ITI Gold Loans Limited
(Formerly known as United Petro Finance Limited)
Regd office: ITI House 36, Dr. R. K. Shirodkar Marg,
Parel, Mumbai 400 012

THE INVESTMENT TRUST OF INDIA GOLD LOAN

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **28th Annual General Meeting** of the members of **ITI Gold Loans Limited (Formerly Known as United Petro Finance Limited)** is scheduled to be held on **Thursday, 26th September, 2024 at 12:30 P.M.** at ITI House, 36, Dr. R. K. Shirodkar Marg, Parel, Mumbai – 400 012 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements, Auditor's report and Director's report for financial year 2023-24.

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

"RESOLVED THAT pursuant to the provisions of section 129, 134 and other applicable provisions of the Companies Act, 2013("the Act") read with the Rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the audited Financial Statements for the year ended 31st March, 2024 along with the Schedules and Statutory Auditors' report thereon and the Reports of the Director's and Secretarial Auditor report be and are hereby received, considered and adopted.**"**

Item No. 2 - Re-appointment of Director liable to be retire by rotation

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

"RESLOVED THAT Mr. Prateek Tayal (DIN: 03326738), Director who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby appointed as a Director liable to retire by rotation."

Item No. 3 - APPROVAL FOR GRANTING OPTION OF CONVERTING LOAN INTO EQUITY:

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactments thereof), the regulations/guidelines, if any, issued/prescribed by the Reserve Bank of India (RBI)/ National Housing Bank (NHB), and in accordance with the relevant provisions of Memorandum and Articles of Association of the Company, to the extent applicable and subject to such approvals of relevant statutory/governmental authorities as may be required, the consent of the members of the Company be and is hereby accorded to avail unsecured loan from M/s Lakshdeep Investments and Finance Private Limited ("LI&FPL") with an option to convert the outstanding principal and interest not exceeding Rs. 20,00,00,000/- (Rupees Twenty crores only) into equity shares of the Company.

RESOLVED FURTHER THAT the exercising the option of conversion by LI&FPL shall be in accordance with the following conditions:

(i) On receipt of the Notice of Conversion, the Company shall issue and allot requisite number of fully paid-up equity shares to the LI&FPL and LI&FPL shall accept the same in satisfaction of the loans so converted;

(ii) The equity shares so allotted and issued to LI&FPL shall rank pari passu with the existing Equity Shares of the Company in all respects, inter-alia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;

(iii) In the event, LI&FPL exercise its right to sell such shares issued in terms of the conversion their loan into equity share of the company, the LI&FPL shall offer the right of first refusal (ROFR), to buy such shares, to the Promoter/existing shareholders as on the date of conversion.

RESOLVED FURTHER THAT any of the Director/(s) of the Company and/or any person authorized by the board be and are hereby severally authorized to sign, execute, exchange necessary application, documents, papers etc and to do any other acts, things and deeds as may be required to give effect to the aforesaid resolution."

THE INVESTMENT TRUST OF INDIA
GOLD LOAN

By Order of the Board
ITI Gold Loans Limited
(Formerly known as United Petro Finance Limited)

Sd/-

Vidhita Narkar
Company Secretary
Membership No: - A33495
Mumbai, 08th August, 2024

ITI Gold Loans Limited
(Formerly known as United Petro Finance Limited
Registered Office:
ITI House 36, Dr. R. K. Shirodkar Marg,
Parel, Mumbai – 400012
CIN: U65923MH1996PLC310611
Email: info@itiorg,.com
Website: www.itiorg.com

NOTES:

1. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint One Or More Proxies To Attend And Vote, In Case Of Poll Only, On His/Her Behalf And The Proxy Need Not Be A Member Of The Company. The Proxies, In Order To Be Valid, Should Be Duly Completed, Stamped And Signed And Must Be Lodged At The Registered Office Of The Company Not Less Than 48 Hours Before The Commencement Of The Meeting.

   A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

2. Corporate Members are required to submit to the Company Secretary, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at AGM.

3. Members are requested to:
   (a) Notify immediately any change in their address to the Company.
   (b) Quote their Folio Numbers in all correspondence with the Company.

4. The Notice of the AGM along with the Attendance slip and Proxy form and Annual Report is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

5. The statutory registers are kept at the registered office of the company and members can review the same during the office hours i.e. 09:00 a. m to 07:00 p.m.

6. Shareholders whose shareholding is in electronic mode are requested to update their email address with their Depository Participants to enable the Company to send communications electronically.

7. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Attendance slip is enclosed with the foregoing notice.

8. The shareholder needs to furnish the printed ‘attendance slip’ along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

9. Explanatory Statement under Section 102 of the Companies Act 2013 is annexed herewith.

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THE DETAILS REQUIRED AS PER THE SECRETARIAL STANDARD - 2 ISSUED BY INSTITUTE OF COMPANY SECRETARY AND NOTIFIED BY MINISTRY OF CORPORATE AFFAIRS ARE AS FOLLOWS:

Item No. 2 - Re-appointment of Director liable to be retire by rotation

Sr. No	Particulars	Details
1.	Name	Mr. Prateek Tayal
2.	DIN	03326738
3.	Age	34 years
4.	Qualification	BBA, MBA in Investment Banking and Wealth Management
5.	Experience (including expertise in specific functional area) / Brief Resume	13 Years of Experience in the field of Wealth Management.
6.	Terms and Conditions of Re-appointment	Mr. Prateek Tayal was appointed as a Non-Executive Director at the Board Meeting held on 04th August, 2017 and in terms of section 152(6) of the Companies Act, 2013, is liable to retire by rotation and being eligible for re-appointment.
7.	Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Nil
8.	Remuneration proposed to be paid	Nil
9.	Date of first appointment on the Board	04-08-2017
10.	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
11.	Relationship with other Directors / Key Managerial Personnel	Mr. Prateek Tayal is not related to any of the Promoter, Promoter Group, Directors and KMP of the Company.
12.	Number of meetings of the Board attended during the financial year 23-24	Ten
13.	Board Membership in other Entities (including Listed entity) as on date of this notice	1. Antique Stock Broking (IFSC) Limited 2. Antique Stock Broking Limited 3. ITI Credit Limited 4. ITI Gilts Limited 5. Sunmarg Securities Private Limited 6. Sunmarg Exim Private Limited 7. Sunmarg Estates LLP 8. ITI Growth Opportunities LLP
9.	Membership / Chairmanship of Committees of other Boards as on date of this notice	**Sr. No** / **Name of the Company** / **Name of the Committee** / **Chairman/ Member of the Committee** 1 / Antique Stock Broking Limited / Nomination and Remuneration Committee / Chairman 2 / Antique Stock Broking Limited / Corporate Social Responsibility Committee / Chairman

		3	ITI Gilts Limited	Audit Committee	Member
		4	ITI Gilts Limited	Nomination and Remuneration Committee	Member
10.	Listed entities from which the Director has resigned in the past three years	N.A.			
11.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (In case of Appointment of Independent Director)	N.A.			

The Board recommends the Resolution for approval of the Members as an **Ordinary Resolution** as set out in the item no. 2 of the notice.

Except Mr. Prateek Tayal, being the appointee, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the above resolution except to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No. 3 - APPROVAL FOR GRANTING OPTION OF CONVERTING LOAN INTO EQUITY:

1. ITI Gold Loans Limited ("**Company**") was incorporated as a public limited company on May 30, 1996 under the provisions of Companies Act, 1956. The Corporate Identification Number (CIN) of the Company is U65923MH1996PLC310611.

2. The registered office of the Company is presently situated at ITI House 36, Dr. R.K. Shirodkar Marg, Parel, Mumbai – 400 012, Maharashtra, India.

3. In order to carry the principal business, the Company steadily needs funds either by organic source such as reserves or by availing financial assistance from Banks, Public Financial Institutions or Non-Banking financing Companies.

4. For the above-mentioned purpose, the Board of Directors of your Company has considered to avail of financial assistance from M/s Lakshdeep Investments and Finance Private Limited ("LI&FPL") with an option to convert the outstanding principal and interest amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty crores only) at the end/expiry of tenure of the unsecured loan into equity shares of the Company.

5. The Board has agreed to the term of granting an option of conversion of outstanding principal and interest amount as on end/expiry of the term or the date of exercising the option into fully paid up equity shares of Rs. 10 each ranking pari-passu with the existing equity shares of the company with the following conditions:

   (iv) On receipt of the Notice of Conversion, the Company shall issue and allot requisite number of fully paid-up equity shares to the LI&FPL and LI&FPL shall accept the same in satisfaction of the loans so converted;

   (v) The equity shares so allotted and issued to LI&FPL shall rank pari passu with the existing Equity Shares of the Company in all respects, inter-alia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;

   (vi) In the event, LI&FPL exercise its right to sell such shares issued in terms of the conversion their loan into equity share of the company, the LI&FPL shall offer the right of first refusal (ROFR), to buy such shares, to the Promoter/existing shareholders as on the date of conversion.

In accordance with the provisions of the Companies Act, 2013, the company is required to obtain the approval of shareholders by **Special Resolution**, for granting an option of conversion of the loan (including interest thereon) into equity shares of the company before availing the said loan. In pursuance of the same, your Directors recommend the resolution at Item No. 3 of the Notice as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the above resolution except to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

By Order of the Board
ITI Gold Loans Limited
(Formerly known as United Petro Finance Limited)

Sd/-

Vidhita Narkar
Company Secretary
Membership No: - A33495
Mumbai, 08th August, 2024

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Registered Office:
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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U65923MH1996PLC310611
Name of the Company:	ITI GOLD LOANS LIMITED
Registered office:	ITI House, 36 Dr. R. K. Shirodkar Marg, Parel, Mumbai – 400 012

Name of the Member(s):		E-mail ID :	
Registered address:		Folio No./ Client ID	
		DP ID:	

I/ We being the member (s) of ……., shares of the above named Company, hereby appoint

1. Name: Address:

   E-mail Id: Signature:……., or failing him

2. Name: Address:

   E-mail Id: Signature:……., or failing him

3. Name: Address:

   E-mail Id: Signature:……,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of Members of the Company, to be held on **Thursday, 26th September, 2024 at 12:30 P.M.** at ITI House, 36 Dr. R. K. Shirodkar Marg, Parel, Mumbai – 400 012 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description of the Resolution	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements		
2	Re-appointment of Director liable to be retire by rotation		
3	Remuneration payable to Directors		

Signed this …….. day of…… 2024

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

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ATTENDANCE SLIP

(Please fill up this attendance slip and hand over at the entrance of the meeting hall.)

I/We hereby record my/our presence at the 28th Annual General Meeting of ITI Capital Limited ("the Company") held on **Thursday, 26th September, 2024 at 12:30 P.M. at ITI House, 36 Dr. R. K. Shirodkar Marg, Parel, Mumbai – 400 012**.

Full Name of the Member/ Proxyholder (in BLOCK LETTERS):-	
Regd. Folio No. :-	
DP ID:-	
Client ID:-	
No. of Shares held:-	

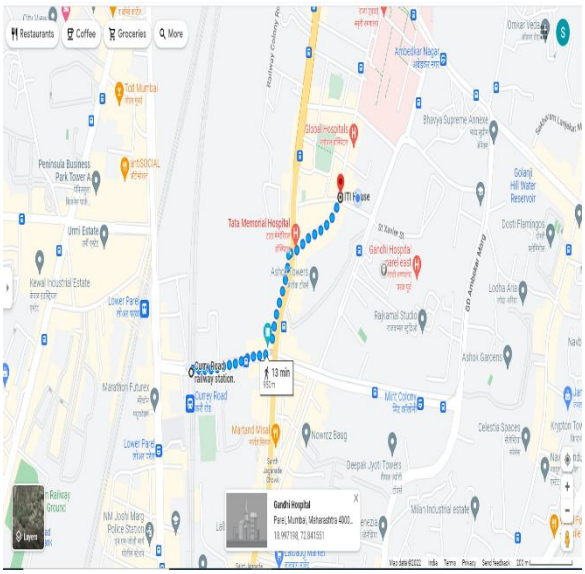
I record my presence at the Annual General Meeting

Signature of Authorized Signatory/Signature of Member/ Proxy holder

Notes:

- Shareholders attending the meeting in person or through authorised representative are requested to complete and bring the attendance slip with them and hand it over at the entrance of the meeting hall.
- Members are informed that no duplicate slips will be issued at the venue of the meeting and they are requested to bring this slip for the meeting.

✂……✂……✂…… **Cut from here**……✂……✂……



Route Map to the AGM Venue from Curry Road railway station.

Venue: - ITI House 36, Dr. R. K. Shirodkar Road, Parel Mumbai City MH 400012 IN

Landmark: - MD college

Day, Date & Time:-
Thursday, 26th September, 2024 at 12:30 P.M.