

## The Investment Trust of India Limited

CIN : L65910MH1991PLC062067

Registered Office :

ITI House, 36 Dr. R K. Shirodkar Marg,  
Parel, Mumbai 400 012

Telephone : +91 -022- 4027 3600 | Fax : +91- 022- 4027 3700

e-mail : [cosecretary@itiorq.com](mailto:cosecretary@itiorq.com) | Web site : [www.itiorq.com](http://www.itiorq.com)

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2<sup>nd</sup> September, 2021

BSE Limited,  
Corporate Relationship Department,  
2nd Floor, New Trading Wing,  
Rotunda Building, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001

National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (East),  
Mumbai – 400-051

BSE Scrip Code :

NSE Symbol : THEINVEST

**Subject : AGM Notice 2021**

Dear Sir / Madam

Enclosed herewith please find the 30<sup>th</sup> AGM Notice together with explanatory statements and notes thereon.

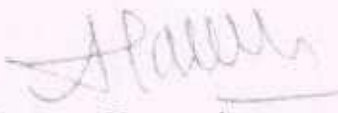
Please note that the 30<sup>th</sup> Annual General Meeting (AGM for the year 2021) of the members of the Company is scheduled to be held on **Monday, 27<sup>th</sup> September, 2021 at 04.00 p. m.** through Video Conferencing (VC) or Other Audio Video Means (OAVM) to transact the business as set out in the notice.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,

**For The Investment Trust of India Limited**

  
**Haroon Mansuri**  
**Company Secretary**



Encl : a/a

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## **NOTICE**

**Notice** is hereby given that the **Thirtieth** Annual General Meeting of the members of **The Investment Trust of India Limited** will be held on **Monday, 27<sup>th</sup> September, 2021 at 04.00 p. m. through Video Conferencing (VC) or Other Audio Video Means (OAVM)** 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, 2021 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, 2021
2. To appoint a Director in place of Mrs. Khyati Valia, (DIN: 03445571) who retires by rotation at this AGM and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

- 3 **Appointment of Mrs. Papia Sengupta as an Independent Woman Director not liable to retire by rotation :**

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

**“RESOLVED THAT** pursuant to Section 149, 152 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mrs. Papia Sengupta DIN : 07701564, who was appointed as an Additional Independent woman Director of the Company pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation, for a term of five years w e f 19<sup>th</sup> December, 2020 and eligible for re-appointment for a second term of five years.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

#### **4. Re-appointment of Mr. Alok Kumar Misra as an Independent Director**

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution :**

"**RESOLVED THAT** pursuant to sections 149 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force, Mr. Alok Kumar Misra having DIN 00163959 who was appointed as an Independent Director of the Company with effect from 16<sup>th</sup> September, 2016 and is holding the office of Directorship till 15<sup>th</sup> September, 2021 and being eligible be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold the office for a second term commencing from 16<sup>th</sup> September, 2021 till 15<sup>th</sup> September, 2026"



By Order of the Board

**Haroon Mansuri**  
Company Secretary

Mumbai, August 04, 2021

**The Investment Trust of India Limited**

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## Notes:

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and MCA Circulars, the AGM of the Company for this year is being held through VC / OAVM and circular no.02/2021 dated January 13, 2021 relating to clarification on holding of AGM and SEBI circulars dated May 12, 2020 and January 15, 2021 relating to relaxation from compliance with applicable provisions of SEBI (Listing Obligation and Disclosure Requirements Regulations 2015 without physical presence of members at a fixed venue in line with MCA circulars and SEBI Circulars the general meetings of the members of the Company is being held through VC/OAVM, the venue of such general meetings to be considered as registered office of the Company -

**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.**

Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

## CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.



Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.itorg.com](http://www.itorg.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on 23<sup>rd</sup> September, 2021 09.00 a. m. and ends on 26<sup>th</sup> September, 2021 05.00 p. m. During this period equity shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20<sup>th</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/Purva Sharegistry, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

Click on "Shareholders" module

Now enter your User ID

For CDSL: 16 digits beneficiary ID.



For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

- 1) 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 e-voting of any company, then your existing password is to be used.
- 2) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

1. After entering these details appropriately, click on "SUBMIT" tab.
2. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 to be also 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.
3. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
4. Click on the EVSN for the relevant The Investment Trust of India Limited on which you choose to vote.
5. 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.
6. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
7. 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.
8. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
9. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



10. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
11. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
12. 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 in the "Corporates" module.
13. 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).
14. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
15. The list of accounts linked in the login 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.
16. 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 scrutinizer to verify the same.
17. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz, [cosecretary@itiorg.com](mailto:cosecretary@itiorg.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
18. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:
19. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
20. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
21. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
22. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
23. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
24. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
25. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 (ten) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cosecretary@itiorg.com](mailto:cosecretary@itiorg.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 (ten) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cosecretary@itiorg.com](mailto:cosecretary@itiorg.com). These queries will be replied to by the company suitably by email.
26. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



27. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
28. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

The register of members and the share transfer books of the Company will remain closed from 21<sup>st</sup> September, 2021 to 27<sup>th</sup> September, 2021 (both days inclusive).

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Shareregistry India Private Limited ("Purva") for assistance in this regard.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Purva Shareregistry (India) Private Limited (Purva) in case the shares are held in physical form.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Purva, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.



Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before 17<sup>th</sup> September, 2021 through email on [cosecretary@itigorg.com](mailto:cosecretary@itigorg.com). The same will be replied by the Company suitably.

The annual report containing stand-alone & consolidated financial statements for the financial year ended March 31 2021 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, [www.itigorg.com](http://www.itigorg.com)

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.

In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website [www.itigorg.com](http://www.itigorg.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL - <https://www.evotingindia.com>

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed in this Notice.

#### **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.



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

### Item No. 3 of the Notice

#### Appointment of Mrs. Papia Sengupta as an Independent Woman Director

Pursuant to provisions of Sections 162, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 57 of the Articles of Association of the Company and as per Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mrs. Papia Sengupta having DIN : 07701564 was appointed as an Additional Independent Woman Director of the Company by the Board of Directors on 19<sup>th</sup> December, 2020 through Circular Resolution. Being an Additional Director of the Company, she holds office only up to the date of this Annual General Meeting.

Mrs. Papia Sengupta has experience of more than thirty five in banking sector. Her core competence includes Corporate Credit, Overseas Banking, Stressed Asset Management, Risk Management, Treasury Operations, HR Management & Training, Compliance, IT & Information Security, Business Process Re-engineering, Organisational Planning and Media handling.

The Board of Directors seek members approval for appointment of Mrs. Papia Sengupta as an Independent Woman Director of the Company not liable to retire by rotation.

Mrs. Papia Sengupta is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Board recommends the Ordinary Resolution for approval of the members.

None of the Directors other than Mrs. Papia Sengupta may deemed to be 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. Alok Kumar Misra as an Independent Director

Mr. Alok Kumar Misra, (DIN: 00163959) subject to the members approval was appointed as an Independent Director of the Company w. e. f. 16<sup>th</sup> September, 2016 by the Board of Directors through Circular Resolution passed on 16<sup>th</sup> September, 2016 for a term of five years. In terms of section 149 of the Companies Act, 2013 an independent director to hold the office of a directorship for a period of five years from the date of appointment and shall be eligible for re-appointment for second term and should not hold office of directorship for more than two consecutive terms.

The Board has in its meeting held on 4<sup>th</sup> August, 2021 subject to members' approval appointed Mr. Alok Kumar Misra as an independent Director of the Company for second term of five years commencing from 16<sup>th</sup> September, 2021 and for which members approval by way of special resolution is required.

Mr. Alok Kumar Misra, having DIN: 00163959 subject to the members approval was appointed as an Independent Director of the Company w. e. f. 16<sup>th</sup> September, 2016 for a second term of five years. In terms of section 149 of the Companies Act, 2013 an independent director to hold the office of a directorship for a period of five years from the date of appointment and shall be eligible for reappointment and should not hold office of directorship for more than two consecutive terms.

The Board has subject to members' approval appointed Mr. Alok Kumar Misra as an independent Director of the Company for second term of five years commencing from 16<sup>th</sup> September, 2021 and for which members approval by way of special resolution is required.

Mr. Alok Kumar Misra, M. Sc. (Statistics) from Lucknow University, Post Graduate Diploma in Personnel Management, CAIB from Indian Institute of Bankers, Fellow of Certified Institute of Bankers of Scotland and Fellow of Zambian Institute of Bankers and Associate of Australian Institute of Banking & Finance. He has experience more than thirty five years in banking field and during his tenure he held various senior positions. He has joined Bank of India in 1974 as a Probationary Officer. He also worked with Canara Bank, as Executive Director and as a Chairman & Managing Director of



Oriental Bank of Commerce His last assignment was as a Chairman and Managing Director of Bank of India from August 2009 till September 2012

Mr. Alok Kumar Misra is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director

The Board recommends the Special Resolution for approval of the members.

None of the Directors other than Mr. Alok Kumar Misra may deemed to be concerned or interested, financially or otherwise, in passing of the resolution at item no. 4 of the Notice.

By Order of the Board



A handwritten signature in blue ink, appearing to read "Haroon Mansuri".

Haroon Mansuri  
Company Secretary

Mumbai, August 04, 2021

**The Investment Trust of India Limited**  
CIN: L65910MH1991PLC062067  
**Registered Office:**  
ITI House, 36 Dr. R K. Shirodkar Marg,  
Parel, Mumbai - 400 012  
E mail: [cosecretary@itiorg.com](mailto:cosecretary@itiorg.com)  
Website: [www.itiorg.com](http://www.itiorg.com)

**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)	<b>Mrs. Khyati Valia</b>	<b>Mrs. Papia Sengupta</b>	<b>Mr. Alok Kumar Misra</b>
2.	Designation	Non Executive Woman Director	Independent Woman Director	Independent Director
3.	Date of Birth	14/01/1983	27/09/1959	23/09/1952
4.	Date of appointment on the Board	25/03/2015	19/12/2020	16/09/2016
5.	Qualifications	BDS & MBA in Family Business from S. P. Jain Institute	CFA from ICFAI, CISA & CAIIB	M. Sc. in Statistics, CAIIB, Dip. in Personal Management etc.
6.	Expertise/experience	<p><b>Mrs. Khyati Valia</b>, She has experience of around eight years in the field of marketing, and planning.</p> <p><b>Mrs. Papia Sengupta</b> has experience of more than thirty five in banking sector. Her core competence includes Corporate Credit, Overseas Banking, Stressed Asset Management, Risk Management, Treasury Operations, HR Management &amp; Training, Compliance, IT &amp; Information Security, Business Process Re-engineering, Organisational Planning and Media handling.</p> <p><b>Mr. Alok Kumar Misra</b> M. Sc. (Statistics) from Lucknow University, Post Graduate Diploma in Personnel Management, CAIIB from Indian Institute of Bankers, Fellow of Certified Institute of Bankers of Scotland and Fellow of Zambian Institute of Bankers and Associate of Australian Institute of Banking &amp; Finance. He has experience more than thirty five years in banking field and during his tenure he held various senior positions. He has joined Bank of India in 1974 as a Probationary Officer. He also worked with Canara Bank, as Executive Director and as a Chairman &amp; Managing Director of Oriental Bank of Commerce. His last assignment was as a Chairman and Managing Director of Bank of India from August 2009 till September 2012.</p>		
		<b>Mrs. Khyati Valia</b>	<b>Mrs. Papia Sengupta</b>	<b>Mr. Alok Kumar Misra</b>
7.	Remuneration (for the financial year 2020-2021) Meeting fees	Entitled for Board meeting & Committee meeting fees only.	Entitled for Board meeting & Committee meeting fees only	Entitled for Board meeting & Committee meeting fees only
	Meeting fees for the year 2020-2021 (Rs. in lakhs)	1.75	1.10	2.75
8.	Number of Board meetings attended during the financial year 2020-2021	5	2	5
9.	Disclosure of relationship	Related to promoter and of the Company Mr. Chintan Valia and also to promoter group Mr. Sudhir Valia and Mrs Raksha Valia. Not related to any Directors except for Mr. Chintan Valia who is Non Executive Chairman of the Company	Not related to any promoter, promoter group and any other Directors of the Company	Not related to any promoter, promoter group and any other Directors of the Company
10.	Directorships held in other public	1. Suraksha Developers Limited 2. Jaankie And	Nil	Monte Carlo Fashions Limited



	<b>companies</b> (excluding Foreign and section 8 companies)	Sadguru Developers Limited 3 Suraksha Realty Limited 4 Fintrade Exports Limited 5 ITI Finvest Limited 6 Vision Finstock Limited		Dewan Housing Finance Corporation Limited
11.	Chairman / Member of the Committee of Board of Directors of the Company	Nil	1) Audit Committee 2) Stakeholder Relationship Committee 3) Nomination & Remuneration Committee 4) Internal Finance Committee 5) Management Committee 6) Risk Management Committee	1) Audit Committee 2) Stakeholder Relationship Committee 3) Nomination & Remuneration Committee 4) Internal Finance Committee 5) Management Committee 6) Risk Management Committee
12	Membership in committees in other public companies (considered only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	<b>Audit Committee</b> <b>Stakeholders Relationship Committee</b>
13	No of shares held			
	a) Own	Nil	Nil	Nil
	b) In Trust for other persons having beneficial interest.	Nil	Nil	Nil

By Order of the Board of Directors



*Haroon Mansuri*  
Haroon Mansuri  
Company Secretary

Mumbai, August 04, 2021  
The Investment Trust of India Limited  
CIN: L65910MH1991PLC062067  
Registered Office:  
ITI House, 36 Dr. R K. Shirodkar Marg,  
Parel, Mumbai 400 012  
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