

Date: 3rd September, 2019

To,
The Manager
The BSE Limited
Listing department
P. J. Tower, Dalal Street,
Fort, Mumbai - 400 001

Listing Compliance
National Stock Exchange of India Limited
Listing department
Exchange Plaza, C – 1, Block G
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051

Dear Sir/Madam,

Sub: Compliance under Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Ref: BSE Scrip Code: 530023 / NSE Symbol: THEINVEST

In compliance with Regulation 30 and 34 of the Listing Regulations, please find enclosed the following:

1. Annual Report of **The Investment Trust of India Limited** ("Company") for the financial year 2018-19.
2. Notice of the 28th Annual General Meeting ("AGM") of the Company along with the Attendance Slip and Proxy Form

The same is being dispatched to the Members of the Company by the permitted mode(s).

The Annual Report, AGM Notice and related documents are also available on the website of the Company at <https://www.itigroup.co.in/investorrelations/financialdata#AnnualReports> and <https://www.itigroup.co.in/investorrelations/compliance>

You are requested to take the same on record and acknowledge the receipt.

Thanking you,

For **The Investment Trust of India Limited**


Haroon Mansuri
Company Secretary



Encl: As above

28TH ANNUAL REPORT

2018-2019



**Walking towards
Long-Term Wealth Creation**

Corporate Information

Board of Directors and KMPs

Board of Directors

Mr. Chintan Valia	Non Executive Chairman
Ms. Khyati Valia	Non Executive Director
Ms. Shaily Maheshwari	Non Executive Director
Mr. Pankaj Bhuta	Independent Director
Mr. Alok Kumar Misra	Independent Director
Mr. Suryakant B. Mainak	Independent Director

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@itiorg.com
Web site : www.itigroup.co.in
CIN : L65910MH1991PLC062067

Registrar and Share Transfer Agent

Purva Share Registry (India) Private Limited
(Unit : The Investment Trust of India Limited (formerly known as Fortune Financial Services (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 eighth annual report and audited financial statements of the Company for the year ended 31st March, 2019.

1 Company specific information

1.1 Financial summary and highlights :

(₹ in lakhs)

	2018-2019	2017-2018	2018-2019	2017-2018
	Standalone		Consolidated	
Income from continuing operations	32,686.31	11,439.71	62,916.88	33,140.85
Other Income	622.68	1,297.27	2,854.74	1,997.14
Total Income	33,308.99	12,736.98	65,771.62	35,137.99
Profit / (Loss) before depreciation, exceptional item and tax	(3,434.51)	(1,811.62)	4,709.18	5,456.22
Depreciation and amortization	15.99	6.71	992.78	853.15
Profit / (Loss) before exceptional item and tax	(3,450.50)	(1,818.33)	3,716.40	4,603.07
Add : Share of profit from Associates	-	-	1,154.70	2,050.46
Profit / (Loss) before tax	(3,450.50)	(1,818.33)	4,871.10	6,653.53
Provision for tax				
- Current tax	-	-	2,130.79	1,758.82
- Deferred tax charged / (credit)	(1,451.51)	6.94	(1,387.85)	(3,088.43)
- Current tax relating to prior years	(1.63)	(27.74)	43.06	(41.64)
Profit after tax but before minority interest	(1,997.36)	(1,797.53)	4,085.10	8,024.78
Add : Other Comprehensive Income	0.33	(1.30)	(26.90)	73.81
Less : Profit attributable to non controlling interest	-	-	556.78	308.16
Total Comprehensive Income for the year	(1,997.03)	(1,798.82)	3,501.42	7,790.44
Add: Balance as per last financial statements	781.39	2,538.17	11,204.68	4,622.54
Add: Addition on account of merger	-	42.05	-	11.68
Add: Adjustment on account of equity method for associate	-	-	-	(245.80)
Profit available for appropriations	(1,215.63)	781.40	14,706.10	11,204.68
Less : Appropriations				
Transfers with in other equity (including statutory reserves)	-	-	(58.10)	(974.18)
Net Surplus in Statement of Profit and Loss	(1,215.63)	781.40	14,764.20	11,204.68
Nominal value per equity share (in ₹)	10.00	10.00	10.00	10.00
Basic and diluted earnings per equity share				
- Basic (in ₹)	(3.91)	(3.52)	6.92	15.09
- Diluted (in ₹)	(3.52)	0.04	6.84	15.09

1.2 Consolidated Financial Statements :

The Board of Directors of your Company at its meeting held on 2nd May, 2019 approved the consolidated financial statements of the Company for the financial year 2018 - 2019 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 subsidiaries.

1.3 Transfer to General Reserves :

In view of the losses incurred by the Company, the Company is not required to transfer any amount to General Reserve for the financial year 2018 - 2019.

1.4 Dividend :

In view of the losses incurred by the Company, the Board of Directors does not recommend any dividend for the financial year 2018 – 2019 as per Dividend Distribution Policy of the Company.

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

1.5 The state of Company's affairs :

a) Standalone :

The total income during the year 2018-2019 stood at Rs. 33,308.99 lakhs as against Rs. 12,736.98 lakhs during the previous year, showing an increase of income compared to the previous year. The Company has incurred a loss of before tax Rs. 3,450.50 lakhs as compared to the loss of Rs. 1,818.33 lakhs in the previous year. The loss after tax and Other Comprehensive Income stood at Rs. 1,997.03 lakhs as against the loss of Rs. 1,798.83 lakhs in the previous year.

b) Consolidated :

The total income during the year 2018-2019 stood at Rs. 65,771.62 lakhs as against Rs. 35,137.99 lakhs during the previous year. The Company has earned a profit before tax Rs.4,871.10 lakhs as compared to a profit of Rs. 6,653.55 lakhs in the previous year. The profit after tax and Other Comprehensive Income stood at Rs. 3,501.42 lakhs as against the profit of Rs. 7,790.46 lakhs in the previous year.

1.6 Segment wise position of business and its operations :

The company mainly operates two segments on stand-alone basis.

1. Financial advisory and consultancy.
2. Trading activities.

1.7 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.

1.8 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.

1.9 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.

1.10 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 "I"** and forms part of the annual report. The same has been uploaded on the website of the Company.

1.11 Change in status of the Company :

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

1.12 Details of listing / delisting :

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

1.13 Listing fees :

The Company has paid listing fees to the BSE Limited and the National Stock Exchange of India Limited for the current financial year 2019-2020.

1.14 Internal audit :

The Board has appointed Sandeep Maheshwari & Co. Chartered Accountants as internal auditors of the Company. The scope of the internal audit commensurate with the size of the Company. The internal auditors provide internal audit reports on quarterly basis and the same is being discussed in the quarterly Audit Committee meetings.

1.15 Induction of strategic and financial partners during the year :

During the year under review the Company has not inducted any strategic and financial partners.

2. General Information :

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

The Company is in to the financial advisory and consultancy services and also engaged in goods trading activities. No specific comments available for this type of services / business.

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

2.3 Change in the financial year :

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

2.4 Capital expenditure programs :

The Company does not have any material capital expenditure program for the financial year 2019-2020.

2.5 Postal Ballot :

During the year under review, the Company has not passed any resolution through Postal Ballot.

2.6 Developments, acquisitions and assignments of material intellectual property rights :

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

2.7 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.

2.8 Prevention of insider trading :

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

2.9 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 policies are posted on the website of the Company – www.itigroup.co.in

2.10 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 The ITI. 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.

ITI Mutual Fund Trustee Private Limited (ITIMFTPL) is a wholly owned subsidiary of The ITI. 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.

ITI Mutual Fund has launched Mutual Fund Schemes titled as Multi Cap Mutual Fund and Liquid Fund Mutual Fund.

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 and also for ITI Growth Opportunity Fund

The Company has also received 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.

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

a) Demerger of NBFC business (other than Gold Loan) 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 The Investment Trust of India Limited (earlier known as Fortune Financial Services (India) Limited) ('The ITI' or the 'Holding Company of the Resulting Company') and their respective shareholders and creditors providing for the demerger of Lending Business - other than Gold Loan business ('NBFC Business') of UPFL to FCCL (Wholly Owned Subsidiary of The ITI), and issue of

equity shares of The ITI 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 revised the Scheme for giving effect of the Clause (I)(A)(3)(b) of SEBI Circular dated January 03, 2018 and made fresh applications to the BSE Limited and The National Stock Exchange of India Limited and received in principle approval from both the exchanges for the Scheme. The Company has made an application to the National Company Law Tribunal (NCLT), Mumbai bench for approval of the Scheme.

b) Amalgamation of ITI Management Advisors Limited (formerly known as ITI Reinsurance Limited) with the Company :

In the Board meeting held on 25th March, 2019, the Board has unanimously approved Scheme of Amalgamation of ITI Management Advisors Limited (formerly known as ITI Reinsurance Limited) ('ITI MAL' or the 'Transferor Company') with The Investment Trust of India Limited ('The ITI' or the 'Transferee Company') and their respective shareholders and creditors providing for the merger of ITI Management Advisors Limited with The Investment Trust of India Limited. Since ITI Management Advisors Limited is wholly Owned Subsidiary of the Company, only intimation to the Exchanges has been given and the Company has made an application to the National Company Law Tribunal (NCLT), Mumbai bench for approval of the Scheme.

3. Capital and Debt Structure :

3.1 The Company has not reclassified, sub divided the authorized capital of the Company;

- a) there has been no reduction of share capital or buy back of shares; or
- b) there has been no change in capital structure resulting from restructuring or change in voting rights.

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

Redemption of debentures :

During the year under review the Company has redeemed 30,000 Unsecured Optionally Convertible Debentures of Rs. 1,00,000 each fully paid aggregating to Rs. 300 crores before its maturity date.

3.2 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, the 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 Company has received in principle approvals from BSE Limited and The National Stock Exchange of India Limited for ESOP – 2017.

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 Rs. 10 each fully paid.

On 23rd November, 2018 the Nomination and Remuneration Committee has granted (Grant II) 3,00,000 options. each option when exercised will be converted in to one equity share of Rs. 10 each fully paid.

Summary of Employee Stock Option Schemes ('ESOS')		
For the Period from 01/04/2018 to 31/03/2019		
Sr. No.	Particulars of Options / Scheme	ESOP 2017
1	Outstanding as at beginning of the period	-
2	Granted during the period	6,00,000
3	Date of Grant	19/04/2018 & 23/11/2018
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 (grant)	6,00,000/-
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

3.3 Details of Employee Stock Options:

Sr. No.	Particulars	Remarks	
1	Options granted	3,00,000	3,00,000
2	Options vested	Nil	Nil
3	Options exercised	Nil	Nil
4	The total number of shares arising as a result of exercise of options	Nil	Nil
5	options lapsed;	Nil	Nil
6	the exercise price;	Rs. 247.25	Rs. 220.85
7	variation in terms of options;	Not applicable	Not applicable
8	money realised by exercise of options;	Not yet due for exercise	Not yet due for exercise
9	total number of options in force;	6,00,000	
10	employee wise details of options granted to :		
a)	Key Managerial Personnel;	Nil	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.	Mr. George Herber Joseph 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	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	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	https://www.itigroup.co.in/investorrelations/corporateactions#ESOPScheme

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

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

4. Credit rating of securities : Not applicable

5. Transfer to the Investor Education and Protection Fund (IEPF) :

Pursuant to applicable provisions of the Investor Education and Protection Fund Authority (Accounting, Audit Transfer and Refund) Rules, 2016 the Company has during the year 2018-2019 transferred a sum of Rs. 4,91,288/- to the Fund being unclaimed dividend for the financial year 2010-2011. The Dividend was declared in the annual general meeting held on 30th August, 2011.

Further pursuant to section 124 (6) of the Companies Act, 2013 and applicable IEPF Rules, 36,693 number of equity share of Rs. 10 each fully paid in respect of which dividend has not been claimed for a continuous period of seven years have been transferred to the Authority.

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	amount of unclaimed/unpaid dividend and the corresponding shares
2	amount of unclaimed/unpaid dividend and the corresponding shares	amount of unclaimed/unpaid dividend and the corresponding shares
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	Not Applicable		
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, 2019	Year	Amount (Rupees)	No. of shares
		2011-2012	4,91,288	2,47,644
		Due date for transfer of unclaimed dividend to the Fund		
		Year	Amount (Rupees)	Due Date
		2011-2012	1,11,994	03/10/2019
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		

6. Management :

6.1 Directors and Key Managerial Personnel :

As on date the Company has six Directors, out of which three are Independent Directors, the Non-Executive Chairman and rest two Directors are Non Executive Directors.

Declaration by Independent Directors and statement on compliance of code of conduct

- that necessary declaration with respect to independence has been received from all the Independent Directors of the company;
- that the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.
- The company has formulated a Code of Conduct for Directors and senior management personnel.

6.2 Number of Board meetings : During the year under review eight meetings of the Board of Directors of the Company were held on 8th May, 2018, 10th August, 2018, 26th October, 2018, 7th December, 2018, 1st February, 2019, 19th February, 2019, 7th March, 2019 and 25th March, 2019.

In the 27th Annual General Meeting held on 26th December, 2018 Mr. Pankaj Bhuta was re-appointed as an Independent Director of the Company for second term for a period of five years.

Appointment of Independent Directors, the justification for choosing the proposed appointees for appointment as Independent Directors;

Pursuant to the recommendation of the Nomination and Remuneration Committee, w. e. f. 11th October, 2018 Mr. Suryakant B. Mainak has been appointed as an Additional Independent Director of the Company not liable to retire by rotation. His appointment has been approved by the members in the previous annual general meeting held on 26th December, 2018.

Name of the Director retiring by rotation at the ensuing annual general meeting and whether or not they offer themselves for re-appointment :

Pursuant to the provisions of section 152 of the Companies Act, 2013 and Articles of Association of the Company Ms. Khyati Valia, Non Executive Director retires by rotation at the ensuing annual general meeting and being eligible offers herself for re-appointment.

Specific sector where approval of any regulatory authority is required before the appointment of a Director/ Key Managerial Personnel : Not applicable

6.3 Performance evaluation of the Board :

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.

Your company had undertaken the performance evaluation of the Board, its committees and Chairman of the Company.

Comments on the evaluation :

- The board is active in planning process;
- Board meetings are conducted in a transparent manner by providing all the statutory information in all meetings and additional information as the management feels necessary;
- The Board is aware of all the happenings and events of the Company and group;

4. Each Director of the Board shares their comments and suggestions whenever required;
5. Observations by any of the Directors of the Board are discussed in the meeting in presence Directors present in the meeting and
6. The Board is informed of all the material events happening in the group and the management gets feedback from the Directors.

6.4 Key Managerial Personnel :

Mr. Prateek Tayal has been appointed as a Manager under the Companies Act, 2013 w. e. f. 6th October, 2016 for a period of three years and his term of appointment expires on 5th October, 2019. The Board proposes to re-appoint him as Manager for a further period of three years effective from 6th October, 2019 and seeks members approval at the ensuing annual general meeting.

Names of Key Managerial Personnel :

1. Mr. Prateek Tayal : Manager under the Companies Act, 2013
2. Mr. S G Muthu Kummar : Chief Financial Officer
3. Mr. Haroon Mansuri : Company Secretary

6.5 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.

6.6 Constitution of committees :

Audit Committee :		Stakeholder Relationship Committee	
Name of members	Designation	Name of members	Designation
Mr. Pankaj Bhuta	Chairman	Mr. Chintan Valia	Chairman
Mr. Alok Kumar Misra	Member	Mr. Pankaj Bhuta	Member
Mr. Chintan Valia	Member	Mr. Alok Kumar Misra	Member
Mr. Suryakant B. Mainak	Member	Mr. Suryakant B. Mainak	Member
Nomination & Remuneration Committee		Internal Finance Committee	
Name of members	Designation	Name of members	Designation
Mr. Alok Kumar Misra	Chairman	Mr. Chintan Valia	Chairman
Mr. Chintan Valia	Member	Mr. Pankaj Bhuta	Member
Mr. Pankaj Bhuta	Member	Mr. Alok Kumar Misra	Member
Mr. Suryakant B. Mainak	Member	Mr. Suryakant B. Mainak	Member

6.7 Recommendations of Audit Committee :

All the recommendations given by the Audit committee were accepted by the board.

6.8 Policy on Directors appointment and remuneration :

Pursuant to section 134 (3) of the Companies Act, 2013 the nomination and remuneration policy relating to remuneration of Directors and KMPs is available on the Company's website www.itigroup.co.in. The policy lays down the criteria for determining qualifications, competences and independence of Directors.

**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 2018-2019 to the Directors of the Company are as under :		
		Sr. No.	Name of the Directors	Amount (Rupees)
		1	Mr. Chintan Valia	3,45,000
		2	Ms. Khyati Valia	2,80,000
		3	Ms. Shaily Maheshwari	2,45,000
		4	Mr. Pankaj Bhuta	4,00,000
		5	Mr. Alok Kumar Misra	4,00,000
		6	Mr. Suryakant Mainak	2,90,000
	Total	19,60,000		
2	The percentage increase in remuneration of each director, CFO, CEO, CS or manager if any, in the financial year 2018-2019.	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 2018-2019.	10%		
4	The number of permanent employees on the roll of the Company as on 31st March, 2019	19 (Nineteen)		
5	The explanation on the relationship between average increase in remuneration and Company performance	The average increase in remuneration during the year 2018-2019 was at par with the industry.		
6	Comparison of remuneration of the KMP against the performance of the Company	Remuneration to KMP (Manager & CS) Rs. 61,65,140 Performance of the Company on stand-alone basis after tax and the comprehensive income for the year . 2018-2019 Loss Rs.1,997.03 lakhs 2017-2018 Loss Rs. 1,798.82 lakhs		
7	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		
			BSE	NSE
			(Rs in lakhs)	
		as on 31/03/2019	91,842.78	84,240.24
		as on 31/03/2018	1,08,808.18	1,14,752.45
		Price earning ratio = Market price / EPS		
		Market price	31/03/2019	31/03/2018
			(Rupees)	(Rupees)
		BSE	180.00	213.25
		NSE	165.10	224.90
		EPS	(3.91)	(3.53)
		Price Earning Ratio	---	---
		Market quotation of the Company's shares		
			BSE	NSE
			(Rupees)	
		as on 31/03/2019	180.00	165.10
		as on 31/03/2018	213.25	224.90
8	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 provided in 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 : 2018-2019 Loss Rs. 1,997.03 lakhs 2017-2018 Loss Rs. 1,798.82 lakhs	
		Name of the KMP and Designation	Amount of Remuneration (Rupees)
		Mr. Prateek Tayal - Manager	47,37,907
		Mr. S.G. Muthu Kummar Chief Financial Officer	---
		Mr. Haroon Mansuri Company Secretary	14,27,233
10	The key parameters for any variable component of the remuneration availed by the directors	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.	

6.9 Statement of particulars of appointment and remuneration of managerial personnel :

[Pursuant to section 134 (3) (g) 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 2018-2019	Rs. 47,37,907/-
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	30 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, 2019	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

6.10 Names of top ten employees of the company in terms of remuneration drawn during the year April 2018 to March 2019 :

Sr. No.	Name	Remuneration (Rupees)
1	Rajesh Bhatia	1,33,73,898
2	Prateek Tayal	47,37,907
3	Rajesh Kumar Acha	29,98,854
4	Rajesh G Aynor	30,63,896
5	Hersh Sanjiv Shah	30,18,276
6	Siddhartha Bhotika	28,86,857
7	Haroon Mansuri	14,27,233
8	Subbiah Manickam	11,74,327
9	Vinay Mahajan (*)	8,53,703
10	Rajiv Tapan Naha (*)	7,45,019
	(*) employed for part of the year	

6.11 Particulars of employees :

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

- a) **Details of the employee(s) who were employed throughout the year and were in receipt of remuneration at a rate which, was not less than Rs. 1,02,00,000/- per annum :**

1	Name of the Employee	Mr. Rajesh Bhatia
2	Designation	President & CIO AIF III
3	Remuneration	Rs. 1,33,73,898
4	Nature of employment	Contractual
5	Qualification	B. Com., CFA and ACWA
6	Experience with the company	One year and nine months
7	Date of joining	10/07/2017
8	Age	50 years
9	Last employment	Simto Investments (Tata Group)
10	No. of equity shares held as on 31 st March, 2019	Nil
11	Relation to Board of Directors	Not applicable

- b) **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 Rs. 8,50,000/- per month : Nil / Not applicable**

6.12 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 and
- 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.

6.13 Reporting of frauds by auditors :

During the year under review, no fraud occurred and/or reported by the Auditors.

7. Disclosure relating to subsidiaries, associates and joint ventures :**7.1 Report on performance and financial position of subsidiaries & Associates :**

As on date the Company has thirteen wholly owned subsidiaries, two subsidiaries, two step down subsidiaries and one associate company. The Board of Directors reviews the performance of these companies on quarterly basis.

	Name of the Company	Business Activities		Name of the Company	Business Activities
	Wholly Owned Subsidiaries			Subsidiaries	
1	ITI Securities Broking Limited (formerly known as Intime Equities Limited)	Securities Broking	1	ITI Asset Management Limited	Asset Management
2	Intime Multi Commodity Company Limited	Commodity Broking	2	United Petro Finance Limited	NBFC – MSME Finance

3	Fortune Credit Capital Limited	NBFC - LAS and Nano Loans		Step down subsidiaries	
4	Fortune Management Advisors Limited (Formerly known as Fortune Integrated Home Finance Limited)	Management Advisors	1	Neue Allianz Corporate Services Private Limited	Corporate Services
5	Antique Stock Broking Limited	Securities Broking	2	Antique Stock Broking (IFSC) Limited	Securities Broking
6	ITI Capital Limited	Merchant Banking		Associate	
7	Distress Asset Specialist Limited	Debt Recovery Agent	1	Fortune Integrated Assets Finance Limited	NBFC – Vehicle Finance
8	IRC Credit Management Services Limited	Credit Management Services		Other Entieies	
9	ITI Gilts Limited	Debt Securities	1	Wind Construction Limited - Subsidiary of Fortune Integrated Assets Finance Limited	Generation and supply of Energy generated through Windmill
10	ITI Mutual Fund Trustee Private Limited	Trustee Company	2	Purushothama Perumal Renewable Energy Private Limited - Step - down Subsidiary of Fortune Integrated Assets Finance Limited	Wind Power generation & distribution
11	ITI Nirman Limited	Real Estate	3	Toplink Advisors LLP Subsidiary of Wind Construction Limited	Advisory Services
12	ITI Alternate Funds Management Limited	Portfolio Management Services	4	Ventana Power Generation LLP Step-down subsidiary of Wind Construction Limited	Power generation
13	ITI Management Advisors Limited (Formerly known as ITI Reinsurance Limited)	Management Advisors			
14	ITI Growth Opportunities LLP	Alternate Funds Management			

In terms of section 129 (3) of the Companies Act, 2013 a statement containing salient features of the financial statements of subsidiaries is provided in Form AOC 1 which is given in notes forming part of financial statements.

Audited financial statements together with the relevant reports of the subsidiaries are uploaded on the website of the Company www.itigroup.co.in

During the year the company has invested a sum of Rs. 4,820.00 lakhs in subsidiaries. Apart from this the company has funded subsidiaries as required from time to time by way of loans, advances, guarantees and investment in securities. The Company has also invested a sum of Rs. 40.00 lakhs in LLP and made disinvestment of debentures aggregating to Rs. 50.00 lakhs.

7.2 Financial Statements of subsidiary companies :

In terms of proviso to section 136 of the Companies Act, 2013 the Company has not attached the audited financial statements of its subsidiaries with the accounts financial statements 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 copies of the audited financial statements of the subsidiary companies will be made available on request by the members of the company and its subsidiaries, seeking such information at any point of time.

7.3 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 :

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, Alternate Investment Fund and other financial advisory activities.

During the year under review ITI Reinsurance Limited (now known as ITI Management Advisors Limited) subsidiary of the Company has bought back 5,43,60,000 equity shares at Rs.15.25 per equity share of Rs. 10 each fully paid, consequent to this buy back, ITI Reinsurance has become a wholly owned subsidiary of the Company.

Pursuant to the conversion of 2,744 12% Redeemable Subordinated Convertible Unsecured Debentures of Rs. 1,00,000/- (Rupees One Lakh) each issued by United Petro Finance Limited to Fortune Credit Capital Limited (a wholly owned subsidiary of the Company) in to 1,96,00,000 equity shares of Rs. 10 each fully paid at a premium of Rs. 4/- per equity share, United Petro Finance Limited became a subsidiary of the company as the percentage of holding of the Company together with that of Fortune Credit Capital Limited in United Petro Finance Limited increased to 70% of the total issued capital of United Petro Finance Limited.

1	Companies which have listed their specified securities	Not applicable
2	the name of its material subsidiaries pursuant to as per the Listing Regulations as per audited financial statements for the year ended 31 st March, 2019	1. Fortune Credit Capital Limited 2. Antique Stock Broking Limited 3. ITI Management Advisors Limited (formerly known as ITI Reinsurance Limited)
3	Sale, disposal and leased assets of more than twenty percent of the assets of the material subsidiary on an aggregate basis during a year	Not applicable

8. Details of Fixed 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.

9. Particulars of Loans given, investments made and guarantees provided :

The details of the loans given, investments made and guarantees provided by the Company during the financial year 2018-2019 are provided in the notes forming part of the audited financial statements.

10. Particulars of contracts or arrangements with related parties :

The Company has entered in to transactions with related parties during the financial year 2018 - 2019. All such transactions are on arm's length basis and in the ordinary course of business. With respect to the investments and/or disinvestments made by the Company which are not in ordinary course of business but on arm's length basis and of strategic nature. The Board has obtained omnibus approval from the audit committee in their meeting held 8th May, 2018 for the related party transactions entered in to by the company in the ordinary course of business.

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 directors sitting fees to the Non Executive Directors and remuneration to the KMPs. List of transactions entered in to by the Company are disclosed 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

11. Corporate Social Responsibility (CSR) :

The provisions relating to the Corporate Social Responsibility are not applicable to the Company.

12. Conservation of Energy, Technology Absorption :

12.1 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.

12.2 Foreign exchange earnings and Outgo :

Foreign exchange earnings : Nil

Foreign exchange outgo :

(Amount ₹ in lakhs)

Particulars	2018-2019	2017-2018
Business Promotion expenses	---	8.38
Travelling & Conveyance expenses	---	4.80

13. Risk Management :

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

14. 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>

15. 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 :

During the year under review no material orders have been passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

16. Statutory Auditors :

16.1 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 till the conclusion of 28th Annual General Meeting to be held in the calendar year 2019. The term of appointment of M/s Bathiya & Associates LLP expires at this annual general meeting of the members of the Company.

The Board subject to the approval of members proposes to appoint Ramesh M. Sheth & Associates, Chartered Accountants, Mumbai as statutory auditors of the Company for a period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual General Meeting of the members of the Company.

The Company has received consent letter from Ramesh M. Sheth & Associates confirming that they are eligible to be appointed as Statutory Auditors of the Company .

16.2 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.

16.3 Explanations in response to Auditors' qualifications :

There are no qualifications in the auditors' report for the year ended 31st March, 2019 hence no comments are required to be given.

16.4 Secretarial Audit Report :

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 D M & Associates Company Secretaries LLP, to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2019.

The report of Secretarial Audit in Form MR 3 for the financial year ended 31st March, 2019 forms part of the annual report and marked as **Annexure "III"**.

17. Compliance with Secretarial Standards :

The Company has complied with all the applicable Secretarial Standards during the year ended 31st March, 2019.

18. Corporate Insolvency Resolution Process initiated under The Insolvency And Bankruptcy Code, 2016 (IBC) : Not applicable

19. Failure to implement any Corporate Action : Not applicable

20. Transfer of equity 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 Rs. 10 each fully paid to the credit of Investor Education and Protection Fund (IEPF)

21. Other disclosures :

- 21.1** (a) the consolidated financial statements are also being presented in addition to the standalone financial statements of the company.
(b) the Company has taken initiatives with respect to Stakeholder relationship, Customer Relationship, Environment, Sustainability, Health and Safety as applicable.
(c) reasons for delay in holding the annual general meeting; Not applicable

21.2 Cost records

The Company is not required to maintain cost records.

22. Additional disclosures under listing regulations

22.1 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; **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**

22.2 Corporate Governance :

A report on the corporate governance along with a certificate from the Practicing Company Secretary of the Company regarding the compliance of conditions of the corporate governance for the year ended 31st March, 2019 as stipulated under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included and forms part of this annual report and marked as **Annexure "IV"**.

All Board members and senior management personnel of the Company have affirmed compliance with code of conduct for the year 2018-2019. A declaration to this effect certified by the Director of the Company is also attached in the annual report.

The Chairman 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.

22.3 Management discussion and Analysis :

A separate section covering Management Discussion and Analysis Report (MDA) forms part of this annual report. **Annexure “V”.**

22.4 Certificate on Compliance of conditions of Corporate Governance : Annexure “VI”

22.5 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.

22.6 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.

22.7 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

23. 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, clients and suppliers 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)

Date : August 6, 2019

Place: Mumbai

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

Form MGT – 9
ANNUAL RETURN

as on the financial year ended on **31st March, 2019**

[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 : (on stand-alone basis)

Sr. No.	Name and Description of main products/services	NIC Code of the products/ services	% to the total turnover of the Company
1	Trading activities	67	90.18

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sr. No.	Name and address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	ITI Securities Broking Limited (formerly known as Intime Equities Limited) Naman Midtown, "A" Wing 20th 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, 20th 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, 21st Floor Unit No. 2104, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67190MH2007PLC175180	Wholly Owned Subsidiary	100	2 (87) (ii)
4	Fortune Management Advisors Limited (formerly known as Fortune Integrated Home Finance Limited) Naman Midtown, "A" Wing, 21st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U74110MH2012PLC234979	Wholly Owned Subsidiary	100	2 (87) (ii)
5	Antique Stock Broking Limited Naman Midtown, "A" Wing, 20th 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 Naman Midtown, "A" Wing 21st Floor, Unit No. 2102 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013.	U74140MH1999PLC122493	Wholly Owned Subsidiary	100	2 (87) (ii)
7	Distress Asset Specialist Limited Naman Midtown, "A" Wing, 21st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67190MH2013PLC249239	Wholly Owned Subsidiary	100	2 (87) (ii)
8	ITI Mutual Fund Trustee Private Limited Naman Midtown, "A" Wing 21st 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 21st Floor, Unit No. 2103 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67100MH2016PLC272339	Wholly Owned Subsidiary	100	2 (87) (ii)
10	IRC Credit Management Services Limited B 106, Joy Velencia, JVLR 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, 21st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67100MH2018PLC311323	Wholly Owned Subsidiary	100	2 (87) (ii)
13	ITI Management Advisors Limited (formerly known as ITI Reinsurance Limited) Naman Midtown, "A" Wing 20th Floor, Unit No. 2001 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U74110MH2014PLC257899	Wholly Owned Subsidiary	100	2 (87) (ii)
14	ITI Asset Management Limited Naman Midtown, "A" Wing, 21st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U67100MH2008PLC177677	Subsidiary	60	2 (87) (ii)
15	United Petro Finance Limited Naman Midtown, "A" Wing, 21st Floor Unit No. 2103, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U65923MH1996PLC310611	Subsidiary	20.51	2 (87) (ii)
16	Neue Allianz Corporate Services Private Limited A/ 404, Neelam Centre Hind Cycle Road, Worli Mumbai 400 030	U75123MH2006PTC161104	Step down Subsidiary	Nil	2 (87) (ii)
17	Antique Stock Broking (IFSC) Limited Unit. No. 314, Signature Building, Block 13B, Zone-1 GIFT SEZ, Gandhinagar – 382 355.	U65100GJ2016PLC094531	Step down Subsidiary	Nil	2 (87) (ii)
18	Fortune Integrated Assets Finance Limited Naman Midtown, "A" Wing 21st Floor, Unit No. 2101 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U65923MH2012PLC235450	Associate	25	2 (6)

19	Wind Construction Limited Naman Midtown, "A" Wing 21st Floor, Unit No. 2101 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U65100MH2009PLC194737	Subsidiary of an Associate	Nil	2(6)
20	Purushothama Perumal Renewable Energy Private Limited Naman Midtown, "A" Wing 21st Floor, Unit No. 2101 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	U40101MH2016PTC308553	Step-down Subsidiary of an Associate	Nil	2(6)
21	ITI Growth Opportunities LLP Naman Midtown, "A" Wing 21st Floor, Unit No. 2103 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	AAL-0552	Subsidiary	80	2 (87) (ii)
22	Toplink Advisor LLP Naman Midtown, "A" Wing 21st Floor, Unit No. 2101 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	AAH-6923	Subsidiary of Wind Construction Limited	Nil	2(6)
23	Ventana Power Generation LLP Naman Midtown, "A" Wing 21st Floor, Unit No. 2101 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013	AAI-3212	Step-Subsidiary of Wind Construction Limited	Nil	2(6)

IV SHAREHOLDING PATTERN (Equity Share Capital break up as percentage of total equity) :

i) Category wise shareholding as on 31st March, 2019 :

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2018)				No. of Shares held at the end of the year (31/03/2019)				% 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	21,54,990	---	21,54,990	4.22	21,54,990	---	21,54,990	4.22	---
h) Foreign Venture Capital Funds	---	---	---	---	---	---	---	---	---
i) Others	---	---	---	---	---	---	---	---	---
Sub-total (B)(1):-	21,54,990	---	21,54,990	4.22	21,54,990	---	21,54,990	4.22	---

2. Non- Institutions									
a) Bodies Corp.									
i) Indian	17,26,920	5,200	17,32,120	3.39	22,86,814	5,200	22,92,014	4.49	0.10
ii) Overseas	30,64,200	---	30,64,200	6.01	3,64,200	---	30,64,200	6.01	---
b) Individual shareholders holding									
i) upto ₹ 2 lakh	12,73,448	1,17,109	13,90,557	2.73	17,06,716	1,05,923	18,12,639	3.55	0.82
ii) in excess of ₹ 2 lakh	44,60,896	39,700	45,00,596	8.82	35,16,824	39,700	35,56,524	6.97	(1.85)
c) Others									
j) IEPF	36,693	---	36,693	0.07	36,693	---	36,693	0.07	---
ii) LLP	14,185	---	14,185	0.03	3,919	---	3,919	0.01	(0.02)
iii) NRIs									
iv) NBFCs	3,754	---	3,754	0.01	---	---	---	---	(0.01)
v) HUF	1,86,062	---	1,86,062	0.36	1,91,125	---	1,91,125	0.37	0.01
vi) Clearing members	1,05,469	---	1,05,469	0.21	66,898	---	66,898	0.13	(0.08)
vii) Trusts	68,417	---	68,417	0.13	63,025	---	63,025	0.12	(0.01)
Sub-total (B)(2):-	1,09,72,322	2,19,009	1,11,91,331	21.93	1,10,03,508	1,87,823	1,11,91,331	21.93	---
Total Public Shareholding (B) = (B)(1)+(B)(2)	1,31,27,312	2,19,009	1,33,46,321	26.16	1,31,58,498	1,87,823	1,33,46,321	26.16	---
C. Shares held by Custodian for GDRs & ADRs									
	---	---	---	---	---	---	---	---	---
Grand Total (A+B+C)	5,08,04,758	2,19,009	5,10,23,767	100.00	5,08,35,944	1,87,823	5,10,23,767	100.00	---

(ii) Shareholding of promoters & promoter group:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2018)			Share holding at the end of the year (31/03/2019)			% 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	Ms. 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	---	

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

Sr. No.	Particulars	Shareholding at the beginning of the year (01/04/2018)		Cumulative shareholding during the year (31/03/2019)	
		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) equity shareholding pattern of top ten shareholders (Other than Directors, Promoters, and holders of GDRs & ADRs) as on 31st March, 2019. :

Sr. No.	Particulars	Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
		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	21,54,990	4.22	21,54,990	4.22
	Changes during the year	---	---		
	at the end of the year			21,54,990	4.22
2	Kirti Doshi				
	at the beginning of the year	18,70,000	3.66		
	Changes during the year	35,000	0.07	18,35,000	3.60
	Sale in open market 06/04/2018	35,000	0.07	18,70,000	3.66
	Purchase from market 29/06/2018			18,70,000	3.966
3	Nogard Investments Limited				
	at the beginning of the year	17,99,000	3.53		
	Changes during the year	---	---	17,99,000	3.53
	at the end of the year			17,99,990	3.53
4	Bomin Finance Limited				
	at the beginning of the year	12,65,200	2.48		
	Changes during the year	---	---	12,65,200	2.48
	at the end of the year			12,65,200	2.48
5	ITI Holdings and Investment Limited				
	at the beginning of the year	7,82,810	1.53		
	Changes during the year				
	Sale in open market 08/03/2019	2,39,542	0.47	102352	2.00
	Purchase from market 15/03/2019	1,58,430	0.31	1180782	2.31
				11,80,782	2.31

Sr. No.	Particulars	Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
6	Vikram Pratapbhai Kotak				
	at the beginning of the year	5,85,000	1.15		
	Changes during the year				
	Sale in open market 13/04/2018	812	0.00	5,84,188	1.14
	Sale in open market 20/04/2018	6,188	0.01	5,78,000	1.13
	Sale in open market 27/04/2018	8,000	0.02	5,70,000	1.12
	Sale in open market 04/05/2018	2,000	0.00	5,68,000	1.11
	Sale in open market 25/05/2018	2,211	0.00	5,65,789	1.11
	Sale in open market 31/05/2018	972	0.00	5,64,817	1.11
	Sale in open market 08/06/2018	76	0.00	5,64,741	1.11
	Sale in open market 15/06/2018	7,685	0.02	5,57,056	1.09
	Sale in open market 22/06/2018	3,163	0.01	5,53,893	1.09
	Sale in open market 29/06/2018	9,843	0.02	5,44,050	1.07
	Sale in open market 06/07/2018	6,162	0.01	5,37,888	1.05
	Sale in open market 13/07/2018	3,888	0.01	5,34,000	1.00
	Sale in open market 20/07/2018	23,464	0.05	5,10,536	0.98
	Sale in open market 27/07/2018	8,097	0.02	5,02,439	0.97
	Sale in open market 03/08/2018	6,339	0.01	4,96,100	0.96
	Sale in open market 10/08/2018	7,872	0.02	4,88,228	0.95
	Sale in open market 17/08/2018	2,824	0.01	4,85,404	0.94
	Sale in open market 24/08/2018	4,562	0.01	4,80,842	0.93
	Sale in open market 31/08/2018	5,967	0.01	4,74,875	0.92
	Sale in open market 07/09/2018	3,375	0.01	4,71,500	0.92
	Sale in open market 14/09/2018	3,000	0.01	4,68,500	0.87
	Sale in open market 21/09/2018	22,500	0.04	4,46,000	0.88
	Purchase from open market 12/10/2018	2,000	0.00	4,48,000	0.87
	Sale in open market 26/10/2018	4,091	0.01	4,43,909	0.87
	Sale in open market 16/11/2018	545	0.00	4,43,364	0.85
	Sale in open market 23/11/2018	7,824	0.02	4,35,540	0.84
	Sale in open market 30/11/2018	5,540	0.01	43,0,000	0.84
	Sale in open market 07/12/2018	2,000	0.00	4,28,000	0.84
	Sale in open market 14/12/2018	550	0.00	4,27,450	0.84
	Sale in open market 21/12/2018	450	0.00	4,27,000	0.84
	Sale in open market 15/02/2019	5,050	0.01	4,21,950	0.83
	Sale in open market 22/02/2019	2,350	0.00	4,19,600	0.82
	Sale in open market 01/03/2019	861	0.00	4,18,739	0.82
	Sale in open market 08/03/2019	2,49,581	0.49	1,69,158	0.33
	Sale in open market 15/03/2019	1,60,576	0.31	8,582	0.02
	Sale in open market 22/03/2019	8,582	0.02	---	---
	at the end of the year			---	---
7	Hina Kirti Doshi				
	at the beginning of the year	3,64,500	0.71		
	Changes during the year	---	---	3,64,500	0.71
	at the end of the year			3,64,500	.071

Sr. No.	Particulars	Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
8	Gagan Dinanath Chaturvedi				
	at the beginning of the year	2,00,000	0.39		
	Changes during the year				
	Sale in open market 20/07/2018	18,954	0.04	1,81,046	0.35
	Sale in open market 14/09/2018	5,350	0.01	1,75,696	0.34
	Sale in open market 21/09/2018	14,723	0.03	1,60,973	0.32
	Sale in open market 23/11/2018	2,973	0.01	1,58,000	0.31
	Sale in open market 30/11/2018	3,386	0.01	1,54,614	0.30
	at the end of the year			1,54,614	0.30
9	Jamish Investment Private Limited				
	at the beginning of the year	1,90,000	0.37		
	Changes during the year	---	---	1,90,000	0.37
	at the end of the year			1,90,000	0.37
10	Winro Commercial (India) Limited				
	at the beginning of the year	1,80,000	0.35		
	Changes during the year				
	Sale in open market 22/03/2019	2,500	0.00	1,77,500	0.35
	at the end of the year			1,77,500	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: (equity shares)

Sr. No.	Name	Shareholding at the beginning of the year (01/04/2018)		Date	Increase/decrease in share holding	Reason	Shareholding at the end of the year (31/03/2019)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
A	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
B	Key Managerial Personnel							
1.	Mr. S. G. Muthu Kummar (Chief Financial Officer)	7,300	0.02	---	---	---	7,300	0.01

Preference shares of Rs.100/- each :

Category of shareholders	No. of shares held at the beginning of the year (01/04/2018)				No. of shares held at the end of the year (31/03/2019)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Promoters and promoter Group Shareholding									
Public									
Bodies Corp.	---	2,25,000	2,25,000	100.00	---	2,25,000	2,25,000	100.00	---
Total	---	2,25,000	2,25,000	100.00	---	2,25,000	2,25,000	100.00	---

Shareholding of promoters & promoter group - preference : Nil

change in Promoters' and promoter group shareholding - preference : Nil

Preference shareholding pattern of top ten shareholders (Other than Directors, Promoters, and holders of GDRs & ADRs) as on 31st March, 2019. :

Sr. No.	Name	Shareholding at the beginning of the year (01/04/2018)		Shareholding at the end of the year (31/03/2019)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Quadrant Televentures Limited				
	at the beginning of the year	70,000	31.11	70,000	31.11
	Changes during the year	---	---	70,000	31.11
	at the end of the year	70,000	31.11	70,000	31.11
2.	Amrit Sales Promotion Private Limited				
	at the beginning of the year	28,000	12.44	28,000	12.44
	Changes during the year	---	---	28,000	12.44
	at the end of the year	28,000	12.44	28,000	12.44
3.	Burlington Finance Limited				
	at the beginning of the year	28,000	12.44	28,000	12.44
	Changes during the year	---	---	28,000	12.44
	at the end of the year	28,000	12.44	28,000	12.44
4.	Kalyan Vyapar Private Limited				
	at the beginning of the year	24,000	10.67	24,000	10.67
	Changes during the year	---	---	24,000	10.67
	at the end of the year	24,000	10.67	24,000	10.67
5.	Inga Advisors Private Limited				
	at the beginning of the year	75,000	33.33	75,000	33.33
	Changes during the year	---	---	75,000	33.33
	at the end of the year	75,000	33.33	75,000	33.33

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
	(Amount in ₹)			
Indebtedness at the beginning of the year				
i) Principal Amount	---	318,07,26,454	---	318,07,26,454
ii) Interest due but not paid	---	2,60,50,806	---	2,60,50,806
iii) Interest accrued but not due	---	---	---	---
Total (I + ii + iii)	---	320,67,77,260	---	320,67,77,260
Change in indebtedness during the year				
• Addition	---	398,71,19,391	---	398,71,19,391
• Reduction	---	376,43,60,800	---	376,43,60,800
Net change	---	22,27,58,591	---	22,27,58,591
Indebtedness at the end of the year				
i) Principal Amount	---	340,34,85,045	---	340,34,85,045
ii) Interest due but not paid	---	35,19,42,162	---	35,19,42,162
iii) Interest accrued but not due	---	---	---	---
Total (I + ii + iii)	---	375,54,27,207	---	375,54,27,207

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	(Amount in ₹)
	(a) Salary as provisions contained in section 17(1) of the Income tax Act, 1961 (*)	47,37,907
	(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)	47,37,907
	Ceiling as per the Act	84,00,000

VIII. REMUNERATION TO OTHER DIRECTORS FOR THE YEAR 2018-2019:

Sr. No.		Chintan Valia	Khyati Valia	Shaily Maheshwari	Pankaj Bhuta	Alok Kumar Misra	Suryakant Mainak	Total Amount
		Non Executive Directors			Independent Directors			
		(A)	(B)	(C)	(D)	(E)	(F)	
		(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	
1	Fees for attending Board and committee meetings	3,45,000	2,80,000	2,45,000	4,00,000	4,00,000	2,90,000	19,60,000
2	Commission	---	---	---	---	---		---
3	Other	---	---	---	---	---		---
4	Total	3,45,000	2,80,000	2,45,000	4,00,000	4,00,000	2,90,000	19,60,000
5	Total managerial remuneration	3,45,000	2,80,000	2,45,000	4,00,000	4,00,000	2,90,000	19,60,000
6	Overall ceiling as per the Act	Not applicable						

IX. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/WTD/MANAGER FOR THE YEAR 2018-2019

Sr. No.	Particulars of remuneration	Haroon Mansuri
		Company Secretary
		(Amount in ₹)
1.	Gross salary	
	a) Salary as provisions contained in section 17(1) of the Income tax Act, 1961	14,27,233
	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 Options	---
3.	Sweat Equity	---
4.	Commission	---
	- As % of profit	---
	- Others	---
5.	Other	---
	Total	14,27,233

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 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 2018 to March 2019** the Company has entered in to transactions with related parties. All such transactions are on arm's length basis and in the ordinary course of business. With respect to the investments and/or disinvestments made by the Company which are not in ordinary course of business but on arm's length basis and of strategic nature. The Board has obtained omnibus approval from the audit committee in their meeting held 8th May, 2018 for the related party transactions entered in to by the company in the 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 (Rs. In lakhs)	Date of approval by the Board	Amount paid as advances (Rs. In lakhs)
ITI Securities Broking Limited (formerly known as Intime Equities Limited)	Rent charged	Annual	50.00	08/05/2018	Nil
	Commission charged on Corporate guarantee given	Annual	15.21	08/05/2018	
Intime Multi Commodity Company Limited	Commission charged on Corporate guarantee given	Annual	0.44	08/05/2018	Nil
Fortune Credit Capital Limited	Commission charged on Corporate guarantee given	Annual	62.50	08/05/2018	Nil
	Loan given	Continuous basis	800.66	08/05/2018	Nil
	Loan received back	Continuous basis	2,210.16	08/05/2018	Nil
	Interest paid	Annual	25.93	08/05/2018	Nil
Antique Stock Broking Limited	Interest paid	Annual	12.35	08/05/2018	Nil
	Commission charged on Corporate guarantee given	Annual	12.50	08/05/2018	Nil
	Loan borrowed	Continuous basis	1,315.00	08/05/2018	Nil
	Loan repaid	Continuous basis	1,315.00	08/05/2018	Nil
Distress Asset Specialist Limited	Interest charged	Annual	83.25	08/05/2018	Nil
	Rent charged	Annual	4.80	08/05/2018	Nil
	Loan given	Continuous basis	111.50	08/05/2018	Nil
	Loan received back	Continuous basis	268.00	08/05/2018	Nil
ITI Gilts Limited	Rent charged	Annual	4.80	08/05/2018	Nil
	Commission charged on Corporate guarantee given	Annual	7.50	08/05/2018	Nil

ITI Mutual Fund Trustee Private Limited	Interest charged	Annual	0.30	08/05/2018	Nil
	Rent charged	Annual	3.60	08/05/2018	Nil
	Loan given	Continuous basis	6.00	08/05/2018	Nil
	Loan received back	Continuous basis	6.00	08/05/2018	Nil
Fortune Management Advisors Limited (formerly known as Fortune Integrated Home Finance Limited)	Interest paid	Annual	25.28	08/05/2018	Nil
	Loan borrowed	Continuous basis	556.00	08/05/2018	Nil
	Loan repaid	Continuous basis	2.50	08/05/2018	Nil
ITI Alternate Funds Management Limited	Interest paid	Annual	21.95	08/05/2018	Nil
	Subscription of equity shares	One time	250.00	08/05/2018	Nil
	Loan borrowed	Continuous basis	244.75	08/05/2018	Nil
ITI Management Advisors Limited (formerly known as ITI Reinsurance Limited)	Interest paid	Annual	119.84	08/05/2018	Nil
	Loan borrowed	Continuous basis	32,095.00	08/05/2018	Nil
	Loan repaid	Continuous basis	32,095.00	08/05/2018	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 (Rs. In lakhs)	Date of approval by the Board	Amount paid as advances (Rs. In lakhs)
ITI Asset Management Limited	Interest charged	Annual	2.51	08/05/2018	Nil
	Rent charged	Annual	14.40	08/05/2018	Nil
	Payment for Redemption of debentures by the Company	One time	5,000.00	08/05/2018	Nil
	Loan given	Continuous basis	101.90	08/05/2018	Nil
	Loan received back	Continuous basis	121.90	08/05/2018	Nil
	Premium on Redemption of debentures	One time	929.45	08/05/2018	Nil
United Petro Finance Limited	Processing fees	Continuous basis	550.00	08/05/2018	Nil
	Rent charged	Annual	50.00	08/05/2018	Nil
ITI Growth Opportunities LLP	Capital Contribution	One time	40.00	08/05/2018	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 (Rs. In lakhs)	Date of approval by the Board	Amount paid as advances
Fortune Integrated Assets Finance Limited	Rent charged	Annual	50.00	08/05/2018	Nil
	Reimbursement	Annual	11.68	08/05/2018	Nil
	Assignment collection received	Continuous basis	147.19	08/05/2018	Nil

Key Managerial Personnel					
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	Date of approval by the Board	Amount paid as advances (Rs. In lakhs)
Prateek Tayal	Remuneration	Annual	47.38	05/10/2016	Nil

On behalf of the Board

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

Khyati Valia
Non Executive Director
(DIN: 03445571)

Date : August 6, 2019

Place: Mumbai

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

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, 2019

To,
The Members,
The Investment Trust of India Limited
2103, Naman Midtown,
"A" Wing, Senapati Bapat Marg,
Elphinstone Road (W),
Mumbai- 400013.
Dear Members,

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

Based on our 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, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2019, 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:

We 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, 2019 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 **(Not Applicable during the Audit period);**
 - 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;

We 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.

We 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;

We 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.

We further report that

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.

We 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.

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

1. The Board of Directors of the Company approved Scheme of Amalgamation and Arrangement with ITI Reinsurance (wholly owned Subsidiary) with The Investment Trust of India Limited and their respective shareholder and creditors at its Meeting held on March 25, 2019;
2. The Board of Directors approved the option of exercising the redemption of 30,000 unsecured optionally convertible debentures of Rs. 1,00,000 each aggregating to Rs. 300 crores as per terms of such debentures at its meeting held on March 07, 2019
3. The Board of Directors of the Company approved revised scheme of Arrangement between United Petro Finance Limited (Subsidiary Company) and Fortune Credit Capital Limited and The Investment Trust of India Limited at its meeting held on February 19, 2019;

For DM & Associates Company Secretaries LLP
Company Secretaries
ICSI Unique Code L2017MH003500

Dinesh Kumar Deora
Senior Partner

FCS NO 5683
C P NO 4119

Place: Mumbai
Date: 22nd April, 2019

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,
The Investment Trust of India Limited
2103, Naman Midtown,
“A” Wing, Senapati Bapat Marg,
Elphinstone Road (W),
Mumbai- 400013.

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, We followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, We 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. Our 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.

For DM & Associates Company Secretaries LLP
Company Secretaries
ICSI Unique Code L2017MH003500

Dinesh Kumar Deora
Senior Partner

FCS NO 5683
C P NO 4119

Place: Mumbai
Date: 22nd April, 2019

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, 2019 is six Directors. Out of these Directors, three 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.

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) (DIN : 05333936)	NEC	7	Yes	7	3	2
Ms. Khyati Valia (1) (DIN : 03445571)	NED	8	No	5	-	1
Ms. Shaily Maheshwari (DIN : 07528792)	NED	7	No	2	-	1
Mr. Pankaj Bhuta (DIN : 00171570)	NE-ID	8	Yes	3	1	3
Mr. Alok Kumar Misra (DIN : 00163959)	NE-ID	8	No	6	-	5
Mr. Suryakant Mainak (2) (DIN : 02531129)	NE-ID	6	Yes	7	4	3

NEC -- Non Executive Chairman

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. Suryakant Mainak has been appointed as an Additional Independent Director with effect from 11th October, 2018

Name	Names of listed company where the person is a Director	Category of Directorship in such listed company
Mr. Chintan V. Valia (DIN : 05333936)	Nil	Not applicable
Ms. Khyati Valia (DIN : 03445571)	Nil	Not applicable
Ms. Shaily Maheshwari (DIN : 07528792)	Nil	Not applicable
Mr. Pankaj Bhuta (DIN : 00171570)	Nil	Not applicable
Mr. Alok Kumar Misra (DIN : 00163959)	Monte Carlo Fashions Limited	Independent Director
	Dewan Housing Finance Corporation Limited	Independent Director
	Indiabulls Ventures Limited	Independent Director
Mr. Suryakant Mainak (DIN : 02531129)	Gloster Limited	Independent Director
	Himadri Specialty Chemical Limited	Independent Director
	Capacite Infraprojects Limited	Independent Director
	Care Ratings Limited	Independent Director

Changes in Directorate during the financial year:

1. Mr. Suryakant Mainak has been appointed as an Additional Independent Director w e f 11th October, 2018

Notes:

- As on 31st March, 2019 the Company had 6 (Six) 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, 2019 except for the payment of sitting fees

b) Number of Board Meetings

During the year 2018 - 2019, eight 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.	8th May, 2018	5	5
2.	10th August, 2018	5	5
3.	26th October, 2018	6	6
4.	7th December, 2018	6	5
5.	1st February, 2019	6	6
6.	19th February, 2019	6	6
7.	7th March, 2019	6	5
8.	25th March, 2019	6	6

Disclosure of Relationship between directors inter-se

Mr. Chintan V. Valia and Ms. Khyati Valia are related to each other.

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 25th March, 2019 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, 2019 by Non Executive 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.

f) The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Directors	Expertise in specific functional area
Chintan Vijay Valia	Mr. Chintan Valia has expertise in capital market, investment banking and FMCG industry. Has also experience in NBFC business by setting up vehicle finance business.
Khyati Chintan Valia	Ms. Khyati C. Valia has done the course of Family Business Management from S. P. Jain Institute and a BDS (Dentist). She has experience of around six years in the field of marketing and planning.

Shaily Kishor Maheshwari	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.
Pankaj Rasiklal Bhuta	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.
Alok Kumar Misra	Mr. Alok Kumar Misra M. Sc. (Statistics) from Lucknow University, Post Graduate Diploma in Personnel Management, CAIIB from Indian Institute of Bankers, Fellow of Certified Institute of Bankers of Scotland and Fellow of Zambian Institute of Bankers and Associate of Australian Institute of Banking & Finance. He has experience more than thirty five years in banking field and during his tenure he held various senior positions. He has joined Bank of India in 1974 as a Probationary Officer. He also worked with Canara Bank, as Executive Director and as a Chairman & Managing Director of Oriental Bank of Commerce. His last assignment was as a Chairman and Managing Director of Bank of India from August 2009 till September 2012.
Suryakant Balkrishna Mainak	Mr. Suryakant Mainak is a highly distinguished visionary and superlative financial management leader having managed India's largest funds at LIC to the tune of 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.

g) In the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

II Committees of the Board :

The Board has four major committees :

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee, and
- Internal Finance Committee.

The quorum for meeting is either two members or one-third 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 four members viz. Mr. Chintan V. Valia, Mr. Pankaj Bhuta, Mr. Alok Kumar Misra and Mr. Suryakant Mainak. In compliance with Regulation 18 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, three 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 :

- 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;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 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 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.

The Audit Committee met six times during the year under review on 8th May, 2018, 10th August, 2018, 26th October, 2018, 7th December, 2018, 1st February, 2019 and 19th February, 2019.

Table 3: Composition and attendance of members of the committee

Sr. No.	Name	Status	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Pankaj Bhuta - Independent Director	Chairman	6	6
2.	Mr. Chintan Valia - Non Executive Director	Member	6	5
3.	Mr. Alok Kumar Misra - Independent Director	Member	6	6
4.	Mr. Suryakant Mainak - Independent Director	Member	4	4

Table : 4 Attendance in the Audit Committee Meetings :

Sr. No.	Date of Committee meetings	Total strength of the Committee	No. of members present
1.	8th May, 2018	3	3
2.	10th August, 2018	3	3
3.	26th October, 2018	4	4
4.	7th December, 2018	4	4
5.	1st February, 2019	4	4
6.	19th February, 2019	4	4

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) Stakeholders 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 four non executive Directors

During the year under review, four meetings were held on 8th May, 2018; 10th August, 2018, 26th October, 2018 and 1st February, 2019.

Table 5: Composition and attendance of members of the Stakeholders Relationship Committee

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

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 Nomination and Remuneration Committee

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

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

Table 7 : Meetings

Sr. No.	Date of Committee meetings	Total strength of the Committee	No. of members present
1.	19th April, 2018	3	3
2.	9th October, 2018	3	3
3.	23rd November, 2018	4	4

During the year under review three meetings were held on 19th April, 2018, 9th October, 2018 and 23rd November, 2018.

d) 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 of 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 8 : 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
4	Mr. Suryakant Mainak - 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, 2019 Fortune Credit Capital Limited, Antique Stock Broking Limited and ITI Management Advisors Limited (formerly known as 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 The National Stock Exchange of India Limited, The National Stock Exchange of India 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 Non Executive Chairman and Mr. S. G. Muthu Kummar, Chief Financial Officer of the Company have certified to the Board that for the financial year ended 31st March, 2019 the Company has complied with the requirements of the said sub clause.

f) Pledge of equity shares of the Company

As on 31st March, 2019 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 24th September, 2019, Ms. Khyati Valia, Director of the Company, retires by rotation and being eligible has offered herself 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 9: The details of the last three annual general meetings:

Year	Date & Time	Venue	Details of the special resolutions passed	
2018	26th December, 2018 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	Re-appointment of Mr. Pankaj Bhuta as an Independent Director
			2	Loans and investments under section 186 of the Companies Act, 2013
			3	Increase in limits of the borrowing powers
			4	Creation of charges, mortgages and hypothecation of movable and immovable properties
			5	Raising of funds by issuing fresh securities of the Company
2017	8th 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 the identified employees under FFSIL - Employees Stock Option Plan 2017
2016	8th 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.

d. The Company has paid annual listing fees to the BSE Limited and the National Stock Exchange of India Limited for the current financial year 2019-2020.**Postal Ballot and Extra Ordinary General Meeting**

During the year under review no resolution was passed through Postal Ballot and Extra Ordinary General Meeting

Ensuing annual general meeting:

Day & Date : Tuesday, 24th September, 2019

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 and/or authorised representations

The proxy forms duly filled and signed by the members be sent to the Company at its registered office latest by 22nd September, 2019 (before 10.00 a m)

Table 10 : Financial Calendars

Financial Year	April 2019 – March 2020
First quarter results	August 2019
Second quarter results	November 2019
Third quarter results	February 2020
Annual audited results	May 2020

Table 11 :

Book closure	18th September, 2019 to 24th September, 2019 (both days inclusive)	
Listing of shares	BSE Limited	The National Stock Exchange of India Limited
Stock Code	530023	THE INVEST
ISIN	INE924D01017	

Table 12 : Market price data (equity shares) - April 2018 to March 2019

Month	The ITI share price (face value Rs.10/-)		No. of shares traded	No. of Trades	The ITI share price (face value Rs.10/-)		No. of shares traded	No. of Trades
	High	Low			High	Low		
	(₹)				(₹)			
	BSE				NSE			
April 2018	250.00	215.00	71,344	493	274.00	212.10	1,76,599	1,919
May 2018	249.00	218.05	11,576	328	248.95	217.40	56,836	1,305
June 2018	235.00	195.00	13,806	271	234.35	191.10	1,10,245	2,070
July 2018	241.00	189.00	77,771	1,254	239.90	176.70	2,68,786	6,605
August 2018	230.00	201.00	15,527	184	234.00	210.05	1,57,035	2,706
September 2018	285.00	195.00	22,191	471	280.00	192.35	3,46,017	4,855
October 2018	248.95	170.00	2,81,257	81	215.40	167.50	1,01,124	2,538
November 2018	240.00	179.95	35,273	643	237.25	171.10	1,65,009	4,287
December 2018	196.80	157.00	24,450	349	198.00	141.00	98,668	2,401
January 2019	178.95	131.00	18,413	471	174.85	129.10	1,07,715	3,060
February 2019	163.95	135.10	17,162	304	155.95	133.50	80,720	2,150
March 2019	210.00	136.00	2,03,662	1,022	211.95	137.70	5,33,131	7,111

Table 13 : Comparison of Company's equity share price with BSE Sensex and NSE NIFTY in Financial year 2018-2019

Months	The ITI closing price at BSE	BSE Sensex	The ITI closing price at NSE	NIFTY
	(Rupees)		(Rupees)	
April 2018	248.95	35,160.36	249.00	10,739.35
May 2018	235.00	35,322.38	227.25	10,736.15
June 2018	200.00	35,423.48	201.40	10,714.30
July 2018	225.00	37,606.58	225.95	11,356.50
August 2018	225.00	38,645.07	230.00	11,680.50
September 2018	198.40	36,227.14	206.00	10,930.45
October 2018	197.70	34,442.05	191.90	10,386.60
November 2018	187.45	36,194.30	190.25	10,876.75
December 2018	158.50	36,068.33	158.90	10,682.55
January 2019	149.40	36,256.69	152.15	10,830.95
February 2019	141.70	35,867.44	141.00	10,792.50
March 2019	180.00	38,672.91	165.15	11,623.90

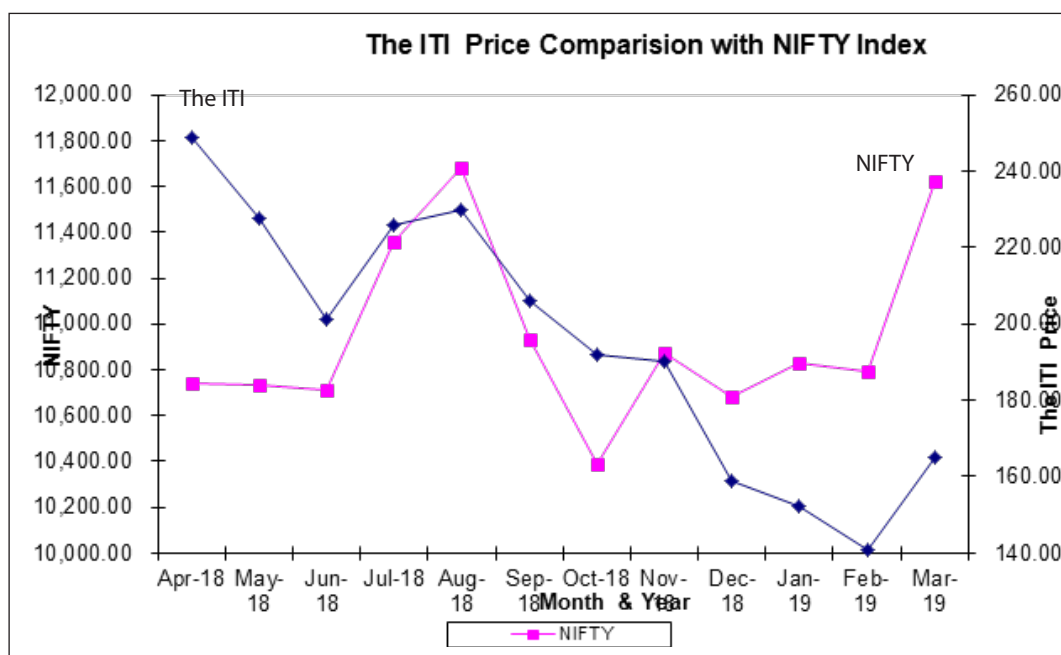
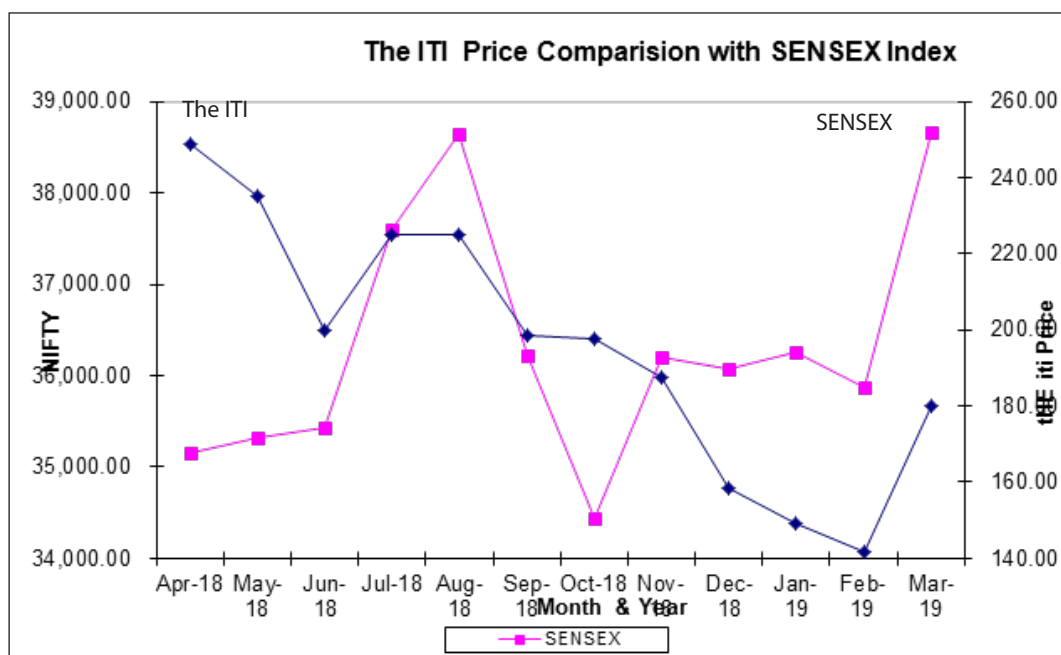


Table 14 : Shareholding pattern (equity shares)

Category	No. of shares	% of shareholding	No. of shares	% of shareholding
	As on March 31, 2019		As on March 31, 2018	
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 15 : Distribution of shareholding (equity shares)

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, 2019				As on March 31, 2018			
Up to 5,000	2,176	72.73	31,95,860	0.63	2,196	77.05	31,70,120	0.61
5,001 - 10,000	322	10.76	24,82,110	0.49	263	9.23	20,43,170	0.35
10,001 - 20,000	202	6.75	27,94,460	0.58	168	5.90	24,47,320	0.34
20,001 - 30,000	79	2.64	19,45,410	0.38	51	1.79	12,79,340	0.17
30,001 - 40,000	52	1.74	18,39,400	0.36	29	1.02	10,38,170	0.10
40,001 - 50,000	33	1.10	15,43,490	0.30	22	0.77	10,53,020	0.16
50,001 - 1,00,000	47	1.57	31,98,890	0.63	46	1.61	32,83,720	0.56
1,00,000 & above	81	2.70	49,30,58,050	96.63	75	2.63	49,59,22,810	97.71
Total	2,992	100.00	51,02,37,670	100.00	2,850	100.00	51,02,37,670	100.00

Table 16 : Category wise summary of shareholding (equity shares)

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, 2019			As on March 31, 2018		
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 17 : The breakup of the shares held in physical & demat form (equity shares)

Particulars	No. of shares	%	No. of shares	%
	As on March 31, 2019		As on March 31, 2018	
Held in Demat form				
- CDSL	98,65,520	19.34	95,66,246	18.75
- NSDL	4,09,70,424	80.30	412,38,512	80.82
	5,08,35,944	99.64	5,08,04,758	99.57
Held in physical form	1,87,823	0.36	2,19,009	0.43
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, 2019 is in demat form.

Table 18 : 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
2017-2018	Issue and allotment of 30,000 Optionally Convertible Debentures of Rs. 1,00,000 each fully paid on 27th March, 2018	300,00.00	No impact on paid up capital of the Company
2016-2017	Allotment of 2,26,77,777 equity shares of Rs. 10 each fully paid at a premium of Rs. 80 per equity share on rights basis	20,409.99	On issue of 2,26,77,777 equity shares of Rs. 10 each fully paid, at a premium of Rs. 80 per equity shares the total paid up equity capital increased from Rs. 2,834.60 lakhs divided in to 2,83,45,990 equity shares of Rs. 10 each fully paid to Rs. 5,102.38 lakhs divided in to 5,10,23,767 equity shares of Rs. 10 each fully paid
	Utilization of rights issue proceeds		(Rs. in lakhs)
	1) Investment in Fortune Credit Capital Limited (a wholly owned subsidiary)		16,000.00
	2) General Corporate Purpose		4,234.00
	3) Issue related expenses		176.05
	Total		20,410.05
2015-2016	During the year no funds have been raised through issue of any securities.		Not applicable

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

Table 19 : Dividend history

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

As required under section 124 (5) of the Companies Act, 2013 the Company has transferred a sum of Rs. 4,91,288 to the Investor Education and Protection Fund (IEPF) during the year under review towards unclaimed dividend for the financial year 2010- 2011.

- 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 20 : 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 Website : 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.itigroup.co.in/compliance.aspx>.

- **Certificate on Corporate Governance :**

The Company has obtained a certificate from the Practicing Company Secretary, 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**

- i. **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>

- ii. 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 2017-2018, 2016-2017 and 2015-2016 : NIL

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

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

- a. The Company has the Non Executive Chairman and the Manager under the Companies Act, 2013.
- b. The auditor's report on financial statements of the Company are unqualified.
- c. Sandeep R. Maheshwari & Co the internal auditors of the Company make presentations to the audit committee on their reports.

- v. **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, 2019. 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, 2013 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 Sharegistry (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 2011 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 for the financial year 2011-2012 and corresponding dates when unclaimed dividends are due for transfer to the fund are given in the below mentioned table.

Table 21 : Details of unclaimed dividend

Financial year ended	Type of dividend	Date of declaration	Dividend amount	Unclaimed dividend as on 31/03/2019	Last date for claiming the dividend amount	Last date for transfer to the Fund
			(₹ in lakhs)			
31/03/2012	Final	25/08/2012	64.40	1.19	02/09/2019	03/09/2019

• 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 Sharegistry (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 : 22

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	Compliance status
1	Board of Directors	17	Yes	Board composition
			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	Yes	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
9	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

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 Chairman

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 2019.

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

Mumbai, August 6, 2019

COMPLIANCE CERTIFICATE

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

Chairman and Chief Financial Officer certification

We, Chintan V. Valia, Non Executive Chairman and S. G. Muthu Kummar, Chief Financial Officer of The Investment Trust of India Limited (formerly 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 their 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 were aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee
- (1) significant changes if any, in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies if any, 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.

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

S. G. Muthu Kummar
Chief Financial Officer

Mumbai, August 6, 2019

MANAGEMENT DISCUSSION & ANALYSIS - 2019• **GLOBAL ECONOMY**

For the global economy, the year 2018 was difficult, with the world output growth falling from 3.8 per cent in 2017 to 3.6 per cent in 2018. Growth rate of world output is projected to fall further to 3.3 per cent in 2019 as growth of both advanced economies and emerging & developing economies are expected to decline. Growth of the Indian economy moderated in 2018-19 with a growth of 6.8 per cent, slightly lower than 7.2 per cent in 2017-18. India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

Growth in investment, which had slowed down for many years, has bottomed out and has started to recover since 2017-18. In fact, growth in fixed investment picked up from 8.3 per cent in 2016-17 to 9.3 per cent in 2017-18 and further to 10.0 per cent in 2018-19. Net FDI inflows grew by 14.2 per cent in 2018-19. Capital expenditure of Central Government grew by 15.1 per cent in 2018-19 leading to increase in share of capital expenditure in total expenditure. Given the macroeconomic situation and the structural reforms being undertaken by the government, the economy is projected to grow at 7 per cent in 2019-20.

India continues to remain the fastest growing major economy in the world in 2018-19, despite a slight moderation in its GDP growth from 7.2 per cent in 2017-18 to 6.8 per cent in 2018-19. On the other hand, the world output growth declined from 3.8 per cent in 2017 to 3.6 per cent in 2018. The slowdown in the world economy and Emerging Market and Developing Economies (EMDEs) in 2018 followed the escalation of US China trade tensions, tighter credit policies in China, and financial tightening alongside the normalization of monetary policy in the larger advanced economies. In 2019, when the world economy and EMDEs are projected to slow down by 0.3 and 0.1 percentage points respectively, growth of Indian economy is forecast to increase. Crucially, India forms part of 30 per cent of the global economy, whose growth is not projected to decline in 2019.

(Source: Economic Survey Document 2019-20)

➤ **Market size**

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute. India's foreign exchange reserves were US\$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI.

➤ **Developments**

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US\$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US\$ 20.5 billion. Some of the important recent developments in Indian economy are as follows:

- a. During 2018-19 (up to February 2019), merchandise exports from India have increased 8.85 per cent year-on-year to US\$ 298.47 billion, while services exports have grown 8.54 per cent year-on-year to US\$ 185.51 billion.
- b. Nikkei India Manufacturing Purchasing Managers' Index (PMI) reached a 14-month high in February 2019 and stood at 54.3.
- c. Net direct tax collection for 2018-19 had crossed Rs 10 trillion (US\$ 144.57 billion) by March 16, 2019, while goods and services tax (GST) collection stood at Rs 10.70 trillion (US\$ 154.69 billion) as of February 2019.
- d. Proceeds through Initial Public Offers (IPO) in India reached US\$ 5.5 billion in 2018 and US\$ 0.9 billion in Q1 2018-19.
- e. India's Foreign Direct Investment (FDI) equity inflows reached US\$ 409.15 billion between April 2000 and December 2018, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- f. India's Index of Industrial Production (IIP) rose 4.4 per cent year-on-year in 2018-19 (up to January 2019).
- g. Consumer Price Index (CPI) inflation stood at 2.57 per cent in February 2019.
- h. Net employment generation in the country reached a 17-month high in January 2019.

(Source: www.ibef.org)

➤ First Advance Estimates of GVA at Basic Price by Economic Activity

(At Current Prices)					
(₹ in crore)					
Industry	2018-19 (1st AE)	2017-18 (PE)	2016-17	Percentage change over previous year	
				2017-18	2018-19
Agriculture, Forestry & Fishing	26,92,433	25,94,729	24,84,005	4.50	3.80
Mining & Quarrying	4,57,301	3,74,689	3,32,947	12.50	22.00
Manufacturing	28,53,986	25,30,311	23,29,220	8.60	12.80
Electricity, Gas, Water Supply & other Utility Services	4,52,683	3,87,694	3,63,482	6.70	16.80
Construction	12,78,617	11,18,946	10,28,463	8.80	14.30
Trade, Hotels, Transport, Communication and Services related to Broadcasting	31,57,709	28,09,748	25,21,813	11.40	12.40
Financial, Real Estate & Professional Services	35,55,780	31,64,547	28,57,322	10.80	12.40
Public Administration, Defence and other Services	25,12,857	22,01,707	19,24,339	14.40	14.10
GVA at Basic Price	1,69,61,365	1,51,82,371	1,38,41,591	9.70	11.70

*PE: Provisional Estimates; AE: Advance Estimates

• INDIAN ECONOMY

India's gross domestic product for 2018 – 19 (at constant prices) is estimated to be 1,40,776 billion (1,31,799 billion for 2017 – 18). The rate of economic growth slowed to 6.8 per cent for 2018 – 19 from 7.2 per cent for 2017 – 18. Indian economy, the fastest growing major economy, grew by 8.0 per cent in the first quarter of 2018 – 19, while registering a moderation in the rate of growth in the quarters thereafter. While agriculture and allied activities slowed down in the second quarter and third quarter, growth in industry sharply increased on the back of strong manufacturing, construction and utilities. The growth in the services sector during 2018 – 19 was the lowest in the last seven years. The details are presented in Table 1.2.

Table 1.1: Key Statistics on the Indian Economy

	2018-2019	2017-2018
Rate of Growth of GDP (Per cent)	6.8	7.2
Inflation (Per cent)	2.9	4.3
Gross Saving (₹ billion)	NA	52,160
Gross Saving (Per cent of GNDI)	NA	30.1
Gross Capital Formation (₹ billion)	NA	55,269
Gross Capital Formation (Per cent of GDP)	NA	32.3
Fiscal Deficit (Per cent of GDP)	3.4	3.5
Current Account Deficit (Per cent of GDP)	2.6	1.9
Exchange Rate (Indian Rupees Per US Dollar)	69.2	65.0
Foreign Exchange Reserves (USD billion)	412	424

(Source: MoF, MoSPI, RBI, FBIL)

• GLOBAL SECURITIES MARKETS

Overall, the primary market activity was lower in 2018 compared to 2017. Both the number of IPOs and the resources raised through IPOs declined in 2018. The number of IPOs fell by 14.50 per cent to 1,610, while the resources raised through IPOs declined by 12.10 per cent to USD 182 billion. In both instances, the Asia-Pacific and the EMEA regions witnessed declines, while the Americas region reported robust growth.

The global financial markets remained significantly volatile in 2018. The global stock market capitalization stood at USD 74,432 billion as at end 2018. 2018 marked the first year since 2014 when the global stock market capitalization registered an annual decline (a fall of 14.90 per cent compared to USD 87,446 billion as at end-2017) on account of declines across all the regions – the Americas (6.30 per cent), the Asia-Pacific (23.8 per cent) and the EMEA (16.50 per cent) regions.

• INDIAN SECURITIES MARKET

In 2018 also, India continued its rally among the global community of stock exchanges as is evident from various global rankings and a growing share in the global activities. A brief analysis of the performance of the Indian stock market in 2018, against the global and regional perspective described above, confirms this.

India's stock market capitalization as at end- March, 2019 stood at 1,51,087 billion or USD 2,184 billion. As on December 31, 2018, India's stock market capitalization amounted to 2.8 per cent of the total global stock market capitalization and 8.7 per cent of the stock market capitalization of the Asia- Pacific region.

The resources mobilized from the primary market in India amounted to ` 549 billion or nearly USD eight billion. India accounted for 6.0 per cent of the total number of IPOs made globally during 2018 and 9.9 per cent of the total number of IPOs made in the Asia-Pacific region. The capital raised through IPOs in India during 2018 amounted to 2.7 per cent of the resources raised through IPOs globally during 2018 and 5.2 per cent of the resources raised through IPOs in the Asia-Pacific region. The details are presented in Table 1.2.

Table 1.2 : Share of the Indian Securities Market in the Asia-Pacific and the World

	2018-2019	2017-2018
India's Share in Number of IPOs	%	%
Asia-Pacific	9.9	9.0
World	6.0	6.1
India's Share in Resources Raised through IPOs		
Asia-Pacific	5.2	11.1
World	2.7	5.7
India's Share in Stock Market Capitalisation		
Asia-Pacific	8.7	7.6
World	2.8	2.7
India's Share in Stock Market Turnover		
Asia-Pacific	4.4	3.9
World	1.3	1.4
India's Share in AUM of Regulated Open-end Funds		
Asia-Pacific	4.6	4.7
World	0.6	0.6
India's Share in Number of Regulated Open-end Funds		
Asia-Pacific	2.5	2.7
World	0.7	0.7

Note: The data for 2017 and 2018 pertains to calendar year i.e. Jan-Dec.

• THE PRIMARY SECURITIES MARKET

The primary market is the avenue for resource mobilization and capital formation in the country as it brings together investors seeking investment opportunities and issuers seeking to mobilize resources to finance their investments. A well developed primary market is fundamental for an economy to prosper. In order to further refine the primary market design and boost investor confidence, various measures have been undertaken by SEBI in 2018-19.

The Initial Public Offering (IPO) market witnessed reduced activity during the 2018-19. Fundraising through IPOs plunged as companies turned cautious due to market volatility. The liquidity crisis at the NBFCs, escalating trade war fears, higher crude prices, a weaker Rupee and several macro-economic factors led to volatility in equities that kept the primary market dull during the year.

• THE SECONDARY SECURITIES MARKET

The Secondary market witnessed volatility amidst global and domestic factors, but the financial year 2018-19 punctuated by spells of sell off drew to a close when BSE benchmark Sensex managed to achieve its best annual gain of 17.30 per cent since 2014-15. NSE's Nifty rose by 14.90 per cent during the year. The secondary markets are often referred to as the barometer to a nation's health and as a result they require continuous technological advancements accompanied by a review of the existing guidelines so as to maintain a competitive edge.

• COMMODITY MARKET

During 2018-19, Government of India raised the Minimum Support Price (MSP) to provide 50 per cent return over the cost of production. To support the agricultural sector, Government also launched PM-KISAN scheme during the year, which aims to provide direct monetary support to farmers. At regulatory front, SEBI permitted eligible foreign entities having actual exposure to Indian commodity markets to hedge their price risk by participating in commodity derivatives trading. Market was further broadened by permitting mutual funds to participate in commodity derivatives market. Further, in a move towards recalibration of fee charged to various intermediaries, the broker turnover fees for agri-commodity derivatives was reduced by 93.3 per cent to Rupee One per crore turnover from 15 per crore turnover. The reduced cost of trading is expected to boost the participation in agri-commodity derivatives in India.

During the year, the universal exchange principle was operationalized when BSE and NSE commenced their commodity derivatives trading platform. On the other hand, NMCE which had a presence in agricultural space was merged with ICEX on September 24, 2018. Another notable development was introduction of new products, viz., Steel long (ICEX) and Oman Crude Oil (BSE).

• DEBT MARKET

A. Resource Mobilization through Public Issues

During 2018-19, the resource mobilisation through public issue of debt witnessed a tremendous growth. The amount raised through public issuance rose by more than six times from 5,173 crore (through eight issues) in 2017-18 to 36,679 crore in 2018-19 (through 25 issues). The details are presented in Table 1.3.

Table 1.3: Resource Mobilization through Public Issues

Particulars	2018-19		2017-18	
	No. of Issues	Amount (₹ crore)	No. of Issues	Amount (₹ crore)
Public Issues (Bond / NCD)	25	36,679	8	5,173

Note: Data for debt issues have been taken on the basis of their closing date

B. Resource Mobilisation through Private Placement of Corporate Debt

The private placement route continues to dominate issuance of the corporate debt in India during 2018-19 as well. Companies listed on recognised stock exchanges in India raised 6,10,318 crore in 2018-19 through private placement of corporate debt, 1.9 per cent higher than 5,99,147 crore raised in the previous year (Table 1.4). In terms of the number of issues, 2,358 issuances were made in 2018-19, as compared to 2,706 issues in 2017-18. The details are presented in Table 1.4.

Table 1.4: Private Placement of Corporate Bonds Reported to BSE and NSE

Year	NSE		BSE		Common		Total	
	No. of Issues	Amount (₹ crore)	No. of Issues	Amount (₹ crore)	No. of Issues	Amount (₹ crore)	No. of Issues	Amount (₹ crore)
2018-19	479	1,77,593	1,703	2,47,451	176	1,85,274	2,358	6,10,318
2017-18	721	1,70,835	1,812	2,34,615	173	1,93,698	2,706	5,99,147

Source: BSE and NSE

• MUTUAL FUNDS

The strength of an economy can be gauged from the performance of a good financial market, which helps to channelize the savings of the people into diverse investment opportunities. In India, the mutual funds are playing a major role by bringing stability to the financial markets and through efficient resource mobilisation from various sectors. In the last two decades, the mutual fund industry is growing in a notable way by an increase in number of folios and Asset under Management (AUM). As compared to the previous year, the AUM of the mutual funds have witnessed a growth of 11.4 percent in 2018-19. The details are presented in Table 1.5

Table 1.5: Sector-wise Resource Mobilisation by Mutual Funds (₹ crore)

Year	Private Sector MFs				Public Sector MFs				Grand Total
	Open -ended	Close -ended	Interval	Total	Open -ended	Close -ended	Interval	Total	
Mobilisation of Funds									
2017-18	1,73,28,249	51,896	2,043	1,73,82,189	35,94,129	22,067	266	36,16,463	2,09,98,652
2018-19	1,95,92,552	57,319	3,117	1,96,52,989	47,21,384	19,059	931	47,41,374	2,43,94,362
Repurchases / Redemption									
2017-18	1,70,95,484	55,597	2,636	1,71,53,718	35,56,776	16,275	86	35,73,137	2,07,26,855
2018-19	1,95,34,209	52,203	5,072	1,95,91,483	46,78,460	13,508	1,210	46,93,178	2,42,84,661
Net Inflow / Outflow of Funds									
2017-18	2,32,765	-3,701	-593	2,28,471	37,353	5,792	181	43,326	2,71,797
2018-19	58,343	5,116	-1,955	61,505	42,924	5,551	-279	48,196	1,09,701

• MERCHANT BANKING DIVISION:

A merchant banking is an institution that deals mostly in international finance, business loans for companies and underwriting. These banks are experts in international trade, which makes them specialists in dealing with multinational corporations. As of now there are 135 Merchant bankers who are registered with SEBI in India. It includes Public Sector, Private Sector and foreign players.

➤ Market Size

The Mutual Fund (MF) industry in India has seen rapid growth in Assets Under Management (AUM). Total AUM of the industry stood at Rs 23.80 trillion (US\$ 340.48 billion) between April 2018-February 2019. At the same time the number of Mutual fund (MF) equity portfolios reached a high of 74.6 million as of June 2018.

Another crucial component of India's financial industry is the insurance industry. The insurance industry has been expanding at a fast pace. The total first year premium of life insurance companies reached Rs. 214,673 crore (US\$ 30.72 billion) during FY19.

Along with the secondary market, the market for Initial Public Offers (IPOs) has also witnessed rapid expansion. The total amount of Initial Public Offerings (IPO) increased to US\$ 1.2 billion raised from 37 between April – June 2018.

Over the past few years India has witnessed a huge increase in Mergers and Acquisition (M&A) activity. In H12018, 74 deals of acquisition took place in financial sector. The total value of such transactions was US\$ 4.166 billion.

Furthermore, India's leading bourse Bombay Stock Exchange (BSE) will set up a joint venture with Ebix Inc to build a robust insurance distribution network in the country through a new distribution exchange platform.

• 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 can be classified into two categories:

- NBFC's accepting public deposits (NBFC's – D) and
- NBFC's not accepting public deposits (NBFC's – ND) and

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.

The NBFC sector in India has undergone a significant transformation over the past few years and has come to be recognised as systemically important components of the financial system and it is growing quite consistently year-on-year. NBFCs are playing a critical role for development of core infrastructure, transport, employment generation, wealth creation, economic development, to finance economically weaker sections, and considerable contribution to the state exchequer.

The ITI group has three NBFCs functioning in different fields of lending business. These NBFCs offer various types of products to suit the requirement of the borrowers.

- Loans against shares
- Education loans
- Vehicle finance
- Gold loans
- Medical loans
- SME finance

➤ Vehicle Financing

Automobile Domestic Sales Trends

Domestic Sales trends (Nos.)	2018-19	2017-2018	2016-2017	2015-2016	2014-2015
Passenger Vehicles	33,77,436	32,88,581	30,47,582	27,89,208	26,01,236
Commercial Vehicles	10,07,319	8,56,916	7,14,082	6,85,704	6,14,948
Three wheelers	7,01,011	6,35,698	5,11,879	5,38,208	5,32,626
Two Wheelers	2,11,81,390	201,92,672	175,89,738	164,55,851	159,75,561
Quadricycle*	627	0	0	0	0
Grand Total	2,62,67,783	249,72,788	218,63,281	204,68,971	197,24,371

*Data for eight month of the year 2018-19

(Source: Society of Indian Automobile Manufacturers Data 2018-19)

The sale of Passenger Vehicles grew by 2.70 percent in April-March 2019 over the same period last year. Within the Passenger Vehicles, the sales of Passenger Cars, Utility Vehicle & Vans grew by 2.05 percent, 2.08 percent & 13.10 percent respectively in April-March 2019 over the same period last year.

The overall Commercial Vehicles segment registered a growth of 17.55 percent in April - March 2019 as compared to the same period last year. Medium & Heavy Commercial Vehicles (M&HCVs) increased by 14.66 percent and Light Commercial Vehicles grew by 19.46 percent in April - March 2019 over the same period last year.

Three Wheelers sales increased by 10.27 percent in April - March 2019 over the same period last year. Within the Three Wheelers, Passenger Carrier sales registered a growth of 10.62 percent and Goods Carrier grew by 8.75 percent in April-March 2019 over April - March 2018.

Two Wheelers sales registered a growth at 4.86 percent in April-March 2019 over April-March 2018. Within the Two Wheelers segment, Scooters declined by (-) 0.27 percent, whereas Motorcycles and Mopeds grew by 7.76 percent and 2.41 percent respectively in April-March 2019 over April-March 2018.

• Gold loans

The gold loan, also referred as a loan against gold, is a secured loan that a borrower takes from a lender in lieu of gold ornaments such as gold jewellery. The loan amount sanctioned to borrowers by lenders is generally a certain percentage of the gold's value. Borrowers can repay it through monthly instalment after which the borrowers get your gold articles back. Unlike other secured loans such as a home loan or car loan, there are no restrictions on the end use of gold loans. So whether borrowers need to fund a wedding, family vacation or your child's education, it is a great way to meet your sudden money requirement. Moreover, a lot of private and nationalised banks along with NBFCs offer gold loans at affordable interest rates.

he entire process of gold loan is quite similar to other secured loans. In this, borrowers take their gold articles to a lender along with the required set of documents. The lender evaluates the gold articles and verifies the submitted documents. As per the evaluations, the lender sanctions the loan amount. As per the loan agreement, the borrowers pay off the principal amount along with the interest amount and get the pledged gold articles back.

• INSURANCE

The sector of life insurance has witnessed immense growth in the past few years. Today, it is second only to banks for mobilized savings and forms a formidable part of the capital market.

The life insurance sector controls:

- * More than Rs. 37,116 crore of deployed capital
- * Over Rs. 36,65,743 crore of managed assets
- * Investments in infrastructure exceeding Rs 3,84,262 crore

Another indication of the sector's growth is its infrastructural strength.

Today the life insurance sector comprises of:

- * Over 11,280 branches
- * More than 21.95 lakh agents
- * 2.85 lakh direct employees and growing significantly
- * 33.17 crore In-force policies.

The above figures are provisional as of 31st March, 2019.

Source: Life Insurance Council.

• BUSINESS REVIEW AND ANALYSIS FOR THE FINANCIAL YEAR ENDED MARCH 2019

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.

During the year under review the consolidated revenue increased by 87.18% from Rs.35,137.99 lakhs to Rs.62,9156.63 lakhs. The Company reported consolidated profit after tax and other comprehensive of Rs. 4,058.21 lakhs as against Rs. 8,098.60 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 take pride in the commitment, competence and dedication of its employees in all the areas of the business. The Company is committed to nurturing, enhancing and retaining its top talent through superior learning and organization development. 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.

The total number of employees in the Parent Company: 19

• 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.

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,

The Members of

The Investment Trust of India Limited

We have examined the compliance of conditions of corporate governance by **The Investment Trust of India Limited** ("the Company"), for the year ended 31st March, 2019, as specified Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations").

Management's Responsibility:

The Company's management also takes full responsibility of the Compliance of the conditions of Corporate Governance stipulated in the Regulations.

Auditors' Responsibility:

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

We conducted our engagement in accordance with the "Guidance Note on Corporate Governance Certificate" issued by the Institute of Company Secretaries of India. Our responsibility is to certify based on the work done.

Conclusion:

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 Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Restrictions on use:

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

For D M & Associates Company Secretaries LLP**Company Secretaries****Unique Code: L2017MH003500****Dinesh Kumar Deora****Partner****Membership No.: FCS 5683 COP No. 4119**

Place: Mumbai

Date: 26-06-2019

INDEPENDENT AUDITOR'S REPORT

To the Members of The Investment Trust of India Limited.

Report on the Audit of the Consolidated Financial Statements**Opinion**

We have audited the accompanying consolidated financial statements of The Investment Trust of India Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates, which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Company as at March 31, 2019, of consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
1. Estimated Credit Loss on Loans: The Group has two subsidiaries, which are RBI registered Non-Banking Finance Companies. The Group has recognized loss allowance on loans amounting to Rs. 595.75 lakhs for the year ended 31 March 2019. The determination of loss allowance on loans is inherently judgmental and relies on managements' best estimate due to the following: <ul style="list-style-type: none"> Increased level of data inputs for capturing the historical data to calculate the Probability of Default ("PDs") and Loss Given Default ("LGD"), wherever applicable, and the completeness and accuracy of that data. Use of management considerations for the probability weighted scenarios, the forward looking macro-economic factors and the timing of cash flows. Criteria selected to identify significant increase in credit risk. Estimates, by their nature, give rise to a higher risk of material misstatement due to error or fraud. Given the size of loan portfolio relative to the balance sheet and the impact of Loan loss allowance on the financial statements, we have considered this as a key audit matter.	We have considered following in addressing the Key Audit Matter: <ul style="list-style-type: none"> Performed process walkthroughs to identify the key systems, applications and controls used in the impairment allowance processes. Assessed the design and implementation of controls in respect of the Company's loss allowance process such as the timely recognition of impairment loss, the completeness and accuracy of reports used in the impairment allowance process and management review processes over the calculation of impairment allowance and the related disclosures on credit risk management. Tested the relevant general IT and applications controls over key systems used in the impairment allowance processes. Evaluated whether the methodology applied by the Company is compliant with the requirements of the relevant accounting standards and confirmed that the calculations are performed in accordance with the approved methodology, including checking mathematical accuracy of the workings. Tested the periods considered for capturing underlying data as base to PD and LGD calculations are in line with Company's recent experience of past observed periods. Tested the accuracy of the key inputs used in the calculation and independently evaluated the reasonableness of the assumptions made. Challenged completeness and validity of management considerations with assistance of our financial risk modelling experts by critically evaluating the risks that have been addressed by management through overlays.

<p>2. Deferred Tax Asset on Business losses:</p>	
<p>The Holding company (Company) has created Deferred tax asset of Rs 1456.06 lakhs on Business loss during the year ended 31st March 2019. The Company considers probability of future profits for reversal of Deferred Tax Asset, based on judgement of merger of its 100% subsidiary ITI Reinsurance Limited ("Subsidiary") w.e.f. appointed date 1st April 2018 (please refer notes 47 & 48).</p> <p>The Company has major investment of Rs. 32,612 lakhs in the Subsidiary and once merger is approved, it can generate adequate revenue out of it, to reverse deferred tax.</p> <p>Since, the Company's deferred tax asset recognition is based on its judgement and estimate of getting necessary approvals from all statutory authorities for merger of Subsidiary from appointed date 1st April 2018, it is considered as key audit matter.</p>	<p>We have considered following in addressing the Key Audit Matter:</p> <ul style="list-style-type: none"> • ITI Reinsurance limited is 100% subsidiary of the Company. • The Subsidiary has surrendered its registration certificate to the IRDAI for cancellation as the said subsidiary does not intend to do any reinsurance business. • The Merger has been filed with the National Company Law Tribunal (NCLT) for its approval from appointed date 1st April 2018. Management is in process of completing all formalities for merger. • Company's investment in subsidiary of Rs 32,612 lakhs will generate adequate revenue for reversing deferred tax asset.

Information other than the Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Annual report, but, does not include the financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this report.

Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Director's report, if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance and will take appropriate action as per applicable laws and regulations.

If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we will communicate the matter to those charged with governance and will take appropriate action as per applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of Assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of two subsidiaries and one step-down subsidiary, whose financial statements reflect total assets of Rs. 57,841.61 lakhs as at 31st March, 2019, total revenues of Rs.9,153.44 lakhs and net cash out-flows amounting to Rs. 640.77 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profits of Rs. 1,154.70 lakhs for the year ended 31st March 2019, as considered in the consolidated financial statements, in respect of one Associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries associate, is based solely on the reports of the other auditors.

Our opinion on the consolidated 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 reports of the other auditors.

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 financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies incorporated in India, none of the directors of the Group companies, its associate companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure - A**.
2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate in Note 43(b) to the consolidated financial statements.
 - ii. The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
3. With respect to the matter to be included in the Auditors' Report under section 197(16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

For Bathiya & Associates LLP

Chartered Accountants

Firm Registration No. 101046W / W100063

Umesh B. Lakhani

Partner

Membership No.: 044981

Place: Mumbai**Date:** May 2, 2019

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended March 31, 2019)

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")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, We have audited the internal financial controls over financial reporting of The Investment Trust of India Limited ("the Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company, subsidiaries and associate company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective 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 respective 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 Act, 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 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 and associate company, 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, its subsidiaries and associate company have, 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, 2019, based on the internal control over financial reporting criteria established by the respective Companies 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 2, 2019

Consolidated Balance Sheet As At March 31, 2019

		(₹ in lakhs)	
Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
I ASSETS			
1 Non-current assets			
(a)Property, plant and equipment	3	710.95	658.07
(b)Capital work-in-progress	3(a)	17.59	15.04
(c)Investment property	4	-	7.99
(d)Intangible assets	5	1,016.06	1,484.06
(e)Goodwill on consolidation		236.47	200.80
(f)Investments in associates	6	8,558.95	14,434.11
(g)Financial assets			
(i)Investments	7	7,843.95	317.31
(ii)Loans	8	10,492.66	658.13
(iii)Other financial assets	9	-	19.61
(h)Deferred tax assets (Net)	33	4,955.67	3,537.09
(i)Other non-current assets	10	1,981.49	1,518.79
2 Current assets			
(a)Inventories	11	6,193.81	3,760.28
(b)Financial assets			
(i)Investments	12	210.05	1,279.77
(ii) Trade receivables	13	10,188.90	6,244.01
(iii) Cash and cash equivalents	14	5,860.48	6,439.30
(iv)Other balances with bank	15	9,372.13	8,346.36
(v) Loans	16	87,752.31	1,00,105.92
(vi) Other financial current assets	17	7,521.95	9,524.59
(c) Other current assets	18	1,751.28	846.10
TOTAL ASSETS		1,64,664.70	1,59,397.33
II EQUITY AND LIABILITIES			
1 Equity			
(a)Equity share capital	19	5,102.38	5,102.38
(b)Other equity	20	53,100.92	48,634.32
Non controlling interest		2,063.99	11,993.07
2 Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i)Borrowings	21	770.68	36,807.07
(b)Provisions	22	225.32	110.21
Current liabilities			
(a)Financial Liabilities			
(i)Borrowings	23	63,458.00	32,943.47
(ii)Trade payables	24	11,878.24	7,740.46
(iii)Other financial liabilities	25	14,423.07	4,393.99
(b) Other current liabilities	26	1,724.25	801.92
(c)Provisions	27	11,917.85	10,870.44
TOTAL EQUITY AND LIABILITIES		1,64,664.70	1,59,397.33
Significant accounting policies	1 to 2		
Notes forming part of the financial statements	3 to 50		

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, May 02, 2019

For and on behalf of
THE INVESTMENT TRUST OF INDIA LIMITED

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

S. G. Muthu Kummar
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, 2019

		(₹ in lakhs)	
Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
I Income			
Revenue from operations	28	62,916.88	33,140.85
Other Income	29	2,854.74	1,997.14
Total Income		65,771.62	35,137.99
II Expenses:			
Purchases of Stock-In-Trade		28,441.64	9,527.44
Changes in inventories of Stock-In-Trade		321.05	(324.92)
Employee Benefit Expense	30	8,171.80	5,648.74
Finance Costs	31	10,900.90	5,174.59
Depreciation and amortisation expense		992.78	853.15
Other expense	32	13,227.05	9,655.92
Total Expense		62,055.22	30,534.92
III Profit before share of profit of associates, exceptional items and tax (I-II)		3,716.40	4,603.07
IV Share of profit of associates		1,154.70	2,050.46
VII Profit before tax (V + VI)		4,871.10	6,653.53
VIII Tax expense:	33		
Current tax		2,130.79	1,758.82
Deferred tax		(1,387.85)	(3,088.43)
Tax in respect of earlier years		43.06	(41.64)
Total Tax Expenses		786.00	(1,371.26)
IX Profit for the year (VII - VIII)		4,085.10	8,024.79
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of post employment benefit obligations		11.69	64.01
(ii) Income Tax relating to these items		(3.41)	(23.17)
Items that may be reclassified to profit or loss			
(i) Gains and losses arising from translating the financial statements of foreign operation		(35.18)	32.98
Other Comprehensive Income for the year (net of tax)		(26.90)	73.81
XI Total Comprehensive Income for the year		4,058.20	8,098.60
Profit attributable to:			
Owners		3,529.49	7,697.12
Non Controlling Interest		555.61	327.67
Other Comprehensive Income attributable to:			
Owners		(28.07)	93.32
Non Controlling Interest		1.17	(19.51)
Total Comprehensive Income attributable to:			
Owners		3,501.42	7,790.44
Non Controlling Interest		556.78	308.16
XII Earnings per equity share of ₹ 10 each:	42		
(1) Basic (₹)		6.92	15.09
(2) Diluted (₹)		6.84	15.09
Significant accounting policies	1 to 2		
Notes forming part of the Financial Statements	3 to 50		

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, May 02, 2019

For and on behalf of
THE INVESTMENT TRUST OF INDIA LIMITED

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

S. G. Muthu Kummar
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, 2019

		(₹ in lakhs)	
Particulars	As at March 31, 2019	As at March 31, 2018	
(A) CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax and extraordinary items	4,871.10	6,653.53	
Adjustments for :			
Depreciation and amortisation expense	992.78	853.15	
Amortisation of share issue expenses	(273.77)	(11.89)	
(Profit) / Loss on sale of assets (net)	0.26	(6.99)	
Net (gain)/ loss on fair valuation of investments through profit and loss	(958.72)	327.47	
Adjustment on account of Merger	-	11.68	
Share based payment	194.71	-	
Net (gain) / loss on sale of investments	652.99	311.26	
Loss allowances on receivables	28.56	-	
Provision for diminution in value of current investments written back	(800.80)	-	
Provision for non performing assets written back	(620.00)	1,495.00	
Provision for standard assets written back	(31.45)	-	
Assignment receivables written off	357.19	143.09	
Bad Debts / Sundry balances written off (net)	1,810.79	1,959.18	
Remeasurements of post employment benefit obligations	7.11	40.83	
Gains and losses arising from translating the financial statements of foreign operation	(35.18)	32.98	
Loss allowances on loans	595.75	122.08	
Share of profit of associates	(1,154.70)	(2,050.46)	
Provisions for employee benefits	122.24	(132.91)	
Interest received	(18,718.65)	(8,681.06)	
Interest expense	10,795.48	5,067.68	
Dividend income	(48.42)	(43.79)	
Operating Profit before Working Capital Change	(2,212.73)	6,090.83	
Adjustments for :			
(Increase) / Decrease in trade and other receivables	(5,028.41)	5,756.77	
(Increase) / Decrease in loans and advances	2,519.08	(85,134.30)	
(Increase) / Decrease in investments	1,080.51	28,454.69	
(Increase)/ Decrease in margin money deposit, fixed deposit and other bank balances	(1,025.77)	(669.81)	
(Increase)/ Decrease in inventories	(2,433.53)	(430.96)	
Increase/ (Decrease) in other liabilities	2,121.95	(3,040.64)	
Increase/ (Decrease) in trade payables	3,542.03	(6,227.24)	
	(1,436.87)	(55,200.66)	
Interest income	18,718.65	8,681.06	
Dividend income	48.42	43.79	
Direct taxes paid (net of refunds)	(2,632.53)	1,295.76	
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	14,697.67	(45,180.05)	
(B) CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of fixed assets	(581.70)	(291.39)	
Sale of investment property	80.00	-	
Sale of fixed assets	3.78	16.78	
Capital work in progress	(2.55)	(14.69)	
(Increase) / Decrease in non current investments	9,861.69	(3,135.94)	
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES	9,361.22	(3,425.24)	
(C) CASH FLOW FROM FINANCING ACTIVITIES			
Payments towards buy back of shares by subsidiary	(8,320.37)	-	
Net proceeds from borrowings	(5,521.86)	32,434.34	
Interest expense	(10,795.48)	(5,067.68)	
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	(24,637.71)	27,366.66	
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(578.81)	(21,238.63)	
Cash and cash equivalents at the beginning of the year	6,439.30	27,677.93	
Cash and cash equivalents at the end of the year (Refer Note No. 14)	5,860.48	6,439.30	

Note:

Reconciliation of liabilities arising from financing activities

		(₹ in lakhs)		
Particulars	As at March 31, 2018	Cash flows	Non cash changes	As at March 31, 2019
Long term borrowings	36,807.07	(36,640.63)	604.24	770.68
Short term borrowings	32,943.47	31,114.83	(600.30)	63,458.00
Total	69,750.54	(5,525.80)	3.94	64,228.68

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

Significant accounting policies

Notes forming part of the financial statements

1 to 2
3 to 50

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, May 02, 2019

For and on behalf of
THE INVESTMENT TRUST OF INDIA LIMITED

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

S. G. Muthu Kummar
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, 2019

A EQUITY SHARE CAPITAL										(₹ in lakhs)	
As at March 31, 2017										5,102.38	
Changes in equity										-	
As at March 31, 2018										5,102.38	
Changes in equity										-	
As at March 31, 2019										5,102.38	
(₹ in lakhs)											
B	OTHER EQUITY	Share Based Payment	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 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
	Profit for the year	-	-	-	-	-	-	-	3,529.49	-	3,529.49
	Other comprehensive income for the year	-	-	-	-	-	-	-	(28.07)	-	(28.07)
	Total comprehensive income for the year	-	-	-	-	-	-	-	3,501.42	-	3,501.42
	Addition during the year	194.71	-	-	-	1,080.51	-	-	(30.51)	(5.76)	1,238.95
	Share issue expenses	-	-	-	-	-	(264.92)	-	(8.85)	-	(273.77)
	Transfers within other equity	-	-	(250.00)	268.74	5,436.00	(5,436.00)	-	(18.74)	-	-
	Balance as at March 31, 2019	194.71	1,367.52	-	1,213.45	6,797.48	28,155.55	724.21	14,648.00	-	53,100.92

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, May 02, 2019

For and on behalf of
The Investment Trust of India Limited

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

S. G. Muthu Kummar
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, 2019

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 along with depository services, currency derivatives, commodities, 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.

(ii) Application of new accounting pronouncement

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers. The effect on adoption of Ind-AS 115 was insignificant.

(iii) 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.

(iv) Historical cost convention

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

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

(v) 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 measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All

Notes forming part of consolidated financial statements for the year ended March 31, 2019

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 excepted 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.

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 consolidated financial statements for the year ended March 31, 2019

(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 recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration, which is expected to receive in exchange for those products or services.

Provision for sales return, based on the historical results, measured on net basis of the margin of the sale. Therefore, a refund liability, included in other current liabilities, are recognized for the products expected to be returned.

The contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year are not expected. As a consequence, it does not adjust any of the transaction prices for the time value of money.

If one of the following criteria is met, condition of a performance obligation and recognition of revenue over time is satisfied.

- 1 The customer simultaneously receives and consumes the benefits provided by the performance.
- 2 The performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- 3 The performance does not create an asset with an alternative use and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied.

Revenue from sale of advisory services are recognised at a time on which the performance obligation is satisfied.

Notes forming part of consolidated financial statements for the year ended March 31, 2019

(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.

(iv) Employee Options

The fair value of options granted is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions, and
- including the impact of any non-vesting conditions

(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.

(q) Impairment of financial Assets:

Expected credit loss (ECL) model for measurement and loss allowance of loss allowance is applied on following:

- 1 Trade receivables and Lease receivables
- 2 Financial assets measured as at amortised cost (other than trade receivables)

In case of Trade receivables and Lease receivables, simplified approach is followed, wherein an amount equal to lifetime ECL is measured and recognised as loss allowance.

In case of other assets, it is determined, if there has been significant increase in credit risk of financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12 months ECL is measured and recognised as loss allowance.

Subsequently, if the credit quality of financial asset improves such that, there is no longer a significant increase in credit risk since initial recognition, impairment loss allowance is recognised again, based on 12 months ECL.

ECL is the difference between all contractual cash flows that are due in accordance with Contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are expected credit losses resulting from all possible default events over the expected life of financial assets. 12 months ECL are a portion of Lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that, they reflect unbiased and probability weighted amounts determined by range of outcome, taking into account the time value of money and other reasonable information available as result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, provision matrix is used to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward looking estimates. At each reporting date, the historically observed default rates and change in forward looking estimates are updated.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income / expenses in Statement of Profit and Loss under the head 'Other expenses'.

(r) Recent Accounting Pronouncements:

Ind AS 116:

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from April 01, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Company is currently evaluating the impact on account of implementation of Ind AS 116 .

Notes forming part of consolidated financial statements for the year ended March 31, 2019

- (s) **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, 2019	As at March 31, 2018
ITI Securities Broking 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%
ITI Reinsurance Limited	Subsidiary	100%	80.00%
ITI Gilts Limited	Subsidiary	100%	100%
ITI Growth Opportunities LLP	Subsidiary	80.00%	80.00%
ITI Nirman Limited	Subsidiary	100%	100%
IRC Credit Management Services Limited	Subsidiary	100%	100%
ITI Alternate Funds Management Limited	Subsidiary	100%	-
United Petro Finance Limited	Subsidiary	#70.00%	40.60%

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

Includes 49.49% held through wholly owned subsidiary "FCCL"

- (t) **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, 2019	As at March 31, 2018
Fortune Integrated Assets Finance Limited (FIAFL)	Associate	25.00%	25.00%
Wind Construction Limited (WCL)	Subsidiary of FIAFL	# 25.00%	# 25.00%
Purushothama Perumal Renewable Energy Private Ltd.	Subsidiary of WCL	# 25.00%	# 25.00%
Toplink Advisors LLP (TAL)	Subsidiary of WCL	# 25.00%	# 25.00%
Ventana Power Generation LLP	Subsidiary of TAL	# 25.00%	# 25.00%

Indirect holding through associate "FIAFL"

Notes forming part of consolidated financial statements for the year ended March 31, 2019

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

Name of the Company	2018-19							
	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	66.37	38,628.49	(68.16)	(1,997.36)	0.01	0.33	(68.15)	(1,997.03)
Subsidiaries								
ITI Securities Broking Limited	7.29	4,244.01	14.77	432.69	(0.04)	(1.16)	14.73	431.53
Intime Multi Commodity Company Limited	0.76	442.13	(0.64)	(18.66)	0.02	0.48	(0.62)	(18.18)
Fortune Credit Capital Limited	29.36	17,090.51	4.95	145.17	(0.02)	(0.73)	4.93	144.44
ITI Asset Management Limited	9.39	5,466.20	(2.56)	(75.10)	(0.02)	(0.63)	(2.58)	(75.73)
Fortune Integrated Home Finance Limited	1.08	630.63	1.37	40.21	-	-	1.37	40.21
Antique Stock Broking Limited*	13.25	7,713.10	49.53	1,451.53	(1.06)	(31.00)	48.48	1,420.53
ITI Capital Limited*	2.78	1,619.82	2.92	85.64	-	-	2.92	85.64
Distress Asset Specialist Limited	(0.17)	(101.67)	(2.39)	(70.06)	0.02	0.73	(2.37)	(69.33)
ITI Gilts Limited	2.38	1,384.89	9.08	266.09	0.00	0.07	9.08	266.16
ITI Reinsurance Limited	62.38	36,307.11	87.62	2,567.55	0.12	3.39	87.73	2,570.94
ITI Mutual Fund Trustee Private Limited	(0.05)	(27.75)	(0.54)	(15.92)	-	-	(0.54)	(15.92)
ITI Growth Opportunities LLP	(0.08)	(43.77)	(2.04)	(59.78)	-	-	(2.04)	(59.78)
ITI Nirman Limited	0.01	3.12	(0.06)	(1.83)	-	-	(0.06)	(1.83)
IRC Credit Management Service Limited	0.07	40.09	1.54	45.27	-	-	1.54	45.27
ITI Alternate Funds Management Limited	0.42	244.55	0.12	3.40	-	-	0.12	3.40
United Petro Finance Limited#	11.74	6,832.46	5.96	174.51	0.06	1.62	6.01	176.13
Inter company elimination and consolidation adjustments	(106.99)	(62,270.63)	(1.47)	(42.95)	-	-	(1.47)	(42.95)
Total	100.00	58,203.28	100.00	2,930.40	(0.92)	(26.90)	99.08	2,903.50
Non controlling interest	-	2,063.99	-	555.61	-	1.17	-	556.78
Associates (Investment as per Equity Method)								
Fortune Integrated Assets Finance Limited*	-	8,558.95	-	732.89				
United Petro Finance Limited#	-	-	-	421.81				

Notes forming part of consolidated financial statements for the year ended March 31, 2019

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								
ITI Securities Broking 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
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	-	-	-	-

* 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 (Including its subsidiaries) respectively.

Associate (upto 14.10.2018) and Subsidiary (w.e.f. 15.10.2018)

Notes forming part of consolidated financial statements for the year ended March 31, 2019

(₹ in lakhs)

3	Property, plant and equipment	Electrical Installations	Computers	Office Equipments	Furniture and Fixtures	Leasehold Improvements	Vehicles	Total
	Gross Carrying Amount							
	Balance at March 31, 2017	3.95	187.28	84.15	27.73	670.63	30.41	1,004.15
	Additions	-	54.97	32.68	4.92	104.99	93.84	291.40
	Disposals	-	25.45	19.18	1.37	0.71	24.38	71.09
	Balance at March 31, 2018	3.95	216.80	97.65	31.28	774.91	99.87	1,224.46
	Additions	-	167.54	126.96	58.08	3.50	67.47	423.55
	Disposals	0.39	64.83	12.37	14.04	1.33	-	92.96
	Addition on account of acquisition of subsidiary	-	160.79	16.25	17.93	-	13.13	208.10
	Balance at March 31, 2019	3.56	480.30	228.49	93.25	777.08	180.47	1,763.15
	Accumulated Depreciation							
	Balance at March 31, 2017	3.28	43.04	30.35	8.75	191.41	3.12	279.95
	Additions	0.25	78.43	26.26	6.34	215.91	23.22	350.41
	Disposals	-	22.08	17.70	1.26	-	22.93	63.97
	Balance at March 31, 2018	3.53	99.39	38.91	13.83	407.32	3.41	566.39
	Additions	0.08	122.60	46.99	13.05	229.73	38.15	450.60
	Disposals	0.37	62.21	11.68	13.33	1.33	-	88.92
	Addition on account of acquisition of subsidiary	-	95.88	12.17	8.58	-	7.50	124.13
	Balance at March 31, 2019	3.24	255.65	86.39	22.13	635.72	49.06	1,052.20
	Net Carrying Amount							
	Balance at March 31, 2018	0.42	117.41	58.74	17.45	367.59	96.46	658.07
	Balance at March 31, 2019	0.32	224.65	142.10	71.12	141.36	131.41	710.95
3(a)	Capital Work In Progress							
	Balance as at April 1, 2018							15.04
	Balance at March 31, 2019							17.59

(₹ in lakhs)

4	Investment property	
	Gross Carrying Amount	
	Deemed cost as at April 1, 2017	8.83
	Additions	-
	Disposals	-
	Reclassified as held for sale	-
	Balance at March 31, 2018	8.83
	Additions	-
	Disposals	8.83
	Reclassified as held for sale	-
	Balance at March 31, 2019	-

Notes forming part of consolidated financial statements for the year ended March 31, 2019

		(₹ in lakhs)	
4	Investment property (Contd.....)	Year ended March 31, 2019	Year ended March 31, 2018
	Accumulated Depreciation		
	Balance as at April 1, 2017		0.43
	Additions		0.41
	Disposals		-
	Reclassified as held for sale		-
	Balance at March 31, 2018		0.84
	Additions		-
	Disposals		0.84
	Reclassified as held for sale		-
	Balance at March 31, 2019		-
	Net Carrying Amount		
	Balance at March 31, 2018		7.99
	Balance at March 31, 2019		-
	Fair Value		
	At March 31, 2018		78.00
	At March 31, 2019		-
	Rental income derived from investment property	2.46	2.40
	Direct operating expenses (including repairs and maintenance) generating rental income	-	-
	Income arising from investment properties before depreciation	2.46	2.40
	Depreciation	-	0.41
	Income from investment properties (Net)	2.46	1.99

		(₹ in lakhs)		
5	Intangible assets	Computer Software	Goodwill	Total
	Gross Carrying Amount			
	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
	Additions	52.68	3.77	56.45
	Disposals	-	-	-
	Addition on account of acquisition of subsidiary	45.37	-	45.37
	Reclassified as held for sale	-	-	-
	Balance at March 31, 2019	130.12	2,439.84	2,569.96
	Accumulated Depreciation			
	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
	Additions	23.59	518.59	542.18
	Disposals	-	-	-
	Addition on account of acquisition of subsidiary	27.64	-	27.64
	Reclassified as held for sale	-	-	-
	Balance at March 31, 2019	64.64	1,489.26	1,553.90
	Net Carrying Amount			
	Balance at March 31, 2018	18.66	1,465.40	1,484.06
	Balance at March 31, 2019	65.48	950.58	1,016.06

Notes forming part of consolidated financial statements for the year ended March 31, 2019

(₹ in lakhs)

6 Investments in associates	As at March 31, 2019		As at March 31, 2018	
	No. of units	Amount	No. of units	Amount
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
Sub-total(i)		-		5,420.00
(ii) Equity Instruments at cost				
Fortune Integrated Assets Finance Limited	48,29,545	8,558.95	48,29,545	7,826.06
United Petro Finance Limited	-	-	81,20,000	1,188.05
Sub-total(ii)		8,558.95		9,014.11
Total(i+ii)		8,558.95		14,434.11
Aggregate amount of quoted investments and Market value there of		-		-
Aggregate amount of unquoted investments		8,558.95		14,434.11
Aggregate amount of impairment in value of investments		-		-

(₹ in lakhs)

7 Non-Current investments	As at March 31, 2019		As at March 31, 2018	
	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	65.40	51,677	39.68
Aryan Foods & Confection Private Limited	9,00,000	-	9,00,000	-
Sub-total (i)		65.40		39.68
Unquoted				
At Fair Value through Profit and Loss				
(i) Investment in Preference shares				
N2N Technologies Limited	30,00,000	272.17	30,00,000	277.63
(ii) Others				
ITI Long Short Equity Fund	5,989.38	6,826.38	-	-
ITI Growth Opportunities Fund	680.00	680.00	-	-
Sub-total (ii)		7,778.55		277.63
Total (i+ii)		7,843.95		317.31
Aggregate amount of quoted investments and Market value there of		65.40		39.68
Aggregate amount of unquoted investments		7,778.55		277.63
Aggregate amount of impairment in value of investments		90.00		90.00

(₹ in lakhs)

8 Non-current loans	As at March 31, 2019		As at March 31, 2018	
Unsecured, considered good				
Loan portfolio		9,435.58		-
Security Deposit				
Exchanges		504.78		307.43
Others		538.03		350.70
Unsecured, considered doubtful				
Loan portfolio		14.27		-
Total		10,492.66		658.13

Notes forming part of consolidated financial statements for the year ended March 31, 2019

		(₹ in lakhs)			
		As at March 31, 2019	As at March 31, 2018		
9 Other non-current financial assets					
Unsecured, considered good					
Gratuity Asset		-	19.61		
Total		-	19.61		
			(₹ in lakhs)		
		As at March 31, 2019	As a March 31, 2018		
10 Other non-current assets					
Unsecured, considered good					
Advance tax and tax deducted at source (Net)		1,977.43	1,518.79		
Other Receivables		4.06	-		
Total		1,981.49	1,518.79		
			(₹ in lakhs)		
		As at March 31, 2019	As at March 31, 2018		
11 Inventories					
Stock-in-trade					
Quoted securities (At fair value)		6,191.91	3,435.36		
Traded goods (At lower of cost or net realisable value)		1.90	324.92		
Total		6,193.81	3,760.28		
			(₹ in lakhs)		
		As at March 31, 2019	As at March 31, 2018		
		No. of units	Amount		
		No. of units	Amount		
12 Current investments					
Quoted					
At Fair Value through Profit and Loss					
a) Investment in Equity Shares					
Bajaj Auto Limited		-	-	10,000	274.47
Fortis Health Care Limited		-	-	5,00,000	616.75
Reliance Nippon Life Asset Management Limited		1,00,000	210.05	1,00,000	247.45
Sub-total (a)			210.05		1,138.67
b) Investment in Mutual Funds					
Aditya Birla Sun Life Cash Plus Growth		-	-	36,145	100.95
Invesco India Liquid Fund Growth		-	-	1,678	40.15
Sub-total (b)			-		141.10
Total (a+b)			210.05		1,279.77
Aggregate amount of quoted investments and Market value there of			210.05		1,279.77
Aggregate amount of unquoted investments			-		-
Aggregate amount of impairment in value of investments			-		408.91
					(₹ in lakhs)
		As at March 31, 2019	As at March 31, 2018		
13 Trade Receivables					
Trade receivables consists of the following:					
(a) Secured, Considered good		-	380.54		
(b) Unsecured, Considered good		10,188.90	5,863.47		
(c) Unsecured, Considered doubtful		40.83	12.28		
		10,229.73	6,256.29		
Less: Allowance for doubtful receivables		40.83	12.28		
Total		10,188.90	6,244.01		

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 aging 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, 2019

		(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018	
14 Cash and cash equivalents			
Cash on hand	31.57	5.38	
Foreign currency on hand	212.00	0.51	
Balance with banks	2,416.91	4,733.41	
Fixed Deposits with Banks with Maturity up to 3 months	3,200.00	1,700.00	
Total	5,860.48	6,439.30	
		(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018	
15 Other balances with bank			
Fixed Deposits With Banks lien towards Bank Guarantee	8,281.63	1,250.00	
Deposits with original maturity for more than 3 months but less than 12 months	1,089.38	7,090.33	
Unclaimed dividend account	1.12	6.03	
Total	9,372.13	8,346.36	
		(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018	
16 Current loans			
Secured, considered good			
Loan portfolio	6,188.32	35,878.34	
Other Loan	-	43.77	
	6,188.32	35,922.11	
Secured, Sub-Standard & Doubtful	14.55	-	
	14.55	-	
Unsecured, considered good			
Loan portfolio			
Related party	8,400.08	1,209.00	
Others	61,307.36	2,977.26	
Security deposits	-	171.58	
Inter corporate deposits	-	49,788.77	
Loan to employees	28.01	28.27	
	69,735.45	54,174.88	
Unsecured, Sub-Standard & Doubtful	11,813.99	10,008.93	
	11,813.99	10,008.93	
Total	87,752.31	1,00,105.92	
		(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018	
17 Other current financial assets			
Unsecured, considered good			
Interest Accrued and due			
-Related party	1,146.82	3,103.90	
-Other	4,871.14	4,581.76	
Interest accrued but not due	294.04	-	
Other receivable	397.87	350.90	
Assignment receivables	486.59	1,046.02	
Advance for investments	300.50	433.54	
Gratuity assets	-	2.13	
Receivables from related party	24.99	6.34	
Total	7,521.95	9,524.59	

Notes forming part of consolidated financial statements for the year ended March 31, 2019

(₹ in lakhs)		
	As at March 31, 2019	As at March 31, 2018
18 Other current assets		
Unsecured, considered good		
Prepaid expenses	135.60	113.29
Balances with authorities	596.22	124.49
Gratuity assets	30.31	-
Unamortised share issue expenses	64.27	73.48
Advance to creditors	39.21	1.92
Advance for investment in properties	463.59	-
Other amount recoverable in cash or kind or for value to be received	422.08	532.92
Total	1,751.28	846.10

(₹ in lakhs)		
	As at March 31, 2019	As at March 31, 2018
19 Equity share capital		
Authorised		
10,30,00,000 equity shares of ₹ 10 each (March 31, 2018: 10,30,00,000)	10,300.00	10,300.00
Total	10,300.00	10,300.00
Issued, subscribed and fully paid-up		
5,10,23,767 equity shares of ₹ 10 each (March 31, 2018: 5,10,23,767)	5,102.38	5,102.38
Total	5,102.38	5,102.38

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

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	Amount	No. of shares	Amount
Equity Shares				
Opening Balance	51,023,767	5,102.38	51,023,767	5,102.38
Issued during the year	-	-	-	-
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, 2019		As at March 31, 2018	
	No. of shares	% of holding	No. of shares	% of holding
Neostar Developers LLP	2,37,42,082	46.53	2,37,42,082	46.53
Aditya InfoTech Private Limited	1,21,54,262	23.82	1,21,54,262	23.82

(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 consolidated financial statements for the year ended March 31, 2019

(₹ in lakhs)

20	Other Equity	Share based payment	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 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
	Profit for the year	-	-	-	-	-	-	-	3,529.49	-	3,529.49
	Other comprehensive income for the year	-	-	-	-	-	-	-	(28.07)	-	(28.07)
	Total comprehensive income for the year	-	-	-	-	-	-	-	3,501.42	-	3,501.42
	Addition during the year	194.71	-	-	-	1,080.51	-	-	(30.51)	(5.76)	1,238.95
	Share issue expenses	-	-	-	-	-	(264.92)	-	(8.85)	-	(273.77)
	Transfers within other equity	-	-	(250.00)	268.74	5,436.00	(5,436.00)	-	(18.74)	-	-
	Balance as at March 31, 2019	194.71	1,367.52	-	1,213.45	6,797.48	28,155.55	724.21	14,648.00	-	53,100.92

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, 2019	As at March 31, 2018
	Secured		
	Vehicle Loan [^]	2.78	-
	(Secured by Hypothecation of vehicle and repayable in thirty nine equated monthly installments at the rate of 9.75% p.a.)		
	Unsecured		
	Sub-ordinated non-convertible redeemable Debentures *	-	10,000.00
	Redeemable cumulative preference shares #	167.60	163.66
	0.01% Non-redeemable, non-cumulative compulsorily convertible preference shares of ₹ 1 each	600.30	-
	Unsecured optionally convertible debenture @	-	26,643.41
	Total	770.68	36,807.07

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

Notes forming part of consolidated financial statements for the year ended March 31, 2019

21. Non-current borrowings..... (Contd.)

Nature of Security	Terms of Conversion and/or Repayment
^ Vehicle Loan	Secured by Hypothecation of vehicle and repayable in thirty nine equated monthly installments at the rate of 9.75% p.a.
* 10,000 Subordinated Non convertible redeemable Debentures of ₹ 1,00,000 each	Redeemable on March 31, 2027. Rate of interest 14% p.a.
# 1% Redeemable cumulative preference shares of ₹ 10 each	Repayable in January 2023. Rate of interest 1.00% p.a.
@ 25,000 Optionally Convertible Debentures of ₹1,00,000/- each	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.

22 Non-current provisions	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
For employee benefit		
Unavailed leave	148.89	81.38
Gratuity	76.43	28.83
Total	225.32	110.21

23 Current borrowings	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Secured		
Term loan	3,250.00	29,496.98
(Secured against pledge of fixed deposits, receivables and corporate guarantee of holding Company)		
Bank overdraft	4894.09	1,810.56
(Secured by Government securities and bonds issued by PSUs, Banks and Corporates Non-convertible Debentures)		
Cash Credit	6,787.41	-
(First Exclusive charge on the performing loan receivables by way of Hypothecation)		
Unsecured		
Share suspense account	-	600.30
Loans repayable on demand	48,526.50	1,035.63
Total	63,458.00	32,943.47

Notes forming part of consolidated financial statements for the year ended March 31, 2019

		(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018	
24 Trade payables			
Amount due to micro and small enterprises (Refer Note No. 49)	-	-	
Others	11,878.24	7,740.46	
Total	11,878.24	7,740.46	
		(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018	
25 Other current financial liabilities			
Unsecured, considered good			
Unclaimed dividends	1.13	6.08	
Security deposit	-	291.13	
Current Maturity of long term debts	1.99	-	
Preference dividend payable	3.50	-	
Dividend distribution tax on preference dividend	0.19	-	
Cash Profit on Loan Transfer Transactions Pending Recognition	853.45	-	
Other payables			
Related parties	2.81	2.07	
Others	3,542.93	1,385.33	
Interest accrued and due			
Related parties	46.36	152.86	
Others	9,970.71	2,556.52	
Total	14,423.07	4,393.99	
		(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018	
26 Other Current Liabilities			
Statutory liabilities	1,724.25	801.92	
Total	1,724.25	801.92	
		(₹ in lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018	
27 Current Provisions			
Provision for employee benefit			
Unavailed leave	17.80	11.36	
Gratuity	15.00	14.31	
Others			
Loss allowances on financial assets	10,281.89	10,008.93	
Provision for expenses	901.44	819.52	
Provision for tax	701.72	16.32	
Total	11,917.85	10,870.44	
		(₹ in lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018	
28 Revenue from operations			
Sale of Product			
Traded goods	29,476.15	9,419.25	
Profit on trading in debt securities	849.00	488.05	
Sale of Services			
Advisory / Consultancy income	3,746.10	3,524.00	
Brokerage and related operational income	8,761.72	10,610.41	
Distribution and professional income	149.13	241.51	

Notes forming part of consolidated financial statements for the year ended March 31, 2019

		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
28 Revenue from operations (Contd.....)			
Other Operation Revenue			
Interest on loans	17,909.68	2,623.04	
Income from assignment receivables	109.56	179.88	
Interest on fixed deposits	670.61	460.70	
Interest on debt securities	28.80	-	
Gain/(Loss) from dealing error	177.01	(164.83)	
Handling Charges on Loan	286.09	-	
Other Interest Income	25.15	5,597.32	
Profit/ (Loss) on trading in securities (Net)	-	29.26	
Other Operating Income	727.88	132.26	
Total	62,916.88	33,140.85	
		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
29 Other Income			
Interest income	-	673.48	
Net gain/ (loss) on sale of investments	46.75	(311.26)	
Net gain on fair valuation through profit and loss	958.72	43.94	
Net gain on sale of assets	-	6.99	
Dividend income	48.42	43.79	
Net gain on sale of properties	72.01	-	
Provision for diminution in value of current investments written back	800.80	-	
Provision for non performing assets written back	620.00	1,495.00	
Provision for standard assets written back	31.45	-	
Insurance claim received	-	19.11	
Rent income	199.74	7.88	
Miscellaneous income	76.63	15.16	
Sundry balances written back	0.22	3.05	
Total	2,854.74	1,997.14	
		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
30 Employee Benefit Expense			
Salaries, bonus and allowances	7,518.36	5,372.22	
Contributions to gratuity, provident and other funds	286.08	199.48	
Share based payment (Refer note no. 40)	194.71	-	
Staff welfare expenses	172.65	77.04	
Total	8,171.80	5,648.74	
		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
31 Finance Cost			
Interest expense on borrowings	10,795.48	5,067.68	
Interest expense on preference shares	5.44	-	
Corporate guarantee charges	-	12.36	
Bank charges	99.98	92.31	
Exchange rate difference	-	2.24	
Total	10,900.90	5,174.59	

Notes forming part of consolidated financial statements for the year ended March 31, 2019

		(₹ in lakhs)
32 Other Expense	Year ended March 31, 2019	Year ended March 31, 2018
Stamp duty and stamp charges	182.64	146.59
Turnover/Transaction charges	781.16	764.50
SEBI turnover fees	58.26	52.31
Brokerage/Sub-brokerage	566.47	753.79
Retro premiums paid	-	273.90
Depository charges	22.52	17.83
Commission expenses	1,679.83	1,261.20
Net loss on fair valuation of investments through profit and loss	-	371.41
Loss on sale of Investments	771.75	-
Other operational expenses	45.24	58.23
Exchange and regulator expenses	141.56	91.47
Rent Expenses (Refer Note No. 41)	1,128.48	616.63
Rates and taxes	276.05	47.32
Printing and stationery	60.49	31.79
Postage and courier charges	42.32	26.13
Traveling and conveyance expenses	328.26	239.76
Motor vehicle expenses	75.57	74.04
Electricity charges	182.51	159.05
Communication expenses	116.76	106.39
Advertisement expenses	25.12	5.71
Legal and professional fees	2,288.03	938.30
Auditors' remuneration		
-Statutory audit	21.71	17.16
-Tax audit	6.14	4.93
-Other Services	12.61	12.64
Repairs and maintenance		
-Machinery & Equipments	21.14	13.69
-Building	33.48	19.96
-Others	175.07	109.73
Membership and subscription	26.15	14.44
Business promotion expenses	406.75	308.50
Insurance expenses	21.84	23.14
Donation	43.95	14.09
Corporate Social Responsibility Expenses	31.75	15.50
Assignment receivables written off	357.19	143.09
Directors' sitting fees	40.30	35.70
Loss allowances on receivables	28.56	-
Loss allowances on loans	595.75	122.08
Bad debts written off	1,810.79	1,959.18
Computer and computer software Expenses	786.97	775.10
Loss on sale of fixed assets	0.26	-
Amortisation of share issue expenses	9.21	-
Miscellaneous expenses	24.41	30.64
Total	13,227.05	9,655.92

Notes forming part of consolidated financial statements for the year ended March 31, 2019

		(₹ in lakhs)	
33 Income taxes		Year ended March 31, 2019	Year ended March 31, 2018
Income tax expense recorded in Profit and Loss			
Current tax			
Current tax on taxable income for the year		2,130.79	1,758.82
		2,130.79	1,758.82
Deferred Tax			
Deferred tax charge/(credit)		(1,387.85)	(3,088.43)
		(1,387.85)	(3,088.43)
Tax in respect of earlier years		43.06	(41.64)
		43.06	(41.64)
Total Income Tax expense/(credit)		786.00	(1,371.26)

(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, 2019	Year ended March 31, 2018
Enacted income tax rate in India applicable to the Company		0.28	0.28
Profit before tax		4,871.10	6,653.53
Current tax expenses on Profit before tax expenses at the enacted income tax rate in India		1,355.14	1,833.05

Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income

Profit of share in associate not taxable	(321.24)	(573.55)
Permanent Disallowances	9.71	16.65
Income exempted from Income taxes	(11.51)	(5.51)
Effect of (recognition)/non recognition of deferred tax asset on losses/provision	38.54	(2,587.83)
MAT Credit	(81.46)	-
Allowances under Income Tax Act 1961	(457.20)	-
Business Loss carried forward	3.56	-
Tax in respect of earlier years	43.06	(41.64)
Tax on other comprehensive income	(3.41)	(23.17)
Change in tax rates	69.67	(78.33)
Others	141.12	89.07
Total income tax expense/(credit)	786.00	(1,371.26)

(B) The movement in deferred tax assets and liabilities during the year ended March 31, 2018 and March 31, 2019

(i) Components of deferred tax assets and liabilities as at March 31, 2019

					(₹ in lakhs)
Particulars	Year Ended March 31, 2018	Credit/ (charge) in statement of profit or loss (including OCI)	Deferred tax on basis adjustment	Year Ended March 31, 2019	
Depreciation	68.60	254.14	-	322.74	
Defined benefit plans	56.12	16.06	-	72.18	
Loss allowances on loans	2,707.77	56.44	-	2,764.21	
Others	704.60	1,057.80	34.14	1,796.54	
Total	3,537.09	1,384.44	34.14	4,955.67	

Notes forming part of consolidated financial statements for the year ended March 31, 2019

33 Income taxes (Contd.....)

(ii) 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	207.79	(139.19)	-	68.60
Defined benefit plans	84.70	(28.58)	-	56.12
Loss allowances on loans	-	2,707.77	-	2,707.77
Others	226.59	525.26	(47.26)	704.60
Total	519.09	3,065.26	(47.26)	3,537.09

(₹ in lakhs)

Deferred Tax Asset	As at March 31, 2019	As at March 31, 2018
Fixed Assets	322.74	68.60
Defined benefit plans	72.18	56.12
Loss allowances on loans	2,764.21	2,707.77
Others	1,796.54	704.60
Net Deferred Tax Assets	4,955.67	3,537.09

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.

Particulars	As at March 31, 2019	As at March 31, 2018
Financial assets for which loss allowances is measured using the expected credit loss		
Trade receivables		
less than 180 days	9,854.43	5,929.17
180 - 365 days	120.44	96.99
beyond 365 days	214.03	217.85
Total	10,188.90	6,244.01

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.

Notes forming part of consolidated financial statements for the year ended March 31, 2019

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, 2019		
Borrowings (includes current maturities of long term debt)	63,459.99	770.68
Trade and other payables	26,299.32	-
	89,759.31	770.68
As at March 31, 2018		
Borrowings (includes current maturities of long term debt)	32,943.47	36,807.07
Trade and other payables	12,134.46	-
	45,077.93	36,807.07

Market Risk

Exposure to interest rate risk

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Total Borrowings	64,230.67	69,750.54
% of Borrowings out of above bearing variable rate of interest	18.19	41.31

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, 2019	Year ended March 31, 2018
50 bp increase would decrease the profit before tax by	58.41	144.05
50 bp decrease would Increase the profit before tax by	58.41	144.05

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.

Debt equity ratio	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Debt (includes non-current, current borrowings and current maturities of long term debt)	64,230.67	69,750.54
Less: Current Investments	210.05	1,279.77
Less: Cash and cash equivalents	5,860.48	6,439.30
Less: Other balances with bank	9,372.13	8,346.36
Net debt	48,788.01	53,685.10
Total equity	60,267.29	65,729.77
Net debt to total equity ratio	0.81	0.82

Notes forming part of consolidated financial statements for the year ended March 31, 2019

36 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, 2019

36 Fair Value Measurement (Contd.....)

36 Fair Value Measurement (Contd.....)															(₹ in lakhs)	
Financial Assets and Liabilities as at March 31, 2019		Non Current	Current	Total	Fair value through Profit and Loss			Fair value through OCI			Carried at amortised cost			Total Amount		
					Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial Assets																
Investments																
Equity instruments	65.40		210.05	275.45	275.45	-	-	275.45	-	-	-	-	-	-	-	275.45
Preference shares	272.17		-	272.17	-	-	272.17	272.17	-	-	-	-	-	-	-	272.17
Others	7,506.38		-	7,506.38	6,826.38	-	680.00	7,506.38	-	-	-	-	-	-	-	7,506.38
Other assets																
Cash and cash equivalents																
Trade receivables	-		5,860.48	5,860.48	-	-	-	-	-	-	-	-	-	-	5,860.48	5,860.48
Other balances with bank	-		10,188.90	10,188.90	-	-	-	-	-	-	-	-	-	-	10,188.90	10,188.90
Loans to related parties	-		9,372.13	9,372.13	-	-	-	-	-	-	-	-	-	-	9,372.13	9,372.13
Loans to employees	-		8,400.08	8,400.08	-	-	-	-	-	-	-	-	-	-	8,400.08	8,400.08
Loans to others	-		28.01	28.01	-	-	-	-	-	-	-	-	-	-	28.01	28.01
Other financial assets	9,449.85		79,324.22	88,774.07	-	-	-	-	-	-	-	-	-	-	88,774.07	88,774.07
Security deposits	1,042.81		7,521.95	7,521.95	-	-	-	-	-	-	-	-	-	-	7,521.95	7,521.95
Total	18,336.61	120,905.82	139,242.43	7,101.83	-	-	952.17	8,054.00	-	-	-	-	-	-	131,188.43	139,242.43
Financial Liabilities																
Borrowings	770.68		63,458.00	64,228.68	-	-	-	-	-	-	-	-	-	-	64,228.68	64,228.68
Trade Payables	-		11,878.24	11,878.24	-	-	-	-	-	-	-	-	-	-	11,878.24	11,878.24
Other Financial Liabilities	-		14,423.07	14,423.07	-	-	-	-	-	-	-	-	-	-	14,423.07	14,423.07
Total	770.68	89,759.31	90,529.99	-	-	-	-	-	-	-	-	-	-	-	90,529.99	90,529.99

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Financial Assets and Liabilities as at March 31, 2018		Non Current	Current	Total	Fair value through Profit and Loss			Fair value through OCI			Carried at amortised cost			Total Amount	
					Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1		Level 2
Financial Assets															
Investments															
Equity instruments	39.68	1,138.67	1,178.35												1,178.35
Mutual Funds	-	141.10	141.10												141.10
Preference shares	277.63	-	277.63												277.63
Other assets															
Cash and cash equivalents	-	6,439.30	6,439.30												6,439.30
Trade receivables	-	6,244.01	6,244.01												6,244.01
Other balances with bank	-	8,346.36	8,346.36												8,346.36
Loans to related parties	-	1,209.00	1,209.00												1,209.00
Loans to employees	-	28.27	28.27												28.27
Loans to others	-	98,697.07	98,697.07												98,697.07
Other financial assets	19.61	9,524.59	9,544.20												9,544.20
Security deposits	658.13	171.58	829.71												829.71
Total	995.05	131,939.96	132,935.00	1,319.45	277.63	1,597.08	-	-	-	-	-	-	-	131,337.92	132,935.00
Financial Liabilities															
Borrowings	36,807.07	32,943.47	69,750.54												69,750.54
Trade Payables	-	7,740.46	7,740.46												7,740.46
Other Financial Liabilities	-	4,393.99	4,393.99												4,393.99
Total	36,807.07	45,077.92	81,884.98	-	-	-	-	-	-	-	-	-	-	81,884.98	81,884.98

Notes forming part of consolidated financial statements for the year ended March 31, 2019

37 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

37 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	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Segment revenue														
External revenue	11,529.02	12,227.99	4,471.35	4,822.27	29,476.15	9,419.25	5,094.63	4,463.86	15,200.47	4,204.62	-	-	65,771.62	35,137.99
Inter segment revenue	248.42	512.95	679.01	247.71	-	-	119.84	6.68	739.28	726.43	(1,786.55)	(1,493.77)	-	-
Total revenue	11,777.44	12,740.94	5,150.36	5,069.97	29,476.15	9,419.25	5,214.47	4,470.54	15,939.75	4,931.05	(1,786.55)	(1,493.77)	65,771.62	35,137.99
Segment Result	3,292.96	3,325.85	(676.87)	1,441.96	713.46	216.73	5,036.74	3,562.56	6,251.01	1,230.56	-	-	14,617.30	9,777.66
Interest expense	-	-	-	-	-	-	-	-	-	-	-	-	10,900.90	5,174.59
Profit before tax	3,292.96	3,325.85	(676.87)	1,441.96	713.46	216.73	5,036.74	3,562.56	6,251.01	1,230.56	-	-	3,716.40	4,603.07
Provision for tax														
Current tax	-	-	-	-	-	-	-	-	-	-	-	-	2,130.79	1,758.82
Deferred tax	-	-	-	-	-	-	-	-	-	-	-	-	(1,387.85)	(3,088.43)
Current tax relating to prior years	-	-	-	-	-	-	-	-	-	-	-	-	43.06	(41.64)
Profit after tax (before exceptional items)	-	-	-	-	-	-	-	-	-	-	-	-	2,930.40	5,974.33
Exceptional Items	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit after tax (after exceptional items)	-	-	-	-	-	-	-	-	-	-	-	-	2,930.40	5,974.33
Share of Profit in Associates	-	-	-	-	-	-	-	-	-	-	-	-	1,154.70	2,050.46
Net Profit	-	-	-	-	-	-	-	-	-	-	-	-	4,085.10	8,024.79
Other Information														
Segment assets	33,499.98	25,779.09	77,287.36	72,854.51	5,322.43	2,575.27	39,475.23	54,295.50	1,08,875.88	65,228.98	(99,796.17)	(61,336.02)	1,64,664.70	1,59,397.33
Segment liabilities	19,715.86	14,092.45	41,364.98	25,991.80	1,046.07	2,419.58	3,180.12	11,447.02	78,117.69	43,760.51	(39,027.31)	(4,043.79)	1,04,397.41	93,667.57
Net Segment Assets	13,784.12	11,686.64	35,922.38	46,862.71	4,276.36	155.69	36,295.11	42,848.48	30,758.19	21,468.47	(60,768.87)	(57,292.23)	60,267.29	65,729.76
Capital expenditure	119.46	237.49	46.00	30.69	-	-	-	3.96	314.54	1,240.65	-	-	480.00	1,512.79
Depreciation	240.21	239.48	30.17	20.84	-	-	3.20	5.24	719.20	587.58	-	-	992.78	853.14

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.

* Represents interest and investment income

Notes forming part of consolidated financial statements for the year ended March 31, 2019

38 Related party Transactions

a) Names of related parties and nature of relationship

i) Enterprises having significant influence	
Fortune Integrated Assets Finance Limited	Associate
Wind Construction Limited	Subsidiary of associate
Purushothama Perumal Renewable Energy Private Limited	Step down Subsidiary of associate
United Petro Finance Limited	Associate (upto 14.10.2018) Subsidiary (w.e.f. 15.10.2018)
ii) Key managerial personnel and their relatives	
Mr. Prateek Tayal	Manager
Mr. S. G. Muthu Kummar	Chief Financial Officer
Mr. Haroon Mansuri	Company Secretary

b) Details of transactions with related parties referred to above

(₹ in lakhs)

Nature of Transactions	Maximum balance out-standing at any time during the year		Transaction amount	
	2018-19	2017-18	2018-19	2017-18
1. Remuneration				
Mr. Prateek Tayal			47.38	34.54
Mr. Haroon Mansuri			14.27	11.83
2. Contribution to Provident fund				
Mr. Prateek Tayal			1.24	0.73
Mr. Haroon Mansuri			0.59	0.48
3. Interest received				
Fortune Integrated Assets Finance Limited			1,282.85	2,178.67
4. Interest paid				
Fortune Integrated Assets Finance Limited			147.03	171.73
5. Reimbursements received				
Fortune Integrated Assets Finance Limited			15.83	9.39
6. Consideration paid for assignment				
Fortune Integrated Assets Finance Limited			-	-
United Petro Finance Limited			-	15,500.00
7. Assignment collection received				
Fortune Integrated Assets Finance Limited			271.22	697.27
8. Loan given to				
United Petro Finance Limited			-	30,122.50
Fortune Integrated Assets Finance Limited	42,982.08	30,588.00	1,20,293.40	85,170.22
9. Loan received back				
United Petro Finance Limited			-	37,725.50
Fortune Integrated Assets Finance Limited			1,11,893.32	83,961.22
10. Loan taken from	6,921.33	14,060.59		
Fortune Integrated Assets Finance Limited			29,523.90	1,25,908.32
11. Loan repaid to				
Fortune Integrated Assets Finance Limited			29,523.90	1,26,313.32
12. Investment in debentures				
United Petro Finance Limited			-	2,800.00
13. Redemption of debentures				
Fortune Integrated Assets Finance Limited			2,620.00	-

Notes forming part of consolidated financial statements for the year ended March 31, 2019

38 Related party Transactions (Contd.....)

c. Amount due to/from related parties

(₹ in lakhs)

Nature of Transactions	As at March 31, 2019	As at March 31, 2018
1. Interest Receivable		
United Petro Finance Limited	-	1,724.82
Fortune Integrated Assets Finance Limited	1,146.82	1,379.08
2. Interest Payable		
Fortune Integrated Assets Finance Limited	46.36	152.86
3. Loan receivable		
Fortune Integrated Assets Finance Limited	8,400.08	1,209.00
4. Assignment collection receivables		
Fortune Integrated Assets Finance Limited	22.41	6.34
5. Other receivables		
Fortune Integrated Assets Finance Limited	2.58	-
6. Remuneration Payable		
Mr. Prateek Tayal	2.81	2.07
Mr. Haroon Mansuri	0.96	0.79

Related parties are identified by management and relied upon by auditors.

39 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, 2019	As at March 31, 2018
I Changes in defined benefit obligations		
Present value of obligation as at the beginning of the year	291.26	379.56
Current service cost	81.71	48.53
Past service cost	12.87	4.54
Interest cost	23.40	26.19
Benefit Paid	(52.87)	(111.06)
Adjustment on account of addition of subsidiary	30.74	-
Components of actuarial gain/losses on obligations		
Due to Change in financial assumptions	(7.82)	(13.50)
Due to change in demographic assumption	-	-
Due to experience adjustments	(6.62)	(43.00)
Present value of obligation as at the end of the year	372.67	291.26

Notes forming part of consolidated financial statements for the year ended March 31, 2019

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

Particulars	As at March 31, 2019	As at March 31, 2018
II Change in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the year	276.74	228.46
Expenses deducted from the fund	-	(0.43)
Interest Income	21.89	17.50
Contributions	27.86	-
Benefit Paid	(52.87)	(111.06)
Adjustment to the Opening fund	10.00	-
Contributions by employer	-	141.97
Remeasurement Gain/(Loss)		
Return on plan assets excluding amounts included in interest income	(4.67)	0.30
Fair value of plan assets at the end of the year	278.95	276.74
III Net employee benefit expenses for the year		
Current service cost	81.71	48.53
Past service cost and loss/(gain) on curtailments and settlement	12.87	4.54
Net interest cost	1.51	8.69
Expenses deducted from the fund	-	0.43
Net employee benefit expenses for the year	96.09	62.20
Other Comprehensive Income for the current period		
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	(7.82)	(13.50)
Due to experience adjustments	(6.62)	(43.00)
Return on plan assets excluding amounts included in interest income	4.68	(0.30)
Other Comprehensive Income for the current period	(9.76)	(56.80)
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)	7.80%	7.60%
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%	352.95	293.64
(% change)	-5.29%	-4.75%
Decrease by 0.5%	394.07	325.47
(% change)	5.75%	5.18%
Salary growth rate Sensitivity		
Increase by 0.5%	392.89	325.02
(% change)	5.43%	4.57%
Decrease by 0.5%	353.19	293.96

Notes forming part of consolidated financial statements for the year ended March 31, 2019

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

Particulars	As at March 31, 2019	As at March 31, 2018
(% change)	-5.22%	-4.14%
Withdrawal rate (W.R.) Sensitivity		
W.R. x 110%	374.56	310.50
(% change)	0.51%	0.61%
W.R. x 90%	370.65	307.30
(% change)	-0.54%	-0.61%
VII Maturity profile of defined benefit obligation is as follows:		
Within the next 12 months	26.86	30.21
Later than 1 year and not later than 5 years	57.23	51.82
Later than 5 year	197.51	160.59
The future accrual is not considered in arriving at the above cash-flows.		

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 cash flows. |
| 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 ₹ 209.49 lakhs (Previous year ₹ 137.28 lakhs) in the Statement of Profit and Loss for the year ended March 31, 2019 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.

Notes forming part of consolidated financial statements for the year ended March 31, 2019

40 Employee Stock Option Scheme

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.

Details of Employee Stock Options

Sr. No.	Particulars	Remarks	
1.	Date of grant	19 th April, 2018	23 rd November, 2018
2	Options granted	3,00,000	3,00,000
3	Options vested	Nil	Nil
4	Options exercised	Nil	Nil
5	The total number of shares arising as a result of exercise of options	Nil	Nil
6	options lapsed	Nil	Nil
7	Vesting date		
8	Assumed exercised period (in years)	For 2,50,000 options - 19 th April, 2019 For 50,000 options - 1 st June, 2020	For 3,00,000 options – 23 rd November, 2020
9	the exercise price	For 2,50,000 options - 19 th April, 2019 – 2 years For 50,000 options - 1 st June, 2020 – 3.17 years	For 3,00,000 options – 2.5 years
10	variation in terms of options	₹ 247.25	₹ 220.85
11	money realised by exercise of options	Not applicable	Not applicable
12	total number of options in force	Not yet due for exercise	Not yet due for exercise
13	employee wise details of options granted to :	3,00,000	3,00,000
	a) Key Managerial Personnel	Nil	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.	Mr. George Heber Joseph 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	Not applicable
14	a) any material change to the scheme and whether such scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014	No	No

The fair value has been calculated using Black Sholes Options Pricing Model and significant assumptions made in this regard are as follows:

Particulars	Vest dated 19 th April, 2019	Vest dated 1 st June, 2020	Vest dated 23 rd November, 2020
1. Stock Price (₹)	247.25	247.25	225.15
2. Strike/ Exercise Price	247.25	247.25	220.85
3. Expected Life of options (no. of years)	2.0	3.17	2.50
4. Risk free rate of interest (%)	7.48	7.48	7.70
5. Implied Volatility factor (%)	31.12	31.12	33.25
6. Fair value per Option at year end (₹)	59.50	78.52	67.01

In respect of options granted under ESOP, accounting is done as per requirements of Ind AS 102 Share based Payments. Expenses on account of Share based payments during the year amounts to ₹ 194.71 lacs.

Notes forming part of consolidated financial statements for the year ended March 31, 2019

40 Employee Stock Option Scheme (Contd.....)

Summary of Employee Stock Option Schemes ('ESOS')

For the Period from 01/04/2018 to 31/03/2019

Sr. No.	Particulars of Options / Scheme	ESOP 2017
1	Outstanding as at beginning of the period	---
2	Granted during the period	6,00,000
3	Date of Grant	19/04/2018 & 23/11/2018
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 (Grants)	---
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

- 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 "32" is ₹ 1,128.48 lakhs (previous year ₹ 616.63 lakhs). Details of the minimum lease payments for the operating leases are provided hereunder:

(₹ in lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Not later than one year	699.76	473.07
Later than one year but not later than five years	1,462.98	461.43
Later than five years	79.45	-

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, 2019	As at March 31, 2018
Basic and Diluted		
Net profit after tax (₹ in lakhs)	3,529.49	7,697.12
Weighted average number of outstanding equity shares	5,10,23,767	5,10,23,767
Basic earning per equity share (in ₹)	6.92	15.09
Face Value per equity share (in ₹)	10	10
Diluted		
Net profit after tax (₹ in lakhs)	3,529.49	7,697.12
Weighted average number of outstanding equity shares	5,16,23,767	5,10,23,767
Diluted earning per equity share (in ₹)	6.84	15.09
Face Value per equity share (in ₹)	10	10

Notes forming part of consolidated financial statements for the year ended March 31, 2019

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 ₹ 42,300 lakhs (Previous year ₹ 58,800 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 ₹ 4,957.50 lakhs (Previous year ₹ 5,557.50 lakhs)
 - Claims against the Group not acknowledged as debts
 - Related to income tax ₹ 10.26 lakhs (Previous year ₹ 28.78 lakhs)
 - Related to stamp duty ₹ 20.14 lakhs (Previous year ₹ 20.14 lakhs)
 - Related to tax deducted at source ₹ 34.75 lakhs (Previous year ₹ 35.40 lakhs)
 - Related to Service tax Nil (Previous year ₹ 3.94 lakhs)
 - Others ₹ 108.41 lakhs (Previous year ₹ 109.42 lakhs)
- b) In respect of litigations filed by the Group for recovery amount of ₹ 469.38 lakhs (Previous year ₹ 469.38 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 unhedged foreign currency exposure as at the reporting date:

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Creditors for Expenses	19.24	12.45
Trade Receivable	3.56	-
Total	22.80	12.45

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	66.36	143.50
Other operational Income	84.53	79.20
b) Expenditure in Foreign Currency		
Brokerage / Sub-Brokerage	14.58	11.04
Computer and Computer Software Charges	62.63	104.64
Business Promotion Expenses	18.39	25.97
Travelling and Conveyance Expenses	33.62	41.13

46 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 revised the Scheme of arrangement at the meeting of the Board of Directors held on 07th December, 2018 ("Proposed Scheme-1") and submitted the same to stock exchanges for its approval. 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.

47 The Scheme of Amalgamation and Arrangement ("Scheme 2") between ITI Reinsurance Limited ("ITI Re" or Transferor Company) a wholly owned subsidiary and The Investment Trust of India Limited ("The ITI" or Transferee Company) and their respective shareholders and creditors with effect from April 1, 2018 (appointed date) was approved by the Board of Directors of the Companies on March 25, 2019 and the same has been filed with the National Company Law Tribunal (NCLT) for its approval. As the approval for the scheme 2 from NCLT and other authorities is pending, no effect of the scheme has been given in this financial statements.

48 During the year ended March 31, 2019, ITI Reinsurance Limited – a subsidiary of the Company has surrendered its registration certificate to the IRDAI for cancellation as the said subsidiary does not intend to do reinsurance business.

Notes forming part of consolidated financial statements for the year ended March 31, 2019

- 49** 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, 2019	Year ended March 31, 2018
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.

- 50** Previous year's figures are reworked, regrouped, rearranged and reclassified wherever necessary, to conform to the current year's classification.

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, May 02, 2019

For and on behalf of
The Investment Trust of India Limited

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

S. G. Muthu Kummar
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, 2019**

Part "A" : Subsidiaries

Sr. No.	(1)	(2)	(3)	(4)
Name of the subsidiary	ITI Securities Broking Limited (formerly known as Intime Equities Limited)	Intime Multi Commodity Company Limited	Fortune Credit Capital Limited	ITI Asset Management Limited
Reporting period of subsidiary	31/03/2019	31/03/2019	31/03/2019	31/03/2019
Reporting currency	INR	INR	INR	INR
	(Amount Rs. in lakhs)			
Share capital				
Equity	1,665.00	300.00	5,000.00	100.00
Preference	140.00	117.70	4,000.30	---
Reserves & Surplus	2,411.76	140.90	12,089.87	5,366.88
Total Assets	12,947.32	761.16	50,280.97	5,706.38
Total Liabilities	8,730.56	202.56	29,190.80	239.50
Investments	1,768.67	---	4,995.00	---
Turnover / Total income	2,582.71	124.78	6,715.44	973.70
Profit before tax	124.62	(9.15)	254.59	486.38
Provision for tax	(60.97)	2.17	110.35	137.73
Profit after tax	185.89	(11.32)	144.24	348.65
Proposed dividend	---	---	---	---
% of equity holding	100.00	100.00	100.00	100.00

Sr. No.	(5)	(6)	(7)	(8)	(9)
Name of the subsidiary	Fortune Management Advisors Limited (formerly known as Fortune Integrated Home Finance Limited)	Antique Stock Broking Limited	ITI Capital Limited	Distress Asset Specialist Limited	ITI Management Advisors Limited (formerly known as ITI Reinsurance Limited)
Reporting period of subsidiary	31/03/2019	31/03/2019	31/03/2019	31/03/2019	31/03/2019
Reporting currency	INR	INR	INR	INR	INR
	(Amount Rs. in lakhs)				
Share capital					
Equity	200.00	3,500.00	699.18	10.00	21,458.47
Preference	---	---	---	---	---
Reserves & Surplus	430.63	3,845.59	920.52	(111.67)	15,370.43
Total Assets	636.92	11,439.86	1,829.95	521.63	39,611.13
Total Liabilities	6.29	4,094.27	210.24	623.30	2,777.75
Investments	---	4,130.00	---	---	---
Turnover / Total income	55.44	7,410.53	984.82	195.60	5,179.66
Profit before tax	54.22	1,469.55	57.65	(69.90)	3,506.89
Provision for tax	14.01	482.37	(2.06)	0.16	1,139.47
Profit after tax	40.21	987.18	59.71	(70.06)	2,367.42
Proposed dividend	---	---	---	---	---
% of equity holding	100.00	100.00	100.00	100.00	100.00

Sr. No.	(10)	(11)	(12)	(13)	(14)	(15)
Name of the subsidiary	United Petro Finance Limited	ITI Gilts Limited	ITI Mutual Fund Trustee Private Limited	ITI Nirman Limited	IRC Credit Management Services Limited	ITI Alternate Funds Management Limited
Reporting period of subsidiary	31/03/2019	31/03/2019	31/03/2019	31/03/2019	31/03/2019	31/03/2019
Reporting currency	INR	INR	INR	INR	INR	INR
	(Amount Rs. in lakhs)					
Share capital						
Equity	3,960.00	1,000.00	1.00	5.00	1.00	250.00
Preference	---	---	---	---	---	---
Reserves & Surplus	3,536.52	330.75	(28.75)	(1.88)	35.44	(5.45)
Total Assets	51,794.33	7,651.89	0.36	3.65	76.09	245.25
Total Liabilities	44,297.81	6,321.14	28.11	0.53	39.65	0.70
Investments	---	---	---	---	---	---
Turnover / Total income	14,749.38	880.20	---	---	111.06	21.95
Profit before tax	1,916.38	303.46	(15.92)	(1.23)	56.78	(4.25)
Provision for tax	391.44	94.51	---	---	11.51	1.20
Profit after tax	1,524.94	208.95	(15.92)	(1.23)	45.27	(5.45)
Proposed dividend	---	---	---	---	---	---
% of equity holding	70.00 (including 49.49% held through wholly owned subsidiary)	100.00	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	31/03/2019	31/03/2019
	(Amount Rs. in lakhs)	
Share Capital	30.00	200.00
Reserves & Surplus	(13.84)	(17.87)
Total Assets	17.26	183.02
Total Liabilities	1.10	0.89
Investments	17.00	---

Part "B": Associate :

Sr. No.	(1)
Name of the Associates	Fortune Integrated Assets Finance Limited
Latest audited Balance Sheet date	31/03/2019
Shares of Associate held by the Company on the year end	
No. of equity shares held	48,29,545
Amount of investment in associate (Rs. In lakhs)	4,765.62
Extent of holding	25.00
Description as to how there is significant influence	Holding 25% of the total issued capital
Reason why the associate is not consolidated	Not required
Net worth attributable to shareholding as per latest audited balance sheet date (Rs. In lakhs)	9,607.91
Profit / (Loss) for the year (Rs. In lakhs)	7,783.33
Considered in consolidation (Rs. In lakhs)	1,945.83
Not considered in consolidation (Rs. In lakhs)	5,837.50

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)

Date : August 6, 2019

Place: Mumbai

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

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INDEPENDENT AUDITOR'S REPORT

To the Members of The Investment Trust of India Limited.

(Formerly Known as Fortune Financial Services (India) Limited)

Report on the Audit of the Standalone Financial Statements:

Opinion

We have audited the standalone financial statements of The Investment Trust of India Limited (Formerly Known as Fortune Financial Services (India) Limited) ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of the Balance Sheet of the state of affairs of the Company as at March 31, 2019,
- In the case of the Statement of Profit and Loss, of the loss and total comprehensive loss of the Company for the year ended on that date;
- 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;
- In the case of the Statement of Cash Flow, of the cash flows of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>The Company has created Deferred tax asset of Rs 1456.06 lakhs on business loss during the year ended 31st March 2019. The Company considers probability of future profits for reversal of Deferred Tax Asset, based on judgement of merger of its 100% subsidiary ITI Reinsurance Limited ("Subsidiary") w.e.f. appointed date 1st April 2018 (please refer notes 45 & 46).</p> <p>The Company has major investment of Rs. 32,612 lakhs in the Subsidiary and once merger is approved, it can generate adequate revenue out of it, to reverse deferred tax.</p> <p>Since, the Company's deferred tax asset recognition is based on its judgement and estimate of getting necessary approvals from all statutory authorities for merger of subsidiary from appointed date 1st April 2018, it is considered as key audit matter.</p>	<p>We have considered following in addressing the Key Audit Matter:</p> <ul style="list-style-type: none"> •ITI Reinsurance limited is 100% subsidiary of the Company. •The Subsidiary has surrendered its registration certificate to the Insurance Regulatory and Development Authority of India (IRDAI) for cancellation as the said subsidiary does not intend to do any reinsurance business. •The Merger has been filed with the National Company Law Tribunal (NCLT) for its approval from appointed date 1st April 2018. Management is in process of completing all formalities for merger. •Company's investment in subsidiary of Rs 32,612 lakhs will generate adequate revenue for reversing deferred tax asset.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Annual report but does not include the financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Director's report, if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance and will take appropriate action as per applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by 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 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 and the cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these financial statements;

- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, 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
3. 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 Company's Financial Statements disclose the impact of pending litigations on the financial position of the Company, in Note 43 to the 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.
4. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

For **Bathiya & Associates LLP**

Chartered Accountants

Firm Registration No. 101046W / W100063

Umesh B. Lakhani

Partner

Membership No.: 044981

Place: Mumbai

Date: May 2, 2019

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, 2019)

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.

- 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 Company does not have any immovable properties. Accordingly, Paragraph 3(i)(c) of the order is not applicable.
 - i. 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.
 - ii. The Company has granted unsecured loans to companies covered in the register maintained under section 189 of the Act; and with respect to the same:
 - 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.
 - iii. 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.
 - iv. 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.
 - v. 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.
 - vi.
 - 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 and 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, cess, goods and service tax and other material statutory dues as applicable were in arrears as at March 31, 2019 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, duty of customs, duty of excise, goods and service tax or value added tax, as applicable which have not been deposited as at March 31, 2019 with appropriate authorities on account of any dispute.
 - vii. To the best of our knowledge and according to the information and explanations given to us, the Company did not have any loans or borrowings from banks, financial institutions or government and has not issued any debentures. Accordingly, Paragraph 3(viii) of the order is not applicable.
 - viii. 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.
 - ix. 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.
 - x. According to the information and explanations given 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.
 - xi. The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
 - xii. 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 financial statements as required by the applicable accounting standards.

- xiii. 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.
- xiv. 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.
- xv. 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 2, 2019

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, 2019)

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 ("the Company") as of March 31, 2019 in conjunction with our audit of the 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 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 Act, 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 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, 2019, 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 2, 2019

Standalone Balance Sheet as at March 31, 2019

		(₹ in lakhs)	
Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
I ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3	7.14	8.52
(b) Investment property	4	-	7.99
(c) Intangible assets	5	22.43	-
(d) Investments in subsidiaries, associates and joint ventures	6	68,402.99	64,684.65
(e) Financial assets			
(i) Investments	7	1,317.24	-
(ii) Loans	8	353.56	168.74
(f) Deferred tax (net)	31	1,406.96	-
(g) Other non-current assets	9	323.63	194.46
2 Current assets			
(a) Inventories	10	1.90	324.92
(b) Financial assets			
(i) Trade receivables	11	6,042.22	2,800.68
(ii) Cash and cash equivalents	12	212.46	160.47
(iii) Other balances with bank	13	1.12	27.79
(iv) Loans	14	653.55	2,240.11
(v) Other financial current assets	15	799.60	2,306.33
(c) Other current assets	16	604.51	108.72
TOTAL ASSETS		80,149.31	73,033.38
II EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	17	5,102.38	5,102.38
(b) Other equity	18	33,526.11	35,366.43
2 Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	167.60	31,807.07
(b) Provisions	20	6.85	3.49
(c) Deferred tax (net)	31	-	44.43
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	33,867.25	0.20
(ii) Trade payables	22	1,186.95	271.35
(includes dues to micro and small enterprises: Nil (March 31, 2018 : NIL))			
(iii) Other financial liabilities	23	5,647.96	335.75
(b) Other current liabilities	24	643.25	101.58
(c) Provisions	25	0.96	0.70
TOTAL EQUITY AND LIABILITIES		80,149.31	73,033.38
Significant accounting policies	1 to 2		
Notes forming part of the Financial Statements	3 to 49		

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, May 02, 2019

For and on behalf of
THE INVESTMENT TRUST OF INDIA LIMITED

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

S. G. Muthu Kummar
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, 2019

(₹ in lakhs)			
Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
I Income			
Revenue from operations	26	32,686.31	11,439.71
Other income	27	622.68	1,297.27
Total Income		33,308.99	12,736.98
II Expenses:			
Purchases of stock-in-trade		28,441.64	9,527.44
Changes in inventories of stock-in-trade		321.05	(324.92)
Employee benefits expense	28	596.57	274.71
Finance costs	29	3,613.92	3,377.48
Depreciation and amortisation expense		15.99	6.71
Other expense	30	3,770.32	1,693.89
Total expense		36,759.49	14,555.31
III Loss before tax		(3,450.50)	(1,818.33)
IV Tax expense:	31		
Current tax		-	-
Deferred tax charge/(credit)		(1,451.51)	6.94
Excess/(short) tax provision in respect of earlier years		(1.63)	(27.74)
Total tax expenses		(1,453.14)	(20.80)
V Loss for the year		(1,997.36)	(1,797.53)
VI Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of post employment benefit obligations		0.46	(1.30)
(ii) Income tax relating to these items		(0.13)	-
Other comprehensive income for the year (net of tax)		0.33	(1.30)
VII Total comprehensive income for the year		(1,997.03)	(1,798.83)
VIII Earnings per equity share of ₹ 10 each:	39		
(1) Basic (₹)		(3.91)	(3.52)
(2) Diluted (₹)		(3.87)	(3.52)
Significant accounting policies	1 to 2		
Notes forming part of the Financial Statements	3 to 49		

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, May 02, 2019

**For and on behalf of
THE INVESTMENT TRUST OF INDIA LIMITED**

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Non-Executive Chairman
(DIN: 05333936)

S. G. Muthu Kummar
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, 2019

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax as per statement of Profit and Loss	(3,450.50)	(1,818.33)
Adjustments for :		
Depreciation and amortisation	15.99	6.71
Corporate guarantee charges	(98.15)	(81.77)
Assignment receivables written off	210.02	87.02
Profit on sale of property	(72.01)	-
Provision for employee benefits (Net)	11.88	(1.02)
Loss allowance on receivables	7.68	-
Amortisation of share issue expenses	9.21	-
Interest income	(106.38)	(1,123.67)
Net gain on fair valuation through profit and loss	(147.24)	(35.47)
Share based payment	194.71	-
Net gain on sale of investments	-	(4.35)
Interest on debentures	-	(4.80)
Remeasurements of post employment benefit obligations	0.46	(1.30)
Interest expense	3,607.96	3,370.62
Dividend income	(16.25)	(16.24)
Operating Profit before working capital change	167.38	377.39
Adjustments for :		
(Increase) / Decrease in trade and other receivables	(3,296.43)	(2,546.18)
(Increase) / Decrease in loans and others	2,211.97	(1,610.20)
(Increase)/ Decrease in inventories	323.02	(324.92)
Increase / (Decrease) in trade payables and other payables	6,761.22	(5,130.07)
	6,167.16	(9,233.97)
Direct tax paid (net)	(136.86)	11.72
NET CASH INFLOW /(OUTFLOW) FROM OPERATING ACTIVITIES	6,030.30	(9,222.25)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(5.17)	(2.96)
Purchase of intangible assets	(31.87)	-
Sale of property	80.00	-
(Increase) / Decrease in investments in subsidiaries	(3,620.19)	(353.56)
(Increase) / Decrease in investments in non current investments	(1,170.00)	-
Increase / (Decrease) in fixed deposits and other bank balances	26.67	6.13
Interest income	106.38	1,123.67
Dividend received	16.25	16.24
NET CASH INFLOW /(OUTFLOW) FROM INVESTING ACTIVITIES	(4,597.93)	789.52
C CASH FLOW FROM FINANCING ACTIVITIES		
Net borrowings	2,227.58	11,912.14
Interest expense	(3,607.96)	(3,370.62)
NET CASH INFLOW / (OUTFLOW) FROM FINANCING ACTIVITIES	(1,380.38)	8,541.53
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	51.99	108.80
Cash and cash equivalents at the beginning of the year	160.47	36.40
Pursuant to the Scheme of Merger	-	15.27
Cash and cash equivalents at the end of the year	212.46	160.47

Note:

Reconciliation of liabilities arising from financing activities

Particulars	As at March 31, 2018	Cash flows	Non cash changes	As at March 31, 2019
Long term borrowings	31,807.07	(31,643.41)	3.94	167.60
Short term borrowings	0.20	33,867.05	-	33,867.25
Total	31,807.27	2,223.64	3.94	34,034.85

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

Significant accounting policies

Notes forming part of the financial statements

(₹ in lakhs)

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, May 02, 2019

For and on behalf of
THE INVESTMENT TRUST OF INDIA LIMITED

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

S. G. Muthu Kummar
Chief Financial Officer

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

Haroon Mansuri
Company Secretary

Standalone statement of changes in equity for the year ended March 31, 2019

A	EQUITY SHARE CAPITAL	(₹ in lakhs)
	As at March 31, 2017	5,102.38
	Changes in equity	-
	As at March 31, 2018	5,102.38
	Changes in equity	-
	As at March 31, 2019	5,102.38

(₹ in lakhs)							
B	OTHER EQUITY	Share based payment	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Total
	Balance as at March 31, 2017	-	268.00	33,869.88	439.18	2,538.17	37,115.23
	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	781.40	35,366.43
	Profit for the year	-	-	-	-	(1,997.36)	(1,997.36)
	Other comprehensive income for the year	-	-	-	-	0.33	0.33
	Total comprehensive income for the year	-	-	-	-	(1,997.03)	(1,997.03)
	Share issue expenses	-	-	(38.00)	-	-	(38.00)
	Addition during the year	194.71	-	-	-	-	194.71
	Balance as at March 31, 2019	194.71	275.97	33,831.88	439.18	(1,215.63)	33,526.11

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, May 02, 2019

For and on behalf of
THE INVESTMENT TRUST OF INDIA LIMITED

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

S. G. Muthu Kummar
Chief Financial Officer

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

Haroon Mansuri
Company Secretary

Notes forming part of standalone financial statements for the year ended March 31, 2019

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 BSE Limited and National Stock Exchange of India Limited. The Company is engaged in advisory services and trading activities besides holding investment in subsidiaries. The Group business consists of equity and commodity broking, financial services, lending business, investment banking 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 the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

(ii) Application of new accounting pronouncement

Effective April 01, 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) -Revenue from contracts with customers. The effect on adoption of Ind AS 115 was insignificant.

(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.

(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.

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.

Notes forming part of standalone financial statements for the year ended March 31, 2019

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 excepted 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.

(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.

Notes forming part of standalone financial statements for the year ended March 31, 2019

(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

The Company derives revenues primarily from sale of traded goods and related services. The Company is also engaged in offering advisory services in capacity of investment manager to 'Alternate Investment Fund', Loan processing services and other professional services.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company recognises provision for sales return, based on the historical results, measured on net basis of the margin of the sale. Therefore, a refund liability, included in other current liabilities, are recognized for the products expected to be returned.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- 1 The customer simultaneously receives and consumes the benefits provided by the Company's performance.
- 2 The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- 3 The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied. Amounts disclosed as revenue are exclusive of GST/Service Tax as applicable.

Revenue from sale of advisory services are recognised at a time on which the performance obligation is satisfied. Amounts disclosed as revenue are exclusive of GST/Service Tax as applicable.

Notes forming part of standalone financial statements for the year ended March 31, 2019

(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.

(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.

(iv) Employee Options

The fair value of options granted is recognised as an employee benefit its expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- * including any market performance conditions
- * excluding the impact of any service and non-market performance vesting conditions, and
- * including the impact of any non-vesting conditions

(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, 2019

(r) Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and loss allowance on the following:

- 1 Trade receivables and Lease receivables
- 2 Financial assets measured as at amortised cost (other than trade receivables)

In case of Trade receivables and Lease receivables, the Company follows simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance.

In case of other assets, the Company determines if there has been significant increase in credit risk of financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12 months ECL is measured and recognised as loss allowance.

Subsequently, if the credit quality of financial asset improves such that, there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12 months ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with Contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are expected credit losses resulting from all possible default events over the expected life of financial assets. 12 months ECL are a portion of Lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that, they reflect unbiased and probability weighted amounts determined by range of outcome, taking into account the time value of money and other reasonable information available as result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward looking estimates. At each reporting date, the historically observed default rates and change in forward looking estimates are updated.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income / expenses in Statement of Profit and Loss under the head 'Other expenses'.

(s) Recent Accounting Pronouncements

Ind AS 116:

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from April 01, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Company is currently evaluating the impact on account of implementation of Ind AS 116 .

Notes forming part of standalone financial statements for the year ended March 31, 2019

(₹ in lakhs)

3	Property, Plant and equipment	Computers	Office equipments	Furniture and fixtures	Leasehold improvements	Total
	Gross Carrying Amount					
	Balance at March 31, 2017	5.07	0.03	0.14	12.55	17.80
	Additions	1.75	0.90	-	-	2.65
	Disposals	-	-	-	-	-
	Balance at March 31, 2018	6.82	0.93	0.14	12.55	20.45
	Additions	0.62	-	1.77	2.78	5.17
	Disposals	-	-	-	-	-
	Balance at March 31, 2019	7.44	0.93	1.91	15.33	25.62
	Accumulated Depreciation					
	Balance at March 31, 2017	1.95	0.02	-	3.66	5.63
	Additions	2.48	0.04	-	3.77	6.29
	Disposals	-	-	-	-	-
	Balance at March 31, 2018	4.43	0.06	-	7.43	11.92
	Additions	1.54	0.41	0.15	4.45	6.55
	Disposals	-	-	-	-	-
	Balance at March 31, 2019	5.97	0.47	0.15	11.88	18.47
	Net Carrying Amount					
	Balance as at March 31, 2018	2.39	0.87	0.14	5.12	8.52
	Balance as at March 31, 2019	1.47	0.46	1.76	3.45	7.14
4	Investment property					(₹ in lakhs)
	Gross Carrying Amount					
	Balance at March 31, 2017					-
	Additions on account of merger					11.32
	Additions					-
	Disposals					-
	Balance at March 31, 2018					11.32
	Additions					-
	Disposals					11.32
	Balance at March 31, 2019					-
	Accumulated Depreciation					
	Balance at March 31, 2017					-
	Additions on account of merger					2.92
	Additions					0.41
	Disposals					-
	Balance at March 31, 2018					3.33
	Additions					-
	Disposals					3.33
	Balance at March 31, 2019					-
	Net Carrying Amount					
	Balance at March 31, 2018					7.99
	Balance at March 31, 2019					-
	Fair Value					
	At March 31, 2018					78.00
	At March 31, 2019					-

Notes forming part of standalone financial statements for the year ended March 31, 2019

4 Investment property (Contd.....)

Particulars	(₹ in lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Rental income derived from investment property	2.46	2.40
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	2.46	2.40
Depreciation	-	0.41
Income from investment properties (Net)	2.46	1.99

(₹ in lakhs)	
5 Intangible assets	Computer Software
Gross Carrying Amount	
Balance at March 31, 2017	-
Additions	-
Disposals	-
Balance at March 31, 2018	-
Additions	31.87
Disposals	-
Balance at March 31, 2019	31.87
Accumulated Depreciation	
Balance at March 31, 2017	-
Additions	-
Disposals	-
Balance at March 31, 2018	-
Additions	9.44
Disposals	-
Balance at March 31, 2019	9.44
Net Carrying Amount	
Balance at March 31, 2018	-
Balance at March 31, 2019	22.43

6 Investments in subsidiaries, associates and joint ventures	As at March 31, 2019		As at March 31, 2018	
	No. of instruments	Amount (₹ in Lakhs)	No. of instruments	Amount (₹ in Lakhs)
A. Investments in Subsidiaries				
Unquoted				
(i) Equity Instruments at cost				
ITI Securities Broking Limited	1,66,50,000	3,862.13	1,66,50,000	3,846.92
Intime Multi Commodity Company Limited	30,00,000	307.96	30,00,000	307.52
Fortune Credit Capital Limited	5,00,00,000	12,662.50	5,00,00,000	12,600.00
ITI Asset Management Limited	6,00,000	3,035.00	6,00,000	3,035.00
Fortune Integrated Home Finance Limited	20,00,000	550.00	20,00,000	550.00
Antique Stock Broking Limited	3,50,00,000	3,762.50	3,50,00,000	3,750.00
ITI Capital Limited	69,91,810	1,006.30	69,91,810	1,006.30
Distress Asset Specialist Limited	1,00,000	16.13	1,00,000	16.13
ITI Reinsurance Limited	21,74,40,000	32,612.00	21,74,40,000	32,612.00
ITI Gilts Limited	1,00,00,000	965.85	1,00,00,000	958.35
ITI Mutual Fund Trustee Private Limited	10,000	1.00	10,000	1.00
IRC Credit Management Services Limited	10,000	1.00	10,000	1.00

Notes forming part of standalone financial statements for the year ended March 31, 2019

6 Investments in subsidiaries, associates and joint ventures (Contd....)	As at March 31, 2019		As at March 31, 2018	
	No. of instruments	Amount (₹ in Lakhs)	No. of instruments	Amount (₹ in Lakhs)
ITI Nirman Limited	50,000	5.00	50,000	5.00
United Petro Finance Limited	81,20,000	999.20	81,20,000	999.20
ITI Alternate Fund Management Limited	25,00,000	250.00	-	-
Sub total (i)		60,036.57		59,688.42
(ii) Preference Shares				
ITI Securities Broking Limited				
10% Redeemable cumulative preference shares	5,00,000	50.00	5,00,000	50.00
12.50% Redeemable cumulative preference shares	9,00,000	90.00	9,00,000	90.00
Fortune Credit Capital Limited				
0.01% Redeemable cumulative preference shares	3,400	3,400.00	-	-
Sub total (ii)		3,540.00		140.00
(iii) Debentures				
ITI Capital Limited	-	-	500	69.80
Sub total (iii)		-		69.80
(iv) Other entity				
ITI Growth Opportunities LLP		60.80		20.80
Sub total (iv)		60.80		20.80
Total(A) [(i)+(ii)+(iii)+(iv)]		63,637.37		59,919.02
B. Investments in Associates				
Unquoted				
(i) Equity Instruments at cost				
Fortune Integrated Assets Finance Limited	48,29,545	4,765.62	48,29,545	4,765.62
Total(B) [(i)]		4,765.62		4,765.62
Total(A+B)		68,402.99		64,684.65
Aggregate amount of quoted investments and Market value there of		-		-
Aggregate amount of unquoted investments		68,402.99		64,684.65
Aggregate amount of impairment in value of investments		-		-

7 Non-current investments	As at March 31, 2019		As at March 31, 2018	
	No. of instruments	Amount (₹ in Lakhs)	No. of instruments	Amount (₹ in Lakhs)
Unquoted				
At Fair Value through Profit and Loss				
Other Investments				
ITI Long Short Equity Fund	998.23	1,147.24	-	-
ITI Growth Opportunities Fund	170.00	170.00	-	-
Total		1,317.24		-
Aggregate amount of unquoted investments at cost		1,170.00		-

8 Non-current loans	As at March 31, 2019		As at March 31, 2018	
Unsecured, considered good				
Security Deposit		353.56		168.74
Total		353.56		168.74

(₹ in lakhs)

Notes forming part of standalone financial statements for the year ended March 31, 2019

		(₹ in lakhs)
	As at March 31, 2019	As at March 31, 2018
9 Other non-current assets		
Advance tax and tax deducted at source (Net)	323.63	185.14
Gratuity Asset	-	9.31
Total	323.63	194.46
		(₹ in lakhs)
	As at March 31, 2019	As at March 31, 2018
10 Inventories		
Stock in trade (At lower of cost or net realisable value)	1.90	324.92
Total	1.90	324.92
		(₹ in lakhs)
	As at March 31, 2019	As at March 31, 2018
11 Trade receivables		
Unsecured		
(a) Considered good	6,042.22	2,800.68
(b) Considered doubtful	7.68	-
	6,049.90	2,800.68
Less: Allowance for doubtful receivables	7.68	-
Total	6,042.22	2,800.68
		(₹ in lakhs)
	As at March 31, 2019	As at March 31, 2018
12 Cash and cash equivalents		
Balances with bank- current account	211.93	158.87
Cash on hand	0.53	1.61
Total	212.46	160.47
		(₹ in lakhs)
	As at March 31, 2019	As at March 31, 2018
13 Other balances with bank		
Deposits with original maturity for more than 3 months but less than 12 months	-	21.76
Unclaimed dividend account	1.12	6.03
Total	1.12	27.79
		(₹ in lakhs)
	As at March 31, 2019	As at March 31, 2018
14 Current loans		
Unsecured, considered good		
Loans to related parties	653.55	2,239.55
Loans to employees	-	0.56
Total	653.55	2,240.11

Notes forming part of standalone financial statements for the year ended March 31, 2019

		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
15 Other current financial assets			
Unsecured, considered good			
Interest Accrued and due			
-Related party	77.43	0.56	
-Other	-	1,134.44	
Preference dividend receivable from related party	113.73	97.48	
Receivable against sale of investments	-	159.48	
Other receivable	56.02	14.71	
Assignment receivables	241.53	517.30	
Advance for investments (Refer note 43)	300.50	300.50	
Receivables from related party	10.39	81.85	
Total	799.60	2,306.33	

		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
16 Other current assets			
Prepaid expenses	0.17	3.09	
Gratuity assets	3.08	2.03	
Balances with authorities	329.66	4.12	
Unamortised expenses	64.27	-	
Other amount recoverable in cash or kind or for value to be received			
Related parties	135.00	-	
Others	72.33	99.48	
Total	604.51	108.72	

		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
17 Equity share capital			
Authorised			
10,30,00,000 equity shares of ₹ 10 each (March 31, 2018: 10,30,00,000)	10,300.00	10,300.00	
Total	10,300.00	10,300.00	
Issued, subscribed and fully paid-up			
5,10,23,767 equity shares of ₹ 10 each (March 31, 2018: 5,10,23,767)	5,102.38	5,102.38	
Total	5,102.38	5,102.38	

(a) Reconciliation of number of shares

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	Amount (₹ in Lakhs)	No. of shares	Amount (₹ in Lakhs)
Equity Shares				
Opening Balance	5,10,23,767	5,102.38	5,10,23,767	5,102.38
Issued during the year	-	-	-	-
Closing Balance	5,10,23,767	5,102.38	5,10,23,767	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, 2019		As at March 31, 2018	
	No. of shares	% of holding	No. of shares	% of holding
Neostar Developers LLP	2,37,42,082	46.53	2,37,42,082	46.53
Aditya InfoTech Private Limited	1,21,54,262	23.82	1,21,54,262	23.82

(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, 2019

(₹ in lakhs)

18 Other Equity	Share based payment	Capital Reserve	Securities Premium Account	General Reserve	Retained Earnings	Total
Balance as at March 31, 2017	-	268.00	33,869.88	439.18	2,538.17	37,115.23
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	781.40	35,366.43
Profit for the year	-	-	-	-	(1,997.36)	(1,997.36)
Other Comprehensive Income for the year	-	-	-	-	0.33	0.33
Total Comprehensive Income for the year	-	-	-	-	(1,997.03)	(1,997.03)
Addition during the year	194.71	-	-	-	-	194.71
Share issue expenses	-	-	(38.00)	-	-	(38.00)
Balance as at March 31, 2019	194.71	275.97	33,831.88	439.18	(1,215.63)	33,526.11

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)

19 Non-current borrowings	As at March 31, 2019	As at March 31, 2018
Unsecured		
Redeemable cumulative preference shares #	167.60	163.66
Optionally convertible Debenture *	-	31,643.41
Total	167.60	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	Repayable on January 1, 2023. Rate of interest 1.00% p.a.
*	30,000 Optionally Convertible Debentures of ₹ 1,00,000/- each	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.

Notes forming part of standalone financial statements for the year ended March 31, 2019

		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
20 Non-current provisions			
Provision for employee benefit			
Gratuity		0.33	-
Unavailed leave		6.52	3.49
Total		6.85	3.49
		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
21 Current borrowings			
Unsecured			
Loan from related party		32,867.25	-
Loans repayable on demand		1,000.00	0.20
Total		33,867.25	0.20
		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
22 Trade payables			
Amount due to micro and small enterprises (Refer note 48)		-	-
Others		1,186.95	271.35
Total		1,186.95	271.35
		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
23 Other current financial liabilities			
Unclaimed dividends		1.13	6.08
Security deposit		-	2.75
Preference dividend payable		3.10	3.29
Dividend distribution tax on preference dividend		0.11	0.11
Other payables		2,121.38	60.94
Other payables to related party		2.81	2.07
Interest accrued and due			
Related parties		180.25	145.48
Others		3,339.18	115.03
Total		5,647.96	335.75
		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
24 Other current liabilities			
Statutory liabilities		643.25	101.58
Total		643.25	101.58
		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
25 Current provisions			
Provision for employee benefit			
Unavailed leave		0.96	0.70
Total		0.96	0.70

Notes forming part of standalone financial statements for the year ended March 31, 2019

		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
26	Revenue from operations		
	Sale of Product		
	Traded goods	29,476.15	9,419.25
	Sale of Services		
	Professional and processing fees	3,145.09	1,929.41
	Other Operating Revenue		
	Income from assignment receivables	65.07	86.58
	Interest on fixed deposits	-	1.27
	Interest Income on hire purchase	-	3.19
	Total	32,686.31	11,439.71
		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
27	Other income		
	Interest income	106.38	1,123.67
	Net gain on fair valuation through profit and loss	147.24	35.47
	Corporate guarantee charges	98.15	81.77
	Interest on debentures	-	4.80
	Dividend income	16.25	16.24
	Net gain on sale of investments	-	4.35
	Rent income	180.06	30.60
	Miscellaneous income	2.59	0.37
	Profit on sale of property	72.01	-
	Total	622.68	1,297.27
		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
28	Employee benefit expense		
	Salaries , bonus and allowances	379.66	269.84
	Contributions to gratuity, provident and other funds	18.86	0.84
	Share based payment (Refer note no. 38)	194.71	-
	Staff welfare expenses	3.34	4.03
	Total	596.57	274.71
		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
29	Finance cost		
	Interest expense on borrowings	3,607.96	3,370.62
	Interest expense on preference shares	5.44	6.59
	Bank charges	0.52	0.27
	Total	3,613.92	3,377.48

Notes forming part of standalone financial statements for the year ended March 31, 2019

		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
30 Other expenses			
Commission expenses		2,640.26	1,261.20
Other operational expenses		10.89	9.16
Exchange and Regulator expenses		54.77	42.64
Rent (Refer note 39)		600.11	110.48
Rates and taxes		19.65	0.70
Printing and stationery		2.70	2.27
Travelling and conveyance expenses		6.95	20.06
Depository charges		1.58	-
Motor vehicle expenses		6.00	6.55
Electricity charges		32.64	30.14
Communication expenses		2.05	4.33
Advertisement expenses		6.44	3.94
Legal and professional fees		55.88	30.92
Auditors' remuneration			
-Statutory audit		3.30	2.75
-Tax audit		0.99	0.99
-Others		5.89	3.11
Repairs and maintenance			
-Building		12.78	8.01
-Others		5.87	6.23
Business promotion expenses		6.52	14.51
Assignment receivables written off		210.02	87.02
Directors' sitting fees		19.60	19.35
Amortisation of share issue expenses		9.21	-
Loss allowance on receivable		7.68	-
Computer software charges		31.70	21.52
Miscellaneous expenses		16.84	8.01
Total		3,770.32	1,693.89

		(₹ in lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
31 Income taxes			
A) Tax expense recognised in the Statement of Profit and Loss			
Current tax			
Current tax on taxable income for the year		-	-
		-	-
Deferred Tax			
Deferred tax charge/(credit)		(1,451.51)	6.94
		(1,451.51)	6.94
Excess/(short) tax provision in respect of earlier years		(1.63)	(27.74)
		(1.63)	(27.74)
Total Income Tax expense/(credit)		(1,453.14)	(20.80)

Notes forming part of standalone financial statements for the year ended March 31, 2019

31 Income taxes (Contd.....)

(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

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Enacted income tax rate in India applicable to the Company	27.82%	27.55%
Profit before tax	(3,450.50)	(1,818.33)
Current tax expenses on Profit before tax expenses at the enacted income tax rate in India	(959.93)	(500.95)
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income		
Effect of non recognition of deferred tax asset on losses	-	507.89
Allowances under Income Tax Act 1961	(457.20)	-
Excess/(short) tax provision in respect of earlier years	(1.63)	(27.74)
Tax on other comprehensive income	(0.13)	-
Others	(34.25)	-
Total income tax expense/(credit)	(1,453.14)	(20.80)

(C) The movement in deferred tax assets and liabilities during the year ended March 31, 2018 and March 31, 2019

(i) Components of deferred tax assets and liabilities as at March 31, 2019

Particulars	Balance as at April 1, 2018	Credit/(charge) in statement of profit or loss (including OCI)	Balance as at March 31, 2019
Property, plant and equipment and intangible assets	9.62	(7.66)	1.96
Defined benefit plans	1.12	0.94	2.06
Business loss	-	1,456.06	1,456.06
Others	(55.17)	2.05	(53.13)
Total	(44.43)	1,451.39	1,406.96

(ii) Components of deferred tax assets and liabilities as at March 31, 2018

Particulars	Balance as at April 1, 2017	Credit/(charge) in statement of profit or loss (including OCI)	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)	(21.47)	(55.17)
Total	(21.36)	(23.07)	(44.43)

Details of Deferred Tax Asset/ (Liability)

Particulars	As at March 31, 2019	As at March 31, 2018
Property, plant and equipment	1.88	9.62
Defined benefit plans	2.06	1.12
Business Loss	1,456.06	-
Others	(53.04)	(55.17)
Details of Deferred Tax Asset/ (Liability)	1,406.96	(44.43)

Notes forming part of standalone financial statements for the year ended March 31, 2019

32 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.

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Financial assets for which loss allowances is measured using the expected credit loss		
Trade receivables		
less than 180 days	5,868.22	2,629.53
180 - 365 days	0.42	18.56
beyond 365 days	173.58	152.58
Total	6,042.22	2,800.68

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.

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, 2019		
Borrowings	33,867.25	167.60
Trade and other payables	6,834.90	-
	40,702.15	167.60
As at March 31, 2018		
Borrowings	0.20	31,807.07
Trade and other payables	607.10	-
	607.30	31,807.07

Market Risk

Exposure to interest rate risk

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Total Borrowings	34,034.85	31,807.27
% of Borrowings out of above bearing variable rate of interest	-	-

Notes forming part of standalone financial statements for the year ended March 31, 2019

33 Capital Risk Management

The Company aims 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)		
	As at March 31, 2019	As at March 31, 2018
Debt equity ratio		
Debt (includes non-current, current borrowings and current maturities of long term debt)	34,034.85	31,807.27
Less: Cash and cash equivalents	212.46	160.47
Less: Other balances with bank	-	21.76
Net debt	33,822.39	31,625.04
Total equity	38,628.49	40,468.81
Net debt to total equity ratio	0.88	0.78

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, 2019

34 Fair Value Measurement (Contd.....)

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2019	Non Current	Current	Total	Fair value through Profit and Loss			Fair value 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	
Financial Assets													
Investments													
Others	1,317.24	-	1,317.24	1,147.24	-	170.00	-	-	-	-	-	-	1,317.24
Other assets													
Cash and cash equivalents	-	212.46	212.46	-	-	-	-	-	-	-	-	212.46	212.46
Trade receivables	-	6,042.22	6,042.22	-	-	-	-	-	-	-	-	6,042.22	6,042.22
Other balances with bank	-	1.12	1.12	-	-	-	-	-	-	-	-	1.12	1.12
Loans to related parties	-	653.55	653.55	-	-	-	-	-	-	-	-	653.55	653.55
Interest receivables	-	77.43	77.43	-	-	-	-	-	-	-	-	77.43	77.43
Other financial assets	-	722.17	722.17	-	-	-	-	-	-	-	-	722.17	722.17
Security deposits	353.56	-	353.56	-	-	-	-	-	-	-	-	353.56	353.56
Total	1,670.80	7,708.95	9,379.75	1,147.24	-	170.00	-	-	-	-	-	8,062.51	9,379.75
Financial Liabilities													
Borrowings	167.60	33,867.25	34,034.85	-	-	-	-	-	-	-	-	33,867.25	34,034.85
Trade Payables	-	1,186.95	1,186.95	-	-	-	-	-	-	-	-	1,186.95	1,186.95
Other Financial Liabilities	-	5,647.96	5,647.96	-	-	-	-	-	-	-	-	5,647.96	5,647.96
Total	167.60	40,702.16	40,869.76	-	-	-	-	-	-	-	167.60	40,702.16	40,869.76

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2018	Non Current	Current	Total	Fair value through Profit and Loss			Fair value 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	
Financial Assets													
Cash and cash equivalents	-	160.47	160.47	-	-	-	-	-	-	-	-	160.47	160.47
Trade receivables	-	2,800.68	2,800.68	-	-	-	-	-	-	-	-	2,800.68	2,800.68
Other balances with bank	-	27.79	27.79	-	-	-	-	-	-	-	-	27.79	27.79
Loans to related parties	-	2,239.55	2,239.55	-	-	-	-	-	-	-	-	2,239.55	2,239.55
Loans to employees	-	0.56	0.56	-	-	-	-	-	-	-	-	0.56	0.56
Interest	-	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
Security deposits	168.74	-	168.74	-	-	-	-	-	-	-	-	168.74	168.74
Total	168.74	7,535.39	7,704.12	-	-	-	-	-	-	-	-	7,704.12	7,704.12
Financial Liabilities													
Borrowings	31,807.07	0.20	31,807.27	-	-	-	-	-	-	-	163.66	31,643.61	31,807.27
Trade Payables	-	271.35	271.35	-	-	-	-	-	-	-	-	271.35	271.35
Other Financial Liabilities	-	335.75	335.75	-	-	-	-	-	-	-	-	335.75	335.75
Total	31,807.07	607.30	32,414.37	-	-	-	-	-	-	-	163.66	32,250.72	32,414.37

Notes forming part of standalone financial statements for the year ended March 31, 2019

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	
	2018-2019	2017-2018	2018-2019	2017-2018	2018-2019	2017-2018
Segment revenue						
External revenue	3,832.84	3,317.73	29,476.15	9,419.25	33,308.99	12,736.98
Inter segment revenue	-	-	-	-	-	-
Total revenue	3,832.84	3,317.73	29,476.15	9,419.25	33,308.99	12,736.98
Segment Result	(550.04)	1,342.41	713.46	216.73	163.42	1,559.14
Interest expense	-	-	-	-	3,613.92	3,377.48
Profit before tax	(550.04)	1,342.41	713.46	216.73	(3,450.50)	(1,818.34)
Provision for tax						
Current tax	-	-	-	-	-	-
Deferred tax	(1,451.51)	6.94	-	-	(1,451.51)	6.94
Excess/(short) tax provision in respect of earlier years	(1.63)	(27.74)	-	-	(1.63)	(27.74)
Profit after tax (before exceptional items)	903.10	1,363.21	713.46	216.73	(1,997.36)	(1,797.54)
Exceptional items	-	-	-	-	-	-
Profit after tax (after exceptional items)	903.10	1,363.21	713.46	216.73	(1,997.36)	(1,797.54)
Segment assets	74,826.88	70,458.11	5,322.43	2,575.27	80,149.31	73,033.38
Segment liabilities	40,474.75	30,144.99	1,046.07	2,419.58	41,520.82	32,564.57
Net Segment Assets	34,352.13	40,313.12	4,276.36	155.69	38,628.49	40,468.81
Other Information						
a) Capital expenditure	6.55	6.29	-	-	6.55	6.07
b) Depreciation	15.99	6.71	-	-	15.99	5.63

Notes forming part of standalone financial statements for the year ended March 31, 2019

36 Related party Transactions

a) Names of related parties and nature of relationship

i) Related parties where control exists	
ITI Securities Broking Limited (Formerly known as Intime Equities Limited)	Wholly owned subsidiary
Fortune Credit Capital Limited	Wholly owned subsidiary
Intime Multi Commodity Company Limited	Wholly owned subsidiary
ITI Asset Management Limited	Subsidiary
Antique Stock Broking Limited	Wholly owned subsidiary
ITI Capital Limited	Wholly owned subsidiary
Distress Asset Specialist Limited	Wholly owned subsidiary
ITI Reinsurance Limited	Wholly owned subsidiary
Fortune Integrated Home Finance Limited	Wholly owned subsidiary
ITI Mutual Fund Trustee Private Limited	Wholly owned subsidiary
ITI Gilts Limited	Wholly owned subsidiary
ITI Nirman Limited	Wholly owned subsidiary
IRC Credit Management Services Limited	Wholly owned subsidiary
ITI Growth Opportunities LLP	Subsidiary
ITI Alternate Funds Management Limited	Wholly owned subsidiary (w.e.f. 28.06.2018)
United Petro Finance Limited	Associate (upto 14.10.2018) Subsidiary (w.e.f. 15.10.2018)
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
Wind Construction Limited	Subsidiary of associate
Purushothama Perumal Renewable Energy Private Limited	Step-down Subsidiary of Associate (w.e.f. 30.03.2019)
iii) Key managerial personnel and their relatives	
Mr. Prateek Tayal	Manager
Mr. S. G. Muthu Kummar	Chief Financial Officer
Mr. Haroon Mansuri	Company Secretary

b) Details of transactions with related parties referred to above

(₹ in lakhs)

Nature of Transactions	Maximum balance out-standing at any time during the year		Transaction amount	
	2018-19	2017-18	2018-19	2017-18
1. Remuneration				
Mr. Prateek Tayal			47.38	33.81
Mr. Haroon Mansuri			14.27	11.83
2. Contribution to Provident fund				
Mr. Prateek Tayal			1.24	0.73
Mr. Haroon Mansuri			0.59	0.48
3. Interest charged				
ITI Asset Management Limited			2.51	0.31
Distress Asset Specialist Limited			83.25	95.73
ITI Mutual Fund Trustee Private Limited			0.30	-

Notes forming part of standalone financial statements for the year ended March 31, 2019

(₹ in lakhs)

36 Related party Transactions (Contd.....)

Nature of Transactions	Maximum balance out-standing at any time during the year		Transaction amount	
	2018-19	2017-18	2018-19	2017-18
4. Interest paid				
Fortune Credit Capital Limited			25.93	161.65
Antique Stock Broking Limited			12.35	-
ITI Reinsurance Limited			119.84	-
Fortune Integrated Home Finance Limited			25.28	-
ITI Alternate Funds Management Limited			21.95	-
5. Premium on redemption of debentures				
ITI Asset Management Limited			929.45	-
6. Processing fees				
United Petro Finance Limited			550.00	-
7. Rent charged				
ITI Gilts Limited			4.80	4.80
Distress Asset Specialist Limited			4.80	4.80
ITI Asset Management Limited			14.40	14.40
ITI Mutual Fund Trustee Private Limited			3.60	3.60
Fortune Integrated Assets Finance Limited			50.00	-
United Petro Finance Limited			50.00	-
ITI Securities Broking Limited			50.00	-
8. Corporate guarantee commission charged				
Fortune Credit Capital Limited			62.50	9.66
Antique Stock Broking Limited			12.50	25.00
ITI Securities Broking Limited			15.21	46.22
Intime Multi Commodity Company Limited			0.44	0.89
ITI Gilts Limited			7.50	-
9. Reimbursement				
Fortune Integrated Assets Finance Limited			11.68	9.39
10. Subscription of equity shares/Capital contribution of subsidiaries				
ITI Nirman Limited			-	5.00
ITI Growth Opportunities LLP			40.00	20.80
ITI Alternate Fund Management Limited			250.00	-
11. Redemption of debentures				
ITI Asset Management Limited			5,000.00	-
12. Assignment collection received				
Fortune Integrated Assets Finance Limited			147.19	378.50
13. Loan taken from				
Fortune Credit Capital Limited	1,749.40	3,494.00	800.66	6,108.90
ITI Alternate Fund Management Limited	244.75	-	244.75	-
ITI Reinsurance Limited	32,095.00	-	32,095.00	-
Antique Stock Broking Limited	500.00	-	1,315.00	-
Fortune Integrated Home Finance Limited	556.00	-	556.00	-
14. Loan repaid to				
Fortune Credit Capital Limited			800.66	6,108.90
ITI Alternate Fund Management Limited			26.00	-

Notes forming part of standalone financial statements for the year ended March 31, 2019

36 Related party Transactions (Contd.....)

(₹ in lakhs)

Nature of Transactions	Maximum balance out-standing at any time during the year		Transaction amount	
	2018-19	2017-18	2018-19	2017-18
ITI Reinsurance Limited			32,095.00	-
Antique Stock Broking Limited			1,315.00	-
Fortune Integrated Home Finance Limited			2.50	-
15. Loan given to				
Fortune Credit Capital Limited	-	1,544.10	-	1,763.10
Distress Asset Specialist Limited	681.45	922.45	111.50	203.87
ITI Asset Management Limited	40.00	20.00	101.90	20.00
ITI Nirman Limited	-	100.00	-	100.00
ITI Mutual Fund Trustee Private Limited	6.00	-	6.00	-
16. Loan received back				
Fortune Credit Capital Limited			1,409.50	219.00
Distress Asset Specialist Limited			268.00	429.87
ITI Asset Management Limited			121.90	-
ITI Nirman Limited			-	100.00
ITI Mutual Fund Trustee Private Limited			6.00	-
17. Issue of debentures				
ITI Asset Management Limited			-	5,000.00

c. Amount due to/from related parties

(₹ in lakhs)

Nature of Transactions	As at March 31, 2019	As at March 31, 2018
1. Loan taken from		
ITI Alternate Fund Management Limited	218.75	-
Fortune Integrated Home Finance Limited	553.50	-
ITI Reinsurance Limited	32,095.00	-
2. Loan given to		
Fortune Credit Capital Limited	134.60	1,544.10
Distress Asset Specialist Limited	518.95	675.45
ITI Asset Management Limited	-	20.00
3. Other receivables		
Fortune Credit Capital Limited	-	8.69
ITI Securities Broking 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	74.90	-
ITI Asset Management Limited	2.26	0.56
ITI Mutual Fund Trustee Private Limited	0.27	-
5. Interest accrued and due on Inter corporate loan/advance taken		
Fortune Credit Capital Limited	23.34	145.48
ITI Reinsurance Limited	114.40	-
Fortune Integrated Home Finance Limited	22.76	-
ITI Alternate Fund Management Limited	19.75	-

Notes forming part of standalone financial statements for the year ended March 31, 2019

36 Related party Transactions (Contd.....)

(₹ in lakhs)

Nature of Transactions	As at March 31, 2019	As at March 31, 2018
6. Assignment collection receivables		
Fortune Integrated Assets Finance Limited	10.39	3.60
7. Remuneration		
Mr. Prateek Tayal	2.81	2.07
Mr. Haroon Mansuri	0.96	0.79
8. Guarantees given		
ITI Securities Broking Limited	8,500.00	12,500.00
Antique Stock Broking Limited	5,000.00	5,000.00
Intime Multi Commodity Company Limited	300.00	300.00
Fortune Credit Capital Limited	-	30,000.00
ITI Gilts Ltd	11,000.00	11,000.00
United Petro Finance Limited	17,500.00	-

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.

Particulars	As at March 31, 2019	As at March 31, 2018
I Changes in defined benefit obligations		
Present value of obligation as at the beginning of the year	8.04	6.69
Current service cost	3.73	1.77
Past service cost	-	0.44
Interest cost	0.53	0.48
Components of actuarial gain/losses on obligations		
Due to Change in financial assumptions	(0.21)	(0.30)
Due to change in demographic assumption	-	-
Due to experience adjustments	(0.35)	(1.04)
Present value of obligation as at the beginning of the year	11.74	8.04
II Change in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the year	13.50	12.57
Interest Income	1.09	0.96
Contributions by employer	-	-
Remeasurement Gain/(Loss)		
Return on plan assets excluding amounts included in interest income	(0.10)	(0.03)
Fair value of plan assets at the end of the year	14.49	13.50
III Net employee benefit expenses for the year		
Current service cost	3.73	1.77
Past service cost and loss/(gain) on curtailments and settlement	-	0.44
Net interest cost	(0.56)	(0.49)
Net employee benefit expenses for the year	3.17	1.73
Other Comprehensive Income for the current period		
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	(0.21)	(0.29)
Due to change in demographic assumption	-	-
Due to experience adjustments	(0.35)	(1.04)
Return on plan assets excluding amounts included in interest income	0.10	0.03
Other Comprehensive Income for the current period	(0.46)	(1.30)

Notes forming part of standalone financial statements for the year ended March 31, 2019

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

Particulars		As at March 31, 2019	As at March 31, 2018
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)	7.80%	7.60%
	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%	11.23	7.69
	(% change)	-4.28%	-4.28%
	Decrease by 0.5%	12.28	8.41
	(% change)	4.65%	4.62%
	Salary growth rate Sensitivity		
	Increase by 0.5%	12.06	8.29
	(% change)	2.75%	3.14%
	Decrease by 0.5%	11.22	7.79
	(% change)	-4.42%	-3.07%
	Withdrawal rate (W.R.) Sensitivity		
	Increase by 0.5%	11.81	8.07
	(% change)	0.60%	0.35%
	Decrease by 0.5%	11.66	8.01
	(% change)	-0.62%	-0.34%
VII	Maturity profile of defined benefit obligation is as follows:		
	Within the next 12 months	2.76	2.03
	Later than 1 year and not later than 5 years	1.26	0.77
	Later than 5 year	3.30	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 cash flows.		
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.		

Notes forming part of standalone financial statements for the year ended March 31, 2019

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

- 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 ₹ 9.18 lakhs (Previous year ₹ 6.94 lakhs) in the Statement of Profit and Loss for the year ended March 31, 2019 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 Employee Stock Option Scheme

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.

Details of Employee Stock Options

Sr. No.	Particulars	Remarks	
1.	Date of grant	19 th April, 2018	23 rd November, 2018
2	Options granted	3,00,000	3,00,000
3	Options vested	Nil	Nil
4	Options exercised	Nil	Nil
5	The total number of shares arising as a result of exercise of options	Nil	Nil
6	options lapsed	Nil	Nil
7	Vesting date		
		For 2,50,000 options - 19 th April, 2019	For 3,00,000 options – 23 rd November, 2020
		For 50,000 options - 1 st June, 2020	
8	Assumed exercised period (in years)	For 2,50,000 options - 19 th April, 2019 – 2 years	For 3,00,000 options – 2.5 years
		For 50,000 options - 1 st June, 2020 – 3.17 years	
9	the exercise price	₹ 247.25	₹ 220.85
10	variation in terms of options	Not applicable	Not applicable
11	money realised by exercise of options	Not yet due for exercise	Not yet due for exercise
12	total number of options in force	3,00,000	3,00,000
13	employee wise details of options granted to:		
	a) Key Managerial Personnel	Nil	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.	Mr. George Heber Joseph 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	Not applicable
14	a) any material change to the scheme and whether such scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014	No	No

Notes forming part of standalone financial statements for the year ended March 31, 2019

38 Employee Stock Option Scheme (Contd.....)

The fair value has been calculated using Black Sholes Options Pricing Model and significant assumptions made in this regard are as follows:

	Particulars	Vest dated 19 th April, 2019	Vest dated 1 st June, 2020	Vest dated 23 rd November, 2020
1.	Stock Price (₹)	247.25	247.25	225.15
2.	Strike/ Exercise Price	247.25	247.25	220.85
3.	Expected Life of options (no. of years)	2.0	3.17	2.50
4.	Risk free rate of interest (%)	7.48	7.48	7.70
5.	Implied Volatility factor (%)	31.12	31.12	33.25
6.	Fair value per Option at year end (₹)	59.50	78.52	67.01

In respect of options granted under ESOP, accounting is done as per requirements of Ind AS 102 Share based Payments. Expenses on account of Share based payments during the year amounts to ₹ 194.71 lakhs.

Summary of Employee Stock Option Schemes ('ESOS')

For the Period from 01/04/2018 to 31/03/2019

Sr. No.	Particulars of Options / Scheme	ESOP 2017
1	Outstanding as at beginning of the period	---
2	Granted during the period	6,00,000
3	Date of Grant	16/04/2018 & 23/11/2018
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 (Grants)	6,00,000
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

- 39 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 "30" is ₹ 600.11 lakhs (previous year ₹ 110.48 lakhs). Details of the minimum lease payments for the operating leases are provided hereunder:

Particulars	(₹ in lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Not later than one year	659.39	54.09
Later than one year but not later than five years	1,462.98	4.51
Later than five years	79.45	-

Notes forming part of standalone financial statements for the year ended March 31, 2019

40 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, 2019	As at March 31, 2018
Basic Earnings Per Share		
Number of equity shares at the beginning of the year	5,10,23,767	5,10,23,767
Addition during the year	-	-
Number of equity shares at the end of the year	5,10,23,767	5,10,23,767
Weighted average number of equity shares	5,10,23,767	5,10,23,767
Net profit/(loss) after tax (₹ in lakhs)	(1,997.36)	(1,797.53)
Basic earning per equity share of ₹ 10 each (in ₹)	(3.91)	(3.52)
Diluted Earnings Per Share		
Number of equity shares at the beginning of the year	5,10,23,767	5,10,23,767
Dilutive effect of outstanding equity shares	6,00,000	-
Addition during the year	-	-
Number of equity shares at the end of the year	5,16,23,767	5,10,23,767
Weighted average number of equity shares	5,16,23,767	5,10,23,767
Net profit/(loss) after tax (₹ in lakhs)	(1,997.36)	(1,797.53)
Diluted earning per equity share of ₹ 10 each (in ₹)	(3.87)	(3.52)

41 Expenditure in Foreign Currency

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Business Promotion Expenses	-	8.38
Travelling and Conveyance Expenses	-	8.40

42 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 ₹ 42,300 lakhs (Previous year ₹ 58,800 lakhs)
 - Claims not acknowledged by the Company relating to income tax ₹ 10.26 lakhs (Previous year ₹ 28.78 lakhs).
 - There are no outstanding capital commitments as on March 31, 2019 (Previous year Nil).
- 43** 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.
- 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 revised the Scheme of arrangement at the meeting of the Board of Directors held on 07th December, 2018 (" Proposed Scheme-1") and submitted the same to stock exchanges for its approval. 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** During the year ended March 31, 2019, ITI Reinsurance Limited – a subsidiary of the Company has surrendered its registration certificate to the IRDAI for cancellation as the said subsidiary does not intend to do reinsurance business.
- 46** The Scheme of Amalgamation and Arrangement ("Scheme-2") between ITI Reinsurance Limited ("ITI Re" or Transferor Company) a wholly owned subsidiary and The Investment Trust of India Limited ("The ITI" or Transferee Company) and their respective shareholders and creditors with effect from April 1, 2018 (appointed date) was approved by the Board of Directors of the Companies on March 25, 2019 and the same has been filed with the National Company Law Tribunal (NCLT) for its approval. As the approval for the Scheme-2 from NCLT and other authorities is pending, no effect of the scheme has been give in this financial statements.

Notes forming part of standalone financial statements for the year ended March 31, 2019

47 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, 2019	Maximum outstanding during the year
Distress Asset Specialist Limited	518.95	681.45
ITI Mutual Fund Trustee Private Limited	-	6.00
ITI Asset Management Limited	-	40.00
Fortune Credit Capital Limited	134.60	-

48 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	2018-19	2017-18
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.

49 Previous year's figures are reworked, regrouped, rearranged and reclassified wherever necessary, to conform to the current year's classification.

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, May 2, 2019

For and on behalf of
THE INVESTMENT TRUST OF INDIA LIMITED

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

S. G. Muthu Kummar
Chief Financial Officer

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

Haroon Mansuri
Company Secretary

NOTICE

Notice is hereby given that the **Twenty Eighth** 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 **Tuesday, 24th September, 2019** 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, 2019 along with the schedules and the reports of the Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2019.
2. To appoint a Director in place of Ms. Khyati Valia, (DIN: 03445571) who retires by rotation at this AGM and being eligible, offers herself 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 M/s Ramesh M. Sheth & Associates, Chartered Accountants, Mumbai having Firm Registration No. 111883W be and are hereby appointed as statutory auditors of the Company to hold office from the conclusion of this annual general meeting till the conclusion of Thirty Third Annual General Meeting (AGM for the year 2024) 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, 2020 as may be determined by the audit committee in consultation with the statutory auditors."

SPECIAL BUSINESS:

4. **Re-appointment & payment of remuneration to Mr. Prateek Tayal as a Manager under the Companies Act, 2013**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company, Mr. Prateek Tayal be and is hereby re-appointed as Manager under the Companies Act, 2013 for a period three years with effect from 6th October, 2019 on terms and conditions including remuneration payable to him as mutually agreed;

RESOLVED FURTHER that Mr. Prateek Tayal in the capacity of Manager will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

5. **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 Rs. 2,500 Crores (Rupees Two Thousand Five Hundred 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."

6. **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 27th Annual General Meeting of the members of the Company

held on 26th December, 2018, pursuant to the then applicable Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 2013 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 Rs. 1,500 crores (Rupees One Thousand Five Hundred Crores only) 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."

7. **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 of 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 Rs. 1,500 crores (Rupees One Thousand Five Hundred Crores only) 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."

8. **Ratification for corporate guarantee given for United Petro Finance Limited**

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 other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time and Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended hereinafter referred as ("SEBI LODR Regulations") the Company hereby ratifies the corporate guarantees aggregating to Rs. 175.00 crores (Rupees One Hundred Seventy Crores only) given by the Company to the Bank of Baroda and Standard Chartered Bank against the credit facilities availed by United Petro Finance Limited, a subsidiary of the Company

RESOLVED FURTHER THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, consent of the members be and is hereby accorded for ratification of the transactions entered in to by the Company for providing Corporate Guarantees aggregating to Rs. 175.00 crores (Rupees One Hundred Seventy Crores only) given by the Company to the Bank of Baroda and Standard Chartered Bank against the credit facilities availed by United Petro Finance Limited, a subsidiary of the Company being considered as related party.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
Haroon Mansuri
Company Secretary**

Mumbai, August 6, 2019

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 **18th September, 2019 to 24th September, 2019** (both days inclusive).

The annual report containing stand-alone & consolidated financial statements for the financial year ended March 31, 2019 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 28th Annual General Meeting to be held on **Tuesday, 24th September, 2019 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 28th Annual General Meeting to be held on **Tuesday, 24th September, 2019 at 10.00 a.m.**

(B) General:

- 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'.
- If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- The e-voting period commences on **Friday, 20th September, 2019 (9.00 a.m.) and ends on Monday, 23rd September, 2019 (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, **17th September, 2019**, 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.
- 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 **17th September, 2019**.
- CS Dinesh Kumar Deora, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 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.
- 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.in 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 28th 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.

Explanatory statements pursuant to section 102 of the Companies Act, 2013:

Item No. 3 of the Notice

Appointment of statutory auditors

Bahtiya & Associates LLP, Chartered Accountants having Firm Registration Number 101045W were appointed as Statutory Auditors of the Company by the members in the 23rd Annual General Meeting held on 22nd September, 2014 for a period of five years commencing from the conclusion of the 23rd Annual General Meeting till the conclusion of this Annual General Meeting. Bahtiya & Associates LLP, Chartered Accountants are retiring at this Annual General Meeting.

The Board has given proposal to Ramesh M. Sheth & Associates, Chartered Accountants, having Firm Registration Number 111883W to be appointed as statutory auditors of the Company for a term of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in the year 2024 subject to the members approval in this annual general meeting. The Company has received consent and eligibility certificate from Ramesh M. Sheth & Associates, confirming that if appointed, their appointment will be in compliance of the applicable provisions of the Companies Act, 2013.

The Board has proposed a remuneration of Rs. 7,70,000/- (Rupees : Seven Lakhs Seventy Thousand only) per annum plus reimbursement of out of pocket expenses, certification charges for the issue of certificates from time to time and taxes as applicable for the statutory audit.

Ramesh M. Sheth & Associates, Chartered Accountants, established in the year 1991. The firm has experience of more than twenty five years in the fields of audit, direct taxes and other services.

Considering the size and experience of the firm, the Board recommends the appointment of Ramesh M. Sheth & Associates, Chartered Accountants as statutory auditors of the Company for a period of five years.

None of the Directors and/or their relatives are concerned or interested, financially or otherwise, in passing of the resolution at item no 3 of the Notice.

Item No. 4 of the Notice

Re-appointment of Mr. Prateek Tayal as a Manager under the Companies Act, 2013

The Board of Directors in its meeting held on 6th August, 2019 has approved the re-appointment and payment of remuneration to Mr. Prateek Tayal as a Manager which has been recommended by the Nomination and Remuneration committee.

The material terms, including remuneration, of the said agreement are as under:

A. Period: 3 (three) years from 6th October, 2019.

B. Remuneration:

- Not exceeding Rs. 60,00,000/- (Rupees : Sixty Lakhs only) per year payable monthly/half yearly/ annual as per policy of the Company

2. Performance Award/Additional Bonus as may be decided by the Board;
3. Benefit of the Company's Provident Fund Scheme together with the benefit of any Superannuation/Annuity Fund or Scheme which the Company may introduce in future;
4. Gratuity in accordance with the rules of the company but not exceeding one month's salary for each completed year of service;
5. 18 days' privilege leave with full pay and allowances for each completed year of service, the said leave being accummulated and encashable in accordance with the rules of the Company 6 days casual leave and 6 days sick leave as per policy of the Company;

C. Other Terms:

He shall not, without Board approval, engage himself in any other business, occupation or employment competing with the Company's business. He shall not divulge or disclose any confidential information or knowledge as to the business or affairs of the company.

The appointment and the payment of remuneration as above stated will not require approval of the Central Government in terms of provisions of Sections 197 and 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, as amended up to date.

Your Directors are of the view that in view of, inter alia, his knowledge, business acumen, expertise, and experience the re-appointment of Mr. Prateek Tayal will be in the interest of the company and its shareholders and, accordingly, commend the resolutions at item no. 4 for your acceptance.

Mr. Prateek Tayal has done graduation in Business in Administration from NMIMS University. He is Global Master of Business Administration specializing in Investment and Wealth Management from S P Jain Institute of Management. He has also done level 1 of Chartered Alternative Investment Analyst from CAIA Institute

He has experience of more than five years in field of debt management and investment portfolio.

The draft Agreement between the Company and Mr. Prateek Tayal referred to in the resolution, is available for inspection of members at the registered office of the company during the Company's normal business hours on all working days (except Saturdays).

None of the Directors and/or their relatives are concerned or interested, financially or otherwise, in passing of the resolution at item no 4 of the Notice.

Item No. 5 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 Rs. 2,500 Crores (Rupees Two Thousand Five Hundred 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. 5 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. 5 of the Notice.

Item No. 6 of the Notice

Increase in limits of borrowing powers

The Company's present limit of borrowings is Rs. 1,000 crores as approved by the members in their Annual General Meeting held on 26th December, 2018. The Board of Directors are of the view that the present limit needs to be increased to Rs. 1,500 crores (Rupees One Thousand Five Hundred Crores) taking in to consideration the future plans for expansion. Since the amount of Rs. 1,500 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 Rs. 1,000 crores to Rs. 1,500 crores.

Your Directors recommend the passing of the resolution as set out in item no. 6 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. 6 of the Notice.

Item No. 7 of the Notice

Creation of charge, mortgage and hypothecations on movable and immovable properties

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. As of date the charges created on the any assets of the Company are within the limits, 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 Rs. 1,500 crores.

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

Ratification for corporate guarantee given for United Petro Finance Limited

United Petro Finance Limited had received sanction letters from Bank of Baroda and Standard Chartered Bank for granting credit facilities to the tune of Rs. 100.00 crores and Rs. 75.00 crores respectively. The credit facilities were granted subject to the terms and conditions mentioned in the respective sanction letters and one of the conditions was to provide corporate guarantee by the Company. Being a subsidiary, the Company had provided corporate guarantees to the said banks.

Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended hereinafter referred as ("SEBI LODR Regulations") requires shareholders approval for the transactions entered or to be entered in to by the Company, the value of transaction exceeds 10% of the consolidated turnover of the Company as per last audited financial statements. The amount of corporate guarantees given exceeds 10% of the consolidated turnover as per audited financial statements of the Company for the financial year ended 31st March, 2019.

The transaction of giving corporate guarantees is in the nature of obligation on the Company and covered under the definition of Related party transactions as defined Regulation 2 (zc) of the SEBI LODR Regulations.

Ratification for corporate guarantee given for United Petro Finance Limited

United Petro Finance Limited had received sanction letters from Bank of Baroda and Standard Chartered Bank for granting credit facilities to the tune of Rs. 100.00 crores and Rs. 75.00 crores respectively. The credit facilities were granted subject to the terms and conditions mentioned in the respective sanction letters and one of the conditions was to provide corporate guarantee by the Company. Being a subsidiary, the Company had provided corporate guarantees to the said banks.

Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended hereinafter referred as ("SEBI LODR Regulations") requires shareholders approval for the transactions entered or to be entered in to by the Company, the value of transaction exceeds 10% of the consolidated turnover of the Company as per last audited financial statements. The amount of corporate guarantees given exceeds 10% of the consolidated turnover as per audited financial statements of the Company for the financial year ended 31st March, 2018.

The transaction of giving corporate guarantees is in the nature of obligation on the Company and covered under the definition of Related party transactions as defined Regulation 2 (zc) of the SEBI LODR Regulations.

1	Name of the related party and nature of relationship	Mr. Chintan Valia, Non Executive of the Company is also a Non Executive Director of United Petro Finance Limited Ms. Shaily Maheshwari, Non Executive Director of the Company is a Managing Director of United Petro Finance Limited Ms. Shaily Maheshwari together with her relative holds 14.50% of the total issued equity capital of United Petro Finance Limited as on the date of notice. As on date of notice United Petro Finance Limited is a subsidiary of the Company and hence treated as related party.
2	The nature, duration of the contract and particulars of contract or arrangement	Providing of Corporate Guarantees of Rs. 100.00 crores to Bank of Baroda and Rs. 75.00 crores to Standard Chartered Bank against the credit facilities availed by United Petro Finance Limited. The duration of providing corporate Guarantees is one year from the date of issue.
3	The material terms of the contract or arrangement including value, if any	Transaction value is Rs. 175.00 crores

4	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	The pricing in the instant case is not applicable as the Company has not dealt with United Petro Finance Limited directly.
5	Weather all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All factors relevant to the contract have been considered
6	Any other information relevant or important for the Board to take a decision on the proposed transaction	<p>Providing of corporate guarantees is a transaction in the nature of Obligation on the Company. The value of guarantees Rs. 175.00 crores exceeds 10% of the consolidated turnover of the Company as per audited financial statements as on 31st March, 2018.</p> <p>The Company has already provided Corporate Guarantees to the banks referred above as per resolutions passed by the Board of Directors in their meeting held on 26th October, 2018 and prior approval by the Audit Committee in their meeting held on 26th October, 2018</p>

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, Key Managerial Personnel or their relatives except Mr. Chintan Valia and Shaily Maheshwari being Directors in United Petro Finance Limited and except to the extent of the shareholding in United Petro Finance Limited by Ms. Shaily Maheshwari may be deemed to be concerned or interested financially or otherwise in the Resolution in passing of the resolution at item no. 8 of the Notice.

Details of Directors seeking appointment/re- appointment at the ensuing annual general meeting

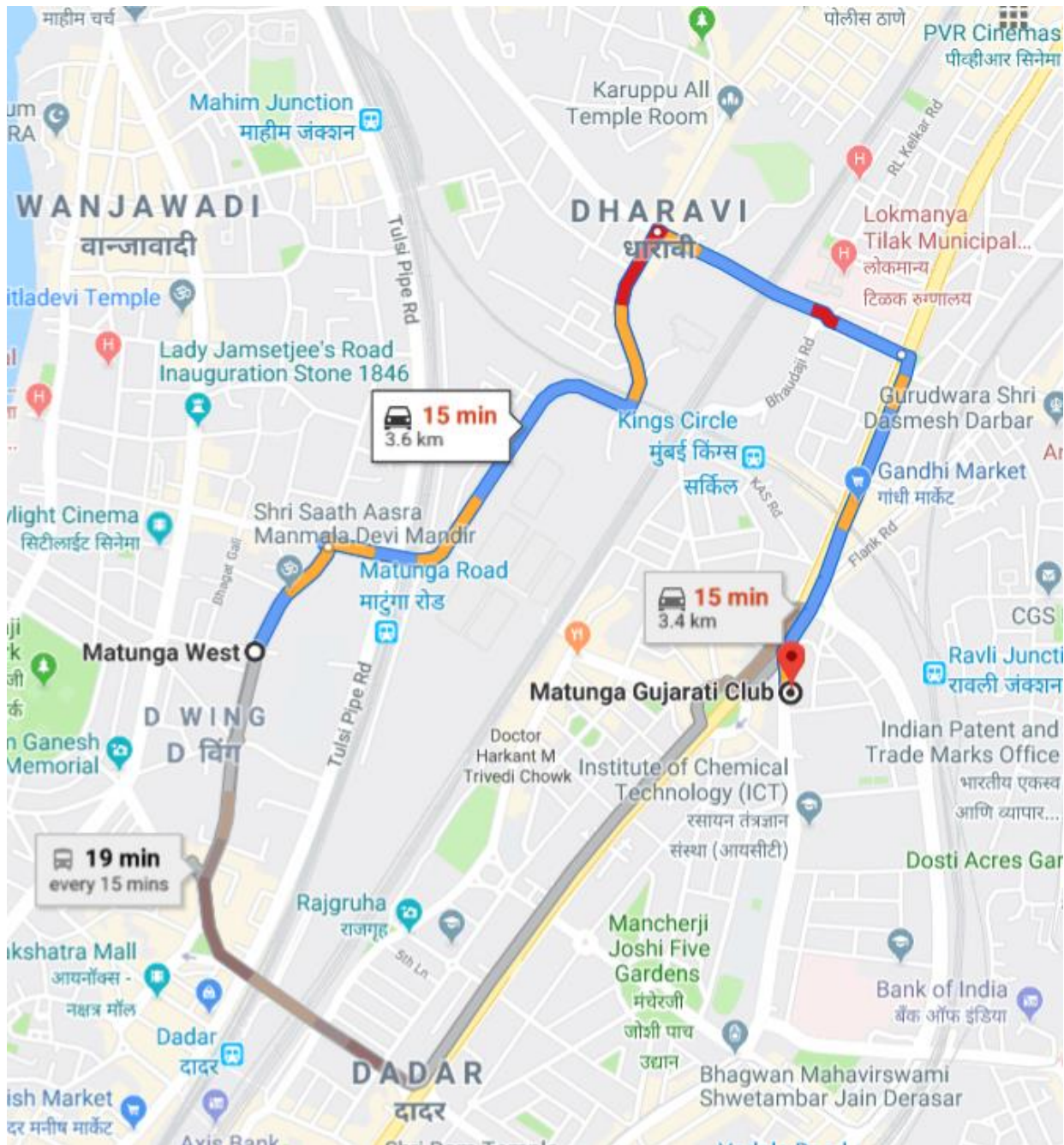
{In pursuance of Regulation 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 on General meeting}

1.	Name of Director(s)	Ms. Khyati Valia
2.	Designation	Non Executive Director
3.	Date of Birth	14 th January, 1983
4.	Date of appointment on the Board	25 th March, 2015
5.	Qualifications	BDS & MBA in Family Business from S. P. Jain Institute
6.	Expertise/experience	She has experience of around eight years in the field of marketing, and planning.
7.	Remuneration (for the financial year 2018-2019)	Entitled for Board meeting fees only.
8.	Number of Board meetings attended during the financial year 2018-2019	8 (Eight)
9.	Disclosure of relationship	Related to Mr. Chintan Valia - Non Executive Chairman of the Company
10.	Directorships held in other public companies (excluding Foreign and section 8 companies)	1. Suraksha Developers Limited 2. Jaankie And Sadguru Developers Limited 3. Suraksha Realty Limited 4. Fintrade Exports Limited 5. ITI Finvest Limited 6. Vision Finstock Limited
11.	Chairman / Member of the Committee of Board of Directors of the Company	Nil
12.	Membership in committees in other public companies (considered only Audit Committee and Stakeholders Relationship Committee)	1. Suraksha Realty Limited 2. Audit Committee – Member 3. CSR Committee - Chairperson
13.	No. of shares held	
	a) Own	Nil
	b) In Trust for other persons having beneficial interest.	Nil

By Order of the Board of Directors

Haroon Mansuri
Company Secretary

Mumbai, August 6, 2019



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

28th Annual General Meeting : Tuesday, 24th September, 2019

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 Eighth 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 **Tuesday, 24th September, 2019 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
(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

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]

28th Annual General Meeting : Tuesday, 24th September, 2019

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 Eighth 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 **Tuesday, 24th September, 2019 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 of2019.

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
(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

28th Annual General Meeting : Tuesday, 24th September, 2019

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, 2019.			
2.	Appointment of a Director in place of Ms. Khyati Valia, (DIN : 03445571) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Appointment of statutory auditors.			
4.	Re-appointment & payment of remuneration to Mr. Prateek Tayal as a Manager under the Companies Act, 2013.			
5.	Loans and Investments by Company under Section 186 of the Companies Act, 2013.			
6.	Increase in limits of borrowing powers.			
7.	Creation of charge, mortgage and hypothecations on movable and immovable properties.			
8.	Ratification for corporate guarantee given for United Petro Finance Limited.			

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, D M Associates Company Secretaries, 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 17th September, 2019 and as per Register of Members of the Company.
- 6) Duly completed Ballot Form should reach the Scrutinizer not later than Sunday, 22nd September, 2019 (5.30 p.m. IST). Ballot Form received after 22nd September, 2019 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 The National Stock Exchange of India Limited where the equity shares of the Company are listed.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

NOTES

[illegible]

Subsidiary & Associate Companies:

Sr. No.	Name of the Company	Activities
Wholly Owned Subsidiaries :		
1	ITI Securities Broking Limited (formerly known as Intime Equities Limited)	Securities Broking and DP (CDSL)
2	Intime Multi Commodity Company Limited	Commodity Broking
3	Fortune Credit Capital Limited	NBFC
4	Fortune Management Advisors Limited (formerly known as Fortune Integrated Home Finance Limited)	Advisory Services
5	Antique Stock Broking Limited	Securities Broking and DP (CDSL)
6	ITI 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	Portfolio Management Services
13	ITI Management Advisors Limited (formerly known as ITI Reinsurance Limited)	Advisory Services
14	ITI Growth Opportunities LLP	Alternate Funds Management
Subsidiaries :		
1	ITI Asset Management Limited	Asset Management Company
2	United Petro Finance Limited	NBFC – Loans to MSME & Gold loans
Step-down Subsidiaries :		
1	Neue Allianz Corporate Services Private Limited	Corporate Services
2	Antique Stock Broking (IFSC) Limited	Securities Broking
Associate :		
1	Fortune Integrated Assets Finance Limited	NBFC - Vehicle Finance
Wholly owned subsidiary of the Associate (Fortune Integrated Assets Finance Limited)		
1	Wind Construction Limited	Generation and supply of Energy generated through Windmill
Step down subsidiary of the Associate		
1	Purushothama Perumal Renewable Energy Private Limited	Wind Power generation & distribution
Other Entities		
1	Toplink Advisor LLP	Advisory Services
2	Ventana Power Generation LLP	Power generation



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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

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