

The Investment Trust of India Limited

(Erstwhile Fortune Financial Services (India) Limited)
Regd office: Naman Midtown, A Wing, Unit No. 2103, 21st Floor
Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013



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: Notice of 28th Annual General Meeting – Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations")

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

Pursuant to Regulation 30(6) read with Para A of Part A of Schedule III of the Listing Regulations, we hereby inform you that the **28th Annual General Meeting ("AGM")** of the Company is scheduled to be held on **Tuesday, September 24, 2019 at 10:00 a.m. (IST)** at Matunga Gujarati Club Limited, M V Savani Hall, 2nd Floor, Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai – 400019.

We herewith enclose the Notice of 28th Annual General Meeting. The same is being dispatched along with the Annual report to the members of the Company through email and other permitted mode(s).

The copy of the Annual Report along with AGM Notice are also available on the website of the Company at <https://www.itigroup.co.in/investorrelations/financialdata#AnnualReports>

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

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) - 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. 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:

- (a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at www.evotingindia.com under 'HELP'.
- (b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (c) The e-voting period commences on **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.
- (d) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date of **17th September, 2019**.
- (e) CS Dinesh Kumar Deora, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (f) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Director of the Company.
- (g) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.itigroup.co.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:

1. 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.

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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	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	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	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. 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

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}

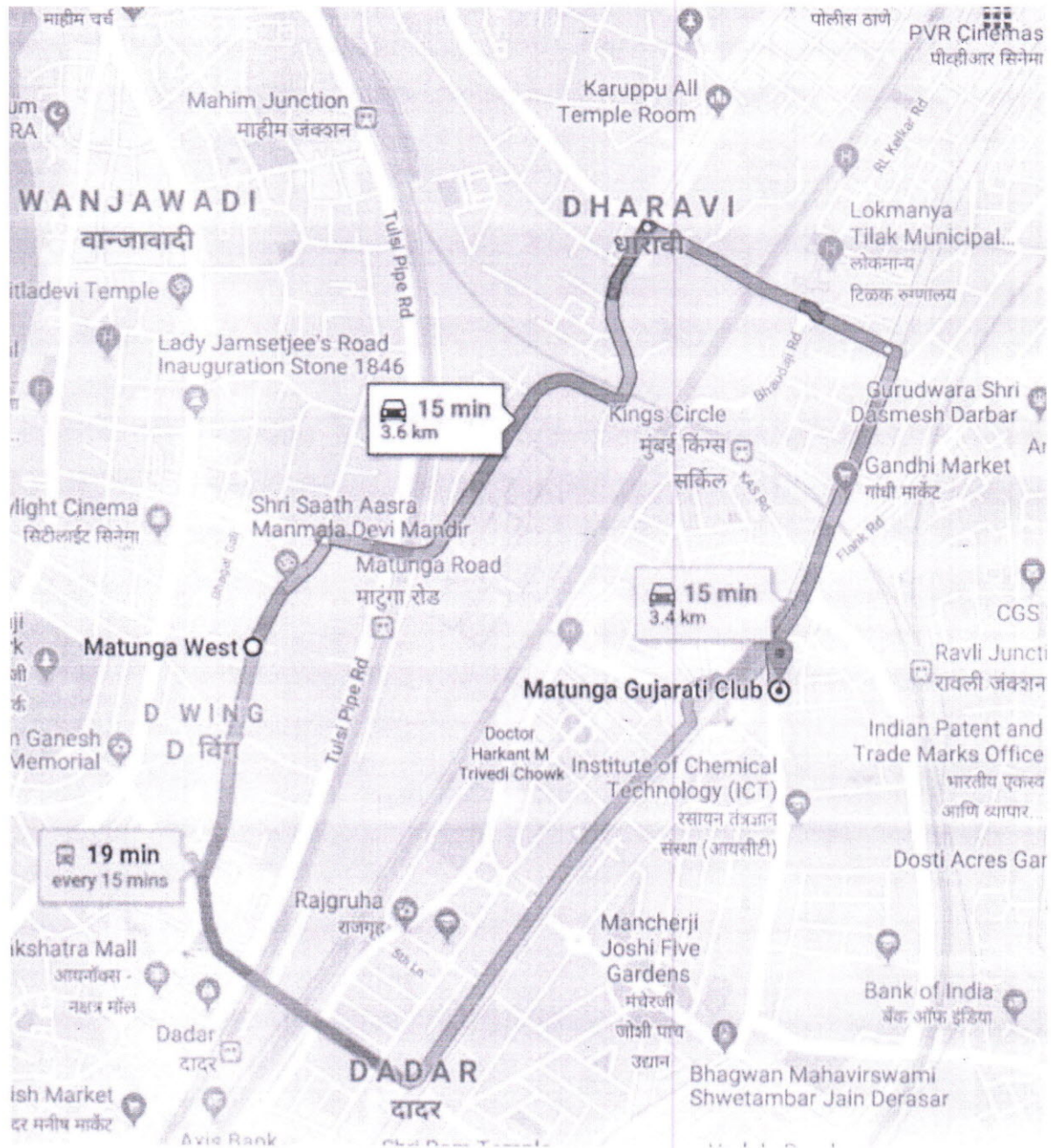
1.	Name of Director(s)	Ms. Khyati Valia
2.	Designation	Non Executive Director
3.	Date of Birth	14 th January, 1983
4.	Date of appointment on the Board	25 th March, 2015
5.	Qualifications	BDS & MBA in Family Business from S. P. Jain Institute
6.	Expertise/experience	She has experience of around eight 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.org 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, MV 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.

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Form No. MGT - 11

PROXY FORM

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

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, MV 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.....of.....in the district of or failing him / her

2. Mr./Ms.....of.....in the district of

Signed this day of 2019.

Signature of members

Affix
Revenue
Stamp

Note : This form in order to be effective shall be duly stamped, completed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.



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Form No. MGT -12**Polling Paper**

[Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21 (1)(c) of the Companies (Management and Administration) Rules, 2014]

THE INVESTMENT TRUST OF INDIA LIMITED

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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 :

Notes : Please read the instructions carefully before exercising your vote.

(Signature of the Member)



- 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.

