

**The Investment
Trust of India Limited**

2022-23 ANNUAL REPORT



Chairman's Message

ITI Group of Companies is a culturally strong financial services conglomerate focused on driving entrepreneurial growth across the pyramid through offerings of an array of financial services.

Our values-based compliance culture is the cornerstone of our business conduct and, in fact, helps drive our strategic priorities. We approach every client engagement with professionalism and integrity, always striving to do the right thing in the right way.

Our structuring strength coupled with our ability to integrate technology in our process is the key ingredient in all our products and services. With over 100+ offices Pan India, we are now on a growth trajectory, thereby empowering more and more people through sustainability and trust.

I am proud to say that our team displayed unwavering dedication and determination. We adapted swiftly to the changing circumstances, embracing new technologies and strategies to overcome the obstacles. Our employees showed immense resilience, working diligently to maintain productivity and deliver the best results within the limitations presented to them.

If FY2022 was a challenging year in the face of the pandemic and the ensuing waves of recurrence, FY2023 was a year of consolidation. By leveraging the experiences gained, analysing our mistakes and building on our strengths, we have pivoted our businesses in the right direction. These structural changes will serve as a catalyst for growth and transformation. It will help us emerge stronger, more resilient, and better equipped to deliver better performance in FY2024 and also face the uncertainties of the future.

I sincerely thank all the employees for their steadfast dedication towards the Company. I also want to express my gratitude to all the stakeholders who have shown support and rendered their well-wishes for the Company.

With best wishes,

Chintan Vijay Valia

Chairman

The Investment Trust of India Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS AND KMPs:

Board of Directors

Mr. Chintan Valia	Non Executive Chairman
Mrs. Khyati Valia	Non Executive Director
Mr. Asit Mehta	Non Executive Director
Mr. Pankaj Bhuta	Independent Director (Upto 31st July, 2023)
Mr. Alok Kumar Misra	Independent Director
Mrs. Papia Sengupta	Independent Woman Director

Key Managerial Personnel

Mr. Rajesh Kumar Acha	Manager (Upto 31st August, 2022)
Mr. Subbiah Manickam	Chief Financial Officer
Mr. Amit Malpani	Chief Executive Officer (w.e.f. 01st September, 2022)
Mr. Satish Bhanushali	Company Secretary

COMMITTEES:

Audit Committee

Name of members	Designation
Mr. Pankaj Bhuta	Chairman
Mr. Chintan Valia	Member
Mr. Alok Kumar Misra	Member
Mrs. Papia Sengupta	Member

Stakeholders Relationship Committee

Name of members	Designation
Mr. Chintan Valia	Chairman
Mr. Pankaj Bhuta	Member
Mr. Alok Kumar Misra	Member
Mrs. Papia Sengupta	Member

Nomination & Remuneration Committee

Name of members	Designation
Mr. Alok Kumar Misra	Chairman
Mr. Chintan Valia	Member
Mr. Pankaj Bhuta	Member
Mrs. Papia Sengupta	Member

Risk Management Committee

Name of members	Designation
Mr. Chintan Valia	Chairman
Mr. Pankaj Bhuta	Member
Mr. Alok Kumar Misra	Member
Mrs. Papia Sengupta	Member

Internal Finance Committee

Name of members	Designation
Mr. Chintan Valia	Chairman
Mr. Pankaj Bhuta	Member
Mr. Alok Kumar Misra	Member
Mrs. Papia Sengupta	Member

Management Committee

Name of members	Designation
Mr. Chintan Valia	Chairman
Mr. Pankaj Bhuta	Member
Mr. Alok Kumar Misra	Member
Mrs. Papia Sengupta	Member

BANKERS

Axis Bank Limited
HDFC Bank Limited
Kotak Mahindra Bank Limited
Yes Bank Limited

STATUTORY AUDITORS

M/s. Ramesh M. Sheth & Associates, Chartered Accountants

SECRETARIAL AUDITORS

M/s. DM & Associates, Practicing Company Secretaries, LLP

INTERNAL AUDITORS

M/s. SCM Associates Chartered Accountants (Upto 31st October, 2022)	M/s. MAKK & Co., Chartered Accountants (w.e.f. 01st November, 2022)
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CONTACT DETAILS:

The Investment Trust of India Limited

CIN : L65910MH1991PLC062067

Registered Office :

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

Telephone : 022-4027 3600

Fax : 022-4027 3700

e-mail : info@itiorg.com

Website : www.itiorg.com

REGISTRAR AND SHARE TRANSFER AGENT :

Purva Sharegistry (India) Private Limited

(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

Telephone : +91-22-2301 6761 / 8261

Fax : +91-22-2301 2517

e-mail : support@purvashare.com

Website : www.purvashare.com

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DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty-Second (32nd) Directors report and Audited Financial Statements of "The Investment Trust of India Limited" (the Company") for the year ended 31st March, 2023.

FINANCIAL /BUSINESS PERFORMANCE AND INFORMATION ON STATE OF COMPANY'S AFFAIRS

Financial summary and highlights:

(₹ in lakhs)

Particulars	2022-2023	2021-2022	2022-2023	2021-2022
	Standalone		Consolidated	
Income from continuing operations	9,739.19	11,500.95	30,106.58	32,406.73
Other Income	1,333.26	929.98	2,316.53	1,527.33
Total Income	11,072.45	12,430.93	32,423.11	33,934.06
Total Expenses (excluding depreciation and amortization)	9,986.97	11,930.63	29,479.47	31,998.54
Profit / (Loss) before depreciation, exceptional item and tax	1,085.48	500.30	2,943.64	1,935.52
Depreciation and amortization	390.35	474.13	1,179.02	1,121.28
Profit / (Loss) before exceptional item, share of profit from associate and tax	695.13	26.17	1,764.62	814.24
Add : Share of profit from associate	---	---	417.64	382.77
Profit / (Loss) before tax	695.13	26.17	2,182.26	1,197.01
Provision for tax				
- Current tax	---	---	1,365.06	1,236.62
- Deferred tax charged / (credit)	2.63	(63.01)	(347.24)	(172.56)
- Excess/(short) tax provision in respect of earlier years	---	(6.22)	7.07	(12.14)
- MAT credit Entitlement	---	---	---	---
Profit / (Loss) after tax but before minority interest	692.50	95.40	1157.37	145.09
Add : Other Comprehensive Income	1.86	3.19	(13.21)	45.46
Total Comprehensive Income / (loss) for the year	694.36	98.59	1,144.16	190.55
Less : Total Comprehensive Income/(loss) attributable to non controlling interest	---	---	7.14	(12.88)
Total Comprehensive Income / (loss) for the year attributable to controlling interest	694.36	98.59	1,137.02	203.43
Nominal value per share (in rupees)	10	10	10	10
Basic and diluted earnings per equity share				
- Basic (in rupees)	1.33	0.19	2.21	0.31
- Diluted (in rupees)	1.33	0.18	2.21	0.30

STANDALONE

The standalone revenues in FY 2022-23 were ₹11,072.45 Lakhs vs ₹12,430.93 Lakhs in FY 2021-22. Total expenses for the year came in at ₹ 10,377.32 Lakhs which decreased by 16.34 % over previous year. The profit for the year increased at ₹ 692.50 Lakhs as compare to previous year of ₹ 95.40Lakhs.

CONSOLIDATED FINANCIAL STATEMENTS:

The consolidated revenues for the year were ₹ 32,423.11 Lakhs vs ₹ 33,934.06 Lakhs in FY 2021-22. Total consolidated expenses for the year came in at ₹ 30,658.49 Lakhs which decreased by 7.43% over previous year. The consolidated profit for the year Increased at ₹ 1157.37 Lakhs as compare to profit in previous year of ₹ 145.09 Lakhs.

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (as amended from time to time), the Consolidated Financial Statement of the Company for the FY 2022-23 have been prepared in compliance with applicable Indian Accounting Standards and on the basis of Audited Financial Statement of the Company and its subsidiaries, as approved by the respective Board of Directors ("Board"). The Consolidated Financial Statement together with the Auditors' Report is forming part of this Annual Report.

BOARD POLICIES:

The details of the policies approved and adopted by the Board as required under the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (SEBI) regulations ("Listing Regulations") are provided in Annexure I to the Board's report

TRANSFERS TO GENERAL RESERVES:

The Board of your Company decided not to transfer any amount to the General Reserve and retain the entire amount of profit under Retained Earnings.

DIVIDEND:

With a view to conserve resources, your Directors have thought it prudent not to recommend any dividend for the financial year ended 31st March, 2023.

The Company's distribution of dividend Policy is available on our website, at https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1659518194_ITI%20Dividend%20Distribution%20Policy.pdf

CHANGE IN NATURE OF BUSINESS:

There has been no change in the nature of business of your Company during FY 2022-23.

MATERIAL CHANGES AND COMMITMENTS, AFFECTING FINANCIAL STATEMENTS OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT:

Pursuant to the scheme of arrangement in the nature of demerger of 'Non-lending Business Undertaking' of The Investment Trust of India Limited ("TITIL" or "Demerged Company") into Distress Asset Specialist Limited, a wholly owned subsidiary company of TITIL ("DASL" or "Resulting Company") with effect from the Appointed Date viz. beginning of day on April 1, 2022 ("Scheme") under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Act"). Your Company and its subsidiaries have made applications and are seeking requisite approvals from the Securities and Exchange Board of India (SEBI) and The Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

Except as stated above, there have been no other material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this Report.

INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Internal Financial Control procedure adopted by the Company are adequate for safeguarding its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. During the year under review, the Internal Financial Controls were operating effectively and no material or serious observation has been received from the Auditors of the Company for inefficiency or inadequacy of such controls.

ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the Company's website at <https://www.itiorg.com/investor-inner.php?id=17>

DETAILS OF LISTING / DELISTING AND SHARE CAPITAL:

During the year FY 2022-23 the Company has listed 7,21,950 equity shares of ₹ 10/- each allotted on Conversion of Optionally Convertible Preference Shares bearing distinctive no. 53130168 to 53852117 issued pursuant to the Scheme of Arrangement between ITI Gold Loans Limited (Formerly known as United Petro Finance Limited) and ITI Credit Limited (Formerly known as Fortune Credit Capital Limited) and The Investment Trust of India Limited. The listing approval for said equity shares were received from the NSE and BSE on 24th August, 2022 and 29th August, 2022 respectively.

During the FY 2022-23 the Company has not delisted any of its equity shares on any exchange.

During the FY 2022-23 the following changes in the share capital of the company.

Company on May 20, 2022 has allotted 7,21,950 equity shares of ₹ 10 each pursuant to exercise of option of conversion by the holders of Optional Convertible Preference shares.

The Company has redeemed 2,25,000 1% Redeemable Preference Share of ₹ 10 each on December 31, 2022

INTERNAL AUDIT:

The Board has appointed external agency i.e SCM Associates, Chartered Accountants as an internal auditors of the Company from 1st April, 2022 to 31st October, 2022 and MAKK & Co., Chartered Accountants as an internal auditors of the Company from 1st November to 31st March, 2023. The scope of the internal audit is commensurate with the size of the Company. The internal auditors provide internal audit reports on quarterly basis and the same are being discussed in the quarterly Audit Committee and Board meetings.

INDUCTION OF STRATEGIC AND FINANCIAL PARTNERS DURING THE YEAR:

During the year under review, the Company has not inducted any strategic and financial partners.

SUBSIDIARY, JOINT VENTURES OR ASSOCIATES:

The Company has 11 wholly owned subsidiaries, 2 subsidiaries, 3 step down subsidiaries and 1 Associate company as on March 31, 2023. There is no joint venture company within the meaning of Section 2(6) of the Act. There has been no material change in the nature of the business of the subsidiaries and associate company.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries and associate company in Form No. AOC-1 is appended as **Annexure II** to the Board's report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website at <https://www.itiorg.com/investor-inner.php?id=10>

MATERIAL SUBSIDIARIES:

As required under Regulation 16(1)(c) and 46 of the Listing Regulations, the Board of Directors has approved the Policy on Determination of Material Subsidiaries ("Policy"). The said policy is available on the website of the Company and can be accessed at https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1659518026_ITI%20Policy%20for%20Determining%20Material%20Subsidiary.pdf according to the policy, following companies are material subsidiaries for FY 22-23, 1. ITI Credit Limited (Formerly Known as Fortune Credit Capital Limited), 2. Antique Stock Broking Limited and 3. ITI Asset Management Limited.

DEPOSITS:

The Company has neither invited nor accepted any deposits from the public falling within the purview of provisions of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. There is no unclaimed or unpaid deposit lying with the Company. Hence, the requirement for furnishing of details relating to deposits covered under Rule 8(5)(v) of Companies (Accounts) Rules, 2014 and Rule 2(1)(c) of Companies (Acceptance of Deposits) Rules, 2014 is not applicable.

RELATED PARTY TRANSACTIONS:

All Related Party Transactions that were entered into during FY 2022-23 were on an arm's length basis and in the ordinary course of business in accordance with Section 188(1) of the Act.

The details of transactions/ contracts/ arrangements referred to in Section 188(1) of the Act entered into by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Act, during FY 2022-23 are furnished in Form AOC-2 and are attached as an **Annexure III** of this Report.

None of the Directors or KMPs had any pecuniary relationships or transactions with the Company during FY 2022-23.

All related party transactions were placed before the Audit Committee and Board meetings on quarterly basis for their review.

The policy on related party transactions and dealing with related parties is available on the Company's website https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1659519378_ITI%20RPT%20Policy.pdf

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Conservation of energy:-

(i)	the steps taken or impact on conservation of energy	Nil
(ii)	the steps taken by the Company for utilizing alternate sources of energy	Nil
(iii)	the capital investment on energy conservation equipment's	Nil

Technology absorption:-

(i)	the effort made towards technology absorption	Nil
(ii)	the benefits derived like product improvement cost reduction product development or import substitution	Nil
(iii)	in case of imported technology (important during the last three years reckoned from the beginning of the financial year)	Nil
	(a) the details of technology imported;	-
	(b) the year of import;	-
	(c) whether the technology been fully absorbed;	-
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.	-
(iv)	the expenditure incurred on Research and Development	Nil

Foreign Exchange Earnings or outgo in foreign exchange during the FY 2022-23:-

There was neither any foreign exchange earning nor foreign exchange outgo during the FY 2022-23.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Particulars of loans given, investments made or guarantees or securities provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of loan or guarantee or security pursuant to Section 186 of the Act are given under Notes to Accounts annexed to Standalone Financial Statements for the year ended March 31, 2023 and the same forms part of this Annual Report.

MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL ('KMP'):

Composition of Board:-

The composition of the Board of Directors of the Company is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations, with an optimum combination of Executive, Non-Executive and Independent Directors.

The Board of the Company has 06 (Six) Directors comprising of 01 (One) Non-Executive Chairman, 02 (Two) Non-Executive Directors and 03 (Three) Independent Directors. The complete list of Directors of the Company has been provided in the Report on Corporate Governance forming part of this Annual Report.

Change in composition of the Board:-

During F.Y. 2022-23 the following changes are occurred in the composition of the Board of Directors of the Company.

Sr. No	Name of the Director	Nature of Change	Date of appointment/ cessation
1	Mr. Rajeev Uberoi	Appointed as the Additional Independent Director	11 th August, 2023
2	Mr. Pankaj Rasiklal Bhuta	Retired from the position of Independent Director	31 st July, 2023

Justification for appointment:-

The term of Mr. Pankaj Bhuta as an Independent Director was completed on 31st July, 2023 and in accordance with the Regulation 17 of Listing Regulations read with the applicable provisions of The Companies Act, 2013 and rules there under, your company is required to appoint an Independent Director to constitute a valid Board.

Mr. Rajeev Uberoi has served various eminent Companies and big firms in different leadership roles and is a pioneer of Corporate and legal governance and compliance management. He has advised Shardul Amarchand Mangaldas on regulatory matters pertaining to RBI, SEBI and IRDA involving complex issues. He has also served YES Bank Limited as Group Senior President – Governance & Control and IDFC Bank limited as General Counsel & Head – Legal & Audit, Central Legal, Audit & Controls. His extensive experience in Compliance, Investment Banking and Financial Services industry is beneficial for the Company and its Group Companies.

Director(s) liable to retire by rotation:-

Mrs. Khyati Valia (DIN 03445571) retires by rotation and being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment along with other required details forms part of the Notice annexed to the Annual Report.

Composition and Meetings of Board of Directors & Committee(s):-

The Composition of Board and Committee(s) as on March 31, 2023 and the details of the Meetings of the Board and Committee(s) of the Company held during FY 2022-23 are disclosed in the Report on Corporate Governance forming part of this Annual Report.

During the year under review, all the recommendations/submissions made by the Audit Committee and other Committees of the Board were accepted by the Board.

Declaration by Independent Directors:-

Pursuant to Section 149(7) of the Act, Regulation 16(1)(b) and Regulation 25(8) of the Listing Regulations, the Independent Directors have provided a declaration to the Board of Directors that they meet the criteria of Independence as prescribed in the Act and the Listing Regulations, and are not aware of any situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as an Independent Director with an objective independent judgement and without any external influence. Further, veracity of the above declarations has been assessed by the Board, in accordance with Regulation 25(9) of the Listing Regulations.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience (including the proficiency) required to fulfill their duties as Independent Directors.

Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended by Ministry of Corporate Affairs ("MCA"), all the Independent Directors have confirmed that they have registered themselves with databank maintained by The Indian Institute of Corporate Affairs ("IICA"). These declarations/confirmations have been placed before the Board.

Relationship between Directors:-

Out of 06 Directors, 02 Directors are related to each others: Mrs. Khyati Chintan Valia - Non-Executive Director is related to Mr. Chintan Valia – Non-Executive Director and Chairman. The remaining 04 Directors are not related with any of the directors.

Code of Conduct:-

The Company has adopted the Code of Conduct for its Board Members and Senior Management of the Company.

All the Board members and Senior Management personnel have affirmed compliance with the applicable Code of Conduct.

A declaration to this effect duly signed by the Directors forms part of this report. The Code is available on the website of the Company at https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1659518239_ITI%20Code%20of%20Conduct%20Board%20Members%20and%20Senior%20Management.pdf

Familiarization Programmes:-

The Company has formulated a policy on "familiarisation programme for independent directors". Accordingly, upon appointment of an Independent Director, the appointee is given a formal Letter of Appointment, which inter alia, explains the roles, functions, duties and responsibilities expected as a Director of the Company.

Further, the Company also familiarize the Independent Directors with the Company, their roles, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, various businesses in the group etc. The Director is also explained in detail the compliance required from him under the Act and the Listing Regulations. Further on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the business strategies, management structure, management development, quarterly and annual results, budgets, review of Internal Audit, risk management framework, operations of subsidiaries and associates.

The Policy on familiarisation programme for independent directors along with the details of the familiarization Programmes conducted by the Company during the FY 2022-23 are available on the website of the Company and can be accessed at

1. https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1659518160_ITI%20Familiarisation%20Programme%20for%20New%20Directors.pdf
2. https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1681306725_ITI%20Familiarization%20Programmes%202022-23.pdf

Company's Policy on Director's Appointment and Remuneration:-

Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations, as amended from time to time, requires the Nomination and Remuneration Committee ("NRC") to formulate a Policy relating to the remuneration for the Directors, Key Managerial Personnel ("KMP"), Senior Management and other employees of the Company and recommend the same for approval of the Board.

Accordingly, in compliance to the aforesaid provisions, the Nomination and Remuneration Policy of the Company is available on the website of the Company and can be accessed at https://iti-files.s3.ap-south-1.amazonaws.com/category-documents/1659518050_ITI%20Nomination%20and%20Remuneration%20Policy.pdf

The salient features of the Policy are given below:-

Appointment criteria and qualifications:

- 1) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or Senior Management and recommend to the Board his / her appointment.
- 2) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
- 3) The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Evaluation:-

The performance evaluation shall be carried out as given below:-

Performance Evaluation by	Of Whom
Board of Directors	- Board as a whole and Committees of Board - All Directors excluding the Director being evaluated
Independent Directors	- Non - Independent Directors - Chairman of the Company - Board as a whole

The Committee shall carry out evaluation of performance of every Director at regular interval (yearly).

Removal:

Due to reasons for any disqualification mentioned in the Act, rules made there under or under any other applicable Act, Rules and Regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, Rules and Regulations.

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Act and the prevailing internal policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT:

General:-

The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management will be determined by the Committee and recommended to the Board for their approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and such other approval, as and when required.

The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Act and Listing Regulations, and the Rules made there under for the time being in force.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.

The remuneration structure will have a right mix of guaranteed (fixed) pay, pay for performance and long term variable pay based on business growth and other factors such as growth in shareholder value to ensure that it is competitive and reasonable.

Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and for Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Remuneration to Managerial Person, KMP and Senior Management:

1) Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Act and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including employer's contribution to Provident Fund(s), pension scheme(s), medical expenses, club fees, etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and such other approval, wherever required.

2) Variable Pay:

The Company may at its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable shall be based on performance against pre-determined financial and non-financial metrics.

3) Provision for excess remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Act. If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without such approval, wherever required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

Remuneration to Non-Executive/Independent Director:

1) Remuneration/Commission:

The remuneration/commission, if any, shall be in accordance with the statutory provisions of the Act and the Rules made there under for the time being in force.

2) Sitting Fees:

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed from time to time.

3) Limit of Remuneration/Commission:

The Remuneration/Commission may be paid to Non-Executive Directors within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Act.

Key Managerial Personnel (KMP)

Sr. No.	Name of the KMP	Designation
1	Mr. Rajesh Kumar Acha	Manager under the Companies Act, 2013 (Upto 31 st August, 2022)
2	Mr. Subbiah Manickam	Chief Financial Officer (w.e.f 01 st April, 2022)
3	Mr. Satish Bhanushali	Company Secretary (w.e.f 01 st April, 2022)
4	Mr. Amit Malpani	Chief Executive Officer (w.e.f. 01 st September, 2022)

The changes in the KMP'S are as follows:

- Mr. Rajesh Kumar Acha has resigned with effect from the closing hours of 31st August, 2022.
- The Board of Directors in their meeting held on 11th August, 2022 has appointed Mr. Amit Malpani as the Chief Executive Officer ("CEO") of the Company w. e. f. 01st September, 2022 under the Act.

Committees:

As on date the Company has 07 (Seven) committees of the Board of Directors. These committees are – Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, Management Committee, Internal Finance Committee and Internal Complaints Committee.

The terms of reference, composition and the details of the meetings of the committees held during the year under review are provided in Corporate Governance Report forming part of this Annual Report.

Performance Evaluation

Pursuant to the provisions of Section 134(3)(p) and Schedule IV of the Act and in accordance to Regulation 17(10) and 25(4) of the Listing Regulations, the Board has carried out the annual performance evaluation of the Board as a whole, various Committees of the Board and of the individual Directors. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as transparency, performance, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of the Non-Executive Directors. The same was discussed in the Board meeting that followed the meeting of Independent Directors, at which the performance of the Board, its Committee and individual Directors was also discussed.

The outcome of the performance evaluation of the Board for the year under review was discussed by the NRC and the Board at their respective meetings. All Directors expressed their satisfaction to the evaluation process.

Committees of Board

Constitution of committees:

Audit Committee	Designation	Stakeholder Relationship Committee	Designation
Name of members		Name of members	
Mr. Pankaj Bhuta	Chairman	Mr. Chintan Valia	Chairman
Mr. Alok Kumar Misra	Member	Mr. Pankaj Bhuta	Member
Mr. Chintan Valia	Member	Mr. Alok Kumar Misra	Member
Mrs. Papia Sengupta	Member	Mrs. Papia Sengupta	Member
Nomination & Remuneration Committee	Designation	Risk Management Committee #	Designation
Name of members		Name of members	
Mr. Alok Kumar Misra	Chairman	Mr. Chintan Valia	Chairman
Mr. Chintan Valia	Member	Mr. Pankaj Bhuta	Member
Mr. Pankaj Bhuta	Member	Mr. Alok Kumar Misra	Member
Mrs. Papia Sengupta	Member	Mrs. Papia Sengupta	Member
Internal Finance Committee	Designation	Management Committee	Designation
Name of members		Name of members	
Mr. Chintan Valia	Chairman	Mr. Chintan Valia	Chairman
Mr. Alok Kumar Misra	Member	Mr. Pankaj Bhuta	Member
Mr. Pankaj Bhuta	Member	Mr. Alok Kumar Misra	Member
Mrs. Papia Sengupta	Member	Mrs. Papia Sengupta	Member
Internal Complaints Committee #	Designation		
Name of members			
Ms. Riya Rahul Sawardekar	Presiding Officer		
Ms. Karishma Manoj Mordani	Member		
Mr. Praveen Nair	Member		
Ms. Vandana Goradia	Member		

reconstituted w e f 01st January, 2022

The details of the committees are provided in Corporate Governance Report, which forms the part of this report.

PARTICULARS OF EMPLOYEES

The information under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year: