

August 25, 2016

The Manager  
Listing Department  
BSE Limited  
Dalal Street  
Mumbai – 400 001

The Manager  
Listing Department  
The National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
BKC, Bandra (E), Mumbai 400 051

**BSE Code: 501295**

**NSE Scrip Symbol: IITL**

**Sub: Notice of the 83<sup>rd</sup> Annual General Meeting (AGM) of the Company for the Financial Year 2015-16 as required under Regulation 30 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015**

Sir/Madam,

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a Notice of 83<sup>rd</sup> Annual General Meeting of the Company along with the Attendance Slip and Proxy Form forming part of the Annual Report 2015-16.

Please take the same on record.

Thanking you,

Yours faithfully,  
For **Industrial Investment Trust Limited**



**Cumi Banerjee**  
**CEO & Company Secretary**



Encl: A/a

## **NOTICE**

NOTICE is hereby given that the Eighty Third Annual General Meeting of the Members of Industrial Investment Trust Limited will be held at **M.C. Ghia Hall, 4th floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Mumbai 400 001 on Friday, September 16, 2016 at 2:30 p.m.** to transact the following business :

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bipin Agarwal (DIN: 00001276), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014 (the Rules), including any modification(s) or re-enactment(s) thereof for the time being in force, M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No. 117365W) who have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the Rules, be and are hereby re-appointed as Statutory Auditors of the

### **5. Approval of Related Party Transactions under Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015**

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in supersession of the resolution passed at the Annual General Meeting held on September 16, 2015 in this regard and pursuant to the provisions of Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the Members of the Company be and is hereby accorded for the transactions hitherto entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the Related Parties of the Company, which exceeds the threshold limit of 10 percent of annual consolidated turnover of the Company for the financial year 2016-2017 and for every financial year thereafter, upto the maximum limits as set out in the table here under:

| Particulars                                             | Maximum limits as set out for Investment / Loans / Guarantees |                                                         |                         |                                       |                       |                                    |                                    |                                    |                                    |
|---------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------|-------------------------|---------------------------------------|-----------------------|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
|                                                         | IITL Projects Limited                                         | IIT Insurance Broking & Risk Management Private Limited | IIT Investtrust Limited | Capital InfraProjects Private Limited | World Resorts Limited | MRG Hotels Private Limited         | IITL-Nimbus the Palm Village       | IITL-Nimbus the Hyde Park          | IITL-Nimbus the Express Park View  |
| Relationship with the Related Party                     | Subsidiary Company                                            | Wholly Owned Subsidiary Company                         | Subsidiary Company      | Entity under Significant Influence    | Associate Company     | Entity under Significant Influence | Entity under Significant Influence | Entity under Significant Influence | Entity under Significant Influence |
| Maximum limits of Investment upto                       | --                                                            | --                                                      | --                      | --                                    | --                    | --                                 | --                                 | --                                 | --                                 |
| Giving of Loans                                         | ₹75 Crores                                                    | ₹20 Crores                                              | ₹10 Crores              | ₹10 Crores                            | ₹10 Crores            | ₹10 Crores                         | ₹35 Crores                         | ₹35 Crores                         | ₹50 Crores                         |
| Corporate Guarantees issued / to be issued on behalf of | ₹50 Crores                                                    | Nil                                                     | Nil                     | Nil                                   | ₹50 Crores            | Nil                                | Nil                                | Nil                                | Nil                                |

Company for the Financial Year 2016-2017 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in 2017 on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.”

### **SPECIAL BUSINESS**

#### **4. Appointment of Mr. Deb Kumar Banerjee (DIN:07326051) as a Non Executive / Non Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the Act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules) including any statutory modification or re-enactment or thereof for the time being in force, Mr. Deb Kumar Banerjee, the LIC Nominee having DIN:07326051, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 07.11.2015, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible offers himself for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, from a Member proposing the candidature of Mr. Deb Kumar Banerjee for the office of Director, be and is hereby appointed as a Director of the Company in the category of Non Executive / Non Independent Director.”

**RESOLVED FURTHER THAT** approval of Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution."

**6. Approval of Related Party Transaction under Section 188 of the Companies Act, 2013 read with Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with IIT Investtrust Limited**

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for ratification of renewal of the leave & license agreement with IIT Investtrust Limited for occupation of their residential premises being Flat Nos. 1101 and 1101A situated on the 11th Floor of the building Lokhandwala Galaxy, Byculla, Mumbai for a further period of 33 months with effect from August 21, 2016 at a monthly rent of ₹1,25,000/- for the purpose of accommodation of the Company's Chairman.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution."

**7. Approval of Related Party Transaction under Section 188 of the Companies Act, 2013 read with Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with IIT Insurance Broking and Risk Management Private Limited**

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for ratification of occupation of the residential premises of company's wholly owned subsidiary, IIT Insurance Broking and Risk Management Private Limited, being Flat no. 702 on the 7th Floor of Shivam Building situated at 8 Babulnath Road, Near Babulnath Temple, Mumbai 400 007 on leave & license basis for a period of 33 months with effect from August 16,

2016 on a monthly rent of ₹2,00,000/-for accommodation of the Company's officials.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution."

By Order of the Board of Directors  
For **Industrial Investment Trust Limited**

Cumi Banerjee  
CEO & Company Secretary

Mumbai : August 09, 2016

**Registered Office :**

14E, Rajabhadur Mansion, 2nd Floor,  
28, Bombay Samachar Marg,  
Mumbai 400 001  
CIN: L65990MH1933PLC001998  
E-mail address: iitl@iitlgroup.com  
Website: www.iitlgroup.com

**NOTES**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.**

- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 10, 2016 to Friday, September 16, 2016 (both days inclusive).
- Members are requested to send all correspondences relating to shares including requests for transfer, change of address, change of status, change of mandate, Bank Account details to our Registrar and Share Transfer Agents: M/s. Link Intime India Private Limited having their office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, Tel. No.: 2596 3838. In respect of shares held in dematerialised mode, the shareholders should inform their concerned Depository Participant only.
- In all the correspondences with the Company / Registrar and Share Transfer Agents, the members holding in physical form are requested to quote their account / folio numbers and in case their shares are held in dematerialised form, they must quote their Client ID Number and DP ID Number.

5. Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General Meeting.
6. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
7. Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified), the Company has transferred on due dates, the unpaid or unclaimed dividend amount for the financial year ended March 31, 2008 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on September 16, 2015 (date of the last Annual General Meeting) on the website of the Company viz. [www.iitlgroup.com](http://www.iitlgroup.com) and the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

Members who have not encashed their dividend warrants for the year 2008-2009 or thereafter are requested to write to the Company / Registrars and Share Transfer agents. Shareholders are requested to note that no claims shall lie against IEPF or the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Registrar and Share Transfer Agents (RTA) of the Company.
9. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. A route map showing the directions to reach the venue of the 83rd AGM is given on the cover page at the end of this Annual Report as per the requirements of the "Secretarial Standard - 2" on General Meetings.
12. **E-Voting:** In terms of and in compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its

shareholders with facility to exercise their right to vote at the 83rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

### **A. The instructions for members for voting electronically:-**

- (i) The Members can cast their vote through remote e-voting facility provided by Central Depository Services (India) Limited (CDSL). Apart from providing remote e-voting facility, the Company is also providing facility for voting by Ballot at the AGM for all those members who shall be present at the AGM but have not casted their votes by availing the remote e-voting facility.
- (ii) The remote e-voting period begins on Tuesday, September 13, 2016 (9.00 a.m.) and ends on Thursday, September 15, 2016 (5.00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 09, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Any person who becomes a Member of the Company after the date of the Notice of AGM and holding shares as on the cut-off date/entitlement date i.e. September 09, 2016, may obtain the User ID and Password by sending an email request to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members may also call on 91-22-43250100 or send a request to The Company Secretary of the Company by writing to her at Industrial Investment Trust Limited, 14E, Rajabhadur Mansion, 2nd Floor, 28, Bombay SamacharMarg, Fort, Mumbai- 400001.
- (v) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (vi) Click on "Shareholders" tab.
- (vii) 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.
- (viii) Next enter the Image Verification as displayed and Click on Login.

- (ix) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (x) If Demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- (xi) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                               | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> <li>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.</li> </ul> |
| DOB                                                               | <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Dividend Bank Details                                             | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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 member id/folio number in the Dividend Bank details field as mentioned in instruction (v)</li> </ul>                                                                                                                                                                                                                                                               |

- (xii) After entering these details appropriately, click on "SUBMIT" tab.

- (xiii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter 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 resolutions 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.

- (xiv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for 'Industrial Investment Trust Limited'.
- (xvi) 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.
- (xvii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xviii) 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.
- (xix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xxi) After entering these details appropriately, click on 'SUBMIT' tab.
- (xxii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xxiii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

(xxiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxv) The Notice of the AGM for the Financial Year ended March 31, 2016 is available on Company's website [www.iitlgroup.com](http://www.iitlgroup.com) and on the CDSL's website [www.cdslindia.com](http://www.cdslindia.com).

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 09, 2016.
- C. Ms.Chandanbala O. Mehta, Practising Company Secretary (Membership No. F6122) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- E. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.iitlgroup.com](http://www.iitlgroup.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and The National Stock Exchange of India Limited, Mumbai.
- F. The Facility for voting through poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- G. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**Details of the Directors seeking appointment / re-appointment at the forthcoming  
Annual General Meeting  
[In pursuance of Regulation 36(3) of the Listing Regulations  
(relating to Corporate Governance)]**

| <b>Name of the Director</b>                                                                                                                                   | <b>Mr. Bipin Agarwal</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>Mr. Deb Kumar Banerjee</b>                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| <b>Director Identification Number</b>                                                                                                                         | 00001276                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 07326051                                                        |
| <b>Date of Birth</b>                                                                                                                                          | 01.11.1965                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 02.09.1960                                                      |
| <b>Nationality</b>                                                                                                                                            | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Indian                                                          |
| <b>Date of Appointment</b>                                                                                                                                    | 08.01.2008                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 07.11.2015                                                      |
| <b>Qualifications</b>                                                                                                                                         | B.Com. (Hons.), FCS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | B.E. (Civil) Chartered Engineer                                 |
| <b>Expertise in specific functional areas</b>                                                                                                                 | He has vast and rich experience in the areas of Portfolio Management, Finance and matters related to Corporate Laws, Mergers and Acquisitions, Operations in Capital and Commodities Market.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Executive Director in Life Insurance Corporation of India (LIC) |
| <b>Directorships held in other companies (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)</b>   | <ol style="list-style-type: none"> <li>1. Nimbus India Limited</li> <li>2. Nimbus Projects Limited</li> <li>3. Nimbus Multi Commodity Brokers Limited</li> <li>4. N.N. Financial Services Private Limited</li> <li>5. Urvashi Finvest Private Limited</li> <li>6. Gupta Fincaps Private Limited</li> <li>7. IITL Projects Limited</li> <li>8. IIT Insurance Broking and Risk Management Private Limited</li> <li>9. IIT Investrust Limited</li> <li>10. IITL Marketing Management Private Limited</li> <li>11. Capital Infra Projects Private Limited</li> <li>12. World Resorts Limited</li> <li>13. MRG Hotels Private Limited</li> <li>14. Nimbus Propmart Private Limited</li> </ol> | Nil                                                             |
| <b>Committee position held in other companies (Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included)</b> | <ol style="list-style-type: none"> <li>1. IIT Investrust Limited (Chairman - Audit Committee)</li> <li>2. IIT Insurance Broking and Risk Management Private Limited (Chairman - Audit Committee)</li> <li>3. World Resorts Limited (Member - Audit Committee)</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                 | Nil                                                             |
| <b>No. of shares held in the company</b>                                                                                                                      | 25,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | NIL                                                             |
| <b>Inter-se relationships between Directors</b>                                                                                                               | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | None                                                            |

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS UNDER ITEM NOS. 4 TO 7 OF THE ACCOMPANYING NOTICE DATED AUGUST 09, 2016**

**Item No.4**

In terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors at its meeting held on November 07, 2015, appointed Mr. Deb Kumar Banerjee, the LIC Nominee as Additional Director to hold office up to the date of this Annual General Meeting. The Company has received a notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Deb Kumar Banerjee for the office of Director of the Company.

Mr. Deb Kumar Banerjee is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Except Mr. Deb Kumar Banerjee, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

**Item No.5**

The provisions of Regulation 23 of the SEBI (LODR), Regulation, 2015, effective December 01, 2015, require approval of shareholders by way of Special Resolution for material related party transactions. There is no exemption thereunder even if such transaction is in the ordinary course of business of the entity and on arm's length basis. A transaction with a related party shall be considered material under Regulation 23 of the Listing Regulations, if the transaction / transactions in a contract to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The annual consolidated turnover as per the last audited financial statements for the year 2015-16 was ₹327.94 Crores.

The transactions with the Related Parties are being placed before the Audit Committee from time to time for their approval and recommendation to the Board.

Currently, it cannot be ascertained whether the transactions to be entered in the current financial year 2016-2017 and thereafter would exceed the threshold of 10% of annual consolidated turnover as per the latest audited financial results. The approval of the Shareholders for the transactions to be entered into and carried out with the Related Parties, from time to time, in the ordinary course of business and at arm's length price, during the Financial year 2016-2017 and thereafter, is being sought by way of abundant caution and as a proactive measure.

Further, Regulation 23 of the Listing Regulation requires the entities falling under the definition of related party to abstain from voting irrespective of whether the entity is a party to the transaction or not. Accordingly, the Related Parties of the Company who are (or could potentially be considered) as related party, are required to abstain from voting on this resolution of the Notice.

The Board, therefore, recommends the passing of the resolution set out under Item no. 5 as an Ordinary Resolution.

None of Directors, other than those representing the Related Parties, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

**Item No. 6**

The Company had taken on leave and license basis the residential premises of its subsidiary company, IIT Investrust Limited being Flat Nos. 1101 and 1101A situated on 11th Floor of the building Lokhandwala Galaxy, Byculla, Mumbai for a period of 33 months commencing from November 21, 2013 at a monthly rent of ₹1,25,000/- for the purpose of accommodation of the Company's Chairman. Since the lease period is due to expire on August 20, 2016, the Board of Directors in its meeting held on August 09, 2016, decided to renew the leave and license agreement with IIT Investrust Limited for a further period of 33 months with effect from August 21, 2016 at a monthly rent of ₹1,25,000/-.

The related information as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

| Maximum Value of Contract / Arrangement / Transaction                                                                                      |                                                                                                                                                                                                                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name and Nature of Relationship with Related Party:                                                                                        | Particulars of the Transaction                                                                                                                                                                                                                                                                                                                                             |
| IIT Investrust Limited, a subsidiary of the Company and a Related Party as per the provisions of Section 2(76) of the Companies Act, 2013. | Renewal of the Leave & License Agreement with IIT Investrust Limited for its residential premises being Flat Nos. 1101 and 1101A situated on 11th Floor of the building Lokhandwala Galaxy, Byculla, Mumbai for a further period of 33 months with effect from August 21, 2016 at a monthly rent of ₹1,25,000/-for the purpose of accommodation of the Company's Chairman. |

- a) **Name and Nature of Relationship with Related Party:** As provided in the table above.
- b) **Nature, duration of the contract and particulars of the contract or arrangement:** As provided in the table above.
- c) **Material terms of the contract or arrangement including the value, if any:** As provided in the table above.
- d) **Any advance paid or received for the contract or arrangement, if any:** Nil
- e) **Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:** The rent is determined based on the prevailing market rates in the same locality.
- f) **Whether 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:** Yes
- g) **Any other information relevant or important for the Board to take a decision on the proposed transactions:** Nil

The Board recommends the resolution as set out in the Item No.6 of accompanying notice for the approval of members of the Company as an Ordinary Resolution.

None of Directors, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

#### Item No. 7

The Board of Directors in its meeting held on August 09, 2016, decided to take on leave and license basis the residential premises of its wholly owned subsidiary company, IIT Insurance Broking & Risk Management Private Limited being Flat no. 702 on the 7th Floor of Shivam Building situated at 8 Babulnath Road, Near Babulnath Temple, Mumbai 400 007 for a period of 33 months with effect from August 16, 2016 on a monthly rent of ₹2,00,000/-for accommodation of the Company's officials.

The related information as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

| Maximum Value of Contract / Arrangement / Transaction                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name and Nature of Relationship with Related Party:                                                                                                                                      | Particulars of the Transaction                                                                                                                                                                                                                                                                                                                                                                            |
| IIT Insurance Broking & Risk Management Private Limited, a wholly owned subsidiary of the Company and a Related Party as per the provisions of Section 2(76) of the Companies Act, 2013. | Entering into the Leave & License Agreement with IIT Insurance Broking & Risk Management Private Limited for its residential premises being Flat no. 702 on the 7th Floor of Shivam Building situated at 8 Babulnath Road, Near Babulnath Temple, Mumbai 400 007 for a period of 33 months with effect from August 16, 2016 on a monthly rent of ₹2,00,000/-for accommodation of the Company's officials. |

- a) **Name and Nature of Relationship with Related Party:**  
As provided in the table above.
- b) **Nature, duration of the contract and particulars of the contract or arrangement:** As provided in the table above.
- c) **Material terms of the contract or arrangement including the value, if any:** As provided in the table above.
- d) **Any advance paid or received for the contract or arrangement, if any:** Nil
- e) **Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:** The rent is determined based on the prevailing market rates in the same locality.
- f) **Whether 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:** Yes
- g) **Any other information relevant or important for the Board to take a decision on the proposed transactions:**  
Nil

The Board recommends the resolution as set out in the Item No.7 of accompanying notice for the approval of members of the Company as an Ordinary Resolution.

None of Directors, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

By Order of the Board of Directors  
For **Industrial Investment Trust Limited**

Cumi Banerjee  
CEO & Company  
Secretary

Mumbai : August 09, 2016

**Registered Office :**  
14E, Rajabhadur Mansion, 2nd Floor,  
28, Bombay Samachar Marg, Mumbai 400 001  
CIN: L65990MH1933PLC001998  
E-mail address: iitl@iitlgroup.com  
Website: www.iitlgroup.com



IITL GROUP

## ATTENDANCE SLIP

## INDUSTRIAL INVESTMENT TRUST LIMITED

CIN: L65990MH1933PLC001998

Registered Office : 14E, Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Mumbai 400 001

E-mail address: iitl@iitlgroup.com. Website: www.iitlgroup.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional slip at the venue of the meeting.

|            |  |
|------------|--|
| DP ID*     |  |
| Client ID* |  |

|               |  |
|---------------|--|
| Folio No.     |  |
| No. of shares |  |

Name of the shareholder :

Address of the Shareholder :

We/I hereby record our/my presence at the **83rd Annual General Meeting** of the Company held on Friday, September 16, 2016 at 2.30 p.m. at M.C. Ghia Hall, 4th floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Mumbai 400 001.

\*Applicable for investors holding shares in electronic form.

Signature of Member's / Proxy's

**Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.**

## INDUSTRIAL INVESTMENT TRUST LIMITED

## Proxy Form

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65990MH1933PLC001998

Name of the company : INDUSTRIAL INVESTMENT TRUST LIMITED

Registered office : 14E, Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Mumbai 400 001

E-mail address: iitl@iitlgroup.com. Website: www.iitlgroup.com

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id /DP Id :

I/We, being the member (s) of ..... shares of Industrial Investment Trust Ltd. hereby appoint:

|                  |                  |                |
|------------------|------------------|----------------|
| 1. Name : .....  | Address: .....   |                |
| E-mail Id: ..... | Signature: ..... | or failing him |
| 2. Name : .....  | Address: .....   |                |
| E-mail Id: ..... | Signature: ..... | or failing him |
| 3. Name : .....  | Address: .....   |                |
| E-mail Id: ..... | Signature: ..... | or failing him |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 83rd Annual General Meeting of the Company, to be held on the Friday, September 16, 2016 at 2.30 p.m. at M.C. Ghia Hall, 4th floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

## ORDINARY BUSINESS

- Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended March 31, 2016 and reports of the Directors and Auditors thereon
- To appoint a Director in place of Mr. Bipin Agarwal (DIN: 00001276), who retires by rotation
- Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Auditors and fixing their remuneration

## SPECIAL BUSINESS

- Appointment of Mr. Deb Kumar Banerjee (DIN: 07326051) as a Non Executive / Non Independent Director
- Approval of Related Party Transactions under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015
- Approval of Related Party Transaction with IIT Investtrust Limited
- Approval of Related Party Transaction with IIT Insurance Broking and Risk Management Private Limited

Signed this..... day of..... 2016.

Affix  
Re. 1/-  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

## Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

----- ✂ ----- ✂ ----- ✂ -----

**Notes:**

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- 2. A proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.