

Date: May 16, 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 May 09, 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.	Appointment of Mr. Sidharth Rath (DIN: 00682901) as an Independent Director of the Company	Special
2.	Appointment of Mr. Banavar Anantharamaiah Prabhakar (DIN: 02101808) as an Independent Director 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, May 09, 2025. The Notice has also been uploaded on the website of the company at [www.itorg.com](http://www.itorg.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: -

Cut-off Date	Friday, May 09, 2025
Remote e-voting Start Date and time	Wednesday, May 21, 2025 at 9.00 A.M IST
Remote e-voting End Date and time	Thursday, June 19, 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: - 16.05.2025**

**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 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

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 , May 21, 2025</b>
<b>End of e-voting:</b>	<b>5:00 p.m. (IST) on Thursday, June 19, 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 Saturday, June 21, 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 – To consider appointment of Mr. Sidharth Rath (DIN: 00682901) as an Independent Director 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 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. Sidharth Rath (DIN: 00682901) ,who was appointed as an Additional Director in the capacity of an Independent Director with effect from May

# The Investment Trust of India Limited

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



09, 2025 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 May 09, 2025 till May 08, 2030, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Sidharth Rath (DIN: 00682901) be paid sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the company, as may be approved by the Board from time to time in accordance with the applicable laws.

**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.”

## **Item no. 2 – To consider appointment of Mr. Banavar Anantharamaiah Prabhakar (DIN: 02101808) as an Independent Director 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 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. Banavar Anantharamaiah Prabhakar (DIN: 02101808), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 09, 2025 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 May 09, 2025 till May 08, 2030 including the period from 04<sup>th</sup> August, 2028 when he shall attain 75 years of age and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Banavar Anantharamaiah Prabhakar be paid sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the company, as may be approved by the Board from time to time in accordance with the applicable laws.

**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.”

### **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**

**Sd/-**

**Vidhita Narkar**

**Company Secretary & Compliance Officer**

**Mem No. A33495**

Mumbai, May 16, 2025

# The Investment Trust of India Limited

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



## 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, May 09, 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, May 21, 2025 and ends at 5:00 p.m. (IST) on Thursday, June 19, 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, June 19, 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:**

- 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 **Wednesday, May 21**, 2025 and ends at 5:00 p.m. (IST) on Thursday, June 19, 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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<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 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.</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>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<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.nsdl.com">https://eservices.nsdl.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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a</li> </ol>

	<p>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>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,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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

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- 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 <Company Name> 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.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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- (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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding 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 Futurex, 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 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

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

**Item No. 1 - To consider appointment of Mr. Sidharth Rath (DIN: 00682901) as an Independent Director of the Company**

Pursuant to Section 161 of the Companies Act, 2013, the Board, on May 09, 2025, appointed Mr. Sidharth Rath (DIN: 00682901) as an Additional Director in the capacity of Independent Director of the Company for a term of five (five) years with effect from May 09, 2025 to May 08, 2030 (both days inclusive) subject to the approval of the shareholders through a **special resolution**.

The Company has received the following consents/declarations from Mr. Sidharth Rath:

- 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. Sidharth Rath 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. Sidharth Rath 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 May 09, 2025.

The terms and conditions of appointment of Independent Director is available on the company's website.

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 Sidharth Rath as an Independent Director of the Company, as a **special resolution**.

The Board recommends the **special resolution** as set out in Item no. 1 of this notice for the approval of members.

**Item No. 2 – To consider appointment of Mr. Banavar Anantharamaiah Prabhakar (DIN: 02101808) as an Independent Director of the Company**

Pursuant to Section 161 of the Companies Act, 2013, the Board, on May 09, 2025, appointed Mr. Banavar Anantharamaiah Prabhakar (DIN: 02101808) as an Additional Director in the capacity of Independent Director of the Company for a term of five (five) years with effect from May 09, 2025 to May 08, 2030 (both days inclusive) subject to the approval of the shareholders through a **special resolution**.

The Company has received the following consents/declarations from Mr. Banavar Anantharamaiah Prabhakar (DIN: 02101808):

- 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. Banavar Anantharamaiah Prabhakar 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. Banavar Anantharamaiah Prabhakar 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 May 09, 2025.

The terms and conditions of appointment of Independent Director is available on the company's website.

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 Mr. Banavar Anantharamaiah Prabhakar as an Independent Director of the Company, as a **special resolution**.

The Board recommends the **special resolution** as set out in Item no. 2 of this notice for the approval of members.

**Additional information on Directors recommended for appointment/reappointment [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards]**



Mr. Sidharth Rath, Independent Director

Mr. Sidharth Rath possesses about three decades of experience in development financial institution, banks and fund management.

He is currently, the Founder and Managing Partner of Nandan Capital, a specialized financial advisory and investment platform. Nandan Capital is dedicated to delivering innovative financial solutions that empower emerging businesses and high-growth enterprises to realize their full potential

Mr. Rath began his career at IFCI Limited (formerly Industrial Finance Corporation of India), where he served as a Manager. He handled various profiles viz. managing a substantial loan portfolio comprising large corporate borrowers across various sectors. His responsibilities included business development, marketing of loan products, sourcing new proposals, financial structuring, sanctioning of financial assistance, disbursements and post-sanction project monitoring.

Subsequently, Mr. Rath joined Axis Bank Limited, where he held multiple leadership roles over a distinguished tenure.

Mr. Rath later served as the Managing Director & Chief Executive Officer of SBM Bank India, he was instrumental in setting up the banking franchise and expanded SBM Bank's operations in the commercial banking space. He also served as Strategic Advisor in SBM Holdings Ltd. (Mauritius) the sovereign financial holding entity of the Government of Mauritius, to build a strategy to consolidate SBM Group's banking business in East Africa which included digital transformation, transaction banking and affluent business. His leadership initiatives included digital transformation, expansion of transaction banking and affluent customer segments, and the establishment of a scheduled commercial bank with a comprehensive universal banking franchise.

DIN	00682901
Age	55 years
Qualifications	<ul style="list-style-type: none"><li>PGDM from Xavier Institute of Management</li><li>Commerce Graduate from Odisha</li></ul>
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. Sidharth Rath appointed as an Independent Director is not liable to retire by rotation.
Remuneration last drawn (FY 2024-25)	N.A.
Proposed Sitting Fees	He shall be paid a fee for attending meetings of the Board or Committee
Remuneration proposed to be paid	Nil

# The Investment Trust of India Limited

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



Date of first appointment on the Board	09/05/2025
Shareholding in the Company including shareholding as a beneficial owner as on date of this notice	Nil
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year 2025-26	1
Board Membership in the Listed Entities as on date of this notice	Nil
Membership /Chairmanship of Committees of other Listed Entities as on date of this notice	NIL
Listed entities from which the Director has resigned in the past three years	Nil
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)	Refer to the Item no. 1 of the explanatory statement.

# The Investment Trust of India Limited

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## Mr. Banavar Anantharamaiah Prabhakar – Independent Director

Mr. Banavar A Prabhakar is a highly accomplished banking and finance professional with over four decades of diverse experience in Credit, Treasury, and comprehensive Banking Operations. A Commerce graduate from the University of Mysore and a qualified Chartered Accountant, Mr. Prabhakar has held several prominent leadership roles across leading financial institutions.

He began his banking career with Bank of Baroda, where he held a range of strategic positions including General Manager – Treasury, Zonal Manager – North Zone, and Chief Executive – U.K. Operations. His tenure at the bank was marked by strong leadership and a consistent focus on operational excellence and strategic growth.

Mr. Prabhakar later served as Executive Director at Bank of India, where he continued to demonstrate his commitment to institutional development. He was subsequently appointed as the Chairman and Managing Director of Andhra Bank, where he played a pivotal role in driving business growth and strengthening the bank's overall performance.

He also served as Chairman of National Securities Depository Ltd. (NSDL), where he guided the organization through key initiatives that enhanced India's securities depository infrastructure. His profound domain expertise, strategic foresight, and governance acumen continue to contribute significantly to the institutions he is associated with.

Name	Mr. Banavar Anantharamaiah Prabhakar
DIN	02101808
Age	71 Years
Qualifications	<ul style="list-style-type: none"><li>Chartered Accountant from the Institute of Chartered Accountants of India</li><li>Commerce Graduate from University of Mysore</li></ul>
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. Banavar Anantharamaiah Prabhakar appointed as an Independent Director is not liable to retire by rotation.
Remuneration last drawn (FY 2024-25)	Nil
Proposed Sitting Fees	He shall be paid a fee for attending meetings of the Board or Committee
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	09/05/2025
Shareholding in the Company including shareholding as a beneficial owner as on date of this notice	Nil

# The Investment Trust of India Limited

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



Relationship with other Directors / Key Managerial Personnel	Nil			
Number of meetings of the Board attended during the financial year 2025-26	1			
Board Membership in the Listed Entities as on date of this notice	Ujjivan Small Finance Bank Limited			
Membership /Chairmanship of Committees of other Listed Entities as on date of this notice	<b>Sr No</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Chairman/Member of the Committee</b>
	1	Ujjivan Small Finance Bank Limited	Stakeholder Relationship Committee	Chairman
	2		Customer Service Committee	Chairman
	3		Business Strategy Committee	Chairman
	4		Risk Management Committee	Member
	5		Nomination and Remuneration Committee	Member
	6		IT Strategy Committee	Member
	7		Special Committee of Board for Monitoring and Follow-up of cases of Frauds	Member
	8		Review Committee of Wilful defaulters	Member
	9		Committee of Directors	Member
Listed entities from which the Director has resigned in the past three years	Nil			
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)	Refer to the Item no. 2 of the explanatory statement.			

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

**Sd/-**  
**Vidhita Narkar**  
**Company Secretary & Compliance Officer**  
**Mem No. : A33495**  
Mumbai, May 16, 2025

The Investment Trust of India Limited

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