

Date: February 17, 2025

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

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

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

NSE Symbol: THEINVEST

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

Dear Sir,

We refer to the outcome of Board Meeting dated February 13, 2025, and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the postal ballot notice seeking approval of the Shareholders of the Company, by way of remote e-voting process (e-voting) for:

Sr. No	Particulars	Types of Resolution(s)
1.	Approval of Material Related Party Transactions of the Company	Ordinary
2.	Approval of Material Related Party Transactions of the subsidiaries of Company	Ordinary

In compliance with the applicable circulars, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e. Friday, February 14, 2025. The Notice has also been uploaded on the website of the company at www.itiorg.com.

Further in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has availed e-voting services of the Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to its Members.

The Schedule of Events for e-voting is as follows: -

Cut-off Date	Friday, February 14, 2025
Remote e-voting Start Date and time	Saturday, February 22, 2025 at 9.00 A.M IST
Remote e-voting End Date and time	Sunday, February 23, 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: - 17.02.2025

Place: - Mumbai

Encl: As Above

POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of The Investment Trust of India Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

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

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

Commencement of e-voting:	9:00 a.m. (IST) on Saturday, February 22, 2025
End of e-voting:	5:00 p.m. (IST) on Sunday, March 23, 2025

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorised by him. The results of e-voting will be announced on or before Tuesday, March 25, 2025, and will be displayed on the Company’s website at www.itiorg.com and the Website of CDSL at www.evotingindia.com The results will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

Item no. 1 – 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. 2 – 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 B7 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. B1 to B7;

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 & Compliance Officer
ACS 33495
Mumbai, February 17, 2025

The Investment Trust of India Limited

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



Notes:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on **Friday, February 14, 2025** ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.itiorg.com, 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.
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. **The e-voting period commences at 9:00 a.m. (IST) on Saturday, February 22, 2025 and ends at 5:00 p.m. (IST) on Sunday, March 23, 2025.**
8. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Sunday, March 23, 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to info@itiorg.com mentioning his / her / its folio number / DP ID and Client ID.
11. **PROCEDURE FOR E-VOTING:**

CDSL e-Voting System – For Remote e-voting

The Instructions of Shareholders for Remote E-Voting:

B: 022 4027 3600 • E: info@itiorg.com • W: www.itiorg.com • CIN: L65910MH1991PLC062067

The Investment Trust of India Limited

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



- I: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- II: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (i) The voting period begins on 9:00 a.m. (IST) on Saturday, February 22, 2025 and ends on 5:00 p.m. (IST) on Sunday, March 23, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 cdsi 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

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	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.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.nsdl.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.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 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 Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

The Investment Trust of India Limited

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- 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.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

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

Item No. 1 & 2

The Company is engaged in advisory services and trading activities besides holding investment in subsidiaries. The Group business consists of equity and commodity 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, 2024 is 287.72 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), its subsidiary company, for providing Inter corporate Loans and Advances, payment of interest, providing Corporate Guarantee and other business support services to IGLL.
2. Transactions of the Company with Lakshdeep Investment and Finance Private Limited (LI&FPL) for availing Loans and Advances, payment of interest.

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3. Transaction of IGLL with LI&FPL, ITI Capital Limited (ICL), ITI Credit Limited (ICrL), ITI Gilts Limited (IGL) and Intime Multi Commodity Company Limited (IMCCL) for availing Loans and Advances and payment of interest.
4. Transactions of ICrL with LI&FPL and ITI Finance Limited (IFL) for availing Loans and Advances and payment of interest.

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);	ITI Gold Loans Limited (IGLL), a subsidiary of The Investment Trust of India Limited (The ITI Limited). The ITI Limited hold 61.98%.
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 The ITI Limited is also on the Board of IGLL. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of The ITI Limited being a Group Company Secretary is a KMP in IGLL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under review, The ITI Limited provided a corporate guarantee for which they charged Corporate Guarantee Service Charges. Furthermore, IGLL anticipates accepting and placing inter-corporate loans, including the associated interest, with The ITI Limited in the next financial year under consideration.
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 a next financial year i.e. FY2025-26.
e.	Value of the proposed Transaction	The Company estimates that the monetary value for Transactions for FY2025-26 to be upto Rs. 1,320 crores.

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f.	Percentage of annual consolidated turnover considering FY2023-24 as the immediately preceding financial year	Four hundred fifty-nine percent, gross transaction volume appears substantial relative to our turnover, it is important to note that this reflects the revolving nature of our funding mechanism rather than the actual net exposure. The net borrowing amount represents only a fraction of the total transaction value. The high volume stems from the continuous cycle of borrowing and repayment activities, which is essential for maintaining optimal liquidity and meeting our business objectives.
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.
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);	Lakshdeep Investment and Finance Private Limited (LI&FPL) related party of The Investment Trust of India Limited (The ITI Limited)
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mrs. Khyati Valia, Director of The ITI Limited is also member of LI&FPL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under review, The ITI Limited anticipates both accepting and placing inter-corporate loans, along with the associated interest, with LI&FPL.
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 FY2024-25 and FY2025-26.
e.	Value of the proposed Transaction	The Company estimates that the monetary value for transactions for FY2024-25 to be upto Rs 630 Crores and next financial years to be upto 1,260 crore.
f.	Percentage of annual consolidated turnover considering FY2023-24 as the immediately preceding financial year	Six hundred fifty-seven percent, gross transaction volume appears substantial relative to our turnover, it is important to note that this reflects the revolving nature of our funding mechanism rather than the actual net exposure. The net borrowing amount represents only a fraction of the total transaction value. The high volume stems from the continuous cycle of borrowing and repayment activities, which is essential for maintaining optimal liquidity and meeting our business objectives.
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	N.A.

	listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	
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 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);	ITI Gold Loans Limited (IGLL) and Lakshdeep Investment and Finance Private Limited (LI&FPL) IGLL, a subsidiary of The ITI Limited. The ITI Limited hold 61.98 % of its stake. LI&FPL is the related party of The ITI Limited.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amit Malpani, CEO of The ITI Limited is also on the Board of IGLL. Mrs. Khyati Valia, Director of The ITI Limited is also member of LI&FPL. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of The ITI Limited being a Group Company Secretary is a KMP in IGLL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under review, IGLL anticipates both accepting and placing inter-corporate loans, along with the associated interest, with LI&FPL. This also includes the Capital Contribution from LI&FPL
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 FY2024-25 and FY2025-26.
e.	Value of the proposed Transaction	The Company estimates that the monetary value for transactions for FY2024-25 to be upto Rs 1,560 Crores and next financial years to be upto 2,880 crore.
f.	Percentage of annual consolidated turnover considering FY2023-24 as the immediately preceding financial year	One thousand five hundred forty-four Percent, gross transaction volume appears substantial relative to our turnover, it is important to note that this reflects the revolving nature of our funding mechanism rather than the actual net exposure. The net borrowing amount represents only a fraction of the total transaction value. The high volume stems from the continuous cycle of borrowing and repayment activities, which is essential for maintaining optimal liquidity and meeting our business objectives.
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:	

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(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.

B2. 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)	ITI Gold Loans Limited and ITI Capital Limited. ITI Gold Loans Limited (IGLL) is a subsidiary of The ITI Limited. The ITI Limited hold 61.98 % of its stake. ITI Capital Limited (ICL) is a wholly owned subsidiary of The ITI Limited.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amit Malpani, CEO of The ITI Limited is also on the Board of IGLL. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of The ITI Limited being a Group Company Secretary is an KMP in IGLL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under review, IGLL anticipates both accepting and placing inter-corporate loans, along with the associated interest, with ICL.
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 FY2024-25 and FY2025-26.

e.	Value of the proposed Transaction	The Company estimates that the monetary value for transactions for FY2024-25 to be upto Rs 525 Crores and next financial years to be upto 1,050 crore.
f.	Percentage of annual consolidated turnover considering FY2023-24 as the immediately preceding financial year	Five hundred forty eight Percent, gross transaction volume appears substantial relative to our turnover, it is important to note that this reflects the revolving nature of our funding mechanism rather than the actual net exposure. The net borrowing amount represents only a fraction of the total transaction value. The high volume stems from the continuous cycle of borrowing and repayment activities, which is essential for maintaining optimal liquidity and meeting our business objectives.
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.

B3. 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);	ITI Gold Loans Limited and ITI Credit Limited ITI Gold Loans Limited (IGLL), a subsidiary of The ITI Limited wherein The ITI Limited hold 61.98 % stake

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		ITI Credit Limited (ICrL) is a wholly owned subsidiary of The ITI Limited.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amit Malpani, CEO of The ITI Limited is also on the Board of IGLL. Mr. Chintan Valia, Non-Executive Director of The ITI Limited is also on the Board of ICrL and Mr. Subbiah Manickam is CFO of The ITI Limited as well as ICrL. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of The ITI Limited being a Group Company Secretary is an KMP in IGLL & ICrL
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under review, IGLL anticipates both accepting and placing inter-corporate loans, along with the associated interest, with ICrL. This also includes the reimbursement of expenses.
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 FY2024-25 and FY2025-26.
e.	Value of the proposed Transaction	The Company estimates that the monetary value for transactions for FY2024-25 to be upto Rs 1,100 Crores and next financial years to be upto 2,220 crore.
f.	Percentage of annual consolidated turnover considering FY2023-24 as the immediately preceding financial year	One thousand one hundred forty-six percent, gross transaction volume appears substantial relative to our turnover, it is important to note that this reflects the revolving nature of our funding mechanism rather than the actual net exposure. The net borrowing amount represents only a fraction of the total transaction value. The high volume stems from the continuous cycle of borrowing and repayment activities, which is essential for maintaining optimal liquidity and meeting our business objectives.
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	N.A.

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	listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	
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 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);	ITI Gold Loans Limited and ITI Gilts Limited ITI Gold Loans Limited (IGLL) is a subsidiary of The ITI Limited. The ITI Limited hold 61.98 % of its stake. ITI Gilts Limited (IGL) is a wholly owned subsidiary of The ITI Limited.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amit Malpani, CEO of The ITI Limited is also on the Board of IGLL. Mr. Subbiah Manickam, hold the position of Chief Financial Officer (CFO) in The ITI Limited as well as IGL Ms. Vidhita Narkar, Company Secretary & Compliance Officer of The ITI Limited being a Group Company Secretary is a KMP in IGLL & IGL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under review, IGLL anticipates both accepting and placing inter-corporate loans, along with the associated interest, with IGL. This also includes the reimbursement of expenses.
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 FY2024-25 and FY2025-26.
e.	Value of the proposed Transaction	The Company estimates that the monetary value for transactions for FY2024-25 to be upto Rs 210 Crores and next financial years to be upto 420 crore.
f.	Percentage of annual consolidated turnover considering FY2023-24 as the immediately preceding financial year	Two hundred nineteen percent. gross transaction volume appears substantial relative to our turnover, it is important to note that this reflects the revolving nature of our funding mechanism rather than the actual net exposure. The net borrowing amount represents only a fraction of the total transaction value. The high volume stems from the continuous cycle of borrowing and repayment activities, which is essential for maintaining optimal liquidity and meeting our business objectives.
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

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(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 Intime Multi Commodity Company 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);	ITI Gold Loans Limited and Intime Multi Commodity Company Limited ITI Gold Loans Limited (IGLL) is a subsidiary of The ITI Limited. The ITI Limited hold 61.98 % of its stake. Intime Multi Commodity Company Limited (IMCCL) is a wholly owned subsidiary of The ITI Limited.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	N.A.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under review, IGLL anticipates both accepting and placing inter-corporate loans, along with the associated interest, with IMCCL. This also includes the reimbursement of expenses.
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 next financial years i.e., FY2025-26.
e.	Value of the proposed Transaction	The Company estimates that the monetary value for transactions for FY2025-26 to be upto Rs 105 crores.
f.	Percentage of annual consolidated turnover considering FY2023-24 as the immediately preceding financial year	thirty-seven percent transaction volume appears substantial relative to our turnover, it is important to note that this reflects the revolving nature of our funding

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		mechanism rather than the actual net exposure. The net borrowing amount represents only a fraction of the total transaction value. The high volume stems from the continuous cycle of borrowing and repayment activities, which is essential for maintaining optimal liquidity and meeting our business objectives as an NBFC.
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.

B6. 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);	ITI Credit Limited (ICrL) and Lakshdeep Investment and Finance Private Limited (LI&FPL) LI&FPL is a related party of The Investment Trust of India Limited (The ITI Limited). ICrL, a Wholly Owned subsidiary of The ITI Limited.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Subbiah Manickam, hold the position of Chief Financial Officer (CFO) in The ITI Limited as well as ICrL.

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		<p>Mrs. Khyati Valia, Director of The ITI Limited is also member of Lakshdeep Investment and Finance Private Limited.</p> <p>Ms. Vidhita Narkar, Company Secretary & Compliance Officer of The ITI Limited being a Group Company Secretary is a KMP in ICrL.</p>
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under review, ICrL anticipates both accepting and placing inter-corporate loans, along with the associated interest, with LI&FPL.
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 FY2024-25 and FY2025-26.
e.	Value of the proposed Transaction	The Company estimates that the monetary value for transactions for FY2024-25 to be upto Rs 840 Crores and next financial years to be upto 2,100 crore.
f.	Percentage of annual consolidated turnover considering FY2023-24 as the immediately preceding financial year	One thousand twenty-two percent, transaction volume appears substantial relative to our turnover, it is important to note that this reflects the revolving nature of our funding mechanism rather than the actual net exposure. The net borrowing amount represents only a fraction of the total transaction value. The high volume stems from the continuous cycle of borrowing and repayment activities, which is essential for maintaining optimal liquidity and meeting our business objectives.
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)	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <p>- nature of indebtedness;</p> <p>- cost of funds; and</p> <p>- tenure</p>	Nil
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p>Tenure - Short Term (less than one year)</p> <p>Interest rate – 10% p.a.</p> <p>Security - Unsecured</p>
(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	N.A.

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	by the value of the proposed RPT, on a voluntary basis	
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 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);	ITI Credit Limited (ICrL) and ITI Finance Limited (IFL) ICrL is a wholly owned subsidiary of The ITI Limited. IFL, an Associate of The ITI Limited. The ITI Limited hold 25% stake.
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 The ITI Limited is also on the Board of ICrL and Mr. Subbiah Manickam holds the position of CFO in The ITI Limited as well as ICrL. Mr. Chintan Valia Non-Executive Director of The ITI Limited is also on the Board of IFL as a Managing Director. Ms. Vidhita Narkar, Company Secretary & Compliance Officer of The ITI Limited being a Group Company Secretary is a KMP in ICrL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under review, ICrL anticipates both accepting and placing inter-corporate loans, along with the associated interest, with IFL. This also includes the reimbursement of expenses.
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 FY2024-25 and FY2025-26.
e.	Value of the proposed Transaction	The Company estimates that the monetary value for transactions for FY2024-25 to be upto Rs 1,100 Crores and next financial years to be upto 4,200 crore.
f.	Percentage of annual consolidated turnover considering FY2023-24 as the immediately preceding financial year	One thousand eight hundred forty-three percent, transaction volume appears substantial relative to our turnover, it is important to note that this reflects the revolving nature of our funding mechanism rather than the actual net exposure. The net borrowing amount represents only a fraction of the total transaction value. The high volume stems from the continuous cycle of borrowing and repayment activities, which is essential for maintaining optimal liquidity and meeting our business objectives.
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

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(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.