount (₹ in Lakhs)	No. of instruments	Amount (₹ in Lakhs)	No. of instruments	Amount (₹ in Lakhs)
	Unquoted						
	At Fair Value through Profit and Loss						
	Equity Shares						
	BSE Limited	-	-	-	-	70,694	258.03
	Total		-		-		258.03
	Aggregate amount of quoted investments and Market value there of		-		-		-
	Aggregate amount of unquoted investments		-		-		258.03
	Aggregate amount of impairment in value of investments		-		-		-

(₹ in lakhs)

7	Non-current loans	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	Unsecured, considered good			
	Security Deposit	168.74	31.39	31.39
	Total	168.74	31.39	31.39

Notes forming part of standalone financial statements for the year ended March 31, 2018

(₹ in lakhs)			
8 Other non-current assets	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Advance tax and tax deducted at source (Net)	185.14	168.51	202.55
Gratuity Asset	9.31	4.11	-
Total	194.46	172.61	202.55

(₹ in lakhs)			
9 Inventories	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Stock in trade (At lower of cost or net realisable value)	324.92	-	-
Total	324.92	-	-

(₹ in lakhs)			
10 Trade receivables	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured			
(a) Considered good	2,800.68	254.50	214.18
(b) Considered doubtful	-	-	-
Total	2,800.68	254.50	214.18

In determining the allowance for doubtful trade receivables the company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

(₹ in lakhs)			
11 Cash and cash equivalents	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Cash on hand	1.61	2.56	0.42
Balances with bank- current account	158.87	33.83	26.54
Total	160.47	36.40	26.96

(₹ in lakhs)			
12 Other balances with bank	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Deposits with original maturity for more than 3 months but less than 12 months	21.76	-	51.03
Unclaimed dividend account	6.03	12.16	15.08
Share application money account	-	-	1.97
Total	27.79	12.16	68.08

(₹ in lakhs)			
13 Current loans	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured, considered good			
Loan to others	43.77	-	-
Unsecured, considered good			
Security deposits	-	-	102.05
Loans to related parties	2,239.55	901.45	15.20
Loans to employees	0.56	0.75	2.12
Total	2,283.88	902.20	119.37

Notes forming part of standalone financial statements for the year ended March 31, 2018

(₹ in lakhs)			
14 Other current financial assets	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Interest Accrued and due			
-Related party	-	186.19	18.19
-Other	1,135.00	20.01	0.10
Preference dividend receivable from related party	97.48	81.24	65.00
Receivable against sale of investments	159.48	-	-
Other receivable	49.20	-	0.38
Assignment receivables	520.90	818.15	-
Advance for investments (Refer note 42)	300.50	748.85	541.51
Advances to related parties	-	0.02	67.37
Total	2,262.56	1,854.46	692.55

(₹ in lakhs)			
15 Other current assets	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Prepaid expenses	3.09	1.07	1.91
Gratuity assets	2.03	1.77	0.67
Balances with authorities	4.12	2.21	8.99
Other amount recoverable in cash or kind or for value to be received	99.48	40.37	152.26
Total	108.72	45.42	163.83

(₹ in lakhs)			
16 Equity share capital	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Authorised			
103,00,00,000 equity shares of ₹ 10 each (March 31, 2017: 6,00,00,000; April 1, 2016: 6,00,00,000)	10,300.00	6,000.00	6,000.00
Total	10,300.00	6,000.00	6,000.00
Issued, subscribed and fully paid-up			
5,10,23,767 equity shares of ₹ 10 each (March 31, 2017: 5,10,23,767; April 1, 2016: 2,83,45,990)	5,102.38	5,102.38	2,834.60
Total	5,102.38	5,102.38	2,834.60

(a) Reconciliation of number of shares (₹ in lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of shares	Amount (₹ in Lakhs)	No. of shares	Amount (₹ in Lakhs)
Equity Shares				
Opening Balance	51,023,767	5,102.38	28,345,990	2,834.60
Issued during the year	-	-	22,677,777	2,267.78
Closing Balance	51,023,767	5,102.38	51,023,767	5,102.38

(b) Shares held by shareholders holding more than 5% of the aggregate shares in the Company (₹ in lakhs)

Name of Shareholder	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Neostar Developers LLP	23,742,082	46.53	23,742,082	46.53	1,14,51,803	40.40
Aditya InfoTech Private Limited	12,154,262	23.82	12,154,262	23.82	61,70,712	21.77
Nogard Investments Limited	1,799,000	3.53	1,799,000	3.53	1,800,000	6.35

(c) Terms / Rights attached to Equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of an equity share is entitled to one vote per share on every resolution placed before the Company on the right to receive dividend.

Notes forming part of standalone financial statements for the year ended March 31, 2018

(₹ in lakhs)

17 Other Equity	Share application money received pending for allotment	Capital Reserve	Securities Premium Account	General Reserve	Retained Earnings	Total
Balance as at April 1, 2016	1.97	268.00	15,782.88	439.18	2,514.11	19,006.16
Profit for the year	-	-	-	-	19.75	19.75
Other Comprehensive Income for the year	-	-	-	-	4.31	4.31
Total Comprehensive Income for the year	-	-	-	-	24.06	24.06
Share issued at premium	-	-	18,142.22	-	-	18,142.22
Transferred to Share Capital account	(1.97)	-	-	-	-	(1.97)
Share issue expenses	-	-	(55.22)	-	-	(55.22)
Balance as at March 31, 2017	-	268.00	33,869.88	439.18	2,538.17	37,115.25
Profit for the year	-	-	-	-	(1,797.53)	(1,797.53)
Other Comprehensive Income for the year	-	-	-	-	(1.30)	(1.30)
Total Comprehensive Income for the year	-	-	-	-	(1,798.83)	(1,798.83)
Addition on account of merger	-	7.97	-	-	42.05	50.02
Balance as at March 31, 2018	-	275.97	33,869.88	439.18	781.39	35,366.43

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. These reserve will be utilised in accordance with the provisions of the Act.

Capital reserve

Capital reserve will be utilised in accordance with provision of the Act.

(₹ in lakhs)

18 Non-current borrowings	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured			
Redeemable cumulative preference shares #	163.66	-	-
Optionally convertible Debenture *	31,643.41	-	-
Total	31,807.07	-	-

Nature of Security and terms of repayment for non-current borrowings**Nature of Security**

225,000 1% Redeemable cumulative preference shares of ₹ 100 each

* 30,000 Optionally Convertible Debentures of ₹ 1,00,000/- each

Terms of Conversion and/or Repayment

Repayable on January 1, 2023. Rate of interest 1.00% p.a.

At the option of the Debenture holders, each Debenture shall be converted into 1,000 8% Redeemable Cumulative Preference shares ("RCPS") of ₹ 100 each fully paid in the event of exercising the option of conversion, no premium on Debentures will be payable.

The debenture shall carry 0% interest for the time being paid-up thereon. The Company will pay redemption premium calculated @ 10% per annum cumulative to the debenture holders on redemption by the Company from the date of receipt of the money and upto the date of redemption of the Debentures.

(₹ in lakhs)

19 Non-current provisions	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for employee benefit			
Unavailed leave	3.49	4.56	-
Total	3.49	4.56	-

Notes forming part of standalone financial statements for the year ended March 31, 2018

(₹ in lakhs)			
20 Current borrowings	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured			
Loans repayable on demand			
(i) Loan from related party	-	-	604.50
(ii) Other borrowings	0.20	19,696.00	-
Total	0.20	19,696.00	604.50
(₹ in lakhs)			
21 Trade payables	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Amount due to micro and small enterprises (Refer note 47)	-	-	-
Others	271.35	38.16	19.29
Total	271.35	38.16	19.29
(₹ in lakhs)			
22 Other current financial liabilities	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unclaimed dividends	6.08	12.16	15.08
Security deposit	2.75	-	-
Statutory liabilities	101.58	85.43	28.97
Preference dividend payable	3.29	-	-
Dividend distribution tax on preference dividend	0.11	-	-
Other payables	59.38	22.53	44.91
Advance received against sale of investments from related party	-	5,000.00	-
Interest accrued and due			
Related parties	258.29	530.13	20.59
Others	2.22	124.40	-
Total	433.69	5,774.66	109.54
(₹ in lakhs)			
23 Current provisions	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for employee benefit			
Unavailed leave	0.70	0.64	8.68
Provision for expenses	3.64	-	-
Total	4.34	0.64	8.68
(₹ in lakhs)			
24 Revenue from operations	Year ended March 31, 2018	Year ended March 31, 2017	
Sale of Product			
Traded goods	9,419.25	753.50	
Sale of Services			
Professional and processing fees	1,929.41	346.41	
Other Operation Revenue			
Income from assignment receivables	86.58	125.87	
Interest on fixed deposits	1.27	3.41	
Interest Income on hire purchase	3.19	-	
Total	11,439.71	1,229.19	

Notes forming part of standalone financial statements for the year ended March 31, 2018

		(₹ in lakhs)	
		Year ended March 31, 2018	Year ended March 31, 2017
25 Other income			
Interest income		1,123.67	542.06
Net gain on fair valuation through profit and loss		35.47	-
Corporate Guarantee Commission		81.77	88.24
Interest on debentures		4.80	4.82
Dividend income		16.24	19.07
Net gain on sale of investments		4.35	-
Rent income		30.60	6.76
Miscellaneous income		0.37	0.01
Sundry balances written back		-	5.74
Total		1,297.27	666.69
		(₹ in lakhs)	
		Year ended March 31, 2018	Year ended March 31, 2017
26 Employee benefit expense			
Salaries , bonus and allowances		269.84	258.38
Contributions to gratuity, provident and other funds		0.84	22.57
Staff welfare expenses		4.03	4.15
Total		274.71	285.10
		(₹ in lakhs)	
		Year ended March 31, 2018	Year ended March 31, 2017
27 Finance cost			
Interest expense on borrowings		3,370.62	394.63
Interest expense on preference shares		6.59	-
Bank charges		0.27	0.25
Total		3,377.48	394.87
		(₹ in lakhs)	
		Year ended March 31, 2018	Year ended March 31, 2017
28 Other expenses			
Commission expenses		1,261.20	-
Other operational expenses		9.16	1.53
Exchange and Regulator expenses		42.64	-
Rent (Refer note 38)		110.48	47.04
Rates and taxes		0.70	10.73
Printing and stationery		2.27	2.49
Travelling and conveyance expenses		20.06	22.19
Motor vehicle expenses		6.55	6.29
Electricity charges		30.14	36.87
Communication expenses		4.33	4.49
Advertisement expenses		3.94	3.42
Legal and professional fees		30.92	128.13
Auditors' remuneration			
-Statutory audit		2.75	2.75
-Tax audit		0.99	0.99
-Others		3.11	3.76
Repairs and maintenance			
-Building		8.01	6.97
-Others		6.23	5.52

Notes forming part of standalone financial statements for the year ended March 31, 2018

28 Other expenses (contd.)

Membership and subscription	1.14	5.00
Business promotion expenses	14.51	14.38
Assignment receivables written off	87.02	113.27
Directors' sitting fees	19.35	10.95
Amortisation of share issue expenses	-	0.23
Sundry balances written off	-	86.54
Computer software charges	21.52	3.46
Miscellaneous expenses	6.88	7.56
Total	1,693.89	524.55

(₹ in lakhs)

29 Exceptional item	Year ended March 31, 2018	Year ended March 31, 2017
Profit on sale of investments	-	60.00
Total	-	60.00

(₹ in lakhs)

30 Income taxes	Year ended March 31, 2018	Year ended March 31, 2017
A) Tax expense recognised in the Statement of Profit and Loss		
Current tax		
Current tax on taxable income for the year	-	77.22
	-	77.22
Deferred Tax		
Deferred tax charge/(credit)	6.94	(88.43)
	6.94	(88.43)
Tax in respect of earlier years	(27.74)	0.53
	(27.74)	0.53
Total Income Tax expense/(credit)	(20.80)	(10.68)

(B) A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Enacted income tax rate in India applicable to the Company	25.750%	31.961%
Profit before tax	(1,818.33)	9.07
Current tax expenses on Profit before tax expenses at the enacted income tax rate in India	-	2.90
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income	-	-
Permanent Disallowances	-	47.60
Disallowance under Income Tax Act 1961	-	71.32
Capital gain under section 45	-	75.00
Allowances under Income Tax Act 1961	-	(121.82)
Tax in respect of earlier years	(27.74)	0.53
Tax on other comprehensive income	-	2.22
Deferred tax	6.94	(88.43)
Total income tax expense/(credit)	(20.80)	(10.68)

Notes forming part of standalone financial statements for the year ended March 31, 2018

(B) The movement in deferred tax assets and liabilities during the year ended March 31, 2017 and March 31, 2018

(i) Components of deferred tax assets and liabilities as at March 31, 2018

(₹ in lakhs)

Particulars	Balance as at April 1, 2017	Credit/(charge) in statement of profit or loss (including OCI)	Deferred tax on basis adjustment	Balance as at March 31, 2018
Property, plant and equipment and intangible assets	(11.22)	1.60	-	(9.62)
Defined benefit plans	(1.12)	-	-	(1.12)
Others	33.70	5.34	16.13	55.17
Total	21.36	6.94	16.13	44.43

Details of Deferred Tax Liability

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Fixed Assets	(9.62)	(11.22)	(8.30)
Defined benefit plans	(1.12)	(1.12)	(2.68)
Others	55.17	33.70	116.33
Net Deferred Tax Liability	44.43	21.36	105.35

31 Financial Risk Management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparty to which the Company grants credit terms in the normal course of business.

Trade receivables

The Company has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Financial assets for which loss allowances is measured using the expected credit loss			
Trade receivables			
less than 180 days	2,629.53	231.14	210.68
180 - 365 days	18.56	10.69	3.50
beyond 365 days	152.58	12.67	-
Total	2,800.68	254.50	214.18

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

Notes forming part of standalone financial statements for the year ended March 31, 2018

31 Financial Risk Management (Contd.....)

The table below provides details regarding the contractual maturities of significant financial liabilities :

			(₹ in lakhs)
Particulars	Less than 1 year	1-3 years	
As at March 31, 2018			
Borrowings	-	31,807.07	
Trade and other payables	705.04	-	
	705.04	31,807.07	
As at March 31, 2017			
Borrowings	19,696.00	-	
Trade and other payables	5,812.82	-	
	25,508.82	-	

Market Risk

Exposure to interest rate risk

			(₹ in lakhs)
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total Borrowings	31,807.27	19,696.00	604.50
% of Borrowings out of above bearing variable rate of interest	-	100%	100%

Sensitivity (impact of change in interest rates)

A change of 50 bps in interest rates would have following Impact on profit before tax

			(₹ in lakhs)
Particulars	Year ended March 31, 2018	Year ended March 31, 2017	
50 bp increase would decrease the profit before tax by	-	98.48	
50 bp decrease would Increase the profit before tax by	-	98.48	
The Company's interest bearing financial assets are primarily fixed in nature. Hence, the Company is not significantly exposed to interest rate risk.			

32 Capital Risk Management

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The Company monitors capital on the basis of the carrying amount of debt less cash and cash equivalents as presented on the face of the financial statements.

The Company's objective for capital management is to maintain an optimum overall financial structure.

			(₹ in lakhs)
Debt equity ratio	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Debt (includes non-current, current borrowings and current maturities of long term debt)	31,807.26	19,696.00	604.50
Less: Cash and cash equivalents	160.47	36.40	26.96
Less: Other balances with bank	21.76	-	53.00
Net debt	31,625.03	19,659.60	524.55
Total equity	40,468.81	42,217.62	21,840.76
Net debt to total equity ratio	0.78	0.47	0.02

Notes forming part of standalone financial statements for the year ended March 31, 2018

33 First-time adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from April 1, 2017, with a transition date of April 1, 2016. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended March 31, 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Optional Exemptions availed

(a) Deemed Cost

The Company has opted paragraph D7 AA and accordingly considered the carrying value of property, plant and equipments and Intangible assets as deemed cost as at the transition date.

(b) Investments in subsidiaries, joint ventures and associates

The Company has opted para D14 and D15 and accordingly considered the Previous GAAP carrying amount of Investments as deemed cost as at the transition date.

(c) Business Combination

All transactions qualifying as business combinations under Ind AS103, occurring before the transition date, the Group has opted not to restate any business combinations before the date of transition.

B. Applicable Mandatory Exceptions

(a) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at Fair Value through Profit & Loss (FVPL) or Fair Value through Other Comprehensive Income (FVOCI);
- Investment in debt instruments carried at FVPL."

(b) Classification and measurement of financial assets

As required by Ind AS 101, the company has assessed the classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(c) Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

I. Reconciliation of Balance sheet as at April 1, 2016 (Transition Date)

II. A. Reconciliation of Balance sheet as at March 31, 2017

B. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017

III. Reconciliation of Equity as at April 1, 2016 and as at March 31, 2017

IV. Adjustments to Statement of Cash Flows

The presentation requirements under Previous GAAP differs from Ind AS, and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

Notes forming part of standalone financial statements for the year ended March 31, 2018

		(₹ in lakhs)	
I. Reconciliation of Balance sheet as at April 1, 2016	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
ASSETS			
Non-current assets			
Property, plant and equipment	11.73	-	11.73
Investments in subsidiaries, associates and joint ventures	20,792.76	106.69	20,899.45
Financial assets			
Investments	0.05	257.98	258.03
Loans	31.39	-	31.39
Deferred tax assets (Net)	116.33	(116.33)	-
Other non-current assets	202.55	-	202.55
Current assets			
Financial assets			
Trade receivables	214.18	-	214.18
Cash and cash equivalents	26.96	-	26.96
Other balances with bank	68.08	-	68.08
Loans	119.37	-	119.37
Other financial current assets	627.55	65.00	692.55
Other current assets	163.83	-	163.83
Total	22,374.79	313.33	22,688.12
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2,834.60	-	2,834.60
Other equity	18,692.83	313.33	19,006.16
Liabilities			
Non-current liabilities			
Deferred tax liabilities (Net)	105.35	-	105.35
Current liabilities			
Financial liabilities			
Borrowings	604.50	-	604.50
Trade payables	19.29	-	19.29
Other financial liabilities	109.54	-	109.54
Provisions	8.68	-	8.68
Total	22,374.79	313.33	22,688.12

		(₹ in lakhs)	
II A . Reconciliation of Balance sheet as at March 31, 2017	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
ASSETS			
Non-current assets			
Property, plant and equipment	12.17	-	12.17
Investments in subsidiaries, associates and joint ventures	64,231.96	199.74	64,431.70
Financial assets			
Loans	31.39	-	31.39
Other non-current assets	200.25	(27.64)	172.61
Current assets			
Financial assets			
Trade receivables	254.50	-	254.50
Cash and cash equivalents	36.40	-	36.40
Other balances with bank	12.16	-	12.16
Loans	902.20	-	902.20

Notes forming part of standalone financial statements for the year ended March 31, 2018

II A. Reconciliation of Balance sheet as at March 31, 2017 (contd.)

Other financial current assets	1,773.22	81.24	1,854.46
Other Current Assets	54.63	(9.21)	45.42
Total	67,508.88	244.13	67,753.01
EQUITY AND LIABILITIES			
Equity			
Equity share capital	5,102.38	-	5,102.38
Other equity	36,904.82	210.43	37,115.25
Liabilities			
Non-current liabilities			
Deferred tax liabilities (Net)	(12.34)	33.70	21.36
Provisions	4.56	-	4.56
Current liabilities			
Financial Liabilities			
Borrowings	19,696.00	-	19,696.00
Trade payables	38.16	-	38.16
Other financial liabilities	5,774.66	-	5,774.66
Provisions	0.64	-	0.64
Total	67,508.88	244.13	67,753.01

(₹ in lakhs)

II B. Reconciliation of Statement of Profit and Loss for the year ended March 31, 2017	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
Income			
Revenue from operations	1,229.19	-	1,229.19
Other Income	557.40	109.29	666.69
Total Income	1,786.59	109.29	1,895.88
Expenses:			
Purchases of Stock-In-Trade	736.66	-	736.66
Employee Benefit Expense	278.56	6.53	285.10
Finance costs	394.87	-	394.87
Depreciation and amortisation expense	5.63	-	5.63
Other expense	542.92	(18.37)	524.55
Total Expense	1,958.64	(11.84)	1,946.81
Profit/ (loss) before exceptional items and tax	(172.06)	121.13	(50.93)
Exceptional items (Net)	317.98	(257.98)	60.00
Profit/ (loss) before tax	145.92	(136.85)	9.07
Tax expense:			
Current tax	75.00	2.22	77.22
Deferred tax	(1.37)	(87.05)	(88.43)
Tax in respect of earlier years	0.53	-	0.53
Total Tax Expenses	74.16	(84.83)	(10.68)
Profit/(Loss) for the year from continuing operations	71.76	(52.02)	19.75
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Re-measurements of post employment benefit obligations	-	6.53	6.53
(iv) Income Tax relating to these items	-	(2.22)	(2.22)
Other Comprehensive Income for the year (net of tax)	-	4.31	4.31
Total Comprehensive Income for the year	71.76	(47.71)	24.06

Notes forming part of standalone financial statements for the year ended March 31, 2018

		(₹ in lakhs)	
		As at March 31, 2017	As at April 1, 2016
III A Reconciliation of Equity			
Total equity under Previous GAAP		42,007.19	21,527.42
Adjustments impact: Gain/ (Loss)			
Measurement of financial instrument		538.97	257.98
Deferred Tax		(31.49)	(116.33)
Others		(297.05)	171.69
Total IND AS adjustment		210.43	313.33
Total equity under Ind AS		42,217.62	21,840.76

		(₹ in lakhs)	
		As at March 31, 2017	
III B Reconciliation of Income Statement			
Profit after tax under Previous GAAP			71.76
Adjustments Gain/ (Loss)			
Re-measurement of Defined Benefit Plan recognised in OCI (Net of Tax)			(6.53)
Measurements of Financial Instruments			109.30
Deferred Tax Impacts of above adjustments			84.84
Others			(239.62)
Total adjustment			(52.01)
Profit after tax as per Ind AS			19.75
Other comprehensive income (Net of Tax)			4.31
Total comprehensive income as per Ind AS			24.06

IV. Adjustments to Statement of Cash Flows

The Ind AS adjustments are either non cash adjustments or are regrouping among the cash flows from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended March 31, 2017 as compared with the previous GAAP.

The following explains the material adjustments made while transition from previous accounting standards to IND AS:

1 Dividend on preference shares

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance cost.

2 Re-measurements of post employment benefit obligation

Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP, these re-measurements were forming part of the profit and loss for the year.

3 Corporate Guarantee Fees

Under Ind AS, where guarantees in relation to loans or other payables of subsidiaries are provided for without any compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

4 Fair value of Investment

Under the previous GAAP, investments in equity instruments were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under IND AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings as at March 31, 2017 is nil. (₹ 257.98 Lakhs as at April 1, 2016).

5 Deferred Tax

Tax adjustment include deferred tax impact on account of differences between previous GAAP and Ind AS. These adjustments have resulted in an decrease in equity under Ind AS by ₹ 33.70 Lakhs and ₹ 116.33 Lakhs as at March 31, 2017 and April 1, 2016 respectively and decrease in net profit by ₹ 89.80 Lakhs for the year ended March 31, 2017.

Notes forming part of standalone financial statements for the year ended March 31, 2018

34 FAIR VALUE MEASUREMENT

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans, security deposits and investment in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Notes forming part of standalone financial statements for the year ended March 31, 2018

34 Fair Value Measurement (Contd.....)

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2018	Non Current	Current	Total	Routed through Profit and Loss			Routed through OCI			Carried at amortised cost			Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Total	
Financial Assets													
Cash and cash equivalents	-	160.47	160.47	-	-	-	-	-	-	160.47	160.47	160.47	160.47
Trade receivables	-	2,800.68	2,800.68	-	-	-	-	-	-	2,800.68	2,800.68	2,800.68	2,800.68
Other balances with bank	-	27.79	27.79	-	-	-	-	-	-	27.79	27.79	27.79	27.79
Loans to related parties	-	2,239.55	2,239.55	-	-	-	-	-	-	2,239.55	2,239.55	2,239.55	2,239.55
Loans to employees	-	0.56	0.56	-	-	-	-	-	-	0.56	0.56	0.56	0.56
Interest receivables	-	1,135.00	1,135.00	-	-	-	-	-	-	1,135.00	1,135.00	1,135.00	1,135.00
Other financial assets	-	1,171.33	1,171.33	-	-	-	-	-	-	1,171.33	1,171.33	1,171.33	1,171.33
Security deposits	168.74	-	168.74	-	-	-	-	-	-	168.74	168.74	168.74	168.74
Total	168.74	7,535.39	7,704.13	-	-	-	-	-	-	7,704.13	7,704.13	7,704.13	7,704.13
Financial Liabilities													
Borrowings	31,807.07	0.20	31,807.26	-	-	-	-	-	-	163.66	31,643.61	31,807.26	31,807.26
Trade Payables	-	271.35	271.35	-	-	-	-	-	-	271.35	271.35	271.35	271.35
Other Financial Liabilities	-	433.69	433.69	-	-	-	-	-	-	433.69	433.69	433.69	433.69
Total	31,807.07	705.24	32,512.31	-	-	-	-	-	-	163.66	32,348.66	32,512.31	32,512.31

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2017	Non Current	Current	Total	Routed through Profit and Loss			Routed through OCI			Carried at amortised cost			Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Total	
Financial Assets													
Cash and cash equivalents	-	36.40	36.40	-	-	-	-	-	-	36.40	36.40	36.40	36.40
Trade receivables	-	254.50	254.50	-	-	-	-	-	-	254.50	254.50	254.50	254.50
Other balances with bank	-	12.16	12.16	-	-	-	-	-	-	12.16	12.16	12.16	12.16
Loans to related parties	-	901.45	901.45	-	-	-	-	-	-	901.45	901.45	901.45	901.45
Loans to employees	-	0.75	0.75	-	-	-	-	-	-	0.75	0.75	0.75	0.75
Interest	-	206.20	206.20	-	-	-	-	-	-	206.20	206.20	206.20	206.20
Other financial assets	-	1,648.26	1,648.26	-	-	-	-	-	-	1,648.26	1,648.26	1,648.26	1,648.26
Security deposits	31.39	-	31.39	-	-	-	-	-	-	31.39	31.39	31.39	31.39
Total	31.39	3,059.72	3,091.11	-	-	-	-	-	-	3,091.11	3,091.11	3,091.11	3,091.11
Financial Liabilities													
Borrowings	-	19,696.00	19,696.00	-	-	-	-	-	-	19,696.00	19,696.00	19,696.00	19,696.00
Trade Payables	-	38.16	38.16	-	-	-	-	-	-	38.16	38.16	38.16	38.16
Other Financial Liabilities	-	5,774.66	5,774.66	-	-	-	-	-	-	5,774.66	5,774.66	5,774.66	5,774.66
Total	-	25,508.82	25,508.82	-	-	-	-	-	-	25,508.82	25,508.82	25,508.82	25,508.82

Notes forming part of standalone financial statements for the year ended March 31, 2018

34 Fair Value Measurement (Contd....)

(₹ in lakhs)

Financial Assets and Liabilities as at April 1, 2016	Non Current	Current	Total	Routed through Profit and Loss			Routed through OCI			Carried at amortised cost			Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Total	
Financial Assets													
Investments													
Equity instruments	258.03	-	258.03	-	-	258.03	258.03	-	-	-	-	-	258.03
Other Assets													
Cash and cash equivalents	-	26.96	26.96	-	-	-	-	-	-	26.96	26.96	26.96	26.96
Trade receivables	-	214.18	214.18	-	-	-	-	-	-	214.18	214.18	214.18	214.18
Other balances with bank	-	68.08	68.08	-	-	-	-	-	-	68.08	68.08	68.08	68.08
Loans to related parties	-	15.20	15.20	-	-	-	-	-	-	15.20	15.20	15.20	15.20
Loans to employees	-	2.12	2.12	-	-	-	-	-	-	2.12	2.12	2.12	2.12
Interest	-	18.29	18.29	-	-	-	-	-	-	18.29	18.29	18.29	18.29
Other financial assets	-	674.26	674.26	-	-	-	-	-	-	674.26	674.26	674.26	674.26
Security deposits	31.39	102.05	133.44	-	-	-	-	-	-	133.44	133.44	133.44	133.44
Total	289.42	1,121.14	1,410.56	-	-	258.03	258.03	-	-	1,152.53	1,152.53	1,410.56	1,410.56
Financial Liabilities													
Borrowings	-	604.50	604.50	-	-	-	-	-	-	604.50	604.50	604.50	604.50
Trade Payables	-	19.29	19.29	-	-	-	-	-	-	19.29	19.29	19.29	19.29
Other Financial Liabilities	-	109.54	109.54	-	-	-	-	-	-	109.54	109.54	109.54	109.54
Total	-	733.33	733.33	-	-	-	-	-	-	733.33	733.33	733.33	733.33

Notes forming part of standalone financial statements for the year ended March 31, 2018

35 SEGMENT REPORTING

Operating Segments:

- Advisory services and investment activities
- Trading Activities

Identification of Segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

Disclosure pursuant to Ind AS 108 "Operating Segment

(₹ in lakhs)

Particulars	Advisory services and investment activities		Trading Activities		Total	
	2017-2018	2016-2017	2017-2018	2016-2017	2017-2018	2016-2017
Segment revenue						
External revenue	3,317.73	1,142.38	9,419.25	753.50	12,736.98	1,895.88
Inter segment revenue	-	-	-	-	-	-
Total revenue	3,317.73	1,033.09	9,419.25	753.50	12,736.98	1,895.88
Segment Result	1,342.42	327.10	216.73	16.84	1,559.15	343.94
Interest expense	-	-	-	-	3,377.48	394.87
Profit before tax	1,342.42	327.10	216.73	16.84	(1,818.33)	(50.93)
Provision for tax						
Current tax	-	77.22	-	-	-	77.22
Deferred tax	6.94	(88.43)	-	-	6.94	(88.43)
Current tax relating to prior years	(27.74)	0.53	-	-	(27.74)	0.53
Profit after tax (before exceptional items)	1,363.22	337.78	216.73	16.84	(1,797.53)	(40.25)
Exceptional items	-	-	-	-	-	60.00
Profit after tax (after exceptional items)	1,363.22	337.78	216.73	16.84	(1,797.53)	19.75
Segment assets	70,458.11	67,753.01	2,575.27	-	73,033.38	67,753.01
Segment liabilities	30,144.99	25,535.39	2,419.58	-	32,564.57	25,535.39
Net Segment Assets	40,313.12	42,217.62	155.69	-	40,468.81	42,217.62
Other Information						
a) Capital expenditure	6.29	2.65	-	-	6.29	6.07
b) Depreciation	6.71	5.63	-	-	6.71	5.63

Notes forming part of standalone financial statements for the year ended March 31, 2018

36 Related party Transactions

a) Names of related parties and nature of relationship

i) Related parties where control exists	
Intime Equities Limited	Subsidiary
Fortune Credit Capital Limited	Subsidiary
Intime Multi Commodity Company Limited	Subsidiary
ITI Asset Management Limited	Subsidiary
Fortune Integrated Home Finance Limited	Subsidiary
Antique Stock Broking Limited	Subsidiary
ITI Capital Limited (Formerly known as Inga Capital Limited)	Subsidiary
ITI Mutual Fund Trustee Private Limited	Subsidiary
ITI Gilts Limited (Formerly known as Crest Debt Capital Markets Limited)	Subsidiary
Distress Asset Specialist Limited	Subsidiary
ITI Reinsurance Limited	Subsidiary
ITI Nirman Limited	Subsidiary (w.e.f. 30.08.2017)
IRC Credit Management Service Limited	Subsidiary (w.e.f. 28.04.2017)
ITI Growth Opportunities LLP	Subsidiary (w.e.f. 06.11.2017)
Neue Allianz Corporate Services Private Limited	Step down subsidiary
Antique Stock Broking (IFSC) Limited	Step down subsidiary
ii) Enterprises having significant influence	
Fortune Integrated Assets Finance Limited	Associate
United Petro Finance Limited	Associate
Wind Construction Limited	Subsidiary of associate
iii) Key managerial personnel and their relatives	
Mr. S.G.Muthu Kummar	Chief Financial Officer
Mr.Aalok Dave (upto 05.10.2016)	Manager
Mr.Prateek Tayal (w.e.f. 06.10.2016)	Manager

b) Details of transactions with related parties referred to above

(₹ in lakhs)

Nature of Transactions	2017-18	2016-17
1. Remuneration		
Mr. Aalok Dave	-	51.82
Mr. Prateek Tayal	34.54	7.78
2. Interest charged		
Fortune Credit Capital Limited	-	344.23
Antique Stock Broking Limited	-	5.88
Intime Equities Limited	-	16.16
ITI Asset Management Limited	0.31	1.73
Distress Asset Specialist Limited	95.73	109.86
United Petro Finance Limited	-	396.87
3. Interest paid		
Fortune Credit Capital Limited	161.65	492.77
ITI Asset Management Limited	548.83	106.85
Intime Equities Limited	-	0.62
4. Rent charged		
ITI Gilts Limited	4.80	3.38
Distress Asset Specialist Limited	4.80	-
ITI Asset Management Limited	14.40	-
ITI Mutual Fund Trustee Private Limited	3.60	-

Notes forming part of standalone financial statements for the year ended March 31, 2018

(₹ in lakhs)

36 Related party Transactions (Contd.....)

5. Corporate guarantee commission charged

Fortune Credit Capital Limited	9.66	-
Antique Stock Broking Limited	25.00	-
Intime Equities Limited	46.22	-
Intime Multi Commodity Company Limited	0.89	-

6. Reimbursement

Fortune Integrated Assets Finance Limited	9.39	60.76
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7. Subscription of equity shares/Capital contribution of subsidiaries

ITI Nirman Limited	5.00	-
ITI Growth Opportunities LLP	20.80	-
Fortune Credit Capital Limited	-	4,000.00
Fortune Integrated Home Finance Limited	-	525.00
ITI Reinsurance Limited	-	32,604.00
ITI Asset Management Limited	-	5,000.00
ITI Gilts Limited	-	510.00
ITI Mutual Fund Trustee Private Limited	-	1.00

8. Investment in equity shares of associates

Fortune Integrated Assets Finance Limited	-	1,875.00
United Petro Finance Limited	-	949.20

9. Sale of Investment of ITI Asset Management Limited

Fortune Credit Capital Limited	-	2,025.00
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10. Consideration paid for assignment

Fortune Integrated Assets Finance Limited	-	1,200.00
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11. Assignment collection received

Fortune Integrated Assets Finance Limited	378.50	374.45
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12. Loan taken from

Fortune Credit Capital Limited	6,108.90	10,697.00
Intime Equities Limited	-	124.00

13. Loan repaid

Fortune Credit Capital Limited	6,108.90	11,301.50
Intime Equities Limited	-	124.00

14. Loan given to

Fortune Credit Capital Limited	1,763.10	20,405.79
Distress Asset Specialist Limited	203.87	1,203.45
ITI Asset Management Limited	20.00	25.00
Intime Equities Limited	-	2,590.00
United Petro Finance Limited	-	11,110.37
Antique Stock Broking Limited	-	900.00
ITI Nirman Limited	100.00	-

15. Loan received back

Fortune Credit Capital Limited	219.00	20,405.79
Distress Asset Specialist Limited	429.87	302.00
ITI Asset Management Limited	-	25.00
Intime Equities Limited	-	2,590.00
United Petro Finance Limited	-	11,110.37
Antique Stock Broking Limited	-	900.00
ITI Nirman Limited	100.00	-

16. Advance received against sale of investments

ITI Asset Management Limited	-	5,000.00
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17. Issue of debentures

ITI Asset Management Limited	5,000.00	-
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Notes forming part of standalone financial statements for the year ended March 31, 2018

(₹ in lakhs)

36 Related party Transactions (Contd.....)**c. Amount due to/from related parties**

(₹ in lakhs)

Nature of Transactions	As at March 31, 2018	As at March 31, 2017
1. Advance received for sale of investment		
ITI Asset Management Limited	-	5,000.00
2. Loan given to		
Fortune Credit Capital Limited	1,544.10	-
Distress Asset Specialist Limited	675.45	901.45
ITI Asset Management Limited	20.00	-
3. Other receivables		
Fortune Credit Capital Limited	8.69	-
Intime Equities Limited	41.60	-
Intime Multi Commodity Company Limited	0.96	-
Antique Stock Broking Limited	27.00	-
4. Interest accrued and due on Inter corporate deposit given		
Distress Asset Specialist Limited	-	97.28
Fortune Credit Capital Limited	-	2.56
ITI Asset Management Limited	0.56	0.70
Intime Equities Limited	-	0.81
5. Interest accrued and due on Inter corporate loan/advance taken		
Fortune Credit Capital Limited	145.48	433.59
Intime Equities Limited	-	0.38
ITI Asset Management Limited	527.52	94.73
6. Interest accrued and due on advance received against investments		
ITI Asset Management Limited	-	96.16
7. Assignment collection receivables		
Fortune Integrated Assets Finance Limited	3.60	84.84
8. Remuneration		
Mr. Prateek Tayal	2.07	2.26
9. Guarantees given		
Intime Equities Limited	12,500.00	10,000.00
Antique Stock Broking Limited	5,000.00	5,000.00
Intime Multi Commodity Company Limited	300.00	1,300.00
Fortune Credit Capital Limited	30,000.00	5,000.00

Related parties are identified by management and relied upon by auditors.

37 Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 "Employee Benefits"**A) Defined Benefit Plans**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India.

Notes forming part of standalone financial statements for the year ended March 31, 2018

		(₹ in lakhs)	
Particulars	As at March 31, 2018	As at March 31, 2017	
I Changes in defined benefit obligations			
Present value of obligation as at the beginning of the year	6.69	11.00	
Current service cost	(4.12)	1.38	
Past service cost	0.44	-	
Interest cost	0.48	0.89	
Components of actuarial gain/losses on obligations			
Due to Change in financial assumptions	(0.30)	0.49	
Due to change in demographic assumption	-	-	
Due to experience adjustments	(1.04)	(7.07)	
Present value of obligation as at the beginning of the year	2.15	6.69	
II Change in Fair Value of Plan Assets			
Fair value of plan assets at the beginning of the year	12.56	11.67	
Interest Income	0.96	0.94	
Contributions by employer	-	-	
Remeasurement Gain/(Loss)			
Return on plan assets excluding amounts included in interest income	(0.03)	(0.05)	
Fair value of plan assets at the end of the year	13.49	12.56	
III Net employee benefit expenses for the year			
Current service cost	(4.12)	1.37	
Past service cost and loss/(gain) on curtailments and settlement	0.44	-	
Net interest cost	(0.49)	(0.05)	
Net employee benefit expenses for the year	(4.17)	1.32	
Other Comprehensive Income for the current period			
Components of actuarial gain/losses on obligations:			
Due to Change in financial assumptions	(0.29)	0.49	
Due to change in demographic assumption	-	-	
Due to experience adjustments	(1.04)	(7.07)	
Return on plan assets excluding amounts included in interest income	0.03	0.05	
Other Comprehensive Income for the current period	(1.30)	(6.53)	
IV Category of fair value of plan asset			
Policy of insurance	100%	100%	
V Assumptions			
With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.			
The significant actuarial assumptions were as follows:			
i) Financial Assumptions:			
Discount rate (per annum)	7.60%	7.20%	
Salary escalation (per annum)	5.00%	5.00%	
ii) Demographic Assumptions:			
Published rates under the Indian Assured Lives Mortality (2006-08) Ult table.			
VI Sensitivity Analysis			
Impact on defined benefit obligation due to change in assumptions			
Discount rate Sensitivity			
Increase by 0.5%	7.69	6.39	
(% change)	-4.28%	-4.38%	
Decrease by 0.5%	8.41	7.00	
(% change)	4.62%	4.75%	

Notes forming part of standalone financial statements for the year ended March 31, 2018

Salary growth rate Sensitivity

Increase by 0.5%	8.29	6.95
(% change)	3.14%	4.03%
Decrease by 0.5%	7.79	6.42
(% change)	-3.07%	-3.93%

Withdrawal rate (W.R.) Sensitivity

Increase by 0.5%	8.07	6.72
(% change)	0.35%	0.62%
Decrease by 0.5%	8.01	6.64
(% change)	-0.34%	-0.65%

VII Maturity profile of defined benefit obligation is as follows:

Within the next 12 months	2.03
Later than 1 year and not later than 5 years	0.77
Later than 5 year	2.46

The future accrual is not considered in arriving at the above cash-flows.

VIII Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

- | | |
|---------------------|---|
| i) Actuarial Risk | It is the risk that benefits will cost more than expected. This can arise due to Adverse Salary Growth Experience, Variability in mortality rates and Variability in withdrawal rates. |
| ii) Investment Risk | For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period. |
| iii) Liquidity Risk | Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows |
| iv) Market Risk | Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date. |
| v) Legislative Risk | Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective. |

B) Details of Defined Contribution Plan

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan is ₹ 5.41 lakhs (Previous year ₹ 7.98 lakhs) in the Statement of Profit and Loss for the year ended March 31, 2018 under defined contribution plan.

C) Compensated absences

Compensated absences are provided for on the basis of an actuarial valuation, using projected unit credit method, as at the date of the balance sheet, actuarial gains / losses , if any , are immediately recognized in the statement of profit and loss.

- 38** The Company has taken office premises under operating lease . These agreements provide an option to the Company to renew the lease period on mutually agreeable terms. The Company has given refundable interest free security deposits in accordance with the agreed terms. The rental expense in respect of the operating leases, recognised in the Statement of Profit and Loss as "Rent" in Note "26" is ₹ 110.48 lakhs (previous year ₹ 47.04 lakhs). Details of the minimum lease payments for the operating leases are provided hereunder:

Notes forming part of standalone financial statements for the year ended March 31, 2018

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Not later than one year	-	98.48
Later than one year but not later than five years	-	98.48
Later than five years		

39 Earnings Per Share

Basic and diluted earnings per share computed in accordance with Indian Accounting Standard 33 (IAS-33) "Earning Per Share"

Particulars	As at March 31, 2018	As at March 31, 2017
Basic and diluted		
Number of equity shares at the beginning of the year	51,023,767	28,345,990
Addition during the year	-	22,677,777
Number of equity shares at the end of the year	51,023,767	51,023,767
Weighted average number of equity shares	51,023,767	49,733,185
Net profit/(loss) after tax (₹ in lakhs)	(1,798.83)	24.06
Basic and diluted earning per equity share of ₹ 10 each (in ₹)	(3.53)	0.05

40 Expenditure in Foreign Currency

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Business Promotion Expenses	8.38	-
Travelling and Conveyance Expenses	8.40	-

41 Contingent liabilities and capital commitments (to the extent not provided for)

- Corporate guarantee issued in favour of banks to secure credit facilities sanctioned by the banks to subsidiary companies ₹ 47,800 lakhs (Previous year ₹ 21,300 lakhs)
 - Claims not acknowledged by the Company relating to income tax ₹ 28.78 lakhs (Previous year ₹ 49.09 lakhs)
 - There are no outstanding capital commitments as on March 31, 2018 (Previous year Nil).
- 42 In respect of litigations filed by the Company for recovery amount of ₹ 300.50 lakhs (Previous year ₹ 300.50 lakhs) no provision has been made as the management is of the opinion that entire amount is fully recoverable.
- 43 The scheme of amalgamation ("Scheme") between the Company and The Investment Trust of India Limited ("ITIL") (Formerly known as ITI Wealth Management Private Limited) was approved by the Hon'ble Bombay High Court on October 20, 2016 and from The National Company Law Tribunal (NCLT) and other applicable regulatory authorities on December 13, 2017. The Scheme between the Company and ITIL and their respective shareholders and creditors, for merger of ITIL with and into the Company has become effective from January 01, 2016, hence ITIL ceased to exist effective from January 01, 2016. The financial statements of the company include all the assets, liabilities, reserves and surplus of ITIL at their carrying amounts and in the same form as at the appointed date. In terms of the Scheme, the Company has issued 2,25,000 1% Redeemable Preference Shares of ₹ 100/- each fully paid-up on January 02, 2018.
- 44 The Scheme of Arrangement ("Proposed Scheme-1") between United Petro Finance Limited ('UPFL' or the 'Demerged Company') and Fortune Credit Capital Limited ('FCCL' or the 'Resulting Company') and their respective shareholders providing for the demerger of Lending Business ('NBFC Business') of UPFL to FCCL (Wholly Owned Subsidiary of Company), and issue of equity shares of the Company to the shareholders of UPFL with effect from March 31, 2017 (appointed date) was approved by the Board of Directors of the respective Companies on March 31, 2017. The proposed Scheme-1 is returned by the Stock Exchanges on the ground that the same is not in compliance with Clause (I)(A)(3)(b) of the SEBI Circular No. CFD/CIR/2018/2 dated January 3, 2018. The Company has provided undertaking to the Exchanges for ensuring compliance with applicable provisions of the SEBI Circulars and the same is being processed by SEBI. The Company is awaiting the response from the Exchanges. Pending the approval of the Proposed Scheme-1 no effect of the Proposed Scheme-1 has been given in these financial statements.
- 45 The Scheme of Amalgamation ("Proposed Scheme-2") for amalgamation of Fortune Integrated Assets Finance Limited ('FIAFL' or the 'Transferor Company') with the Company with effect from March 31, 2017 (appointed date) was approved by the Board of Directors of the respective Companies on April 25, 2017. The proposed Scheme-2 is returned by the Stock Exchanges on the ground that the same is not in compliance with Clause (I)(A)(3)(b) of the SEBI Circular No. CFD/CIR/2018/2 dated January 3, 2018. The Company has provided undertaking to the Exchanges for ensuring compliance with applicable provisions of the SEBI Circulars and the same is being processed by SEBI. The Company is awaiting the response from the Exchanges. Pending the approval of the Proposed Scheme-2, no effect of the Proposed Scheme-2 has been given in these financial statements.

Notes forming part of standalone financial statements for the year ended March 31, 2018

46 Disclosure required under regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Loan and advances in the nature of loans given to subsidiary companies

(₹ in lakhs)

Name of subsidiary company	Outstanding as at March 31, 2018	Maximum outstanding during the year
Distress Asset Specialist Limited	675.45	922.45
Fortune Credit Capital Limited	1,544.10	1,544.10
ITI Asset Management Limited	20.00	20.00

- 47 The company has requested its creditors to confirm the applicability to them under the Micro Small and Medium Enterprises Development Act, 2006. Based on the responses received by the Company, the details of dues to micro enterprises and small enterprises are as under:

(₹ in lakhs)

Particulars	2017-18	2016-17
i. The principal amount and the interest due thereon (to be shown separately remaining unpaid to any supplier as at the end of accounting year).	-	-
ii. The amount of interest paid by the buyer in terms of section 16 of the Micro Small and Medium Enterprises Development act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during accounting year.	-	-
iii. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under Micro Small and Medium Enterprises Development Act, 2006.	-	-
iv. The amount of interest accrued and remaining unpaid at the end of accounting year.	-	-
v. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Micro small and Medium enterprises Development act, 2006.	-	-

Note: The information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

- 48 In the opinion of the Management, the value of all Current Assets, Loans and Advances and other receivables is not less than their realisable value in the ordinary course of business.
- 49 Balances standing in debtors, creditors and loan and advances are subject to confirmation.
- 50 Previous year's figures are reworked, regrouped, rearranged and reclassified wherever necessary, to conform to the current year's classification.
- 51 The Financial Statements were approved for issue by the directors on October 26, 2018.

As per our Report of even date
For **BATHIYA & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.101046W / W100063

Umesh B Lakhani
Partner
Membership No.044981
Mumbai, October 26, 2018

For and on behalf of
The Investment Trust of India Limited

Chintan V Valia
Non-Executive Chairman
(DIN :05333936)

S. G. Muthu Kumar
Chief Financial Officer

Khyati C Valia
Non-Executive Director
(DIN: 03445571)

Haroon Mansuri
Company Secretary

NOTICE

Notice is hereby given that the **Twenty Seventh** Annual General Meeting of the members of **The Investment Trust of India Limited (formerly known as Fortune Financial Services (India) Limited)** will be held on **Wednesday, 26th December 2018** at **10.00 a. m.** at Matunga Gujarati Club Limited, M. V. Savani Conference Hall, 2nd Floor, Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai 400 019 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018 along with the schedules and the reports of the Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018.
2. To appoint a Director in place of Mr. Chintan Valia, (DIN : 05333936) who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
3. To appoint auditors and in this regard to consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to recommendations made by the audit committee of the Board of Directors and pursuant to the resolution passed by the members in the 23rd annual general meeting held on 22nd September, 2014 the appointment of M/s. Bathiya & Associates LLP, Mumbai, Chartered Accountants) (Firm Registration Nos. 101046W/W100063), as statutory auditors of the Company to hold office till the conclusion of twenty eighth annual general meeting be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2019 as may be determined by the audit committee in consultation with the statutory auditors."

SPECIAL BUSINESS :

4. Appointment of Ms. Shaily Maheshwari as Non Executive Director liable to retire by rotation :

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 read with all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Ms. Shaily Maheshwari having DIN : 07528792 who was appointed as an Additional Director of the Company pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a Director, be and is hereby appointed as Non Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

5. Appointment of Mr. Suryakant B. Mainak as an Independent Director not liable to retire by rotation :

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Suryakant B. Mainak having DIN : 02531129 who was appointed as an Additional Independent Director of the Company pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

6. Re-appointment of Mr. Pankaj Bhuta as an Independent Director

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to sections 149 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force, Mr. Pankaj Bhuta having DIN 00171570 who was appointed as an Independent Director of the Company with effect from 31st July, 2018 and was holding the office of Directorship till 30th July, 2018 and being eligible be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold the office for a second term commencing from 31st July 2018 till 30th July 2023"

7. Loans and Investments by Company under Section 186 of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules 11 & 12 of the Companies (Meetings of the Board and its Powers) Rules, 2014 made there under and subject to such approvals, consents, permissions, and sanctions of the appropriate authorities as may be necessary and subject to such conditions and modifications as may be prescribed and imposed by such authorities while granting such approvals, consents, permissions, and sanctions, consent of the shareholders be and is hereby accorded to make loans to any person or body corporate through various means including Deposits, Commercial papers, Bonds and

Debentures or in any other manner, and/or give guarantee / provide security in connection with loan to any body corporate or person and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit which (including the amount of loans, guarantees, securities and investments already made) shall not exceed ₹ 2,000 Crores (Rupees Two Thousand Crores only), notwithstanding that the aggregate of the loans so far made or to be made and/or guarantee so far given or to be given and/or securities so far provided or to be provided and /or securities so far acquired or to be acquired may exceed the limit of sixty percent of the aggregate of the paid capital and Free Reserves and Securities Premium Account or one hundred percent of the Free Reserves and Securities Premium Account of the Company whichever is more.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of or incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company and also to delegate all or any of the above powers to Committee of Directors of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and the matters related thereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary for the purpose and to settle any doubt which may arise in respect of such loans, investments and guarantees to be given as aforesaid, and further to do all such acts, deeds and things and to execute all such documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

8. Increase in limits of borrowing powers.

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution** :

"RESOLVED THAT in super session of the earlier resolution passed in the 23rd Annual General Meeting of the members of the Company held on 22nd September, 2014, pursuant to applicable Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956 and Article 63 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute or an existing committee for this purpose) under section 180 (1) (c) of the Companies Act, 2013, Rules made there under and applicable provisions if any, or any other law for the time being in force (including any statutory modifications or amendments thereto or re-enactments thereof) and in terms of Articles of Association of the company, to borrow from time to time both in Indian currency and Foreign currencies including External Commercial Borrowings (ECB) as may be permitted and subject to approval from Reserve Bank of India (RBI) or any other statutory authorities or other statutes for the time being in force as may be required from time to time, any sum or sums of monies, as it may deem proper for the purposes of business of the Company, from any one or more banks, Financial Institutions, Body Corporates, firms or any other entity, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may at any time, not exceeding up to a sum of ₹ 1,000 crores (Rupees One Thousand Crores) which is in excess of aggregate of the paid up share capital of the Company and its free reserve, that is to say, reserves not set apart for any specific purpose, and that the Board be and is hereby empowered and authorised to arrange, or agree to the terms and conditions for all such monies to be borrowed from time to time with in the limit so fixed as to payment of interest, processing charges, repayment of principal amounts, no. of installments, security to be provided and any other terms and conditions as may be agreed between the lender and the Company, as Board may at its absolute discretion think fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary for the purpose and to settle any doubt which may arise in respect of borrowings aforesaid, and further to do all such acts, deeds and things and to execute all such documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

9. Creation of charge, mortgage and hypothecations on movable and immovable properties.

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of section 180 (1)(a) of the Companies Act, 2013, rules made there under and applicable provisions if any, or any other law for the time being in force (including any statutory modifications or amendments thereto or re-enactments thereof) and in terms of Articles of Association of the company, the Board of Directors of the company (hereinafter called the "Board", which term shall be deemed to include any other committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers conferred on the Board of Directors by this resolution on, or any persons authorised by the Board or its committee for such purpose) be and is hereby authorised to create such charges, mortgages and hypothecations created or to be created by the company, such movable and immovable properties, both present and future, or the whole or substantially the whole, of the undertaking or undertakings of the company, and with such rankings as to priority and for such time and on such terms and conditions and in such manner as the Board may think fit, in favour lenders, agents, trustees and other agencies to secure the borrowings of the company availed or to be availed by way of loan(s) (in Indian Rupee and/or foreign currency) and/or working capital facilities and/or security issued or to be issued by the company, from time to time, up to an aggregate amount of ₹ 1,000 crores (Rupees One Thousand Crores) together with interest, compounding/additional interest, commitment charges, costs, expenses and all other monies payable by the company to the concerned lenders for the time being.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary for the purpose and to settle any doubt which may arise in respect of borrowings aforesaid, and further to do all such acts, deeds and things and to execute all such documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

10. To raise funds by issue of fresh securities of the company.

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to provisions of Section 23, 41, 42, 55, 62 and 71 as applicable and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any amendments thereto or re-enactment thereof), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt

Mechanism) Scheme, 1993, as amended and the applicable Rules, Regulations, Notifications and Circulars, if any, issued by the Securities and Exchange Board of India (SEBI) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the ICDR Regulations), Reserve Bank of India (RBI), Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the Equity Listing Agreements (the "Listing Agreement") entered into by the Company with the Stock Exchanges where the Company's equity shares of face value of ₹ 10 each (the "Equity Shares") are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the "Board", which term shall be deemed to include any duly constituted Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot Equity Shares and/ or warrants convertible into Equity Shares, Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs) and/or External Commercial Borrowings (ECB) with right of conversion into shares, and/or Foreign Compulsory Convertible Bonds (FCCBs) and/or Optionally or Compulsory Convertible Redeemable Preference Shares (OCPS/CCPS), Fully convertible debentures (FCD) convertible into Equity Shares of the Company with voting rights or differential rights as to voting, dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed or any other instrument convertible into Equity Shares with voting rights or with differential voting rights as to voting, dividend or otherwise or any other financial instrument convertible into or linked to equity shares and/ or any other combination of instruments with or without detachable warrants with a right to convert such warrants into Equity Shares (hereinafter referred to as the "Securities"), in one or more tranches, in the course of domestic or international offerings, by way of Right Issue and/ or, by way of Follow-on Public Offer (FPO) and/or by way of Qualified Institutional Placement (QIP) in terms of the Chapter VIII of ICDR Regulations to be subscribed by qualified institutional buyers (QIBs) as defined under regulation 2(zd) of ICDR Regulations, by International and/or Indian Banks, Institutions, Institutional Investors, Mutual Funds, companies, other Corporate Bodies, Resident/Non-Resident Indians, Foreign Nationals and other eligible Investors, as may be decided by the Board, (hereinafter referred to as the "Investors"), whether or not such Investors are members of the Company or not (including with the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company group/associate company(ies)/holding company as may be permitted by the ICDR Regulations from time to time), at such time or times, at such price or prices, at such discount/premium to the market or prices in such manner and on such terms and conditions including security, rate of interest etc. including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors, as may be determined by the Board at the time of such issue and allotment, considering the prevalent market conditions and other relevant factors wherever necessary, up to an aggregate of ₹ 250 crores (Rupees Two hundred and fifty crores only) in Indian Rupees or equivalent in any foreign currency (inclusive of such premium as may be determined) or upto 3 crores (three crores only) equity shares at a price determined by the Board as may deem fit whichever is higher and such issue and allotment be made at such time or times, in such tranche or tranches, in such currency or currencies, in such manner and on such terms and conditions (including, if necessary, in relation to security on convertible debt instruments) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue/allotment.

RESOLVED FURTHER THAT in case of QIP, pursuant to Chapter VIII of the ICDR Regulations, the allotment of Equity Shares/Securities shall only be made to Qualified Institutional Buyers as defined under regulation 2(zd) of ICDR Regulations and the issue will be made in compliance with of Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutions placement in terms of Chapter VIII of the ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of passing of this resolution or such other time as may be allowed under the ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under ICDR Regulations.

RESOLVED FURTHER THAT in the event that equity shares are issued to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the equity shares shall be the date of the meeting in which the Board decides to open the proposed issue of equity shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into equity shares of the company are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the company; and
- b) the Equity Shares that may be issued by the company shall rank pari passu with the existing Equity Shares of the company in all respects.

RESOLVED FURTHER THAT the Board or the Committee be and is hereby authorized to issue and allot, from time to time, such number of Equity Shares at such premium as may be decided by the Board or Committee in its absolute discretion as may be required to be issued and allotted upon conversion of such Securities as may be necessary in accordance with the terms of the offering, including additional Equity Shares, and all such shares shall rank pari-passu with the then existing Equity Shares in the company in all respects including the dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue and/or allotment of Equity Shares in the company or Securities or instruments or Securities representing or convertible into Equity Shares in the company, the Board or the committee thereof be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary, appropriate or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the Equity Shares/Securities are to be issued and allotted, number of Equity Shares/Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, to appoint Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Underwriters, Guarantors, Financial and/or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies, to enter into or execute all such agreements/arrangements/MOUs/documents with any such agencies, as may be necessary; to list the Securities and the Equity Shares to be issued on conversion of the said Securities on any Indian and/or Foreign Stock Exchange(s), as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board or Committee be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board or the Committee thereof be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution.

RESOLVED FURTHER THAT the Board or the Committee thereof be and is hereby authorized to delegate all or any of the powers herein conferred to Whole-time Director(s) or any Director(s) or Manager or any other Officer(s) of the company to implement the aforesaid Resolution."

By Order of the Board

Haroon Mansuri
Company Secretary

Mumbai, 26th October, 2018

The Investment Trust of India Limited

CIN: L65910MH1991PLC062067

Registered Office:

Naman Midtown, "A" Wing

21st Floor, Unit No. 2103

Senapati Bapat Marg

Elphinstone Road

Mumbai 400 013

e-mail: cosecretary@itiorg.com

Website: www.itigroup.co.in

Notes :

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER.

Proxies in order to be effective must be lodged with the Company not less than 48 hours before the time of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

In case of Joint Holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per Register of members will be entitled to vote.

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.

The register of members and the share transfer books of the Company will remain closed from **20th December, 2018 to 26th December, 2018** (both days inclusive).

The annual report containing stand-alone & consolidated financial statements for the financial year ended March 31 2018 together with the reports of Auditors and Directors Report and notice of the ensuing AGM and financial statements of the subsidiary companies are available on Company's website,

Members are requested to:

- immediately, intimate change of address, if any, to the Company, quoting reference of their registered folio number or client DP ID No.;
- produce the attendance slip at the entrance of the meeting hall;
- bring the copy of the Annual Report to the venue of the meeting; and
- write to the Company at least 10 days in advance of the meeting for any information about accounts. Relevancy of question and the order of speakers will be decided by the Chairman of the meeting.

In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate the Company's Registrar and Transfer Agent, Purva Sharegistry (India) Private Limited, under the signature of the sole/first joint holder, the following information to be incorporated on dividend warrants:

- a. Name of the sole/first joint holder and Folio number
- b. Particulars of bank account viz.
 - i. name of the bank,
 - ii. name of the branch,
 - iii. Complete address of the branch with pin code,
 - iv. Account type, whether saving account (SB) or current account (CA) and bank account number.

1. Green Initiative in the Corporate Governance

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing the Companies the paperless compliance and the said ministry has issued a circular stating that the service of notice / documents including annual reports can be sent by e mail to the members.

In order to abide by the circular, the members are requested to register their e mail address, to enable the Company to send reports by e mail. The members holding shares in demat form may register their e mail address with the respective DPs and the members who hold the shares in physical form are requested to register their e mail with the Company or Registrar & Share Transfer Agents. This will enable the Company to send the annual reports by e mail.

2. Voting through electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 27th Annual General Meeting to be held on Wednesday, 26th December, 2018 at 10.00 a m.

The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link www.evotingindia.com

(A) Procedure/ Instructions for e-voting are as under:

- (a) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- (b) Now click on "Shareholders" to cast your votes.
- (c) Fill up the following details in the appropriate boxes:
 - (i) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (ii) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (iii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. · In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> · Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (d) After entering these details appropriately, click on "SUBMIT" TAB.
 Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (e) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (f) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- (g) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- (h) Click on the EVSN for **THE INVESTMENT TRUST OF INDIA LIMITED** on which you choose to vote.
- (i) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (j) Click on the "RESOLUTION FILE" Link if you wish to view the entire AGM Notice.
- (k) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (l) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- (n) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

These details and instructions form an integral part of the notice for the 27th Annual General Meeting to be held on **Wednesday, 26th December, 2018 at 10.00 a.m.**

(B) General:

- (a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at www.evotingindia.com under 'HELP'.
- (b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (c) The e-voting period commences on **Saturday, 22nd December, 2018 (9.00 a.m.) and ends on Tuesday, 25th December, 2018 (5.00 p.m.)**. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Friday, 1st December, 2018, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (d) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date of **19th December, 2018**.
- (e) CS Dinesh Kumar Deora, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (f) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Director of the Company.
- (g) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.itigroup.co.omn and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and The National Stock of India Limited.

3. The Notice of the 27th Annual General Meeting and instructions for e-voting along with Assent/ Dissent Form, Attendance Slip and Proxy Form are being sent to members by Post.

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Explanatory statements pursuant to section 102 of the Companies Act, 2013:

Item No. 4 of the Notice

Pursuant to provisions of Sections 162,161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 57 of the Articles of Association of the Company and as per Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Ms. Shaily Maheshwari having DIN : 07528792 was appointed as an Additional Director of the Company by the Board of Directors on 8th September, 2017. Being an Additional Director of the Company, she holds office only up to the date of this Annual General Meeting. The Company has received a notice from one of the members of the Company signifying intention to propose candidature of Ms. Shaily Maheshwari as a Non Executive Director of the Company liable to retire by rotation.

Ms. Shaily Maheshwari is an entrepreneur with a family business background in the Healthcare space. She previously conceptualized a Pay-day Loan model for an organized microfinance play for a billion dollar industrial group. Prior to this, she worked with Deloitte Touche Tohmatsu where she was involved in the financial due diligence of multiple cross-border M & A transactions. She holds Degree in Economics from the University of Warwick.

The Board recommends the Ordinary Resolution for approval of the members.

None of the Directors other than Ms. Shaily Maheshwari may deemed to be concerned or interested, financially or otherwise, in passing of the resolution at item no. 4 of the Notice.

Item No. 5 of the Notice

Pursuant to provisions of Sections 162,161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 57 of the Articles of Association of the Company and as per Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Suryakant B. Mainak having DIN : 02531129 was appointed as an Additional Independent Director of the Company by the Board of Directors on 11th October, 2018. Being an Additional Director of the Company, he holds office only up to the date of this Annual General Meeting. The Company has received a notice in writing from one of the members of the Company signifying intention to propose candidature of Mr. Suryakant B. Mainak as an Independent Director of the Company not liable to retire by rotation.

Mr. Mainak is a highly distinguished visionary and superlative financial management leader having managed India's largest funds at LIC to the tune Rupees 20 Lakh Crores. It's a best ever performance in handling large funds from sourcing to application for profitable businesses.

He comes with a unique financial engineering acumen and execution strategies that help organizations transform to most profitable by immaculately generating and connecting viable fund sources with sustainable business plans.

Having handled extremely large sums of monies and also being an eminent Chartered Accountant he brings a special expertise to tackle even indomitable financial situations and make strategic plans for improved performance.

Mr. Mainak's experience in executive leadership capacity in directing and handling public, private and regulated sources of funds in various forms is unmatched. He is very articulate and meticulous in design of fiscal policies, debt restructuring and risk mitigation plans, pro-investment schemes and projects for fund raising in financial and capital markets both locally and globally.

He is on the board of several large scale government and private organizations and performing in both executive and non-executive leadership roles with focus on financial restructuring, reforms and expansion for sustainable and inclusive business growth.

He also enjoys as a noted speaker both in financial and academic circles delivering the knowhow and ideas for futuristic journey of progressive economic development.

Mr. Mainak has domain expertise in Housing Finance, Mutual Funds, Private Equity, Venture Capital, Stock Markets, Money Market, Bond Market Instruments, Pension & Group Schemes, Bancassurance & Alternate Channels, Custodian of Business, Stock Exchanges Business, Infrastructure, Industries including FMCG and Automobiles.

He is recognized for being Architect of Innovation concept like Infrastructure Debt fund.

He strongly believes in continually fine-tuned 'Economic Fundamentals' and the same being applied in an integrated manner covering especially Outsourcing of Finance, Financial Inclusion, Social Security, Welfare State, Public Money for Public Welfare.

He was actively involved in Disinvestment program of Public Sector undertaking resulting in growth of portfolio of LIC.

The Board recommends the Ordinary Resolution for approval of the members.

None of the Directors other than Mr. Suryakant B. Mainak may be deemed to be concerned or interested, financially or otherwise, in passing of the resolution at item no. 5 of the Notice.

Item No. 6 of the Notice

Re-appointment of Mr. Pankaj Bhuta as an Independent Director

Mr. Pankaj Bhuta having DIN: 00171570 subject to the members approval was re-appointed as an Independent Director of the Company w. e. f. 31st July, 2018 for a second term of five years. In terms of section 149 of the Companies Act, 2013 an independent director to hold the office of a directorship for a period of five years from the date of appointment and shall be eligible for reappointment and should not hold office of directorship for more than two consecutive terms.

The Board has subject to members' approval appointed Mr. Pankaj Bhuta as an independent Director of the Company for second term of five years commencing from 31st July, 2018 and for which members approval by way of special resolution is required.

Mr. Pankaj Bhuta is a member of Institute of Chartered Accountants of India. He is a founder of P. R. Bhuta & Co Chartered Accountants. He has the experience of more than thirty five years in Foreign Exchange Regulations, Corporate Valuation, Direct Taxation, International Taxation (including Transfer Pricing), Audit and Assurance.

The Board recommends the Special Resolution for approval of the members.

None of the Directors other than Mr. Pankaj Bhuta may be deemed to be concerned or interested, financially or otherwise, in passing of the resolution at item no. 6 of the Notice

Item No. 7 of the Notice

Loans and Investments by Company under Section 186 of the Companies Act, 2013.

The investments, guarantees and securities are made/proposed to be made out of own/surplus funds, internal accruals/ borrowed funds and the objective of which is optimum utilization of available funds of the Company and also to achieve the long term strategic and business objectives. The investments, guarantees and securities will be made on the terms and conditions most beneficial to the Company at the prevailing market rates.

As a measure of achieving financial flexibility and to enable optimal financing structure, it is therefore proposed that a fresh resolution be place before the shareholders for their consent and approval is sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for upward limit of ₹ 2,000 Crores (Rupees Two Thousand Crores only)

As per the provisions of Section 186 of the Companies Act, 2013, the Company can make any loans, investments or give guarantee or provide securities beyond the prescribed limit of sixty percent of the aggregate of the paid capital and Free Reserves and Securities Premium Account or one hundred percent of the Free Reserves and Securities Premium Account of the Company whichever is more, if the members of the Company have approved the same by passing the special resolution in this regard.

Your Directors recommend the passing of the resolution as set out in item no. 7 of the notice for approval of the members.

None of the Directors of the Company are in any way financially or otherwise concerned or interested in passing of the resolution at item no. 7 of the Notice.

Item No. 8 of the Notice

Increase in limits of borrowing powers

The company's present limit of borrowings is ₹ 500 crores as approved by the members in their Annual General Meeting held on 22nd September, 2014. The Board of Directors are of the view that the present limit needs to be increased to ₹ 500 crores (Rupees Five Hundred Crores) taking in to consideration the future plans for expansion. Since the amount of ₹ 500 crores exceeds the aggregate of the paid up capital and free reserves, that is to say, reserves not set apart for any specific purpose and in that process the Board may have to create Mortgage(s) and charge(s) in addition to the mortgage(s) and charge(s) if any, already created in such form and manner as may be approved by the Board of Directors. As per provisions Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a public company or a private company which is a subsidiary of a public company, shall not, except with the approval of the members of the company borrow moneys after the commencement of this Act, where the moneys to be borrowed, together with the moneys already borrowed by the company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose. Therefore, company needs approval of the members for increase in the borrowing limits from ₹ 500 crores to ₹ 1,000 crores.

Your Directors recommend the passing of the resolution as set out in item no. 8 of the notice for approval of the members.

None of the Directors of the Company are in any way financially or otherwise concerned or interested in passing of the resolution at item no. 8 of the Notice.

Item No. 9 of the Notice

Creation of charge, mortgage and hypothecations on movable and immovable properties

Under the erstwhile section 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company could with the consent of the members of the company obtained by an ordinary resolution, create charge /mortgage/hypothecate on the assets of the company both present and future in favour of the lenders/trustees for the holders of the debentures/bonds if any issued by the company, to secure the repayment of moneys borrowed by the company, including temporary loans obtained from the bankers of the company in the ordinary course of business).

Under the provisions of section 180(1) (a) Companies Act, 2013 the power to create charge etc. can be exercised by the Board of Directors of the company only with the approval of the members of the company obtained by special resolution. In terms of the clarification issued by the Ministry of Corporate Affairs, the ordinary resolution if any passed under section 293 (1)(a) of the Companies Act, 1956 will remain valid for the period of one year from the effective date of notification. As of date the charges created on the assets of the Company are within limit but for the abundant precaution, the company proposes to obtain approval from members by passing a special resolution to enable the Board of Directors to create charge /mortgage/hypothecate on the assets of the company both present and future in favour of the lenders/trustees for the holders of the debentures/bonds if any issued by the company to secure the repayment of moneys borrowed by the company, including temporary loans obtained from the bankers of the company in the ordinary course of business. As the documents if any, to be executed between the company and lenders/trustees for the holders of the debentures/bonds if any may contain the power to take over the management of the company in certain events, the members approval is necessary by way of special resolution under section 180(1) (a) Companies Act, 2013 up to a sum of ₹ 1000 crores.

Your Directors recommend the passing of the resolution as set out in item no. 9 of the notice for approval of the members.

None of the Directors of the Company are in any way financially or otherwise concerned or interested in passing of the resolution at item no. 9 of the Notice.

Item No. 10 of the Notice

To raise funds by issue of fresh securities of the company

The financial sector is one of the key growth sectors of the Indian economy, which has witnessed a robust growth in the recent past and is expected to sustain reasonable growth momentum on the back of a sustained economic growth.

Funds raised from the above issue of equity shares shall be used for one or more or combination of the following activities:

The funds proposed to be raised for the proposed issue of securities shall be used for working capital requirements, general corporate purposes and/or capital expenditure and for such other purposes as may be decided by the Board of Directors or the committee thereof.

Keeping in view the requirement of funds for the smooth business operations of the company, the Board in its meeting held on 26th October, 2018 decided to seek an approval of the members by way of a Special Resolution through for raising of funds/resources in Indian Rupees or equivalent thereof in any Foreign Currency in one or more tranches through Domestic/International offering, including QIP/ECBs with conversion into shares/FCCBs/ADRs/GDRs/FPO/OCPS/CCPS, etc., pursuant to Section 62(1)(c) of the Companies Act, 2013.

Accordingly, the Resolution seeks to empower the Board to issue equity shares/Securities through Right issue, FPO, various domestic/International options including QIP/ECB with rights of conversion into shares/FCCBs/ADRs/GDRs/Optionally or Compulsory Convertible Redeemable Preference Shares (OCPS/CCPS) etc., in one or more tranches,.

The Board may in its absolute discretion adopt any mechanism in order to facilitate and meet its objectives as stated in aforesaid paragraphs.

The said Resolution is an enabling Resolution conferring authority to the Board to do all acts and deeds, which may be required to issue/offer Equity Shares/Securities of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s)/offer(s) at the appropriate time(s). The detailed terms and conditions for the domestic/international offerings will be determined in consultation with the Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Guarantors, Consultants, Advisors, Underwriters and/or such

other intermediaries such as Custodians, Depositories, Escrow Bankers, Lawyers, Registrars, Trustees, Professionals as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the issue/offer will be finalized in accordance with applicable guidelines in force.

Section 62 of the Companies Act, 2013, inter-alia, provides that whenever it is proposed to increase the subscribed capital of the Company by further issue/offer and allotment of shares, such shares shall be offered to the existing Shareholders of the Company in the manner laid down in Section 62 unless the members decide otherwise by a Special Resolution.

Accordingly, the consent of the members is being sought pursuant to the provisions of Section 62 and 42 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and in terms of the provisions of the Listing Agreements executed by the Company with Stock Exchanges, authorizing the Board to issue Equity Shares/ Securities, as stated in the Resolution, which may result in issuance of further Securities of the Company to persons other than the existing members of the Company in accordance with the terms and nature of the Equity Shares/ Securities.

None of the Directors, Key Managerial Personnel or their relatives may be deemed to be concerned or interested financially or otherwise in the resolution at item no. 10 of the notice, except to the extent of their respective shareholdings in the Company, if any.

The Board recommends the Special Resolution for approval of the members.

By Order of the Board

Haroon Mansuri
Company Secretary

Mumbai, 26th October, 2018

The Investment Trust of India Limited

CIN: L65910MH1991PLC062067

Registered Office:

Naman Midtown, "A" Wing

21st Floor, Unit No. 2103

Senapati Bapat Marg

Elphinstone Road

Mumbai 400 013

e mail: cosecretary@itiorg.com

website: www.itigroup.co.in

Details of Directors seeking appointment/re- appointment at the ensuing annual general meeting

(In pursuance of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1.	Name of Directors	Mr. Chintan Valia (DIN: 05333936)	Ms. Shaily Maheshwari (DIN: 07528792)
2.	Designation	Non Executive Chairman	Non Executive Director
3.	Date of Birth	15/03/1983	23/09/1992
4.	Date of appointment on the Board	15/03/2013	08/09/2017
5.	Qualifications	B. Com., C A and MBA from IIM Bangalore	Degree in Economics from the university of Warwick.
6.	Expertise/experience	He has the experience of more than five years in capital market, investment banking and FMCG industry. Has also experience in NBFC business by setting up vehicle finance business	Ms. Shaily Maheshwari is an entrepreneur with a family business background in the Healthcare space. She previously conceptualized a Pay-day Loan model for an organized microfinance play for a billion dollar industrial group. Prior to this, she worked with Deloitte Touche Tohmatsu where she was involved in the financial due diligence of multiple cross-border M&A transactions.
7.	Terms of appointment	Liable to retire by rotation	Liable to retire by rotation
8.	Remuneration (for the financial year 2017-2018)	Nil – except for ₹ 4,70,000/- the payment of Directors sitting fees for attending the meetings of the Board and Committees.	Nil – except for ₹ 1,75,000/- the payment of Directors sitting fees for attending the meetings of the Board and Committees.
9.	Number of Board meetings attended during the financial year 2017-2018	Ten	Five
10.	Disclosure of relationship	Husband of Ms. Khyati Valia who is a Non Executive Director of the Company.	Not related to any Director or promoter of the Company.
11.	Directorships held in other public companies (excluding Foreign and section 8 companies)	1. Fortune Credit Capital Limited 2. Fortune Integrated Home Finance Limited 3. Fortune Integrated Assets Finance Limited 4. ITI Reinsurance Limited 5. United Petro Finance Limited 6. Wind Construction Limited 7. ITI Finvest Limited	1. Fortune Integrated Home Finance Limited 2. United Petro Finance Limited
12.	Chairman / Member of the Committee of Board of Directors of the Company	1. Audit Committee / Member 2. Stakeholders Relationship Committee - Chairman 3. Nomination & Remuneration Committee - Member 4. Internal Finance Committee - Chairman	Nil
13.	Membership in committees in other public companies (considered only Audit Committee and Stakeholders Relationship Committee)	Fortune Credit Capital Limited Audit Committee – Member Fortune Integrated Assets Finance Limited Audit Committee - Chairman ITI Reinsurance Limited Audit Committee - Chairman	United Petro Finance Limited Audit Committee – Member
14.	No. of shares held		
	a) Own	1,80,000	Nil
	b) In Trust for other persons having beneficial interest.	Nil	Nil

Details of Directors seeking appointment/re- appointment at the ensuing annual general meeting.... Contd.

1.	Name of Directors	Mr. Pankaj Bhuta (DIN: 00171570)	Mr. Suryakant B. Mainak (DIN: 02531129)
2.	Designation	Independent Director	Additional Independent Director
3.	Date of Birth	28/06/1955	09/02/1956
4.	Date of appointment on the Board	31/07/2018	11/10/2018
5.	Qualifications	B. Com., C A	CA
6.	Expertise/experience	He is a member of Institute of Chartered Accountants of India. He is a founder of P. R. Bhuta & Co Chartered Accountants. He has the experience of more than Thirty Five years in Foreign Exchange Regulations, Corporate Valuation, Direct Taxation, International Taxation (including Transfer Pricing), Audit and Assurance.	<p>Mr. Mainak is a highly distinguished visionary and superlative financial management leader having managed India's largest funds at LIC to the tune Rupees 20 Lakh Crores. It's a best ever performance in handling large funds from sourcing to application for profitable businesses.</p> <p>Mr. Mainak's experience in executive leadership capacity in directing and handling public, private and regulated sources of funds in various forms is unmatched. He is very articulate and meticulous in design of fiscal policies, debt restructuring and risk mitigation plans, pro-investment schemes and projects for fund raising in financial and capital markets both locally and globally.</p> <p>Mr. Mainak has domain expertise in Housing Finance, Mutual Funds, Private Equity, Venture Capital, Stock Markets, Money Market, Bond Market Instruments, Pension & Group Schemes, Bancassurance & Alternate Channels, Custodian of Business, Stock Exchanges Business, Infrastructure, Industries including FMCG and Automobiles.</p>
7.	Terms of appointment / re-appointment	Five years from the date of re-appointment not liable to retire by rotation	Five years from the date of appointment not liable to retire by rotation
8.	Remuneration (for the financial year 2017-2018)	Nil – except for ₹ 4,70,000/- the payment of Directors sitting fees for attending the meetings of the Board and Committees.	Not applicable for F. Y. 2017-2018
9.	Number of Board meetings attended during the financial year 2017-2018	Ten	Not applicable
10.	Disclosure of relationship	Not related to any Director or promoter for the Company	Not related to any Director or promoter for the Company
11.	Directorships held in other public companies (excluding Foreign and section 8 companies)	1. Fortune Credit Capital Limited 2. ITI Asset Management Limited 3. ITI Reinsurance Limited	1. Himadri Specialty Chemical Limited 2. Capacite Infraprojects Limited 3. Care Ratings Limited 4. NSEIT Limited 5. Care Advisory Research and Training Limited 6. Gloster Limited
12.	Chairman / Member of the Committee of Board of Directors of the Company	1. Audit Committee - Chairman 2. Stakeholders Relationship Committee - Member 3. Nomination & Remuneration Committee - Member 4. Internal Finance Committee - Member	1. Audit Committee - Member 2. Stakeholders Relationship Committee - Member 3. Nomination & Remuneration Committee- Member 4. Internal Finance Committee Member

13.	Membership in committees in other public companies (considered only Audit Committee and Stakeholders Relationship Committee)	<p>1. Fortune Credit Capital Limited Audit committee – Member</p> <p>2. ITI Reinsurance Limited Audit committee – Member</p>	<p>Care Rating Limited Audit committee – Member Nomination & Remuneration Committee – Member Stakeholders Relationship Committee – Chairman</p> <p>Capacite Infraprojects Limited Audit committee – Chairman Nomination & Remuneration Committee – Member</p> <p>Gloster Limited Audit committee – Chairman Nomination & Remuneration Committee – Member</p>
14.	No. of shares held		
	a) Own	7,729	Nil
	b) In Trust for other persons having beneficial interest.	Nil	Nil

By Order of the Board

Haroon Mansuri
Company Secretary

Mumbai, 26th October, 2018

The Investment Trust of India Limited

CIN: L65910MH1991PLC062067

Registered Office:

Naman Midtown, "A" Wing

21st Floor, Unit No. 2103

Senapati Bapat Marg

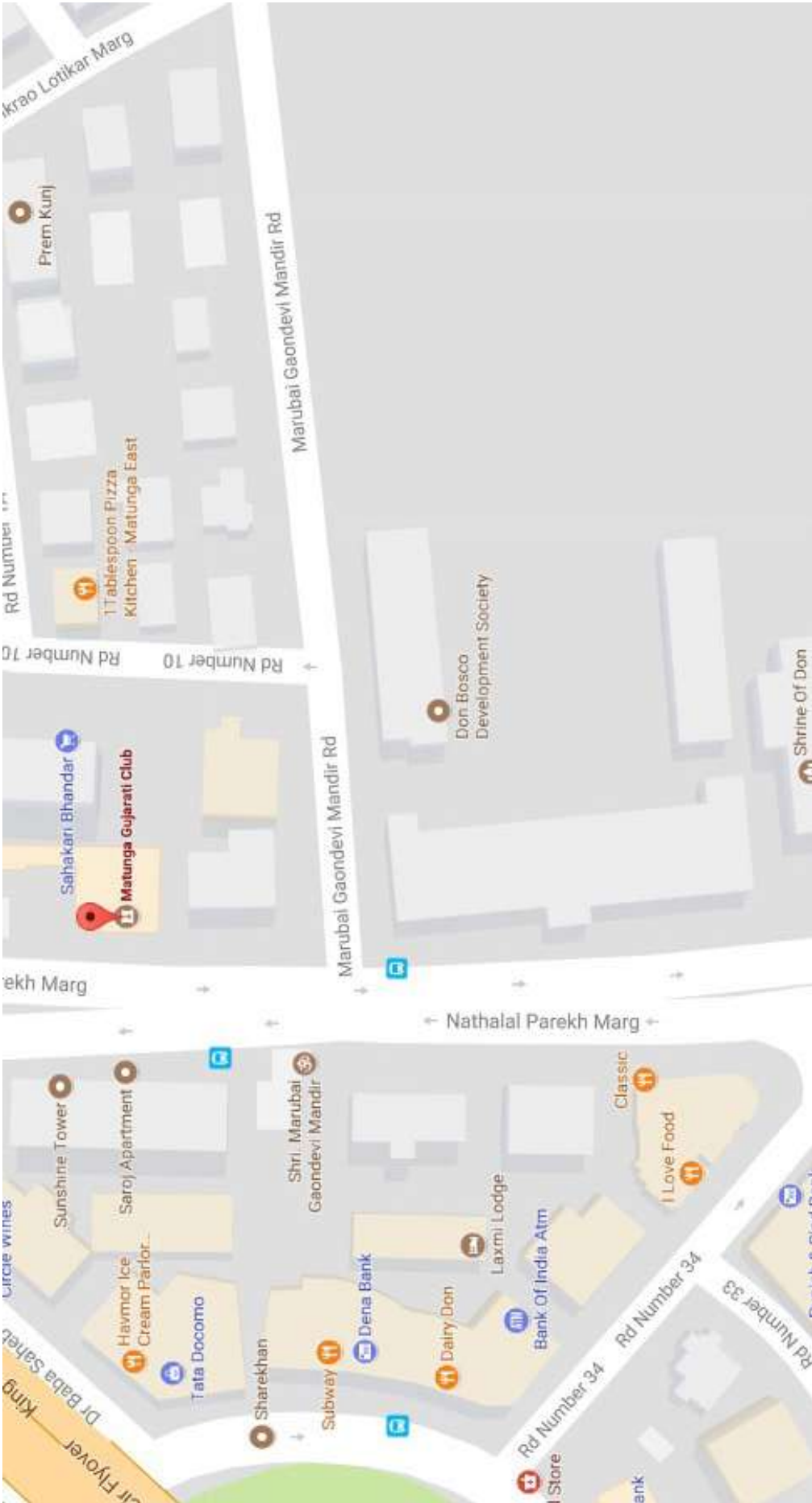
Elphinstone Road

Mumbai 400 013

e mail: cosecretary@itiorg.com

website: www.itigroup.co.in

AGM ROUTE MAP



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THE INVESTMENT TRUST OF INDIA LIMITED
(formerly known as Fortune Financial Services (India) Limited)

Regd. Office : Naman Midtown, "A" Wing, 21st Floor, Unit No. 2103, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.

CIN : L65910MH1991PLC062067 e mail : cosecretary@itiorg.com Website : www.itigroup.co.in

ATTENDANCE SLIP

27th Annual General Meeting – Wednesday, 26th December, 2018

Folio No./ DP ID / Client ID : _____ No. of shares held _____

I certify that I am a member / proxy for the member of the Company. I hereby record my presence at the Twenty Seventh Annual General Meeting of the Company at Matunga Gujarati Club Limited, M V Savani Hall, 2nd Floor, Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai 400 019 on Wednesday, 26th December, 2018 at 10.00 a.m.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of member / proxy

Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Shareholders are informed that no duplicate attendance slips will be issued at the venue of meeting. Members are requested to bring their copies of the Annual Report to the meeting.

Please tear here

THE INVESTMENT TRUST OF INDIA LIMITED
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Form No. MGT - 11

PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the
Companies (Management and Administration) Rules, 2014]

27th Annual General Meeting – Wednesday, 26th December, 2018

Folio No./ DP ID / Client ID : _____ No. of shares held _____

I/We.....of.....being member(s) of the above named Company, hereby appoint the following as my/our proxy to attend and vote for me/us on my/our behalf at the Twenty Seventh Annual General Meeting of the Company at Matunga Gujarati Club Limited, M V Savani Hall, 2nd Floor, Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai 400 019 on Wednesday, 26th December, 2018 at 10.00 a.m. and at any adjournment(s) thereof :

1. Mr./Ms.....ofin the district of or failing him / her
2. Mr./Ms.....ofin the district of

Signed thisday of2018.

Signature of members

Affix
Revenue
Stamp

Note : This form in order to be effective shall be duly stamped, completed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

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Form No. MGT -12
Polling Paper

[Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21 (1)(c) of the
Companies (Management and Administration) Rules, 2014]

THE INVESTMENT TRUST OF INDIA LIMITED
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CIN : L65910MH1991PLC062067 e mail : cosecretary@itiorg.com Website : www.itigroup.co.in

27th Annual General Meeting – Wednesday, 26th December, 2018

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the first named shareholder	
2	Postal Address	
3	Registered Folio Number/ DP ID No./Client ID No. * (*Applicable to investors holding Shares in dematerialized form)	
4	Class of share	

I hereby exercise my vote(s) in respect of the Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner

Item No.	Description of resolutions	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	Adoption of the stand-alone and consolidated audited financial statements for the year ended March 31, 2018			
2.	Appointment of a Director in place of Mr. Chintan Valia, (DIN : 05333936) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Ratification for appointment of statutory auditors			
4.	Appointment of Ms. Shaily Maheshwari (DIN : 07528792) as Non Executive Director of the Company liable to retire by rotation			
5.	Appointment of Mr. Suryakant B. Mainak (DIN : 02531129) as an Independent Director of the Company for a period of five years			
6.	Re-appointment of Mr. Pankaj Bhuta (DIN : 00171570) as an Independent Director			
7.	Approval of the limit for the Loans, Investments and Guarantees by Company under section 186 of the Companies Act, 2013			
8.	Increase in limits of borrowings			
9.	Approval for creation of charge, mortgage and hypothecation of movable and immovable properties			
10.	Approval for raising of Funds			

Place :

Date :

(Signature of the Member)

Notes : Please read the instructions carefully before exercising your vote.

- 1) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 2) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
- 4) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form

- 1) Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Dinesh Kumar Deora, Practicing Company Secretary, having ICSI COP Membership No. 4119 at Purva Sharegistry (India) Private Limited, Shivshakti Industrial Estate, Unit No.9, 7/B, Sitaram Mill Compound, J. R. Boricha Marg, Lower Parel, Mumbai – 400 011, in the enclosed postage pre-paid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- 2) The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- 3) In case the shares are held by the Companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
- 4) Votes should be cast in case of each resolution, either in favour or against by putting the tick () mark in the column provided in the Ballot.
- 5) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 23rd November, 2018 and as per Register of Members of the Company.
- 6) Duly completed Ballot Form should reach the Scrutinizer not later than Monday, 24th December, 2018 (5.30 p.m. IST). Ballot Form received after 24th December, 2018 will be strictly treated as if the reply from the Members has not been received.
- 7) A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
- 8) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 9) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 10) The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.itigroup.co.in and on the website of the CDSL within two days of the passing of the Resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.

Subsidiary & Associate Companies:

Sr. No.	Name of the Company	Activities
Wholly Owned Subsidiaries :		
1	Intime Equities Limited	Securities Broking and DP (CDSL)
2	Intime Multi Commodity Company Limited	Commodity Broking
3	Fortune Credit Capital Limited	NBFC
4	Fortune Integrated Home Finance Limited	—
5	Antique Stock Broking Limited	Institutional Broking and DP (CDSL)
6	ITI Capital Limited (earlier known as Inga Capital Limited)	Category I Merchant Banker
7	Distress Asset Specialist Limited	Debt Recovery Agent
8	ITI Mutual Fund Trustee Private Limited	Trustee Company
9	IRC Credit Management Services Limited	Global Receivable Management Services
10	ITI Nirman Limited	Real Estate
11	ITI Gilts Limited	Trading in Debt securities
12	ITI Alternate Funds Management Limited	—
Subsidiaries :		
1	ITI Asset Management Limited	Asset Management Company
2	ITI Reinsurance Limited	Reinsurance
Step-down Subsidiaries :		
1	Neue Allianz Corporate Services Private Limited	Corporate Services
2	Antique Stock Broking (IFSC) Limited	Broking on International Platform
Associates :		
1	Fortune Integrated Assets Finance Limited	NBFC - Vehicle Finance
2	United Petro Finance Limited	NBFC – Loans to MSME & Gold Loan
Wholly owned subsidiary of the Associate		
1	Wind Construction Limited	—



Lending • Mutual Funds • Investments • Broking • Investment Banking

If undelivered please return to:

The Investment Trust of India Limited
(Erstwhile Fortune Financial Services (India) Limited)
Naman Midtown, A Wing, Unit No. 2103, 21st Floor
Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013
Email: cosecretary@itiorg.com | Website: www.itiorg.com