

The Investment Trust of India Limited

Regd Office: ITI House, 36 Dr. R. K. Shirodkar Marg,
Parel, Mumbai - 400012



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

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

Dear Sir,

Ref.: BSE Scrip Code: 530023

NSE Symbol: THEINVEST

Sub: Notice of the 34th Annual General Meeting of the The Investment Trust of India Limited ("The Company") & E-voting Information

With reference to the subject matter, enclosed herewith please find notice of the 34th Annual General Meeting of the Company to be held on Monday, 25th August, 2025 at 11.00 a.m. IST through Video Conference (VC) or Other Audio Visual Means (OAVM).

In accordance with circular issued by Ministry of Corporate Affairs dated May 05, 2020, December 28, 2022, September 25, 2023, September 19, 2024 and SEBI circular dated October 3, 2024, notice is being sent through electronic mode to the Members of the Company and the Notice has also been uploaded on the website of the company at:

https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1753953655_Intimation%20of%2034th%20AGM%20Notice%202025.pdf

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	Monday, August 18, 2025
Remote e-voting Start Date and time	Thursday, August 21, 2025 at 9.00 A.M IST
Remote e-voting End Date and time	Sunday, August 24, 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: - 31.07.2025

Place: - Mumbai

Encl: As Above

NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the Thirty-Fourth (34th) Annual General Meeting (“AGM”) of the Members of The Investment Trust of India Limited (“the Company”) will be held on **Monday, 25th August, 2025 at 11.00 a.m.** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

Item no. 1 – Adoption of Financial Statement

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors (“the Board”) and auditors thereon.

Item no. 2 – Appointment of Mr. Chintan Valia as a director, liable to retire by rotation

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

“RESOLVED THAT in accordance with the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, the approval of members of the Company, be and is hereby accorded to re-appoint Mr. Chintan Valia, (DIN: 05333936), who is liable to retire by rotation at this AGM.”

SPECIAL BUSINESS:

Item no. 3 – Appointment of Secretarial Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of members of the Company be and is hereby accorded for the appointment of M/s. Himanshu Gajra & Company, Practising Company Secretaries (Firm Registration Number S2015MH328700) be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

Item no. 4 – Reappointment of Ms. Papia Sengupta as an Independent Woman Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the rules made thereunder, and any other applicable provisions of the SEBI (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 the Articles of Association of the Company, Ms. Papia Sengupta (DIN: 07701564), who was appointed as an Independent Woman Director of the Company for a term of five (5) consecutive years commencing from 19th December, 2020 to 18th December, 2025, and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years with effect from 19th December, 2025 to 18th December, 2030.

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. 5 – Approval for amendment of ‘FFSIL - Employees Stock Option Plan 2017’ (“ESOP2017”)

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

“RESOLVED THAT in partial modification of the special resolution(s) passed by the members of the Company on September 08, 2017 through Annual General Meeting approving the FFSIL AGM 2017, as amended by way of an amendment as approved by the members of the Company, and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 7 and other applicable provisions, if any of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI ESOP Regulations”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the rule(s) and regulation(s) framed thereunder, any rule(s), circular(s), notification(s), guideline(s) and regulation(s) issued by the Reserve Bank of India and any other provisions of all applicable laws, the relevant provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for amendment in the ESOP Plan and adopting an amended and restated ESOP Plan of

the Company to the eligible employees and Directors of the Company and its subsidiary companies in India and abroad (as permitted under the applicable laws), as detailed in the explanatory statement annexed to this notice of meeting.

RESOLVED FURTHER THAT the above mentioned amendment in the ESOP Plan will not affect any options granted earlier under the original ESOP Plan as amended from time to time;

RESOLVED FURTHER THAT all other terms and conditions of the original ESOP Plan, as amended, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the members and/or the board of directors of the Company (hereinafter referred to as the "Board of Directors" which term is deemed to include any committee of the Board of Directors, including the Nomination, Remuneration);

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the ESOP Plan from time to time, subject to compliance with the applicable laws, rules and regulations, and also to settle any issue(s), question(s), difficulty(ies) or doubt(s) that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard."

Item no. 6 – Dilution of equity interest in subsidiary ITI Gold Loans Limited

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and any other applicable laws, and subject to the requisite approvals from relevant regulatory and governmental authorities and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders be and is hereby accorded (including ratification of actions already undertaken) to the Board of Directors of the Company (hereinafter referred to as the "Board", to take all requisite steps and decisions that may result in the cessation of the Company's controlling interest in its material subsidiary, ITI Gold Loans Limited, arising due to issuance of new equity shares by the said subsidiary, pursuant to which the Company shall no longer exercise control over the entity.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper for the purpose of giving effect to this resolution, including but not limited to execution of agreements, contracts, deeds and other documents, filing of necessary applications, seeking approvals from Government/ Semi-Government/Quasi-Government authorities, lenders, financial institutions, legislative or regulatory bodies, and to settle all questions or doubts that may arise in this regard, without seeking any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director(s), Officer(s), or Authorised Representative(s) of the Company as it may deem fit to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the dilution of equity interest in ITI Gold Loans Limited, as referred to or contemplated in the foregoing resolution, be and are hereby ratified, approved and confirmed in all respects."

Item no. 7 – Approval of Material Related Party Transactions of the Company

To consider and if thought fit, to pass with or without modification(s), following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and / or continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) specified under Regulation 2(1)(zc) of the Listing Regulation with related parties falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, as more specifically set out in Table nos. A1 to A2 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 to A2;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Item no. 8 – Approval of Material Related Party Transactions of the subsidiaries of Company

To consider and if thought fit, to pass with or without modification(s), following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the subsidiaries and associates (as defined under the Companies Act, 2013) of the Company, to enter into and / or continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) specified under Regulation 2(1)(zc) of the Listing Regulation with related parties falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, as more specifically set out in Table nos. B1 to B8 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. B1 to B8;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company/ subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

Website: www.itiorg.com

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

Sd/-

Vidhita Narkar

Company Secretary
Mumbai, July 25, 2025

NOTES:

1. Pursuant to the 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", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars"), it is permitted to hold the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM") facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with these Circulars, the provisions of The Companies Act, 2013 ("the Act") and SEBI Listing Regulations, the 34th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, September 25, 2023 and September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting and e-voting during AGM. The instructions for the process to be followed for remote e-voting and e-voting during AGM is forming part of this Notice.
4. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-Voting or for participation and voting in the AGM to be conducted through VC / OAVM. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a certified true copy of the Board Resolution (PDF / JPG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/Authorisation shall be sent to the Company by e-mail through its registered e-mail address at info@itiorg.com with a copy marked to helpdesk.evoting@cDSLindia.com.
5. In compliance with the aforesaid MCA and SEBI Circulars, this Notice of the AGM along with the Annual Report for FY2024-25 is being sent only through electronic mode to those Members whose name appear in the Register of Members / Beneficial Owners maintained by the Depositories as on benpos date i.e. Friday, July 25, 2025 and whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for FY2024-25 will also be available on website of the Company, i.e. www.itiorg.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the CDSL at www.evotingindia.com.
6. The Board of Directors of the Company has appointed M/s. Himanshu Gajra & Company, Practicing Company Secretary, (C.P. No.: 25306), as the Scrutinizer for conducting the voting process for remote e-Voting and e-Voting during the AGM in a fair and transparent manner. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and SEBI Listing Regulations. The results, along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.itiorg.com.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Monday, August 18, 2025.
8. The remote e-voting period commences on Thursday, August 21, 2025 at IST 9.00 a.m. and ends on Sunday, August 24, 2025 at IST 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, August 18, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
9. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but shall not vote at the AGM.
10. A person who is not a Member as on the cut-off date i.e. Monday, August 18, 2025 should treat this Notice for information purpose only. However, the Members who are holding shares in physical form or who have not registered their e-mail address with the Company / Depositories or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Monday, August 18, 2025 may obtain the User ID and password by following the instructions as mentioned in the Notice of the AGM.

11. The Company has made arrangements through its Registrar & Transfer Agent (RTA), M/s. Purva Shareregistry (India) Private Limited ("Purva"), to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the AGM and for conducting of the e-AGM. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
14. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
15. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to Purva in case the shares are held by them in physical form.
16. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, effective from April 01, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per the Listing Regulations. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
17. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
18. The relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at info@itiorg.com.

VOTING RESULTS:

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

CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM

1. The Annual General Meetings (AGM) of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the

members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.itiorg.com/investor-inner.php?id=12>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

- (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.
- (iii) The voting period begins on 21-08-2025 at 9:00 A.M. and ends on 24-08-2025 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18-08-2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iv) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (v) 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.

- (vi) Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (vii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than Individuals and Physical Form	
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"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ol style="list-style-type: none"> 1. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant The Investment Trust of India Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - 1) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - 2) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - 3) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - 4) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - 5) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (viii) Facility for Non – Individual Shareholders and Custodians – Remote voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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
 - 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. The Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number / folio number, email id, mobile number at info@itiorg.com up to Saturday, August 23, 2025 (IST 5.00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
8. The Members who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number / folio number, email id, mobile number at info@itiorg.com up to Saturday, August 23, 2025 (IST 5.00 p.m.). These queries will be replied by the Company appropriately during the AGM.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to Company/ RTA email id. - info@itiorg.com / support@purvashare.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com 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 Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

A. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NO 3 TO 6

Item 3

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Himanshu Gajra & Company, Practising Company Secretaries (Membership No. F11691 and Certificate of Practice Number 25306), as the Secretarial Auditors of the Company for a period of five years, commencing from April 1, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting. While recommending M/s. Himanshu Gajra & Company for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. Himanshu Gajra & Company was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s. Himanshu Gajra & Company is a peer-reviewed and a well-established Proprietorship of Practising Company Secretaries, registered with the Institute of Company Secretaries of India. The Proprietorship is led by Himanshu Gajra he is experienced professional in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, and due diligence. The Proprietorship has strong professional credentials who align with its core values of character, competence, and commitment. It is specialized in compliance audit and assurance services, advisory and representation services, and transactional services.

The terms and conditions of M/s. Himanshu Gajra & Company appointment include a tenure of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The proposed fees in connection with the secretarial audit shall be Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Himanshu Gajra & Company. In addition to the secretarial audit, M/s. Himanshu Gajra & Company shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

M/s. Himanshu Gajra & Company has provided its consent to act as the Secretarial Auditors of the Company and has also confirm that he is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Himanshu Gajra & Company as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Accordingly, the consent of the shareholders is sought for the appointment of M/s. Himanshu Gajra & Company as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item 4

Ms. Papia Sengupta (DIN: 07701564) was appointed as an Independent Woman Director of the company as on December 19, 2020. The Nomination and Remuneration Committee ("NRC"), after taking into account the performance evaluation of Ms. Papia Sengupta during her first term of 5 (Five) years and considering her knowledge, expertise, experience and substantial contribution and time commitment, has recommended to the Board her re-appointment for a second term of 5 (five) years.

The NRC has evaluated and acknowledged Ms. Papia Sengupta's diverse skill set, leadership acumen, and extensive expertise as critical attributes for the role. A seasoned banker with over four decades of experience across all facets of banking, Ms. Sengupta has held key leadership positions, including Executive Director at Bank of Baroda and Chief General Manager within the State Bank Group. She also serves as a Director on the Boards of various other companies. Her appointment is expected to enhance the Board's diversity and effectiveness, and in the opinion of the Board, it would be in the best interest of the Company to benefit from her vast experience and strategic insight.

In view of the above, the NRC and the Board are of the view that she possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an independent director.

Based on the recommendation of the NRC, the Board, recommended the re-appointment of Ms. Papia Sengupta an independent woman director, for a second term of 5 (five) years effective December 19, 2025, to December 18, 2030 (both days inclusive), not liable to retire by rotation.

As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

Ms. Papia Sengupta fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Company has received the following consents/declarations from Ms. Papia Sengupta:

- 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 she is not disqualified under sub-section (2) of Section 164 of the Act;
- III. Confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- IV. Declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013;
- V. A declaration that she 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.

- VI. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018 that she has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received a notice in writing by a member proposing her candidature under Section 160(1) of the Act.

In the considered opinion of the Board, Ms. Papia Sengupta fulfills the conditions specified in the Act, and Rules made thereunder and LODR Regulations for her reappointment as an independent director of the Company and she is independent of the Management of the Company. Additionally, the Board observed that the distinguished background and expertise of Ms. Papia Sengupta are congruent with the roles and competencies identified by the NRC, thereby confirming her eligibility for reappointment as Independent Director for a second term.

The Board considers that the continued association of Ms. Papia Sengupta would be of immense benefit to the Company and is desirable to continue to avail her services as an independent director. The resolution seeks the approval of members for the reappointment of Ms. Papia Sengupta as an independent director of the Company, for a second term of 5 (five) years effective December 19, 2025, to December 18, 2030, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

A copy of the draft letter for the re-appointment of Ms Papia Sengupta as an Independent Director setting out the terms and conditions is available on the website of the Company at www.itiorg.com.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item 5

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 intends to implement FFSIL-ESOP 2017.

a) The details of the key variations proposed to the ESOP Plan are provided below:

Clause Name	Previous	New	Rational
List of Subsidiaries (Updated List)	1) Intime Equities Limited 2) Intime Multi Commodity Company Limited 3) Fortune Credit Capital Limited 4) Fortune Integrated Home Finance Limited 5) Antique Stock Broking Limited 6) Inga Capital Private Limited 7) Distress Asset Specialist Private Limited 8) ITI Mutual Fund Trustee Private Limited 9) IRC Credit Management Services Private Limited 10) ITI Asset Management Limited (earlier known as ITI Investment Advisors Limited) 11) The Investment Trust of India Limited (earlier known as ITI Wealth Management Private Limited) 12) ITI Reinsurance Limited (earlier known as Kohinoor India Reinsurance Co. Limited) 13) ITI Gilts Private Limited (earlier known as Crest Debt Capital Markets Private Limited)	1) ITI Securities Broking Limited 2) ITI Credit Limited 3) Fortune Management Advisors Limited 4) Antique Stock Broking Limited 5) ITI Capital Limited 6) Distress Asset Specialist Limited 7) ITI Mutual Fund Trustee Private Limited 8) ITI Wealth Management Limited 9) ITI Gilts Limited 10) ITI Alternate Funds Management Limited 11) ITI Jewel Charter Limited 12) ITI Asset Management Limited 13) ITI Gold Loans Limited 14) ITI Growth Opportunity LLP 15) Intime Multi Commodity Company Limited 16) Neue Allianz Corporate Services Private Limited 17) Antique Stock Broking (IFSC) Limited	The list has been updated to reflect the current legal structure and active subsidiaries of the Company as eligible under the ESOP Scheme. It replaces discontinued or renamed entities and includes newly incorporated subsidiaries and LLPs where the scheme may be extended. This ensures Regulation 6(2) compliance of SEBI (SBEB & SE) Regulations, 2021 and brings transparency to the scope of ESOP extension.

Clause Name	Previous	New	Rational
Acceptance Form (New Definition)	Nil	“Acceptance Form” shall mean the form (annexed hereto as Annexure 2) that the Grantee has to submit indicating his/her acceptance of the offer made to him/her to participate in the Scheme within the prescribed time limit specified in the Scheme.	Introduced to define the mode and format in which the Grantee must confirm participation in the Scheme; aligns with standard practice and supports compliance with grant terms and timelines.
Beneficiary or Nominee (New Definition)	Nil	“Beneficiary” or “Nominee” means the person or persons designated by the Participant in writing and by the Nomination Form (annexed hereto as Annexure 3) and such other persons as may be added from time to time to the class of beneficiaries by notice in writing and by the Nomination Form in exercise of the powers conferred under the Scheme, or in the absence of any such designation by the Participant, a person or persons who is/are entitled by the will or probate of the Participant to receive the benefits specified in the Scheme, the legal heirs of the Participant, if the Participant dies intestate provided that such legal heir of such Grantee produces before the Company all such documents as may be required by the Company to prove the succession to the assets of the deceased Grantee and includes the Participant’s executors or administrator, if no other Beneficiary is designated and able to act under the circumstances;	Provides clarity on the transfer of rights and benefits under the Scheme in the event of the Grantee’s death; ensures legal and operational alignment for benefit continuity.
Grant Letter or Letter of Grant (New Definition)	Nil	“Grant Letter” or “Letter of Grant” means the letter issued by the Company (as per format annexed hereto as Annexure 1) by which Grant of a ESOP is communicated to the Grantee by the Company, whether in physical or electronic mode, intimating the Eligible Employee, inter alia, of the ESOP Granted to them for acquiring a specified number of Shares at the Exercise Price, as the case may be, along with details/other terms and conditions as regard to Vesting and Exercise of Units.	Formally codifies the communication process between the Company and Grantee; ensures uniform documentation and supports regulatory and audit requirements.
Exercise Form (New Definition)	Nil	“Exercise Form” means the letter (annexed hereto as Annexure 4) by which exercise of a ESOP is communicated by the Participant to the Company.	Introduces a formal mechanism for employees to exercise options; ensures clear documentation, compliance, and auditability.
Company	“Company” means ‘Fortune Financial Services (India) Limited), a Company incorporated under the provisions of the Companies Act, 1956 having its registered office at ITI House, 36 Dr. R. K. Shirodkar Marg, Parel, Mumbai 400 012	“Company” means The Investment Trust of India Limited (Formerly known as ‘Fortune Financial Services (India) Limited), a Company incorporated under the provisions of the Companies Act, 1956 having its registered office at ITI House, 36 Dr. R. K. Shirodkar Marg, Parel, Mumbai 400 012	Reflects the change in legal name of the Company as approved by shareholders and updated with statutory authorities. No other substantive change is made to the scheme content.

Clause Name	Previous	New	Rational
General Meeting	means an annual general meeting or an extraordinary general meeting held by the Company in compliance with the Companies Act, 2013.	means an annual general meeting or an extraordinary general meeting or Postal Ballot held by the Company in compliance with the Companies Act, 2013.	Updated to include postal ballot as a valid form of shareholder approval mechanism in line with Section 110 of the Companies Act and SEBI SBEB Regulations, for resolutions that do not require physical meetings.
Administration	Administered By the Board or by the Committee as may be Authorize by the Board.	Administered By the Nomination and Remuneration Committee.	As per Regulation 5 of SEBI (SBEB & SE) Regulations, 2021, the NRC may be designated as the Compensation Committee responsible for administering and superintending the scheme.
Grant of Option (New Clause)	Nil	Detailed clause 5.1 to 5.5 inserted (NRC shall grant options, issue Grant Letter, timelines, personal nature of grant, etc.)	Clearly outlines NRC's role and process in granting ESOPs in line with Regulations 5 and 6, improving transparency, governance, and regulatory clarity.
Acceptance of Grant (New Clause)	Nil	Clause 6.1 & 6.2 added to define timelines, acceptance form, and deemed acceptance.	Provides procedural clarity for employees' acceptance of grants and aligns with best practices and SEBI disclosure requirements.
Exercise Period while in Employment	Exercise application to be made in prescribed format/software.	Options validly exercised only upon receipt of completed Exercise Form (Annexure 4).	Enhances formality and audit trail by standardizing the documentation required for a valid exercise.
Exercise Period – on resignation	Exercise before last working day with the Company.	Exercise before last working day with the Company and its Subsidiary.	Ensures continuation of rights even if the employee transitions within the group, provided employment continues within eligible entities.
Exercise Clause – Fresh Share Allotment (New Clause)	Nil	<p>9.5 Under the Scheme, the Company will issue fresh shares as and when the Vested Option are exercised by the Participant/Beneficiaries.</p> <p>9.6 Only upon allotment of the Shares, the Participants/Nominees shall become members/shareholders of the Company.</p> <p>9.7 Subject to the adjustment(s) stated in clause 12.3 above, neither the Participant/Grantee/Beneficiary shall have any rights of a shareholder of the Company (for example: voting rights, dividend rights, bonus or right shares, etc.) with respect to the ESOPs granted until the same are Exercised and the Shares are allotted and issued by the Company in accordance with this Scheme.</p>	Clarifies when employee becomes a shareholder, and ensures ESOP holders understand rights vest only upon exercise and allotment.

Clause Name	Previous	New	Rational
Beneficiary/Nominee (New Clause)	Nil	10.1 Each Participant under the Scheme may nominate, from time to time, any Beneficiary or Beneficiaries to whom any benefit accrued to such Participant under the Scheme is to be delivered in case of his or her death before he or she receives all of such benefit. Each such nomination shall revoke all prior nominations by the same Participant, shall be in the Nomination Form and will be effective only when filed by the Participant in writing with the Company during the Participant's lifetime.	Introduces nominee system to streamline transfer of benefit in case of death, improving compliance and ease of execution for HR/legal.
Lock In	The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock in period restriction after such exercise.	The Shares issued upon exercise of Options shall have a lock in period of (Two) 2 years and after completion of (Two) 2 years can be freely transferable.	Reflects company's internal policy decision to retain talent and aligns with long-term retention objective under the scheme.
Modification of Scheme (New Clause)	Nil	Clause 21 added: – Board/NRC may not vary terms in a way detrimental to employees. – May vary other terms with shareholder approval via special resolution.	Brings scheme in compliance with Regulation 7 of SEBI (SBEB & SE) Regulations, 2021, which mandates shareholder approval for variation and protects employee interests.
Annexures Introduced (New Clause)	Nil	Annexure 1 – Grant Letter Annexure 2 – Acceptance Form Annexure 3 – Nomination Form Annexure 4 – Exercise Form	Inclusion of formal annexures improves compliance, auditability, and transparency in employee communications.

b) Details of the employees who are beneficiaries of such variation:

The beneficiaries of the proposed variation are all such option grantees to whom options may be granted in the future under the amended and restated ESOP Plan.

The Plan is to continue to cover the eligible employees of the Company and its subsidiary companies in India and abroad.

The amended and restated 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 date of the Annual General Meeting. 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 SEBI (SBEB&SE) Regulations, 2021 are as under In terms of Regulations 6, 7 and other applicable provisions of the SEBI (SBEB&SE) Regulations, 2021, 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 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. Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021, 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 company 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.

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 Nomination and Remuneration Committee ("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 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 Nomination and Remuneration Committee. 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 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 number of options that may be granted to any Specific employee under the FFSIL-ESOP 2017 shall be less than 3% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

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 SEBI (SBEB&SE) Regulations, 2021.

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 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.

Copy of the scheme FFSIL-ESOP 2017 will be made available for inspection during the meeting and provided to the members on written request to the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board hereby recommends the adoption of new Employee Stock Option Scheme "FFSIL-ESOP 2017".

Your directors recommend the resolutions set out under Item No. 5 and 6 to this Notice for your approval by way of Special Resolution.

None of the Directors and Key Managerial Personnel including their relatives, except to the extent of their shareholding in the Company and the Employee Stock Options which they hold or may be granted under the ESOP Scheme, is concerned or interested, financially or otherwise in the resolution.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item 6

The Company holds a majority equity stake of approximately 50.33% in its material subsidiary, ITI Gold Loans Limited ("IGLL"). As part of this initiative, the Company may consent to a potential issuance of fresh equity shares by IGLL to external investors. The consequent dilution of the Company's stake may result in the Company ceasing to exercise control over IGLL.

In order to pursue growth at current levels, there is a need to infuse fresh capital in IGLL. With a view to focus on the core business activities and unable to company to allocate its capital efficiently the company has decided not to allocate further capital and will not participate in the fresh infusion to be done. By virtue of this decision, the company will cease to be the holding company of IGLL. IGLL, will however continue to remain an Associate company of the company.

Pursuant to Regulation 24(5) and 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), no company shall dispose of shares in its material subsidiary resulting in the reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50%, or cease to exercise control over such subsidiary, without passing a special resolution in its general meeting, except in cases where such dilution is under a scheme of arrangement duly approved by a court/tribunal.

Accordingly, the approval of the shareholders is being sought by way of Special Resolution to authorise the Board of Directors to proceed with the Dilution of equity interest in IGLL, subject to applicable regulatory approvals and consents. The resolution also seeks to ratify any actions already taken in this regard.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The Board recommends the Special Resolution set out at Item No. 8 for the approval of the members.

Item No. 7 & 8

The Company is engaged in advisory services and trading activities besides holding investment in subsidiaries. The Group business consists of equity broking, mutual fund, financial services, lending business, investment banking and third-party distribution activities which are carried out by separate subsidiary and associate companies. The annual consolidated turnover of the Company as on March 31, 2025 is 364.99 crore.

In furtherance of its business activities, the Company and its subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related party transactions of the Company and its subsidiaries are at arm's length and in the ordinary course of business.

The Company and its subsidiaries have a well-defined governance process for the related party transactions undertaken by them. These transactions are independently reviewed by statutory auditors for arm's length consideration and compared with the benchmarks available for similar type of transactions and this analysis is presented to the Audit Committee.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. All related party transactions as set out in the explanatory statement of this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

The related party transactions between the subsidiaries and their related parties as set out in this Notice are also approved by the audit committee (consisting of majority of independent directors) / board of directors, as the case may be, of the respective subsidiaries.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceed the lower of

- (i) 1,000 crore; and
- (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The material related party transactions for which the approval of the members is sought are as follows:

1. Transactions of the Company with ITI Gold Loans Limited (IGLL), a subsidiary of the Company, involving inter-corporate loans and advances (both given and received), payment and receipt of interest, investment in IGLL, provision of corporate guarantee (including service charges), rent and reimbursement arrangements, and other business support services, proposed to be undertaken during FY2026-27 in the ordinary course of business and on an arm's length basis.
2. Transactions of the Company with Lakshdeep Investment and Finance Private Limited (LI&FPL), a related party, involving inter-corporate loans and advances (both given and received), payment and receipt of interest, proposed to be undertaken during FY2026-27.
3. Transactions between Antique Stock Broking Limited (ASBL), a wholly owned subsidiary of the Company, and Lakshdeep Investment and Finance Private Limited (LI&FPL), a related party, involving receipt of corporate guarantee and payment of corporate guarantee charges, proposed to be undertaken during FY2025-26 and FY2026-27.
4. Transactions between ITI Credit Limited (ICrL), a wholly owned subsidiary of the Company, and Lakshdeep Investment and Finance Private Limited (LI&FPL), a related party, involving inter-corporate loans and advances (both given and received), payment and receipt of interest, receipt of corporate guarantee, and payment of corporate guarantee charges, proposed to be undertaken during FY2025-26 and FY2026-27.
5. Transactions between ITI Credit Limited (ICrL), a wholly owned subsidiary of the Company, and ITI Finance Limited (IFL), an associate of the Company, involving inter-corporate loans and advances, payment and receipt of interest, rent payment, and reimbursement arrangements, proposed to be undertaken during FY2026-27.
6. Transactions between ITI Finance Limited (IFL), an associate of the Company, and Lakshdeep Investment and Finance Private Limited (LI&FPL), a related party, involving inter-corporate loans and advances and payment of interest, proposed to be undertaken during FY2026-27 in the ordinary course of business and on an arm's length basis.
7. Transactions between ITI Gold Loans Limited (IGLL), a subsidiary of the Company, and various related parties and group entities, including Lakshdeep Investment and Finance Private Limited (LI&FPL), ITI Credit Limited (ICrL), ITI Capital Limited (ICL), and ITI Gilts Limited (IGL), involving inter-corporate loans and advances, payment of interest, investment in IGLL, conversion of financial assistance into debentures, payment of interest on debentures, receipt of corporate guarantees, and payment of corporate guarantee charges, proposed to be undertaken during FY2025-26 and FY2026-27.

The values (excluding duties and taxes) of related party transactions are specified in the table below.

The approval of the members pursuant to Resolution Nos. 1 and 2 is being sought for the related party transactions / contracts / agreements / arrangements set out in Table no. A1 and A2 and Table nos. B1 to B7, respectively.

In addition to the transactions set out in the Tables below, approval of the members is also sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The values of such additional transactions are included in the values set out in each of the table below.

The value of transactions (for which the approval is being sought) for the period commencing from April 01, 2024 till the date of this Postal Ballot Notice has not exceeded the materiality threshold.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

A1. Transactions with ITI Gold Loans Limited

Sr No	Description	Details
1.	A summary of information provided by the management to the Audit Committee:	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	IGLL is a subsidiary of TITL, which holds 50.33% of its equity share capital.

Sr No	Description	Details																
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amit Malpani, Chief Executive Officer (CEO) of TITL is also on the Board of IGLL. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of TITL being a Group Company Secretary is a KMP in IGLL.																
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	TITL anticipates receive rent, reimbursements, make investments and proposes to extend a corporate guarantee to IGLL. Furthermore, IGLL anticipates placing inter-corporate loans with TITL and receiving inter-corporate loans from TITL, along with the payment and receipt of interest thereon. The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions for FY2026-27.																
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for next financial years i.e., FY2026-27.																
e.	Value of the proposed Transaction	The Company estimates that the monetary value for Transactions with IGLL as under: <table border="1" data-bbox="798 784 1484 1097"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Rent and Rent Deposit</td> <td>1</td> </tr> <tr> <td>Loans and Advances</td> <td>600</td> </tr> <tr> <td>Interest Received</td> <td>10</td> </tr> <tr> <td>Interest Paid</td> <td>10</td> </tr> <tr> <td>Reimbursement received</td> <td>1</td> </tr> <tr> <td>Investment</td> <td>100</td> </tr> <tr> <td>Corporate Guarantee including service charges</td> <td>1,010</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Rent and Rent Deposit	1	Loans and Advances	600	Interest Received	10	Interest Paid	10	Reimbursement received	1	Investment	100	Corporate Guarantee including service charges	1,010
Particulars	Amount (Rs. in Crores)																	
Rent and Rent Deposit	1																	
Loans and Advances	600																	
Interest Received	10																	
Interest Paid	10																	
Reimbursement received	1																	
Investment	100																	
Corporate Guarantee including service charges	1,010																	
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	<p>(i) The estimated transaction value for rent and Rent deposit to be received by TITL from IGLL for the FY2026-27 constitutes approximately 0.2% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(ii) The estimated transaction value for Loans and Advances between TITL and IGLL for the FY2026-27 constitutes approximately 170% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iii) The estimated transaction value for interest received between TITL and IGLL for the FY2026-27 constitutes approximately 3% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iv) The estimated transaction value for interest paid between TITL and IGLL for the FY2026-27 constitutes approximately 3% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(v) The estimated transaction value for reimbursement received by TITL from IGLL for the FY2026-27 constitutes approximately 0.2% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(vi) The estimated Investment made by TITL in IGLL for the FY2026-27 constitutes approximately 28.33% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(vii) The estimated transaction value for Corporate Guarantee including service charges provided by TITL to IGLL for the FY2026-27 constitutes approximately 286.14% of the annual consolidated turnover of TITL for the FY2024-25.</p>																
2.	Justification for the transaction	The Company will make strategic expansion of the business operations through inter-corporate borrowing provided to our subsidiary. This financial arrangement is designed to leverage our internal resources effectively, enabling our subsidiary to access the capital required for its growth and development initiatives. By facilitating this inter-corporate loan, we aim to enhance the subsidiary's capacity to undertake new projects, explore emerging market opportunities, and reinforce its competitive standing in the industry. This strategic move underscores our commitment to fostering synergies within our corporate family and optimizing our financial and operational efficiencies.																

Sr No	Description	Details
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Internal accruals
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Nil
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure - Short Term (less than one year) Interest rate – 10% p.a. Security - Unsecured
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

A2. Transaction with Lakshdeep Investment and Finance Private Limited

Sr No	Description	Details										
1.	A summary of information provided by the management to the Audit Committee:											
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	LI&FPL related party of TITL.										
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mrs. Khyati Valia, Director of TITL is also member of LI&FPL.										
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	TITL anticipates entering into inter-corporate loan with LI&FPL. along with the payment and receipt of interest thereon and reimbursements. The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions for FY2026-27.										
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for transactions next financial years i.e., FY2026-27.										
e.	Value of the proposed Transaction	The Company estimates that the monetary value for Transactions with LI&FPL as under: <table border="1" data-bbox="805 1697 1497 1881"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Loans and Advances</td> <td>1,200</td> </tr> <tr> <td>Interest Received</td> <td>30</td> </tr> <tr> <td>Interest Paid</td> <td>30</td> </tr> <tr> <td>Reimbursement</td> <td>0.10</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Loans and Advances	1,200	Interest Received	30	Interest Paid	30	Reimbursement	0.10
Particulars	Amount (Rs. in Crores)											
Loans and Advances	1,200											
Interest Received	30											
Interest Paid	30											
Reimbursement	0.10											

Sr No	Description	Details
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	<p>(i) The estimated transaction value for Loans and Advances between TITL and LI&FPL for the FY2026-27 constitutes approximately 340% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(ii) The estimated transaction value for interest received between TITL and LI&FPL for the FY2026-27 constitutes approximately 8.50% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iii) The estimated transaction value for interest paid between TITL and LI&FPL for the FY2026-27 constitutes approximately 8.50% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iv) The estimated transaction value for reimbursement between TITL and LI&FPL for the FY2026-27 constitutes approximately 0.03% of the annual consolidated turnover of TITL for the FY2024-25.</p>
2.	Justification for the transaction	Availing and granting Loans and Advances for expansion of business activity.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Internal accruals
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Nil
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure - Short Term (less than one year) Interest rate – 10 % p.a. Security - Unsecured.
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

B1. Transaction between Antique Stock Broking Limited and Lakshdeep Investment and Finance Private Limited

Sr No	Description	Details
1.	A summary of information provided by the management to the Audit Committee:	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	ASBL is a wholly owned subsidiary of TITL. LI&FPL is a related party of TITL.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mrs. Khyati Valia, Director of TITL is also member of LI&FPL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>During the year under review, ASBL anticipate receiving Corporate Guarantee from LI&FPL. and it shall pay Corporate Guarantee Charges to LI&FPL.</p> <p>The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 2 financial years i.e., from FY2025-26 and FY2026-27.</p>

Sr No	Description	Details												
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for transactions during 2 financial years i.e., from FY2025-26 and FY2026-27.												
e.	Value of the proposed Transaction	<p>ASBL estimates that the monetary value for Transactions with LI&FPL for the FY2025-26 as under:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Corporate Guarantee</td> <td>500</td> </tr> <tr> <td>Corporate Guarantee Charges Paid</td> <td>5</td> </tr> </tbody> </table> <p>ASBL estimates that the monetary value for Transactions with LI&FPL for the FY2026-27 as under:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Corporate Guarantee</td> <td>500</td> </tr> <tr> <td>Corporate Guarantee Charges Paid</td> <td>5</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Corporate Guarantee	500	Corporate Guarantee Charges Paid	5	Particulars	Amount (Rs. in Crores)	Corporate Guarantee	500	Corporate Guarantee Charges Paid	5
Particulars	Amount (Rs. in Crores)													
Corporate Guarantee	500													
Corporate Guarantee Charges Paid	5													
Particulars	Amount (Rs. in Crores)													
Corporate Guarantee	500													
Corporate Guarantee Charges Paid	5													
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	<p>(i) The estimated transaction value for the Corporate Guarantee proposed to be provided by LI&FPL to ASBL for the FY2025-26 and FY2026-27 is approximately 283.31% of the annual consolidated turnover of TITL for the FY2024-25, on each respective year.</p> <p>(ii) The estimated transaction value for the Corporate Guarantee Charges proposed to be paid by ASBL to LI&FPL for the FY2025-26 and FY2026-27 is approximately 2.83% of the annual consolidated turnover of TITL for the FY2024-25, on each respective year.</p>												
2.	Justification for the transaction	To support the funding requirements of ASBL, LI&FPL proposes to provide Corporate Guarantees enabling ASBL to secure credit facilities from banks and financial institutions. In return, ASBL will pay Corporate Guarantee charges. These are necessary for ensuring liquidity to meet business growth targets.												
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:													
(i)	details of the source of funds in connection with the proposed transaction	Not Applicable												
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> - nature of indebtedness; - cost of funds; and - tenure 	Not Applicable												
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable												
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable												
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable												
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable												
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.												

B2. Transaction between ITI Credit Limited and Lakshdeep Investment and Finance Private Limited

Sr No	Description	Details																		
1.	A summary of information provided by the management to the Audit Committee:																			
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	ICrL is a wholly owned subsidiary of TITL. LI&FPL is a related party of TITL.																		
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mrs. Khyati Valia, Director of TITL is also member of LI&FPL.																		
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	ICrL anticipates entering into inter-corporate loan with LI&FPL along with the payment and receipt of interest thereon additionally receiving Corporate Guarantee from LI&FPL. and it shall pay Corporate Guarantee Charges to LI&FPL. The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 2 financial years i.e., from FY2025-26 and FY2026-27.																		
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for transactions during 2 financial years i.e., from FY2025-26 and FY2026-27.																		
e.	Value of the proposed Transaction	ICrL estimates that the monetary value for Transactions with LI&FPL for the FY2025-26 as under: <table border="1" data-bbox="798 907 1492 1030"> <thead> <tr> <th></th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Corporate Guarantee</td> <td>100</td> </tr> <tr> <td>Corporate Guarantee Charges Paid</td> <td>1</td> </tr> </tbody> </table> ICrL estimates that the monetary value for Transactions with LI&FPL for the FY2026-27 as under: <table border="1" data-bbox="798 1097 1492 1344"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Loans and Advances</td> <td>2,000</td> </tr> <tr> <td>Interest Received</td> <td>50</td> </tr> <tr> <td>Interest paid</td> <td>50</td> </tr> <tr> <td>Corporate Guarantee</td> <td>100</td> </tr> <tr> <td>Corporate Guarantee Charges Paid</td> <td>1</td> </tr> </tbody> </table>		Amount (Rs. in Crores)	Corporate Guarantee	100	Corporate Guarantee Charges Paid	1	Particulars	Amount (Rs. in Crores)	Loans and Advances	2,000	Interest Received	50	Interest paid	50	Corporate Guarantee	100	Corporate Guarantee Charges Paid	1
	Amount (Rs. in Crores)																			
Corporate Guarantee	100																			
Corporate Guarantee Charges Paid	1																			
Particulars	Amount (Rs. in Crores)																			
Loans and Advances	2,000																			
Interest Received	50																			
Interest paid	50																			
Corporate Guarantee	100																			
Corporate Guarantee Charges Paid	1																			
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	<p>(i) The estimated transaction value for Loans and Advances between ICrL and LI&FPL for the FY2026-27 constitutes approximately 566.62% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(ii) The estimated transaction value for interest received between ICrL and LI&FPL for the FY2026-27 constitutes approximately 14.17% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iii) The estimated transaction value for interest paid between ICrL and LI&FPL for the FY2026-27 constitutes approximately 14.17% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iv) The estimated transaction value for the Corporate Guarantee proposed to be provided by LI&FPL to ICrL for the FY2025-26 and FY2026-27 is approximately 56.66% of the annual consolidated turnover of TITL for the FY2024-25, on each respective year.</p> <p>(v) The estimated transaction value for the Corporate Guarantee Charges proposed to be paid by ASBL to ICrL for the FY2025-26 and FY2026-27 is approximately 0.57% of the annual consolidated turnover of TITL for the FY2024-25, on each respective year.</p>																		

Sr No	Description	Details
2.	Justification for the transaction	Availing and granting Loans and Advances for expansion of business activity. Additionally Corporate Guarantee enables ICrL to raise funds from financial institutions at competitive rates. The associated Guarantee Charges are a reasonable market cost for risk coverage. These arrangements facilitate access to capital and ensure liquidity for expansion.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Not Applicable
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

B3. Transaction between ITI Credit Limited and ITI Finance Limited

Sr No	Description	Details
1.	A summary of information provided by the management to the Audit Committee:	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	ICrL is a wholly owned subsidiary of TITL. IFL is an associate company of TITL.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Chintan Valia, Non-Executive Chairman of TITL and is also on the Board of ICrL and Mr. Subbiah Manickam holds the position of CFO in TITL as well as ICrL. Mr. Chintan Valia Non-Executive Chairman of TITL is also on the Board of IFL as a Managing Director. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of TITL being a Group Company Secretary is a KMP in ICrL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	ICrL anticipates entering into inter-corporate loan with IFL. along with the payment and receipt of interest thereon. The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions for FY2026-27.
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for transactions For FY2026-27.

Sr No	Description	Details												
e.	Value of the proposed Transaction	<p>ICrL estimates that the monetary value for Transactions with IFL for the FY2026-27 as under:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Rent Paid</td> <td>1</td> </tr> <tr> <td>Loans and Advances</td> <td>2,200</td> </tr> <tr> <td>Interest Received</td> <td>10</td> </tr> <tr> <td>Interest paid</td> <td>100</td> </tr> <tr> <td>Reimbursement</td> <td>0.10</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Rent Paid	1	Loans and Advances	2,200	Interest Received	10	Interest paid	100	Reimbursement	0.10
Particulars	Amount (Rs. in Crores)													
Rent Paid	1													
Loans and Advances	2,200													
Interest Received	10													
Interest paid	100													
Reimbursement	0.10													
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	<p>(i) The estimated transaction value for rent transaction between ICrL and IFL for the FY2026-27 constitutes approximately 0.28% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(ii) The estimated transaction value for Loans and Advances between ICrL and IFL for the FY2026-27 constitutes approximately 623.28% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iii) The estimated transaction value for interest received between ICrL and IFL for the FY2026-27 constitutes approximately 2.83% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iv) The estimated transaction value for interest paid between ICrL and IFL for the FY2026-27 constitutes approximately 28.33 % of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(v) The estimated transaction value for reimbursement between ICrL and IFL for the FY2026-27 constitutes approximately 0.03% of the annual consolidated turnover of TITL for the FY2024-25.</p>												
2.	Justification for the transaction	Availing and granting Loans and Advances for expansion of business activity.												
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:													
(i)	details of the source of funds in connection with the proposed transaction	Internal accruals												
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Nil												
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure - Short Term (less than one year) Interest rate – 10% p.a. Security - Unsecured												
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements												
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.												
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.												
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.												

B4. Transaction between ITI Finance Limited and Lakshdeep Investment and Finance Private Limited

Sr No	Description	Details						
1.	A summary of information provided by the management to the Audit Committee:							
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	IFL is an associate company of TITL. LI&FPL is a related party of TITL by virtue of common control.						
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Chintan Valia Non-Executive Director of TITL is also on the Board of IFL as a Managing Director. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of TITL being a Group Company Secretary is a KMP in ICrL.						
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	IFL anticipates entering into inter-corporate loan with LI&FPL along with the payment and receipt of interest thereon. The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions for FY2026-27.						
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for transactions For FY2026-27.						
e.	Value of the proposed Transaction	IFL estimates that the monetary value for Transactions with LI&FPL for the FY2026-27 as under: <table border="1" data-bbox="798 873 1492 996"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Loans and Advances</td> <td>500</td> </tr> <tr> <td>Interest paid</td> <td>25</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Loans and Advances	500	Interest paid	25
Particulars	Amount (Rs. in Crores)							
Loans and Advances	500							
Interest paid	25							
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	(i) The estimated transaction value for Loans and Advances between IFL and LI&FPL for the FY2026-27 constitutes approximately 141.66% of the annual consolidated turnover of TITL for the FY2024-25. (ii) The estimated transaction value for interest paid between ICrL and IFL for the FY2026-27 constitutes approximately 7.08% of the annual consolidated turnover of TITL for the FY2024-25.						
2.	Justification for the transaction	The proposed loan arrangement between LI&FPL and IFL is intended to meet the working capital and liquidity needs of IFL and to support its planned expansion.						
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:							
(i)	details of the source of funds in connection with the proposed transaction	Internal accruals						
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Nil						
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure - Short Term (less than one year) Interest rate – 10% p.a. Security - Unsecured						
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements						
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.						
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.						
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.						

B5. Transaction between ITI Gold Loans Limited and Lakshdeep Investment and Finance Private Limited

Sr No	Description	Details																								
1.	A summary of information provided by the management to the Audit Committee:																									
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	IGLL is a subsidiary of TITL, which holds 50.33% of its equity share capital. LI&FPL is a related party.																								
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amit Malpani, CEO of TITL is also on the Board of IGLL. Mrs. Khyati Valia, Director of TITL is also member of LI&FPL. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of TITL being a Group Company Secretary is a KMP in IGLL.																								
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	IGLL anticipates entering into inter-corporate loan with LI&FPL. along with the payment of interest thereon. IGLL anticipates receive investments, Conversion of Financial Assistance into Debentures and Pay Interest on debentures and receive corporate guarantee from LI&FPL and pay charges on Corporate Guarantee. Furthermore, IGLL Propose to receiving inter-corporate loans from LI&FPL, along with the payment of interest thereon. The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 2 financial years i.e., from FY2025-26 and FY2026-27.																								
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for transactions during 2 financial years i.e., from FY2025-26 and FY2026-27.																								
e.	Value of the proposed Transaction	<p>IGLL estimates that the monetary value for Transactions with LI&FPL for the FY2025-26 as under:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Investment</td> <td>100</td> </tr> <tr> <td>Conversion of Financial Assistance into Debentures</td> <td>250</td> </tr> <tr> <td>Interest on Debentures</td> <td>2.5</td> </tr> </tbody> </table> <p>IGLL estimates that the monetary value for Transactions with LI&FPL for the FY2026-27 as under:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Loans and Advances</td> <td>4,800</td> </tr> <tr> <td>Interest Paid</td> <td>240</td> </tr> <tr> <td>Investment</td> <td>100</td> </tr> <tr> <td>Conversion of Financial Assistance into Debentures</td> <td>250</td> </tr> <tr> <td>Interest on Debentures</td> <td>2.5</td> </tr> <tr> <td>Corporate Guarantee</td> <td>1,000</td> </tr> <tr> <td>Corporate Guarantee Charges Paid</td> <td>10</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Investment	100	Conversion of Financial Assistance into Debentures	250	Interest on Debentures	2.5	Particulars	Amount (Rs. in Crores)	Loans and Advances	4,800	Interest Paid	240	Investment	100	Conversion of Financial Assistance into Debentures	250	Interest on Debentures	2.5	Corporate Guarantee	1,000	Corporate Guarantee Charges Paid	10
Particulars	Amount (Rs. in Crores)																									
Investment	100																									
Conversion of Financial Assistance into Debentures	250																									
Interest on Debentures	2.5																									
Particulars	Amount (Rs. in Crores)																									
Loans and Advances	4,800																									
Interest Paid	240																									
Investment	100																									
Conversion of Financial Assistance into Debentures	250																									
Interest on Debentures	2.5																									
Corporate Guarantee	1,000																									
Corporate Guarantee Charges Paid	10																									
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	<p>(i) The estimated transaction value for Loans and Advances between IGLL and LI&FPL for the FY2026-27 constitutes approximately 1,359.89% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(ii) The estimated transaction value for interest paid between IGLL and LI&FPL for the FY2026-27 constitutes approximately 68% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iii) The estimated investment value for between IGLL and LI&FPL for the FY2025-26 and FY2026-27 is approximately 56.66% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(iv) The estimated transaction value for Conversion of Financial Assistance into Debentures between IGLL and LI&FPL for the FY2025-26 and FY2026-27 is approximately 141.66% of the annual consolidated turnover of TITL for the FY2024-25.</p>																								

Sr No	Description	Details
		<p>(v) The estimated transaction value for interest on Debentures between IGLL and LI&FPL for the FY2025-26 and FY2026-27 is approximately 1.42% of the annual consolidated turnover of TITL for the FY2024-25.</p> <p>(vi) The estimated transaction value for the Corporate Guarantee proposed to be provided by LI&FPL to IGLL for the FY2025-26 and FY2026-27 is approximately 283.31% of the annual consolidated turnover of TITL for the FY2024-25, on each respective year.</p> <p>(v) The estimated transaction value for the Corporate Guarantee Charges proposed to be paid by IGLL to LI&FPL for the FY2025-26 and FY2026-27 is approximately 2.83% of the annual consolidated turnover of TITL for the FY2024-25, on each respective year.</p>
2.	Justification for the transaction	These transactions are intended to support IGLL's business growth, funding requirements, and operational expansion. The loan, investment, and NCD structures provide financial flexibility, while the corporate guarantee enhances credit worthiness with external lenders.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Internal accruals
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Nil
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure - Short Term (less than one year) Interest rate – 10% p.a. Security - Unsecured
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

B6. Transaction between ITI Gold Loans Limited and ITI Credit Limited

Sr No	Description	Details
1.	A summary of information provided by the management to the Audit Committee:	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	IGLL is a subsidiary of TITL, holding 50.33% of its equity share capital. ICrL is a wholly owned subsidiary of TITL.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amit Malpani, CEO of TITL is also on the Board of IGLL. Mr. Chintan Valia, Non-Executive Director of TITL is also on the Board of ICrL and Mr. Subbiah Manickam is CFO of TITL as well as ICrL. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of TITL being a Group Company Secretary is an KMP in IGLL & ICrL.

Sr No	Description	Details								
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	IGLL anticipates receiving inter-corporate loans from ICrL along with the payment of interest thereon. Further, ICrL proposes to make investments in IGLL. The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions for FY2026-27.								
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for transactions For FY2026-27.								
e.	Value of the proposed Transaction	IGLL estimates that the monetary value for Transactions with ICrL for the FY2026-27 as under: <table border="1" data-bbox="798 582 1492 728"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Loan and advances</td> <td>4,000</td> </tr> <tr> <td>Interest Paid</td> <td>200</td> </tr> <tr> <td>Investment</td> <td>100</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Loan and advances	4,000	Interest Paid	200	Investment	100
Particulars	Amount (Rs. in Crores)									
Loan and advances	4,000									
Interest Paid	200									
Investment	100									
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	(i) The estimated transaction value for Loans and Advances between IGLL and ICrL for the FY2026-27 constitutes approximately 1,133.24% of the annual consolidated turnover of TITL for the FY2024-25. (ii) The estimated transaction value for interest paid between IGLL and ICrL for the FY2026-27 constitutes approximately 56.66% of the annual consolidated turnover of TITL for the FY2024-25. (iii) The estimated investment value for between IGLL and ICrL for the FY2026-27 is approximately 28.33% of the annual consolidated turnover of TITL for the FY2024-25.								
2.	Justification for the transaction	These proposed transactions are aimed at providing IGLL with access to capital and working capital support through intra-group financial arrangements. The inter-company structure allows optimal deployment of resources within the group to meet lending targets and expansion goals.								
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:									
(i)	details of the source of funds in connection with the proposed transaction	Internal accruals								
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Nil								
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure - Short Term (less than one year) Interest rate – 10% p.a. Security - Unsecured								
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements								
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.								
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.								
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.								

B7. Transaction between ITI Gold Loans Limited and ITI Capital Limited

Sr No	Description	Details						
1.	A summary of information provided by the management to the Audit Committee:							
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	IGLL is a subsidiary of TITL, which holds 50.33% of its equity share capital. ICL is a wholly owned subsidiary of TITL.						
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amit Malpani, CEO of TITL is also on the Board of IGLL. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of TITL being a Group Company Secretary is an KMP in IGLL.						
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	IGLL anticipates receiving inter-corporate loans from ICL along with the payment of interest thereon. Further, ICL proposes to make investments in IGLL. The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions for FY2026-27.						
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for transactions For FY2026-27.						
e.	Value of the proposed Transaction	IGLL estimates that the monetary value for Transactions with ICL for the FY2026-27 as under: <table border="1" data-bbox="805 853 1497 965"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Loan and advances</td> <td>2,000</td> </tr> <tr> <td>Interest Paid</td> <td>100</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Loan and advances	2,000	Interest Paid	100
Particulars	Amount (Rs. in Crores)							
Loan and advances	2,000							
Interest Paid	100							
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	(i) The estimated transaction value for Loans and Advances between IGLL and ICL for the FY2026-27 constitutes approximately 566.62% of the annual consolidated turnover of TITL for the FY2024-25. (ii) The estimated transaction value for interest paid between IGLL and ICL for the FY2026-27 constitutes approximately 28.33% of the annual consolidated turnover of TITL for the FY2024-25.						
2.	Justification for the transaction	The proposed loan is intended to support IGLL's funding and working capital requirements. The inter-corporate loan structure facilitates efficient intra-group resource allocation and enhances operational flexibility.						
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:							
(i)	details of the source of funds in connection with the proposed transaction	Internal accruals						
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Nil						
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure - Short Term (less than one year) Interest rate – 10% p.a. Security - Unsecured						
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements						
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.						
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.						
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.						

B8. Transaction between ITI Gold Loans Limited and ITI Gilts Limited

Sr No	Description	Details								
1.	A summary of information provided by the management to the Audit Committee:									
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	IGLL is a subsidiary of TITL, holding 50.33% of its equity share capital. IGL is a wholly owned subsidiary of TITL.								
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amit Malpani, CEO of TITL is also on the Board of IGLL. Mr. Subbiah Manickam, hold the position of Chief Financial Officer (CFO) in TITL as well as IGL Ms. Vidhita Narkar, Company Secretary & Compliance Officer of TITL being a Group Company Secretary is a KMP in IGLL & IGL.								
c.	Nature, material terms, monetary value and particulars of contracts or arrangement									
d.	Tenure of the transaction	The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for transactions For FY2026-27.								
e.	Value of the proposed Transaction	IGLL estimates that the monetary value for Transactions with IGL for the FY2026-27 as under: <table border="1" data-bbox="798 824 1497 974"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Loan and advances</td> <td>800</td> </tr> <tr> <td>Interest Paid</td> <td>40</td> </tr> <tr> <td>Investment</td> <td>100</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)	Loan and advances	800	Interest Paid	40	Investment	100
Particulars	Amount (Rs. in Crores)									
Loan and advances	800									
Interest Paid	40									
Investment	100									
f.	Percentage of annual consolidated turnover considering FY2024-25 as the immediately preceding financial year	(i) The estimated transaction value for Loans and Advances between IGLL and IGL for the FY2026-27 constitutes approximately 226.65% of the annual consolidated turnover of TITL for the FY2024-25. (ii) The estimated transaction value for interest paid between IGLL and IGL for the FY2026-27 constitutes approximately 11.33% of the annual consolidated turnover of TITL for the FY2024-25. (iii) The estimated Investment value between IGLL and IGL for the FY2026-27 constitutes approximately 28.83% of the annual consolidated turnover of TITL for the FY2024-25.								
2.	Justification for the transaction	The proposed transaction is intended to support the working capital and liquidity requirements of IGLL for its lending business. Intra-group loans are structured to enhance resource utilization and financial flexibility.								
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:									
(i)	details of the source of funds in connection with the proposed transaction	Internal accruals								
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Nil								
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure - Short Term (less than one year) Interest rate – 10% p.a. Security - Unsecured								
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements								
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.								

Sr No	Description	Details
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

B. ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/REAPPOINTMENT AT THE 34TH ANNUAL GENERAL MEETING TO BE HELD ON AUGUST 25, 2025 [PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS] FOR ITEM NO 2 AND 3.

Sr No	Particulars	Details of Directors	
1.	Name	Mr. Chintan Valia	Ms. Papia Sengupta
2.	Category/Designation	Non-Executive Director	Independent Woman Director
3.	DIN	05333936	07701564
4.	Age	42 Years	65 Years
5.	Qualifications	Chartered Accountant, PGMP from IIM Bangalore	B.SC, Chartered Financial Analyst from ICFAI, CISA & CAIIB
6.	Experience (including expertise in specific functional area)	<p>Mr. Chintan Vijay Valia, Chairman of the Company, is a Chartered Accountant by profession and holds a Post Graduate Management Program (PGMP) from the Indian Institute of Management, Bangalore (IIM-B). With over twelve years of association with the Company, he has played a pivotal role in transforming it into a well-diversified financial services group. Under his leadership, the Company has expanded its footprint across Lending, Equities and Derivatives Trading, Equity Research, Mutual Fund Distribution, and Investment Banking services. Mr. Valia brings with him rich experience across capital markets, investment banking, and the FMCG industry, which has enabled him to contribute significantly to strategic business growth. He has been actively involved in the Non-Banking Financial Company (NBFC) sector, where he has driven key initiatives in operational scaling, compliance, and financial innovation. His leadership is marked by strong capabilities in corporate governance, capital structuring, deal execution, and regulatory oversight. He has also been instrumental in managing stakeholder relationships and guiding the Company through dynamic market conditions. Mr. Valia's multifaceted expertise and sound business judgment enable him to navigate complex business environments effectively, ensuring long-term value creation for the Company and its stakeholders.</p>	<p>Ms. Papia Sengupta is a seasoned banker with more than four decades of experience in all facets of banking which culminated in holding the position of Executive Director in Bank of Baroda after a stint as Chief General Manager in State Bank Group.</p> <p>Core competencies are Corporate & MSME Finance, Stressed Assets Management, Risk Management, Banking, Treasury & Investment, Audit & Inspection, Overseas Banking, Human Resource Management.</p>
7.	Terms and Conditions of appointment	In terms of Section 152 (6) of the Companies Act, 2013 Mr. Chintan Valia, Non-Executive Director is liable to retire by rotation and being eligible, offers re-appointment.	In terms of Section 149 of the Companies Act, 2013 and Regulation 17 as well as 25 of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 reappointment of Ms. Papia Sengupta for a term of 5 Years as an independent woman Director is not liable to retire by rotation.
8.	Remuneration last drawn (FY 2023-24)	Nil	Nil

Sr No	Particulars	Details of Directors	
9.	Proposed Sitting Fees	He shall be paid a fee for attending meetings of the Board or Committees within the limits specified under section 197(5) of the Act read with the rules made thereunder.	She shall be paid a fee for attending meetings of the Board or Committees within the limits specified under section 197(5) of the Act read with the rules made thereunder.
10.	Remuneration proposed to be paid	Nil	Nil
11.	Date of first appointment on the Board	25/03/2013	19/12/2020
12.	Shareholding in the Company including shareholding as a beneficial owner as on date of this notice	1,80,000 Equity Shares of Rs 10/- each	Nil
13.	Relationship with other Directors / Key Managerial Personnel	Related to promoter group i.e. Mrs. Khyati Valia, Mr. Sudhir Valia and Mrs. Raksha Valia. Not related to any Directors except for Mrs. Khyati Valia who is Non-Executive Chairman of the Company	Nil
14.	Number of meetings of the Board attended during the financial year 2024-25	04 (Four)	03 (Three)
15.	Board Membership in other Entities (including Listed entity) as on date of this notice	<ol style="list-style-type: none"> 1. ITI Asset Management Limited 2. ITI Finance Limited 3. ITI Finvest Limited 4. ITI Credit Limited 5. Fortune Management Advisors Limited 6. Suraksha Landscape Private Limited 7. Rampant Realty Private Limited 8. Smart Bricks Private Limited 9. Chintan Estates Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Andhra Paper Limited 2. ITI Credit Limited (Formerly known as Fortune Credit Capital Limited) 3. Antique Stock Broking Limited 4. GSPL India Gasnet Limited 5. GSPL India Transco Limited 6. Paschim Gujarat Vij Company Limited
16.	Membership /Chairmanship of Committees of other Listed Entities as on date of this notice	Nil	1. Andhra Paper Limited
17.	Listed entities from which the Director has resigned in the past three years	Nil	Nil
18.	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)	N.A.	<p>The role requires extensive financial experience, strong leadership and people management capabilities, comprehensive knowledge of regulatory and compliance frameworks, and deep expertise in credit and risk management.</p> <p>Ms. Papia Sengupta, with her distinguished banking background and over four decades of experience, embodies all these attributes. Her extensive tenure in senior leadership positions across major public sector banks equips her with the skills and insights necessary to effectively fulfil the requirements of the role.</p>

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

Sd/-
Vidhita Narkar
Company Secretary
Mumbai, July 25, 2025