

# The Investment Trust of India Limited

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



**Date: November 14, 2025**

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

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

**NSE Symbol: THEINVEST**

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –Postal Ballot Notice**

Dear Sir,

We refer to the outcome of Board Meeting dated November 05, 2025, and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the postal ballot notice seeking approval of the Shareholders of the Company, by way of remote e-voting process (e-voting) for:

Sr. No	Particulars	Types of Resolution(s)
1.	Extension of 'FFSIL- Employees Stock Option Plan 2017 to employees of the Subsidiary Company(ies) of the company	Special

In compliance with the applicable circulars, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e. Friday, November 07, 2025. The Notice has also been uploaded on the website of the company at [www.itiorg.com](http://www.itiorg.com).

Further in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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: -

<b>Cut-off Date</b>	Friday, November 07, 2025
<b>Remote e-voting Start Date and time</b>	Wednesday, November 19, 2025 at 9.00 A.M IST
<b>Remote e-voting End Date and time</b>	Thursday, December 18, 2025 at 5.00 P.M IST

For **The Investment Trust of India Limited**,

**Vidhita Narkar**  
**Company Secretary and Compliance Officer**  
**Membership No - A33495**

**Date: - 14.11.2025**

**Place: - Mumbai**

**Encl: As Above**

## **POSTAL BALLOT NOTICE**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)**

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of The Investment Trust of India Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) read with the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022, General Circular No. 09/2023 dated 25<sup>th</sup> September 2023, General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 and General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the Members of the Company, through Postal Ballot, only by remote electronic voting (“e-Voting”).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

<b>Commencement of e-voting:</b>	<b>9:00 a.m. (IST) on Wednesday , November 19, 2025</b>
<b>End of e-voting:</b>	<b>5:00 p.m. (IST) on Thursday, December 18, 2025</b>

The **Scrutiniser will submit his report**, after the completion of scrutiny, to the Chairman of the Company or any person authorised by him. The results of e-voting will be announced **on or before Friday, December 19, 2025**, and will be displayed on the Company’s website at [www.itiorg.com](http://www.itiorg.com) and the Website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) The results will simultaneously be communicated to the Stock Exchanges.

**SPECIAL BUSINESS**

**Item no. 1 – Extension of 'FFSIL- Employees Stock Option Plan 2017 to employees of the Subsidiary Company(ies) of the company.**

To consider and if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to such other approvals, permissions, and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, and sanctions, the consent of the Members of the Company be and is hereby accorded to extend the benefits of the *FFSIL–Employees Stock Option Plan 2017* (“FFSIL–ESOP 2017” or “Scheme”) to the eligible employees and directors (whether Whole-time or not) of the subsidiary company(ies) of the Company, whether in India or abroad, as may be determined by the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee (“NRC”) of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SBEB Regulations from time to time, in accordance with the provisions of the said Scheme, the SBEB Regulations, and other applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors and/or the NRC of the Company be and are hereby authorized to exercise the powers conferred by this resolution, including the power to create, issue, re-issue, offer, grant, and allot from time to time, in one or more tranches, up to 30,00,000 (Thirty Lakhs) employee stock options (“ESOPs”), exercisable into 30,00,000 (Thirty Lakhs) equity shares of the Company, having a face value of Rs. 10/- (Rupees Ten only) each, at such price, in one or more tranches, from time to time, to the eligible employees in India or outside India, who are in the employment of the Company and/or its subsidiary company(ies) (present and future, if any), on such terms and conditions as the Board and/or NRC may determine under the Scheme, in accordance with the SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** under the FFSIL–ESOP 2017 (Extended and Amended from time to time) of the Company, Equity Shares having a face value of Rs. 10/- (Rupees Ten only) each may be issued and allotted, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the NRC or the Board of Directors of the Company, in its sole and absolute discretion, in accordance with the provisions of the said Scheme and applicable laws; and in accordance with Regulation 17 of the SBEB Regulations, the Company granting options to its employees under the aforesaid Scheme shall be free to determine the exercise price, subject to compliance with the accounting policies specified under Regulation 15 of the said Regulations, including adherence to the applicable Accounting Standards prescribed by the Central Government under Section 133 of the Companies Act, 2013, and any Guidance Note on Accounting for Employee Share-based Payments issued in that regard from time to time, along with all related disclosure requirements.

**RESOLVED FURTHER THAT** for the purpose of effectuating the above resolutions, the Board / Committee be and is hereby authorized on behalf of the Company, to implement, formulate, evolve, decide upon and bring in to effect the FFSIL–ESOP 2017 and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any

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questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the FFSIL-ESOP 2017.

**RESOLVED FURTHER THAT** Mr. Chintan Valia, Director and /or Ms. Vidhita Narkar, Company Secretary and Compliance Officer of the Company, be and is hereby severally authorized to issue the said Notice to the members, make necessary filings and disclosures with the Stock Exchanges and other regulatory authorities, and to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution.”

**The Investment Trust of India Limited**

CIN: L65910MH1991PLC062067

Registered Office:

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

E mail: [info@itiorg.com](mailto:info@itiorg.com)

Website: [www.itiorg.com](http://www.itiorg.com)

By Order of the Board

For **The Investment Trust of India Limited**

VIDHITA SUDESH NARKAR

Digitally signed by VIDHITA  
SUDESH NARKAR  
Date: 2025.11.14 11:40:22  
+05'30'

**Vidhita Narkar**

**Company Secretary & Compliance Officer**

**Mem No. A33495**

Mumbai, November 14, 2025

**Notes:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on **Friday, November 07, 2025 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at [www.itiorg.com](http://www.itiorg.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.
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday , November 19, 2025 and ends at 5:00 p.m. (IST) on Thursday, December 18, 2025.**
8. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Thursday, December 18, 2025.**
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [info@itiorg.com](mailto:info@itiorg.com) mentioning his / her / its folio number / DP ID and Client ID.
11. **PROCEDURE FOR E-VOTING:**

**CDSL e-Voting System – For Remote e-voting**

**The Instructions of Shareholders for Remote E-Voting:**

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- I: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- II: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
  - (i) The voting period begins on **9:00 a.m. (IST) on November 19, 2025** and ends at **5:00 p.m. (IST) on Thursday, December 18, 2025**. 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 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.

- III: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
  - (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 abovesaid SEBI Circular, Login method for e-Voting 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 Depository	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 & New System Myeasi Tab.

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <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.</p>

	<p>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a> You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be redirected to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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.</p>

**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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

IV : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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,

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- 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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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 <b>OR</b> 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>

- (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.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

B: 022 4027 3600 • E: [info@itiorg.com](mailto:info@itiorg.com) • W: [www.itiorg.com](http://www.itiorg.com) • CIN: L65910MH1991PLC062067

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.

**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 [info@itiorg.com](mailto:info@itiorg.com) or [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 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 21 09911.

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 at toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**Item No. 1 - Extension of 'FFSIL- Employees Stock Option Plan 2017 to employees of Subsidiary Company(ies) of the company.**

The Shareholders are aware that Employee Stock Option is a very useful tool to attract, retain the key talents working with the Company and its Subsidiary company(ies), by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. Your Company believes in rewarding its employees including Directors of the Company as well as those of the Subsidiary company(ies) for their continuous hard work, dedication and support, which has led the Company on the growth path.

The Company notes that although the existing *FFSIL-ESOP 2017 Scheme* already contemplates the participation of employees of its subsidiary companies, a separate shareholders' approval, as required under Regulation 6(3)(c) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), was not previously obtained. Accordingly, the Company now proposes to seek shareholders' approval by way of a *Special Resolution* to formally extend the benefits of the *FFSIL-ESOP 2017 Scheme* to eligible employees of its subsidiary company(ies), whether incorporated in India or abroad.

The ESOP Plan and other documents referred to in the aforesaid resolutions are available for inspection by the shareholders at the registered office of the Company at ITI House, 36 Dr. R. K. Shirodkar Marg, Parel, Mumbai - 400 012 during office hours (11.00 a.m. to 1.00 p.m.) on all working days up to the last date of the E-Voting i.e. December 18, 2025 and are also available on the website of the Company at <https://www.itiorg.com/investor.php>.

The disclosure in terms of Section 62 of the Companies Act read with the Companies (Share Capital and Debenture Rules) 2014 and Regulation 7 read with part C of the schedule I of the SBEB Regulations are as under. In terms of Regulations 6, 7 and other applicable provisions of the SBEB Regulations, approval of the shareholders is sought by way of Special Resolutions for amendment of the Plan and other matters connected therewith.

**1. Brief Description of the scheme:**

The objective of FFSIL-ESOP 2017 is to reward the Employees for their performance and to motivate them to contribute to the growth and profitability of the company and its subsidiary and to attract and retain talent in the organisation. The company strongly believes that an equity component in the compensation goes a long way in aligning the objectives of an individual with those of the organisation.

**2. Total number of options to be granted:**

Maximum of up to 30,00,000 (Thirty Lakhs) Options would be available for being granted to eligible employees of the Company and its subsidiaries under Scheme. Each option when exercised would be converted into one Equity share of Rs. 10/- each fully paid-up. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date. SBEB Regulation, require that in case of any corporate action(s) such as rights issues, bonus issues, split, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, the abovementioned limit of maximum number of options to be granted under the scheme shall automatically include within its ambit, such expansion or reduction as taken place on account of corporate action(s) including issue of bonus shares, split, rights issue, buy-back or scheme of arrangement.

**3. Identification of classes of employees entitled to participate in the Employee Stock Option Plan:**

- i. A permanent employee of the company working in India or outside of India; or
- ii. A Director of the Company, whether a Whole Time Director or not, including a non-executive Director but excluding promoter director or an Independent Director of the Company or a member of the promoter group; or
- iii. An employee as defined in clauses (i) or (ii) of a group company including subsidiary companies or its associate company in India or outside India, but does not include:
  - a. an employee who is a Promoter or belongs to the Promoter Group;
  - b. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed equity share capital of the Company and;
  - c. an independent director within the meaning of the Companies Act, 2013.

The employees to whom the stock options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the employee) would be determined by the committee, in its absolute discretion from time to time.

**4. Requirements of vesting and period of vesting:**

The options granted would vest not earlier than one year and not later than five years from the date of grant of such options. vesting of options would be subject to continued employment with the company and thus the options would vest on passage of time. however, in addition to this, the nrc of the company/ board may also, if it feels necessary in certain or in all cases, specify certain performance parameters metrics on the achievement of which the granted options would vest.

As a prerequisite for a valid vesting, a grantee is required to be in employment or service of the company and its subsidiaries on the date of vesting, excluding retirement, death and permanent disability cases and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on such date of vesting.

The specific vesting schedule and vesting conditions subject to which options would vest would be detailed in writing and provided to the option grantee at the time of the grant of options.

**5. The maximum period within which the options shall be vested:**

The options granted would vest not earlier than one year and not later than five years from the date of grant of such options.

**6. Exercise Price or pricing formula:**

The exercise price shall be equal to face value of shares i.e. Rs. 10 per option or any other price as decided by the NRC. in any case, the exercise price per option shall not be less than the face value of shares and it may be different for different class/ classes of employees falling in the same tranche of grant of options issued under FFSIL–ESOP 2017.

**7. Exercise Period and the process of Exercise:**

The stock options granted shall be capable of being exercised within a period being not more than five years from the date of vesting of the respective stock options.

The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the NRC from time to time.

**8. The appraisal process for determining the eligibility of employees for the scheme:**

The appraisal process will be based on criteria such as role/designation of the employee, duration of service with the Company, past performance record, future potential of the employee and such other criteria as may be determined by the NRC/Board from time to time.

**9. Maximum number of options to be issued per employee and in aggregate:**

The maximum number of options that may be granted to any eligible employee shall be determined by the NRC on a case-to-case basis and shall not exceed the limit prescribed under the SBEB Regulations and other applicable laws. The total number of options to be granted under the Scheme shall not exceed 30,00,000 (Thirty Lakhs) options, representing approximately 5.74% of the issued capital (excluding outstanding warrants and conversions) of the Company as on the date of this Notice

**10. Maximum quantum of benefits to be provided per employee under the scheme:**

Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the FFSIL-ESOP 2017. Accordingly, the maximum quantum of benefit for the employees under the FFSIL-ESOP 2017 is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.

**11. Route of FFSIL-ESOP 2017 implementation**

FFSIL-ESOP 2017 shall be implemented and administered directly by the Company and does not involve any Trust.

**12. Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both**

FFSIL-ESOP 2017 involves new issue of shares by the Company.

**13. The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilisation, repayment terms, etc.:**

Currently Trust route is not contemplated under the FFSIL-ESOP 2017.

**14. Maximum percentage of secondary acquisition (subject to limits Specified under the regulations) that can be made by the Trust for the purposes of the scheme:**

Not Applicable.

**15. A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 - Disclosure and Accounting Policies:**

As specified in Regulation 15 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company shall comply with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' or other accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time including the disclosure requirements.

Employee Stock Options granted under FFSIL-ESOP 2017 are accounted under the Indian Accounting Standard (Ind AS) 102 Share based payments and such other accounting policies/ principles as may be prescribed from time to time during the continuance of FFSIL-ESOP 2017. The same is in accordance with the SBEB Regulations.

# The Investment Trust of India Limited

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



## 16. Method of option valuation:

The employee stock options granted in terms of this Scheme.

## 17. The conditions under which option vested in employees may lapse:

The vested options shall lapse due to non-exercise of Options within the exercise period and upon termination of employment due to misconduct or due to breach of the Company policies or the terms of employment. The vested options may also get cancelled in event of abandonment of employment by an employee.

## 18. Lock-in period for options:

The shares allotted pursuant to exercise of options shall be subject to any lock-in of 2 (Two) year period.

Pursuant to the provisions of Sections 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEB Regulations the grant of Stock Options to Employees of its Subsidiary Company(ies), approval of the Members by Special Resolutions which are proposed at Item No.1 of this Notice respectively.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company and number of Stock Options which may be granted to them, if any, pursuant to implementation of the Scheme.

Your directors recommend the resolutions set out under Item No. 1 to this Notice for your approval by way of Special Resolution.

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

VIDHITA SUDESH NARKAR  
Digitally signed by  
VIDHITA SUDESH NARKAR  
Date: 2025.11.14 11:40:50  
+05'30'

**Vidhita Narkar**  
**Company Secretary & Compliance Officer**  
**Mem No. : A33495**  
Mumbai, November 14, 2025

The Investment Trust of India Limited

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E mail: [info@itiorg.com](mailto:info@itiorg.com)  
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