

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U65991WB1996PLC077341

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACI7376Q

(ii) (a) Name of the company

ITC INFOTECH INDIA LIMITED

(b) Registered office address

VIRGINIA HOUSE, 37, J L NEHRU ROAD,  
KOLKATA  
Kolkata  
West Bengal  
700071

(c) \*e-mail ID of the company

Secretarial.i3L@itcinfotech.com

(d) \*Telephone number with STD code

03322889900

(e) Website

www.itcinfotech.com

(iii) Date of Incorporation

16/02/1996

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

Pre-fill

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ITC LIMITED	L16005WB1910PLC001985	Holding	100
2	ITC Infotech Limited		Subsidiary	100
3	ITC Infotech (USA), Inc.		Subsidiary	100
4	Indivate Inc.		Subsidiary	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	86,000,000	85,200,000	85,200,000	85,200,000
Total amount of equity shares (in Rupees)	860,000,000	852,000,000	852,000,000	852,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	86,000,000	85,200,000	85,200,000	85,200,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	860,000,000	852,000,000	852,000,000	852,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	85,200,000	0	85200000	852,000,000	852,000,000	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
<b>At the end of the year</b>	85,200,000	0	85200000	852,000,000	852,000,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☒ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		11/08/2021	
Date of registration of transfer (Date Month Year)		08/03/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10



Ledger Folio of Transferor		I-21	
Transferor's Name	Mr. Saradindu Dutta	jointly with	ITC Limited
	Surname	middle name	first name
Ledger Folio of Transferee		I-23	
Transferee's Name	Mr. T.S.M. Shenoy	jointly with	ITC Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

22,885,680,049

**(ii) Net worth of the Company**

7,770,001,271

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	85,200,000	100	0	
10.	Others	0	0	0	
	<b>Total</b>	85,200,000	100	0	0

Total number of shareholders (promoters)

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

Total number of shareholders (other than promoters)

0

Total number of shareholders (Promoters+Public/  
Other than promoters)

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	6	1	5	0	0
(i) Non-Independent	1	6	1	5	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	6	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAJIV TANDON	00042227	Director	0	20/07/2022
BISWA BEHARI CHAT	00045140	Director	0	20/07/2022
SANJIV PURI	00280529	Director	0	
SIVAKUMAR SURAMP	00341392	Director	0	
SUDIP SINGH	08345392	Managing Director	0	
PRITI BALAJI	08900013	Director	0	
SANJAY VIRENDRAKL	ANUPS2303R	Company Secretar	1	27/06/2022
RAKESH BATRA	ACXPB1994P	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PARTHO CHATTERJEI	00042208	Director	28/07/2021	Cessation
PRITI BALAJI	08900013	Additional director	11/08/2021	Change in designation from Addition

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	11/08/2021	7	6	100
Extraordinary General Meet	29/11/2021	7	5	100

**B. BOARD MEETINGS**

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/05/2021	7	7	100
2	15/07/2021	7	7	100
3	25/09/2021	6	6	100
4	20/10/2021	6	6	100
5	27/12/2021	6	6	100
6	18/01/2022	6	6	100
7	26/03/2022	6	6	100

**C. COMMITTEE MEETINGS**

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	04/05/2021	3	3	100
2	Audit Committee	15/07/2021	3	3	100
3	Audit Committee	20/10/2021	3	3	100
4	Audit Committee	11/01/2022	3	3	100
5	Audit Committee	18/01/2022	3	3	100
6	Nomination and Remuneration	03/05/2021	3	3	100
7	Nomination and Remuneration	14/07/2021	3	3	100
8	Nomination and Remuneration	25/09/2021	3	3	100
9	Corporate Social Responsibility	03/05/2021	3	3	100
10	Corporate Social Responsibility	14/07/2021	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	20/07/2022
								(Y/N/NA)
1	RAJIV TANDON	7	7	100	6	6	100	Yes
2	BISWA BEHAR	7	7	100	12	12	100	Yes
3	SANJIV PURI	7	7	100	0	0	0	Yes
4	SIVAKUMAR SURABH	7	7	100	7	7	100	No
5	SUDIP SINGH	7	7	100	0	0	0	No
6	PRITI BALAJI	7	7	100	5	5	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDIP SINGH	Managing Director	76,021,305	0	0	0	76,021,305
	Total		76,021,305	0	0	0	76,021,305

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAKESH BATRA	Chief Financial Officer	19,764,325	0	0	0	19,764,325
2	SANJAY VIRENDER	Company Secretary	9,937,086	0	0	0	9,937,086
	Total		29,701,411	0	0	0	29,701,411

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PARTHO CHATTERJEE	Director	0	0	0	150,000	150,000
2	SANJIV PURI	Director	0	0	0	0	0
3	SIVAKUMAR SURABH	Director	0	0	0	0	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	BISWA BEHARI CH	Director	0	0	0	0	0
5	RAJIV TANDON	Director	0	0	0	0	0
6	PRITI BALAJI	Director	0	0	0	0	0
	Total		0	0	0	150,000	150,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

NAVIN KOTHARI

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3725

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... 1987(C) dated 03/05/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

Sudip Singh  
Digitally signed by Sudip Singh  
Date: 2022.09.14  
20:41:19 +05'30'

DIN of the director

08345392

**To be digitally signed by**

SHARA D JAIN  
Digitally signed by SHARA D JAIN  
Date: 2022.09.14  
16:20:23 +05'30'

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number 19027

Certificate of practice number



**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Members 31st March 2022\_signed.  
MGT-8\_SIGNED.pdf  
Details of Committee Meetings.pdf  
Explanatory Note-2022.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**List of Members of the Company as on 31<sup>st</sup> March, 2022**

<b>Sl. No.</b>	<b>Name of the Member</b>	<b>Class of Shares</b>	<b>Number of Shares</b>	<b>Folio No.</b>	<b>% of holding</b>
<b>1.</b>	ITC Limited	Equity	8,51,99,994	I-14	100.00
<b>2.</b>	ITC Limited jointly with Mr. Rajendra Kumar Singhi	Equity	1	I-9	0.00
<b>3.</b>	ITC Limited jointly with Mr. Sanjay V. Shah	Equity	1	I-10	0.00
<b>4.</b>	ITC Limited jointly with Mr. D. Ashok	Equity	1	I-18	0.00
<b>5.</b>	ITC Limited jointly with Mr. Supratim Dutta	Equity	1	I-19	0.00
<b>6.</b>	ITC Limited jointly with Ms. Nidhi Bajaj	Equity	1	I-22	0.00
<b>7.</b>	ITC Limited jointly with Mr. T.S.M. Shenoy	Equity	1	I-23	0.00
<b>Total</b>		-	<b>8,52,00,000</b>	-	<b>100</b>

**For ITC Infotech India Limited**

**Sd/-  
Sharad Jain  
Company Secretary**



**N. K & Associates**

*Company Secretaries*

159, Rabindra Sarani, 9th Floor

Kolkata - 700 007

Phone : +91-33-4601-3950

E-mail : kothari.navin@yahoo.com

**Form No. MGT-8**

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of  
Companies (Management and Administration) Rules, 2014]*

We have examined the registers, records and books and papers of M/s. **ITC INFOTECH INDIA LIMITED** (the Company) as are required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2022.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act and Rules made thereunder in respect of:
1. its status under the Act;
  2. maintenance of registers / records and making entries therein within the time as prescribed;
  3. filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, within the prescribed time; there were no cases in which forms were required to be filed before Regional Director, Central Government, Tribunal, Court or other authorities;
  4. calling / convening / holding meetings of the Board of Directors, its Committees and the meeting of the Members of the Company on due dates as stated in the Annual Return; in respect of all such meetings, proper notices were given and the proceedings, including the circular resolutions, have been properly recorded in the Minutes Book / Registers maintained for the purpose and the same have been signed;
  5. closure of Register of Members: Not applicable;
  6. advances / loans to its Directors and / or persons or firms or companies referred in section 185 of the Act: Not Applicable;
  7. contracts / arrangements with related parties as specified in section 188 of the Act on an arm's length basis and in the ordinary course of business;



8. transfer of equity shares and issue of security certificate; there was no instance of transmission, issue, allotment or buy back of securities / redemption of shares / alteration or reduction of share capital / conversion of shares / securities;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares: Not applicable;
10. declaration / payment of Dividend, including interim dividend; there was no instance of transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statements as per the provisions of section 134 of the Act and Report of Directors as per sub-sections (3), (4), and (5) thereof;
12. constitution / retirement / disclosures of the Directors and the remuneration paid to them and Key Managerial Personnel; there was no instance of appointment / re-appointment or filling of casual vacancy of Directors and there were no changes in the Key Managerial Personnel of the Company;
13. appointment / re-appointment / filling up casual vacancies of auditors as per the provisions of section 139 of the Act: Not Applicable as the Auditors were appointed from the conclusion of 21<sup>st</sup> Annual General Meeting held on 28<sup>th</sup> July, 2017 for a period of five years, till the conclusion of 26<sup>th</sup> AGM held in the year 2022;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act: Not Applicable;
15. acceptance / renewal / repayment of deposits: Not Applicable;
16. borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable: Not applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act: Not Applicable;
18. alteration of the provisions of the Memorandum and Articles of Association of the Company: Not Applicable.

Place: Kolkata  
Date: 31.08.2022



Signature : *Navin Kothari*  
Name of Company Secretary: Navin Kothari  
In practice  
C.P. No.: 3725  
**UDIN: F005935D000881183**  
**Peer Review No. 1384/2021**

## **ITC Infotech India Limited**

### **Details of Committee Meetings held during the year 2021-2022:**

**Number of meetings held: 12**

<b>Sl. No.</b>	<b>Type of Meeting</b>	<b>Date of Meeting</b>	<b>Total number of Members as on the date of the Meeting</b>	<b>Number of Members attended</b>	<b>% of attendance</b>
1	Audit Committee Meeting	4 <sup>th</sup> May, 2021	3	3	100%
2	Audit Committee Meeting	15 <sup>th</sup> July, 2021	3	3	100%
3	Audit Committee Meeting	20 <sup>th</sup> October, 2021	3	3	100%
4	Audit Committee Meeting	11 <sup>th</sup> January, 2022	3	3	100%
5	Audit Committee Meeting	18 <sup>th</sup> January, 2022	3	3	100%
6	Nomination and Remuneration Committee Meeting	3 <sup>rd</sup> May, 2021	3	3	100%
7	Nomination and Remuneration Committee Meeting	14 <sup>th</sup> July, 2021	3	3	100%
8	Nomination and Remuneration Committee Meeting	25 <sup>th</sup> September, 2021	3	3	100%
9	Corporate Social Responsibility Committee Meeting	3 <sup>rd</sup> May, 2021	3	3	100%
10	Corporate Social Responsibility Committee Meeting	14 <sup>th</sup> July, 2021	3	3	100%
11	Corporate Social Responsibility Committee Meeting	17 <sup>th</sup> January, 2022	3	3	100%
12	Corporate Social Responsibility Committee Meeting	26 <sup>th</sup> March, 2022	3	3	100%

**Sd/-**

**Sharad Jain**

**Company Secretary**

## **ITC Infotech India Limited**

### **NOTES TO FORM MGT-7:**

#### **(1) Point II - Principal Business Activities of the Company**

'Percentage of turnover of the company' represents "**Percentage of Total Revenue**".

#### **(2) Point III - Particulars of Holding, Subsidiary and Associate Companies (including Joint Ventures)**

Indivate Inc. is a wholly owned subsidiary of ITC Infotech (USA), Inc. (I2A) incorporated in the USA. I2A is a wholly owned subsidiary of the Company.

#### **(3) Point V - Turnover and net worth of the Company**

'Turnover' represents "**Total Revenue from Operations**".

#### **(4) Point VIII - A & B(i) - Shareholding of Directors and Key Managerial Personnel**

None of the Directors and Key Managerial Personnel hold any share in the Company in their individual capacity.

Mr. Sanjay V Shah held one share jointly with ITC Limited, the Holding Company. The said details have been entered in the Form.

#### **(5) Point IX-D - Attendance of Directors**

(Late) Mr. Partho Chatterjee, upon completion of his term of appointment, ceased to be a Director of the Company with effect from 28<sup>th</sup> July, 2021. During his tenure, he had attended the following Board and Committee Meetings:

- Board Meetings – held on 4<sup>th</sup> May, 2021 and 15<sup>th</sup> July, 2021;
- Audit Committee Meetings – held on 4<sup>th</sup> May, 2021 and 15<sup>th</sup> July, 2021;
- Nomination and Remuneration Committee Meetings – held on 3<sup>rd</sup> May, 2021 and 14<sup>th</sup> July 2021, and
- Corporate Social Responsibility Committee Meetings – held on 3<sup>rd</sup> May, 2021 and 14<sup>th</sup> July 2021.

#### **(6) Point X - Remuneration of Directors and Key Managerial Personnel**

- (a) 'Gross Salary' represents Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961, and includes perquisites under Section 17(2) of the said Act.

Value of perquisites does not include contribution to approved Pension Fund under the defined benefit scheme which is actuarially determined on an overall Company basis.



- (b) 'Others' in respect of the other Directors represents the sitting fees paid to one Non-Executive Director for attending Board and Board Committee Meetings. Other Non-Executive Directors have waived / are not entitled to any remuneration.
- (c) During the year, the Chief Financial Officer and the Company Secretary were granted Stock Options by ITC Limited under its Employee Stock Option Schemes at 'market price' [within the meaning of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]. Since these Stock Options are not tradeable, no perquisite or benefit is immediately conferred upon the employee by grant of such Options and accordingly, the said grants have not been considered as remuneration.

**Sd/-**  
**Sharad Jain**  
**Company Secretary**