

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

The Manager  
**National Stock Exchange of India Limited**  
Listing department  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051

Dear Sir,

**Ref.: BSE Scrip Code: 530023**

**NSE Symbol: THEINVEST**

**Sub: Notice of the 32<sup>nd</sup> Annual General Meeting of the The Investment Trust of India Limited ("The Company") & E-voting Information**

With reference to the subject matter, enclosed herewith please find notice of the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Friday, 29<sup>th</sup> September, 2023 at 11.00 a.m IST through Video Conference (VC) or Other Audio Visual Means (OAVM).

In accordance with circular issued by Ministry of Corporate Affairs dated December 28, 2022 and SEBI circular dated January 05, 2023, notice is being sent through electronic mode to the Members of the Company and the Notice has also been uploaded on the website of the company at: [https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1693887095\\_Intimation%20of%2032nd%20AGM%20Notice%202023.pdf](https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1693887095_Intimation%20of%2032nd%20AGM%20Notice%202023.pdf)

Further as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company has availed E-voting services of the Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to its Members.

The Schedule of Events for e-voting is as follows: -

Cut-off Date	Friday, 22 September 2023
Remote e-voting Start Date and time	Monday, September 25, 2023 at 9.00 A.M IST
Remote e-voting End Date and time	Thursday, September 28, 2023 at 5.00 P.M IST

**For The Investment Trust of India Limited**

**Chintan Valia**  
**Director**  
**DIN 05333936**  
**Date:- 05/09/2023**  
**Place: Mumbai**

**Encl: As Above**

## NOTICE OF ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting (AGM) of the members of The Investment Trust of India Limited will be held on Friday, 29th September, 2023 at 11.00 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

#### Item no. 1 – Adoption of Financial Statements

To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2023.

#### Item no. 2 – Appointment of Mrs. Khyati Valia as a director, liable to retire by rotation

To appoint a Director in place of Mrs. Khyati Valia, (DIN: 03445571) who retires by rotation at this AGM in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

### SPECIAL BUSINESS:

#### Item no. 3 – Appointment of Mr. Rajeev Uberoi as an Independent Director of the Company

Appointment of Mr. Rajeev Uberoi (DIN 01731829) as an independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination & Remuneration Committee and that of the Board of Directors, Mr. Rajeev Uberoi (DIN 01731829), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 11, 2023 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from August 11, 2023 till August 10, 2028, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

<p><b>The Investment Trust of India Limited</b>  CIN: L65910MH1991PLC062067  Registered Office:  ITI House 36, Dr. R. K. Shirodkar Marg,  Parel, Mumbai - 400 012  E mail: <a href="mailto:info@itiorg.com">info@itiorg.com</a>  Website: <a href="http://www.itiorg.com">www.itiorg.com</a></p>	<p style="text-align: right;">By Order of the Board  For <b>The Investment Trust of India Limited</b></p> <p style="text-align: right;"><b>Chintan Valia</b>  Director  DIN: 05333936  Mumbai, August 11, 2023</p>
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## NOTES

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 32nd Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. 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.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations 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, necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate Remote e-Voting and e-Voting during AGM. The instructions for the process to be followed for Remote e-Voting and e-Voting during AGM is forming part of this Notice.
4. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-Voting or for participation and voting in the AGM to be conducted through VC / OAVM. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution (PDF / JPG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/Authorisation shall be sent to the Company by e-mail through its registered e-mail address at [info@itiorg.com](mailto:info@itiorg.com) with a copy marked to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
5. In compliance with the aforesaid MCA and SEBI Circulars, this Notice of the AGM along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those Members whose name appear in the Register of Members / Beneficial Owners maintained by the Depositories as on benpos date i.e. Friday, September, 01, 2023 and whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for FY 2022-23 will also be available on website of the Company, i.e. [www.itiorg.com](http://www.itiorg.com), website 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 the CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. The Company has appointed M/s. DM & Associates Company Secretaries LLP, Practicing Company Secretary, as the Scrutinizer for scrutinizing the e-Voting process to ensure that the process is carried out in a fair and transparent manner.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, 22 September 2023.
8. The Remote e-Voting period commences on Monday, September, 25, 2023 at IST 9.00 a.m. and ends on Thursday, September 28, 2023 at IST 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 22, 2023 may cast their vote electronically. The Remote e-Voting module shall be disabled by CDSL for voting thereafter.
9. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-Voting, may vote during the AGM through e-Voting for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-Voting may attend the AGM but shall not vote at the AGM.
10. A person who is not a Member as on the cut-off date i.e. Friday, September 22, 2023 should treat this Notice for information purpose only. However, the Members who are holding shares in physical form or who have not registered their e-mail address with the Company / Depositories or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Friday, September 22, 2023 may obtain the User ID and password by following the instructions as mentioned in the Notice of the AGM.
11. The Company has made arrangements through its Registrar & Transfer Agent (RTA), Purva Sharegistry (India) Private Limited ("Purva"), to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the AGM and for conducting of the e-AGM. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
14. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.

15. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to Purva in case the shares are held by them in physical form.
16. The Members who still hold share certificate(s) in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, effective from April 01, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per the Listing Regulations. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
17. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
18. The Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at [info@itiorg.com](mailto:info@itiorg.com).

#### Voting Results:

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-Voting and e-Voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the AGM or to any other person authorised by the Chairman of the Company.
2. Based on the Scrutinizer's Report, the Company will submit within two working days of the conclusion of the AGM, to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
3. The result declared along with Scrutinizer's Report will be placed on the website of the Company at [www.itiorg.com](http://www.itiorg.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

#### CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. 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 1,000 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.
2. 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
3. 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/EGM through VC/OAVM and cast their votes through e-voting.
4. 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 <https://www.itiorg.com/investor-inner.php?id=12>. 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).

#### The Instructions for shareholders for Remote E-Voting are as under:

- (i) The voting period begins on 25-09-2023 at 9:00 A.M. and ends on 28-09-2023 at 5:00 P.M.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22-09-2023 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.

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.

- (iv) 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 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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</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, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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. 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> <li>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></li> <li>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</li> </ol>
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 <b>CDSL</b>	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 toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than Individuals and Physical Form

	For Shareholders holding shares in Demat Form other than Individuals and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **The Investment Trust of India Limited** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - 1) 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.
  - 2) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - 3) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - 4) 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.
  - 5) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) Facility for Non – Individual Shareholders and Custodians – Remote voting
  - 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.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory 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; [info@itiorg.com](mailto:info@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.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & EVOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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 Remote e-voting.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. The Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number / folio number, email id, mobile number at [info@itiorg.com](mailto:info@itiorg.com) up to Monday, September 18, 2023 (IST 5.00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
8. The Members who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number / folio number, email id, mobile number at [info@itiorg.com](mailto:info@itiorg.com) up to Monday, September 18, 2023 (IST 5.00 p.m.). These queries will be replied by the Company appropriately during the AGM.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. 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.
11. 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. - [info@itiorg.com](mailto:info@itiorg.com) / [support@purvashare.com](mailto:support@purvashare.com).
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 toll free no. 1800 22 55 33.

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, 25th 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 toll free no. 1800 22 55 33.

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NO 3

Pursuant to Section 161 of the Companies Act, 2013, the Board, on August 11, 2023, appointed Mr. Rajeev Uberoi as an Additional Director in the capacity of Independent Director of the Company for a term of five (five) years with effect from August 11, 2023 to August 10, 2028 (both days inclusive) subject to the approval of the shareholders through a **Special Resolution**.

The Company has received the following consents/declarations from Mr. Rajeev Uberoi:

- i. Consent in writing to act as a Director in Form DIR 2 in terms of section 152 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- iii. Confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- iv. Declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013;
- v. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs

In the opinion of the Board, Mr. Rajeev Uberoi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Rajeev Uberoi knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from August 11, 2023.

Copy of Draft letter of appointment of Mr. Rajeev Uberoi setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Rajeev Uberoi as an Independent Director of the Company, as a **Special Resolution**.

The Board recommends the **Special Resolution** as set out in Item no. 3 of this notice for the approval of members.

**Additional information on Directors recommended for appointment/reappointment at the 32nd Annual General Meeting to be held on September 29, 2023 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards]**

Sr. No.	Particulars	Details of Directors	
1.	Name	Mr. Rajeev Uberoi	Mrs. Khyati Valia
2.	DIN	01731829	03445571
3.	Age	66 years	40 years
4.	Qualifications	LL.B., M.A (Economics). Ph.D. from Bhopal University Business Administration Diploma, Management Development Institute, India Banking & Planning Diploma, Italian Institute of Development, Naples M.A. (Economics) and Ph.D., McMaster University, Ontario, Canada MBA Degree from MDI, Gurgaon.	BDS & MBA in Family Business from S.P Jain Institutes
5.	Experience (including expertise in specific functional area)	Mr. Rajeev Uberoi has served various eminent companies and big firms in different leadership roles and is a pioneer of Corporate and legal governance and compliance management. He has advised Shardul Amarchand Mangaldas on regulatory matters pertaining to RBI, SEBI and IRDA involving complex issues. He has also served YES Bank Limited as Group Senior President – Governance & Control and IDFC Bank limited as General Counsel & Head – Legal & Audit, Central Legal, Audit & Controls.  He has also successfully led various multilateral multi-million complex transactions and projects and currently is a member of Board of Directors of Jindal Stainless Limited, Jindal Stainless (Hissar) Limited, Shalimar Paints Limited and many other Companies.  He has conferred with various honors and awards, few of such are <b>In house Counsel of the Year 2017-Banking by Indian National Bar Association (INBA), Best Asian and South Pacific Legal Department 2013 (Gold Award) by Leaders League held at New York, Best Legal Team of the Year—IDFC, Legal Counsel Awards (India) 2012.</b>	She has experience of around 10 years in the field of marketing and planning.
6.	Terms and Conditions of appointment	In terms of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 Mr. Rajeev Uberoi appointed as an Independent Director is not liable to retire by rotation.	In terms of Section 152 (6) of the Companies Act, 2013 Mrs. Khyati Valia who was appointed as a Non-Executive Director at the annual general meeting held on 27th September, 2021 liable to retire by rotation.
7.	Remuneration last drawn (FY 2022-23)	N.A.	Nil
8.	Proposed Sitting Fees	He shall be paid a fee for attending meetings of the Board or Committees	She shall be paid a fee for attending meetings of the Board or Committees
9.	Remuneration proposed to be paid	Nil	Nil
10.	Date of first appointment on the Board	11/08/2023	25/03/2015
11.	Shareholding in the Company including shareholding as a beneficial owner as on date of this notice	Nil	8,84,556 Equity Shares of Rs 10/- each

Sr. No.	Particulars	Details of Directors				
12.	Relationship with other Directors / Key Managerial Personnel	Nil		Related to promoter and 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		
13.	Number of meetings of the Board attended during the financial year 2022-23	N.A.		5		
14.	Board Membership in the Listed Entities as on date of this notice	1. Shalimar Paints Limited 2. Jindal Stainless Limited 3. IL&FS Transportation Networks Limited 4. Aurionpro Solutions Limited		Nil		
15.	Membership /Chairmanship of Committees of other Listed Entities as on date of this notice	Sr. No.	Name of the Company	Name of the Committee	Chairman/ Member of the Committee	Nil
		1	Shalimar Paints Limited	Audit Committee	Member	
		2	Shalimar Paints Limited	Nomination Remuneration Committee	Member	
16.	Listed entities from which the Director has resigned in the past three years	Asian Hotels (North) Limited (Date of Cessation April 10, 2022)		Nil		
17.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (In case of Appointment of Independent Director)	1. Progressive experience leveraging legal skills and business acumen to drive business growth, minimize risk and assure compliance. 2. His experience of serving on the diversified boards of various companies.		N.A.		

By Order of the Board  
For **The Investment Trust of India Limited**

**Chintan Valia**  
**Director**  
**DIN:- 05333936**  
Mumbai, August 11, 2023

**The Investment Trust of India Limited**  
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