

DM & ASSOCIATES COMPANY SECRETARIES LLP

(LLPIN NO. AAI-4743)

REGD. OFFICE: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097

Tel No.: 9167110063

Email: dinesh.deora@yahoo.com

To,
The Chairman
Of the NCLT Convened Meeting of the Equity Shareholders of
THE INVESTMENT TRUST OF INDIA LIMITED
Naman Midtown, A Wing, 21st Floor, Unit No. 2103,
Senapati Bapat Marg, Elphinston Road,
Mumbai-400013

Dear Sir

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the remote e-Voting and voting on Poll by your Shareholders, at the NCLT Convened Meeting of your Company held on Friday, 8th November, 2019 at 10.00 a.m.

Please find enclosed Consolidated Results of remote e-Voting & Poll. We have issued separate report on remote e-voting and the Report on Poll results at the NCLT Convened Meeting.

Our report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL) and the Report on Poll Results prepared by us is based on the data provided / authenticated by your Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Limited.

We trust you will find Report to be comprehensive and self-explanatory in all respects. We will, however, be happy to answer your queries, if any, on the same.

FOR DM & ASSOCIATES COMPANY SECRETARIES LLP
COMPANY SECRETARIES



DINESH KUMAR DEORA
PARTNER

Membership No.: FCS 5683 COP No 4119



Date: 8th November, 2019

Place: Mumbai

UDIN Number: F005683A000222999

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Consolidated Results



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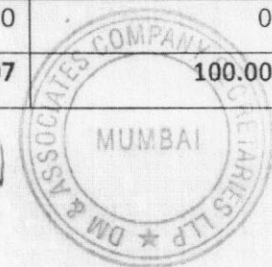
Email: dinesh.deora@yahoo.com

Based on Results of remote e-Voting & Poll at the NCLT Convened Meeting of the Equity Shareholders held on Friday, 8th November, 2019 at 10.00 a.m., Consolidated Result of item on the Agenda as set out in the Notice dated 30th September, 2019 is annexed herewith.

CONSOLIDATED RESULTS OF ITEM NO. 1 – RESOLUTION

Subject	<i>"RESOLVED THAT pursuant to the provisions of Section 230 read with 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of Memorandum and Articles of Association of the Applicant Company and subject to the approval of Mumbai Bench of National Company Law Tribunal, and subject to other approvals, permissions and sanctions of other regulatory authorities, as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any other regulatory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Applicant Company (hereinafter referred to as the ("Board")), which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this resolution), the amalgamation embodied in the proposed Scheme of Amalgamation and Arrangement of ITI Management Advisors Limited ("Transferor Company") with The Investment Trust of India Limited ("Transferee Company") and their respective members and creditors be and is hereby approved."</i> <i>RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme of Amalgamation and Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the merger embodied in the Scheme of Amalgamation and Arrangement or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme of Amalgamation and Arrangement, as the Board may deem fit and proper."</i>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37500519	188188	37688707	99.9984
Dissent	600	0	600	0.0016
Invalid/Abstain	0	0	0	0
Total	37501119	188188	37689307	100.00



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Thus, the **Resolution** as contained in the Notice dated 30th September, 2019 is passed with **REQUISITE MAJORITY**.

FOR DM & ASSOCIATES COMPANY SECRETARIES LLP
COMPANY SECRETARIES



DINESH KUMAR DEORA
PARTNER

Membership No.: FCS 5683 COP No 4119

Date: 8th November, 2019

Place: Mumbai

UDIN Number: F005683A000222999



**Poll Results
Of the
Poll Conducted
At the
NCLT Convened Meeting
Of the Equity Shareholders of
THE INVESTMENT TRUST OF INDIA LIMITED
At
Matunga Gujarati Club Limited, M V Savani
Conference Hall, 2nd Floor, Nathalal Parekh
Marg, Near Arora Cinema, Matunga,
Mumbai-400019**



FORM No. MGT-13

Report of Scrutinizers

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman
Of the NCLT Convened Meeting of the Equity Shareholders of
THE INVESTMENT TRUST OF INDIA LIMITED
Naman Midtown, A Wing, 21st Floor, Unit No. 2103,
Senapati Bapat Marg, Elphinston Road,
Mumbai-400013

NCLT Convened Meeting held on: Friday, 8th November, 2019 at 10.00 a.m.

Dear Sir,

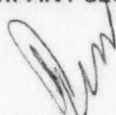
We, DM & Associates Company Secretaries LLP, Practising Company Secretaries appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the NCLT Convened Meeting of the Equity Shareholders of THE INVESTMENT TRUST OF INDIA LIMITED held on Friday, 8th November, 2019 at 10.00 a.m., submit our report as under:

1. After the Chairman announced the commencement of Voting, one Ballot Box for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Purva Sharegistry (India) Private Limited, Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
3. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll for each item on the agenda are Resolution wise annexed to this report.



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and have been duly handed over to the Company Secretary for keeping in safe record.

FOR DM & ASSOCIATES COMPANY SECRETARIES LLP
COMPANY SECRETARIES


DINESH KUMAR DEORA
PARTNER

Membership No.: FCS 5683 COP No 4119

Date: 8th November, 2019

Place: Mumbai

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RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 230 read with 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of Memorandum and Articles of Association of the Applicant Company and subject to the approval of Mumbai Bench of National Company Law Tribunal, and subject to other approvals, permissions and sanctions of other regulatory authorities, as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any other regulatory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Applicant Company (hereinafter referred to as the ("Board"), which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this resolution), the amalgamation embodied in the proposed Scheme of Amalgamation and Arrangement of ITI Management Advisors Limited ("Transferor Company") with The Investment Trust of India Limited ("Transferee Company") and their respective members and creditors be and is hereby approved."

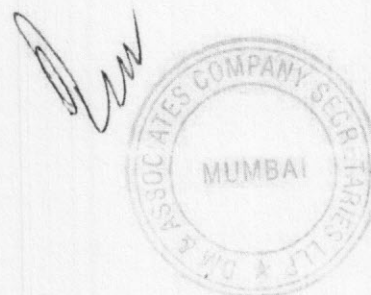
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme of Amalgamation and Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the merger embodied in the Scheme of Amalgamation and Arrangement or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme of Amalgamation and Arrangement, as the Board may deem fit and proper."

(i) Voted in favour of the resolution

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	188188	100.00

(ii) Voted against the resolution

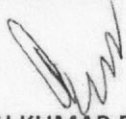
Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid votes:**

Number of members who voted (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

**FOR DM & ASSOCIATES COMPANY SECRETARIES LLP
COMPANY SECRETARIES**



**DINESH KUMAR DEORA
PARTNER**

Membership No.: FCS 5683 COP No 4119

Date: 8th November, 2019

Place: Mumbai

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Remote E-Voting Results



**Report of Scrutinizer on remote e-Voting by Shareholders of
The Investment Trust of India Limited at NCLT Convened Meeting**

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1. In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended , We are appointed as Scrutinizer to the remote e-Voting process for passing the items on the agenda as contained in the NCLT Convened Meeting Notice dated 30th September, 2019
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NDSL) and Central Depository Services (India) Limited (CDSL), for the purpose of remote e-Voting, the Company completed dispatch of the NCLT Convened Meeting Notice of remote e-Voting by permitted means.
3. In terms of the aforesaid Notice, remote e-Voting was open for four days from 9.00 a.m. on Monday, 4th November, 2019 to 5.00 p.m. on Thursday, 7th November, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolution, on e-Voting platform provided by CDSL.
4. The Voting rights were reckoned as on Friday, 1st November, 2019, being the Cut-Off date for the purpose of remote e-Voting.
5. As required in the Rules, we unlocked the remote e-Voting on the platform provided by CDSL after completion of the remote e-Voting process at 7.01 p.m. on the Friday, the 8th November, 2019, in the presence of Mr. Terence Fernandes and Mr. Jainendra Yadav.
6. Based on the results made available to me, 21 (Twenty-One) folios have cast their votes on the e-Voting platform and we have annexed with this Report, a summary of the e-Voting Results for each of the agenda items contained in the said Notice.

FOR DM & ASSOCIATES COMPANY SECRETARIES LLP
COMPANY SECRETARIES



DINESH KUMAR DEORA
PARTNER

Membership No.: FCS 5683 COP No 4119

Date: 8th November, 2019

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SUMMARY OF E-VOTING RESULTS

EVSN Reference No.191010001

Voting Start Date: 04/11/2019 09.00 AM

Voting End Date: 07/11/2019 05.00 PM

Items on the Agenda	Voted in Favour		Voted Against		Abstained	
	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes
1	20	37500519	1	600	0	0

FOR DM & ASSOCIATES COMPANY SECRETARIES LLP
COMPANY SECRETARIES

DINESH KUMAR DEORA
PARTNER

Membership No.: FCS 5683 COP No 4119

Date: 8th November, 2019

Place: Mumbai

UDIN Number: F005683A000222999

