Poll Results

Of the

Poll Conducted

At the

27th Annual General Meeting

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 Annual General Meeting of the Shareholders of
THE INVESTMENT TRUST OF INDIA LIMITED
Naman Midtown, A Wing, 21st Floor, Unit No. 2103,
Senapati Bapat Marg, Elphinston Road,
Mumbai-400013

AGM held on: Wednesday, 26th December, 2018 at 10.00 A.M.

Dear Sir,

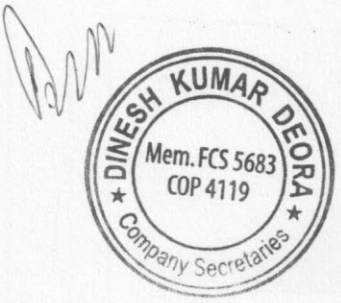
I, Dinesh Kumar Deora, Practising Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of THE INVESTMENT TRUST OF INDIA LIMITED held on Wednesday, 26th December,2018 at 10.00 A.M. , submit my report as under:

1. After the Chairman announced the commencement of Voting, one Ballot Box for polling was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my 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.

DINESH KUMAR DEORA
Mem. FCS 5683
COP 4119
Company Secretaries

DINESH KUMAR DEORA

PRACTISING COMPANY SECRETARY

Membership No. FCS 5683

CP No. 4119

Date: 26th December, 2018

Place: Mumbai

Item No. 1 – Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018 along with the schedules and the reports of the Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2018.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

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

Item No. 2 – Ordinary Resolution

To appoint a Director in place of Mr. Chintan Valia, (DIN: 05333936) who retires by rotation at this annual general meeting and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

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

DINESH KUMAR DEORA
Mem. FCS 5683
COP 4119
Company Secretaries

Item No. 3 – Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to recommendations made by the audit committee of the Board of Directors and pursuant to the resolution passed by the members in the 23rd annual general meeting held on 22nd September, 2014 the appointment of Bathiya & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Nos. 101046W/W100063), as statutory auditors of the Company to hold office till the conclusion of twenty eighth annual general meeting be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2019 as may be determined by the audit committee in consultation with the statutory auditors."

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

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

Item No. 4 – Ordinary Resolution

Appointment of Ms. Shaily Maheshwari as an Non Executive Director liable to retire by rotation

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

DINESH KUMAR DEORA
Mem. FCS 5683
COP 4119
Company Secretaries

(iii) **Invalid** votes :

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

Item No. 5 – Ordinary Resolution

Appointment of Mr. Suryakant B. Mainak as an Independent Director not liable to retire by rotation

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

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

Item No. 6 – Special Resolution

Re-appointment of Mr. Pankaj Bhuta as an Independent Director

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

DINESH KUMAR DEORA
Mem. FCS 5683
COP 4119
Company Secretaries

(iii) **Invalid** votes :

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

Item No. 7 – Ordinary Resolution

Loans and Investments by Company under Section 186 of the Companies Act, 2013

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

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

Item No. 8 – Special Resolution

Increase in limits of borrowing powers

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

DINESH KUMAR DEORA
Mem. FCS 5683
COP 4119
Company Secretaries

(iii) **Invalid** votes :

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

Item No. 9 – Special Resolution

Creation of charge, mortgage and hypothecations on movable and immovable properties.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

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

Item No. 10 – Special Resolution

To raise funds by issue of fresh securities of the company

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	214	0

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

DINESH KUMAR DEORA
Mem. FCS 5683
COP 4119
Company Secretaries

(iii) **Invalid** votes :

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

DINESH KUMAR DEORA

PRACTISING COMPANY SECRETARY

Membership No. FCS 5683

CP No. 4119

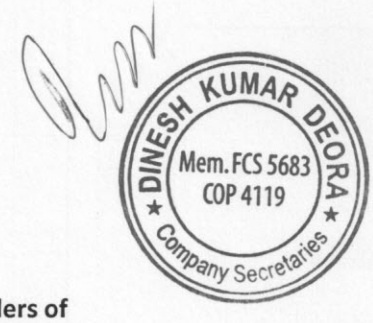
Date: 26th December, 2018

Place: Mumbai

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097.
TEL NO.: 916710063 E-MAIL: dinesh.deora@yahoo.com

Remote E-Voting Results



Report of Scrutinizer on remote e-Voting by Shareholders of The Investment Trust of India Limited

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097.
TEL NO.: 916710063 E-MAIL: dinesh.deora@yahoo.com

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 , I was appointed as Scrutinizer by the Company on 26th October,2018 to the remote e-Voting process for passing the items on the agenda as contained in the Notice dated 26th October,2018

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 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 **Saturday, 22nd December,2018 to 5.00 p.m.** on **Tuesday, 25th December,2018** and members were required to cast their votes electronically conveying their asset or dissent in respect of the Ordinary and Special Resolutions, on e-Voting platform provided by CDSL.

4. The Voting rights were reckoned as on **Wednesday, 19th December, 2018**, being the Cut-Off date for the purpose of remote e-Voting.

5. As required in the Rules, I unlocked the remote e-Voting on the platform provided by CDSL after completion of the remote e-Voting process at 3.55 p.m. on the Wednesday, the 26th December, 2018, in the presence of Mr. Pankaj Makharia and Mr. Jainendra Yadav.

6. Based on the results made available to me, 16 (Sixteen) folios have cast their votes on the e-Voting platform and I have annexed with this Report, a summary of the e-Voting Results for each of the agenda items contained in the said Notice.

DINESH KUMAR DEORA
Practising Company Secretary
Membership No FCS 5683
CP No. 4119

DINESH KUMAR DEORA ★ Mem. FCS 5683 COP 4119 ★ Company Secretaries

Date: 26th December, 2018
Place: Mumbai

Report of Scrutinizer on remote e-Voting by Shareholders of
The Investment Trust of India Limited

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097.
TEL NO.: 916710063 E-MAIL: dinesh.deora@yahoo.com

SUMMARY OF E-VOTING RESULTS

EVSN Reference No. 181129001

Voting Start Date: 22/12/2018 09.00 AM

Voting End Date: 25/12/2018 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	16	37497460	0	0	0	0
2	16	37497460	0	0	0	0
3	16	37497460	0	0	0	0
4	16	37497460	0	0	0	0
5	16	37497460	0	0	0	0
6	16	37497460	0	0	0	0
7	16	37497460	0	0	0	0
8	16	37497460	0	0	0	0
9	16	37497460	0	0	0	0
10	16	37497460	0	0	0	0

DINESH KUMAR DEORA
Practising Company Secretary
Membership No FCS 5683
CP No. 4119

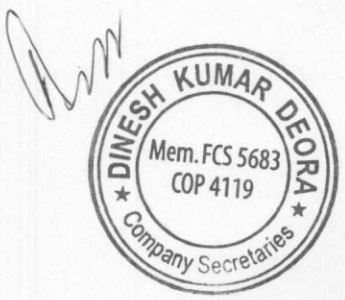
DINESH KUMAR DEORA ★ Company Secretaries ★ Mem. FCS 5683 COP 4119

Date: 26th December, 2018
Place: Mumbai

Report of Scrutinizer on remote e-Voting by Shareholders of The Investment Trust of India Limited

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY
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Consolidated Results



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097.
TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Based on Results of remote e-Voting & Poll at the Annual General Meeting held on Wednesday, 26th December,2018 at 10.00 A.M., Consolidated Results of each item on the Agenda as set out in the Notice dated 26th October, 2018 is annexed herewith.

CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION

Subject	**To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018 along with the schedules and the reports of the Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2018.**

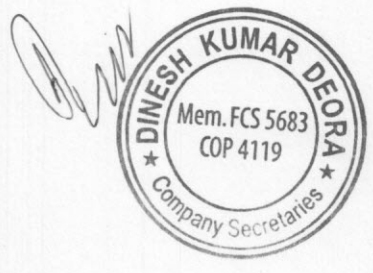
Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 1, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY.**

CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

Subject	**To appoint a Director in place of Mr. Chintan Valia, (DIN: 05333936) who retires by rotation at this annual general meeting and being eligible, offers herself for re-appointment.**

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY
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TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Thus, the **Ordinary Resolution** as contained in Item No. 2, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

Subject	"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to recommendations made by the audit committee of the Board of Directors and pursuant to the resolution passed by the members in the 23rd annual general meeting held on 22nd September, 2014 the appointment of Bathiya & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Nos. 101046W/W100063), as statutory auditors of the Company to hold office till the conclusion of twenty eighth annual general meeting be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2019 as may be determined by the audit committee in consultation with the statutory auditors."

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 3, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 4 – ORDINARY RESOLUTION

Subject	**Appointment of Ms. Shaily Maheshwari as an Non Executive Director liable to retire by rotation**

DINESH KUMAR DEORA ★ Mem. FCS 5683 COP 4119 ★ Company Secretaries

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY
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TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 4, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY.**

CONSOLIDATED RESULTS OF ITEM NO. 5 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Suryakant B. Mainak as an Independent Director not liable to retire by rotation

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 5, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY.**

CONSOLIDATED RESULTS OF ITEM NO. 6 – SPECIAL RESOLUTION

Subject	Re-appointment of Mr. Pankaj Bhuta as an Independent Director

DINESH KUMAR DEORA ★ Mem. FCS 5683 COP 4119 ★ Company Secretaries

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY
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TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**

Thus, the **Special Resolution** as contained in Item No. 6, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 7 – SPECIAL RESOLUTION

Subject	Loans and Investments by Company under Section 186 of the Companies Act, 2013

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**

Thus, the **Special Resolution** as contained in Item No. 7, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 8 – SPECIAL RESOLUTION

Subject	Increase in limits of borrowing powers



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY
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TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**

Thus, the **Special Resolution** as contained in Item No. 8, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY.**

CONSOLIDATED RESULTS OF ITEM NO. 9 – SPECIAL RESOLUTION

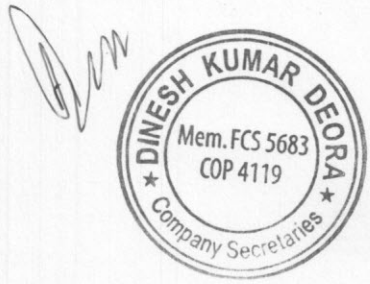
Subject	Creation of charge, mortgage and hypothecations on movable and immovable properties

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**

Thus, the **Special Resolution** as contained in Item No. 9, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY.**

CONSOLIDATED RESULTS OF ITEM NO. 10 – SPECIAL RESOLUTION

Subject	To raise funds by issue of fresh securities of the company



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097.
TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	37497460	214	37497674	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	**37497460**	**214**	**37497674**	**100.00**

Thus, the **Special Resolution** as contained in Item No. 10, of the Notice dated 26th October, 2018 is passed with **REQUISITE MAJORITY**.

DINESH KUMAR DEORA
Practising Company Secretary
Membership No F 5683
CP No. 4119

DINESH KUMAR DEORA ★ Mem. FCS 5683 COP 4119 ★ Company Secretaries

Date: 26th December, 2018
Place: Mumbai