

The Investment Trust of India Limited

(formerly known as Fortune Financial Services (India) Limited)

Regd. Office : Naman Midtown, "A" Wing, 21st Floor, Unit No. 2103

Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013

Telephone : + 91 22 – 4027 3600 ; Fax : + 91 22 – 4027 3700

CIN : L65910MH1991PLC062067 e mail : cosecretary@itiorg.com Website : www.itigroup.co.in

NOTICE OF POSTAL BALLOT

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

[Read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Member(s)

Notice is hereby given that pursuant to section 110 of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and other applicable provisions of the said Act and applicable provisions of Companies (Management & Administration) Rules, 2014, to consider and if thought fit, to pass the following resolution noted herein as a special business for approval of members of **The Investment Trust of India Limited** (formerly known as Fortune Financial Services (India) Limited) ("**Company**") by passing resolution by way of postal ballot ("**Postal Ballot**"). The Board of Directors of the Company has appointed M/s D. M. & Associates Company Secretaries LLP as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner and Central Depository Services (India) Limited (CDSL) as agency in respect of e-voting for the postal ballot.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the items and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration ("**Postal Ballot Form**"). The postal ballot notice along with the Postal Ballot Form is also available on the website of the Company at www.itigroup.co.in;

You are requested to carefully read the instructions given under Notes of this Notice and printed overleaf of the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on **Wednesday, 15th January, 2020**. Postal Ballot Forms received after this date will be considered invalid. The Scrutinizer will submit his report to the Chairman of the Company or such other person as may be authorised by the Board after completion of the scrutiny of the postal ballots (including remote e-voting). The results of Postal Ballot shall be declared on **Thursday, 16th January, 2020** by a Chairman or Company Secretary as authorised by the Board of Directors of the Company and shall be displayed on the Notice Board at the registered office of the Company besides being communicated to the Stock Exchanges on which the Equity Shares of the Company are listed. The results will also be displayed on the website of the Company i.e. www.itigroup.co.in for the information of the Members. The date of declaration of the results of the Postal Ballot i.e. **Thursday, 16th January, 2020** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. Reclassification of Authorised Share Capital and consequent Alteration of Memorandum of Association.

To consider and, if thought fit, to pass with or without modification(s), following resolution for reclassification of Authorised Share Capital of the company as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 105,25,00,000/- (Rupees One Hundred Five Crores Twenty Five Lakhs only) divided into 10,30,00,000 (Ten Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 103,00,00,000/- (Rupees One Hundred Three Crores only) and 2,25,000 1 % Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 2,25,00,000/- (Rupees Two Crores Twenty Five Lakhs only) both aggregating to Rs. 105,25,00,000/- (Rupees One Hundred Five Crores Twenty Five Lakhs only) be **and is hereby reclassified** to Rs.105,25,00,000/- (Rupees One Hundred Five Crores Twenty Five Lakhs only) divided into 7,92,10,000 (Seven Crores Ninety Two Lakhs Ten Thousand) equity shares of Rs. 10/- each aggregating to Rs. 79,21,00,000/- (Rupees Seventy Nine Crores Twenty One Lakhs only), 2,25,000 1 % Redeemable Preference shares of Rs. 100/- each aggregating to Rs. 2,25,00,000/- (Rupees Two Crores Twenty Five Lakhs) and 7,32,000 0% Optionally Convertible Preference Shares of Rs. 325/- each aggregating to Rs. 23,79,00,000/- (Rupees Twenty Three Crores Seventy Nine Lakhs only), all aggregating to Rs. 105,25,00,000/- (Rupees One Hundred Five Crores Twenty Five Lakhs only).

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

The Authorised Share Capital of the Company is Rs. 105,25,00,000/- (Rupees One Hundred Five Crores Twenty Five Lakhs only) divided into 7,92,10,000 equity shares of Rs. 10/- each aggregating to Rs. 79,21,00,000/- (Rupees Seventy Nine Crores Twenty One Lakhs only), 2,25,000 1 % Redeemable Preference shares of Rs. 100/- each aggregating to Rs. 2,25,00,000/- (Rupees Two Crores Twenty Five Lakhs) and 7,32,000 0% Optionally Convertible Preference Shares of Rs.



325/- each aggregating to Rs. 23,79,00,000/- (Rupees Twenty Three Crores Seventy Nine Lakhs only), all aggregating to Rs. 105,25,00,000/- (Rupees One Hundred Five Crores Twenty Five Lakhs only) with such rights, privileges and conditions attached thereto as may be determined by the general meeting at the time of issue. The Company has and shall always have the power to divide the share capital from time to time and to vary, modify and abrogate any rights privileges or conditions attached to the share in such manner as may for the time being provided in the regulations of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby further authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

"RESOLVED FURTHER THAT the Directors and Secretary of the Company be and are hereby severally authorized to make the necessary filings with the Registrar of Companies (ROC), other applicable filings with regulatory authorities and other necessary documents, and to do all such other acts, deeds, matter and things as may be considered fit to give effect to the above mentioned resolution".

By order of the Board
For The Investment Trust of India Limited
Haroon Mansuri
Company Secretary

Place : Mumbai

Date : 28th November, 2019

Regd. Office:

Naman Midtown, "A" Wing
21st Floor, Unit No. 2103,
Senapati Bapat Marg, Elphinstone Road,
Mumbai- 400013

Website: www. itigroup.co.in

CIN: L65910MH1991PLC062067



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) as on **29th November, 2019** i.e. the cut-off date for despatch of Postal Ballot Notice. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participant (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by post along with a postage-prepaid self-addressed Business Reply envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **29th November, 2019** will be considered for the purpose of voting. A person who is not a Member as on **29th November, 2019** i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
4. The e-voting period begins on **Monday, 16th December, 2019**, 09:00 a.m. and ends on **Wednesday, 15th January, 2020** at **5.00 p.m.**
5. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. A Member cannot exercise his vote by proxy on postal ballot.

A member desiring to exercise vote by physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Notice, as applicable, and return the duly completed form in the enclosed self-addressed business reply envelope, so as to reach the Scrutinizer, Mr. D. M. & Associates Company Secretaries LLP at C/o. Purva Sharegistry (India) Pvt. Ltd., (unit :The Investment Trust of India Limited), Shivshakti Industrial Estate, Unit No.9, 7/B, Sitaram Mill Compound, J.R. Boricha Marg, Lower Parel, Mumbai – 400 011 on or before 5:00 p.m. on **15th January, 2020** The Postal Ballot Forms received after 5.00 p.m. on **15th January, 2020** will be treated as if the reply from the member has not been received.

7. Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Mr. Haroon Mansuri, Company Secretary of the Company, at The Investment Trust of India Limited, Naman Midtown, "A" Wing, 21st Floor, Unit No. 2103, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013, India or by sending an e-mail at cosecretary@itiorg.com.

8. **Voting through electronic mean (E-voting).**

- a. In accordance with the requirements of regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and section 110 and other applicable provisions of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide facility to its members, to cast their vote electronically for the resolution proposed to be passed through postal ballot. The Board of Directors has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members.
- b. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. **29th November, 2019**. D. M. & Associates Company Secretaries LLP, a Practising Company Secretaries has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c. The e-voting period begins on **Monday, 16th December, 2019**, 09:00 a.m. and ends on **Wednesday, 15th January, 2020** at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **29th November, 2019**, may cast their vote electronically.

The Procedure and instructions for e-voting are as under:

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

	For Members holding shares in Demat Form 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for The Investment Trust of India Limited.. on which you choose to vote.



- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p. 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.
- q. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android, iOS and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store or App Store on your Apple or Windows phone. Please follow the
- r. instructions as prompted by the mobile app while voting on your mobile.
- s. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement set out all the material facts:

Item No. : 1

Considering the ongoing Scheme of Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for Demerger of the Lending Business of United Petro Finance Limited into Fortune Credit Capital Limited and consequent issue of equity shares and Optionally Convertible Preference Shares (OCPS) by The Investment Trust of India Limited (erstwhile Fortune Financial Services (India) Limited) to the shareholders of United Petro Finance Limited.

In order to comply with the Scheme of arrangement on approval by the concerned authorities, the Company needs to reclassify the authorised share capital of the Company by suitably altering Clause V of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Person of the Company or their relatives is deemed to be concerned or interested financially or otherwise in passing of the aforesaid resolution.

For The Investment Trust of India Limited
Haroon Mansuri
Company Secretary

Place : Mumbai

Date : 28th November, 2019

Regd. Office:

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