

# FORM NO. MGT-7

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

SE\*\*\*\*\*CH.C

(d) \* Telephone number with STD code

03\*\*\*\*\*00

(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

Pre-fill

Name of the Registrar and Transfer Agent

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
5	ITC Infotech Do Brasil LTDA.		Subsidiary	100
6	ITC Infotech Malaysia SDN. BHD		Subsidiary	100
7	ITC Infotech France SAS		Subsidiary	100

8	ITC Infotech GmbH		Subsidiary	100
9	ITC Infotech de México, S.A. de		Subsidiary	100
10	ITC Infotech Arabia Limited		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	100,000,000	88,000,000	88,000,000	88,000,000
Total amount of equity shares (in Rupees)	1,000,000,000	880,000,000	880,000,000	880,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	100,000,000	88,000,000	88,000,000	88,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	880,000,000	880,000,000	880,000,000

###### (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)	0	0		

**(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	88,000,000	0	88000000	880,000,000	880,000,000	
Increase during the year	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				0	0	
NIL						
Decrease during the year	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				0	0	
NIL						
At the end of the year	88,000,000	0	88000000	880,000,000	880,000,000	
Preference shares						

<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				0	0	
NIL						
<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				0	0	
NIL						
<b>At the end of the year</b>	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	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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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
<b>Total</b>			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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

**(i) Turnover**

28,692,910,044

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

13,198,983,432

**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)	88,000,000	100	0	
10.	Others NIL	0	0	0	
	<b>Total</b>	88,000,000	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 NIL	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	5	1	5	0	0
(i) Non-Independent	1	5	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
<b>Total</b>	<b>1</b>	<b>5</b>	<b>1</b>	<b>5</b>	<b>0</b>	<b>0</b>

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)
SANJIV PURI	00280529	Director	0	
SIVAKUMAR SURAMF	00341392	Director	0	
SUPRATIM DUTTA	01804345	Director	0	
RAJENDRA KUMAR S	00009931	Director	0	
SUDIP SINGH	08345392	Managing Director	0	
PRITI BALAJI	08900013	Director	0	
NAVNEET PRAKASH	AIZPK0852H	CFO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SHARAD JAIN	ACSPJ7181M	Company Secretar	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)
RAKESH BATRA	ACXPB1994P	CFO	03/11/2023	Cessation
NAVNEET PRAKAS	AIZPK0852H	CFO	03/11/2023	Appointment

**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

1

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	11/08/2023	7	6	100

**B. BOARD MEETINGS**

\*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2023	6	5	83.33
2	03/05/2023	6	6	100
3	26/06/2023	6	5	83.33
4	27/07/2023	6	6	100
5	28/09/2023	6	6	100
6	13/10/2023	6	5	83.33
7	22/12/2023	6	6	100
8	18/01/2024	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
9	27/03/2024	6	5	83.33

### C. COMMITTEE MEETINGS

Number of meetings held

14

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	03/05/2023	3	3	100
2	Audit committee	27/07/2023	3	3	100
3	Audit committee	11/09/2023	3	3	100
4	Audit committee	13/10/2023	3	2	66.67
5	Audit committee	18/01/2024	3	3	100
6	Audit committee	27/03/2024	3	3	100
7	Nomination and Remuneration	02/05/2023	3	3	100
8	Nomination and Remuneration	29/08/2023	3	3	100
9	Nomination and Remuneration	05/10/2023	3	3	100
10	Nomination and Remuneration	20/12/2023	3	2	66.67

### 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	26/07/2024
								(Y/N/NA)
1	SANJIV PURI	9	8	88.89	0	0	0	Yes
2	SIVAKUMAR S	9	8	88.89	8	8	100	No
3	SUPRATIM D	9	9	100	11	11	100	Yes
4	RAJENDRA K	9	8	88.89	14	13	92.86	Yes
5	SUDIP SINGH	9	9	100	0	0	0	No

6	PRITI BALAJI	9	8	88.89	9	8	88.89	Yes
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#### 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 DIR	47,691,493				47,691,493
	Total		47,691,493				47,691,493

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	NAVNEET PRAKASH	CHIEF FINANCIAL OFFICER	12,592,169				12,592,169
2	SHARAD JAIN	COMPANY SECRETARY	7,029,725				7,029,725
	Total		19,621,894				19,621,894

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJIV PURI	Non-Executive Director	0	0	0	0	0
2	SIVAKUMAR SURAN	Non-Executive Director	0	0	0	0	0
3	SUPRATIM DUTTA	Non-Executive Director	0	0	0	0	0
4	RAJENDRA KUMAR	Non-Executive Director	0	0	0	0	0
5	PRITI BALAJI	Non-Executive Director	0	0	0	0	0
	Total		0	0	0	0	0

#### 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. ...

2152

dated

22/12/2023

(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: 2024.09.22 20:53:01 +05'30'

DIN of the director

0\*3\*5\*9\*

To be digitally signed by

SHARAD JAIN

Digitally signed by SHARAD JAIN  
Date: 2024.09.22 20:49:17 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

1\*0\*7

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Members as on 31st March 2024\_si  
MGT\_8 ITC INFOTECH-23-24.pdf  
Details of Committee Meetings\_2023-24\_s  
Explanatory Note-2024.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, 2024**

<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>
1.	ITC Limited	Equity	8,79,99,994	I-14	100.00
2.	ITC Limited jointly with Mr. Rajendra Kumar Singhi	Equity	1	I-9	0.00
3.	ITC Limited jointly with Mr. D. Ashok	Equity	1	I-18	0.00
4.	ITC Limited jointly with Mr. Supratim Dutta	Equity	1	I-19	0.00
5.	ITC Limited jointly with Ms. Nidhi Bajaj	Equity	1	I-22	0.00
6.	ITC Limited jointly with Mr. T.S.M. Shenoy	Equity	1	I-23	0.00
7.	ITC Limited jointly with Mr. Sharad Jain	Equity	1	I-24	0.00
<b>Total</b>		-	<b>8,80,00,000</b>	-	<b>100</b>

**For ITC Infotech India Limited**

Sd/-  
**Sharad Jain**  
**Company Secretary**  
**ACS 19027**





**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]*

I have examined the registers, records and books and papers of M/s. **ITC INFOTECH INDIA LIMITED** (the Company) as 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, 2024.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I 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 prescribed therefor;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time, but there were no such case in which forms were required to be filed with Regional Director, Central Government, Tribunal, Court or other authorities;
  4. calling, convening and holding meetings of 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 which proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minutes Book maintained for the purpose and the same have been signed; however, there was no case where resolution was passed by postal ballot;
  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. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances: **Not Applicable;**
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 but 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 / appointment / re-appointment / retirement / disclosures of the Directors, Key Managerial Personnel (KMP) and the remuneration paid to them and filing of requisite forms as applicable but there were no instance of filling up of casual vacancy;
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 26<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> July, 2022 for a period of five years till the conclusion of 31<sup>st</sup> AGM to be held in the year 2027;
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. investments made but there were no instance of loans or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company: **Not applicable;**



Place: Kolkata  
Date: 21.09.2024

Signature : *Navin Kothari*  
Name of Company Secretary: Navin Kothari  
In practice  
C.P. No.: 3725  
UDIN: F005935F001278734  
Peer Review No. 1384/2021

## **ITC Infotech India Limited**

### **Details of Committee Meetings held during the year 2023-2024:**

**Number of meetings held: 14**

<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	3 <sup>rd</sup> May 2023	3	3	100%
2	Audit Committee	27 <sup>th</sup> July 2023	3	3	100%
3	Audit Committee	11 <sup>th</sup> September 2023	3	2	100%
4	Audit Committee	13 <sup>th</sup> October 2023	3	3	66.67%
5	Audit Committee	18 <sup>th</sup> January 2024	3	3	100%
6	Audit Committee	27 <sup>th</sup> March 2024	3	3	100%
7	Nomination and Remuneration Committee	2 <sup>nd</sup> May, 2023	3	3	100%
8	Nomination and Remuneration Committee	29 <sup>th</sup> August, 2023	3	3	100%
9	Nomination and Remuneration Committee	5 <sup>th</sup> October, 2023	3	3	100%
10	Nomination and Remuneration Committee	20 <sup>th</sup> December, 2023	3	2	66.67%
11	Nomination and Remuneration Committee	15 <sup>th</sup> January, 2024	3	3	100%
12	Corporate Social Responsibility Committee	2 <sup>nd</sup> May, 2023	3	3	100%
13	Corporate Social Responsibility Committee	26 <sup>th</sup> July, 2023	3	3	100%
14	Corporate Social Responsibility Committee	15 <sup>th</sup> January, 2024	3	3	100%

**Sd/-**  
**Sharad Jain**  
**Company Secretary**  
**ACS 19027**

## **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.
- The following subsidiaries were incorporated during the financial year 2023-24, details of which have been entered in the Form.

<b>Name of the subsidiary</b>	<b>Date of incorporation</b>
ITC Infotech de México, S.A. de C.V.	17 <sup>th</sup> April, 2023
ITC Infotech Arabia Limited	17 <sup>th</sup> December, 2023

- A new subsidiary of the Company was incorporated in Italy in the name of ITC Infotech Italia s.r.l. on 23<sup>rd</sup> July, 2024.

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

‘Turnover’ represents “**Total Revenue from Operations**”.

#### **(4) Point VI (a) – Shareholding Pattern - Promoters and Point VII – Number of Promoters, Members and Debenture Holders**

As detailed in the ‘List of Members’ provided as a separate attachment to this Form, all equity shares of the Company are held by ITC Limited, the Holding Company, and 6 individuals hold one share each jointly with ITC Limited. Therefore, while the total number of shareholders (promoters) is mentioned as 7 in the Form (which includes the joint shareholders), the Company has only one Promoter i.e. ITC Limited.

#### **(5) 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.

Messrs. Supratim Dutta and Rajendra Kumar Singhi, Directors, and Mr. Sharad Jain, Company Secretary, hold one share each jointly with ITC Limited.

**(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.
- (b) The Non-Executive Directors are not entitled to any remuneration.
- (c) With respect to Stock Options granted 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], no perquisite or benefit is immediately conferred upon the employee(s) by grant of such Options since these Stock Options are not tradeable, and accordingly, the grant, if any, has not been considered as remuneration.
- (d) Mr. N. Khandelwal was appointed as the Chief Financial Officer of the Company with effect from 3<sup>rd</sup> November, 2023 and therefore, the remuneration disclosed in the Form is from the said date.

**(7) Details of 'Designated Person' for reporting Beneficial Interest in shares of the Company**

The Ministry of Corporate Affairs (MCA), through Rule 9(4) of the Companies (Management and Administration) Rules, 2014, has mandated all companies to designate any one of the following for furnishing information to the MCA or any other authorised officer with respect to beneficial interest in shares held by persons other than shareholders of the Company:

- i. Company Secretary (CS) or;
- ii. a Key Managerial Personnel (KMP) other than the CS, or;
- iii. every Director if the company does not have a CS or any other KMP.

Pursuant to Rule 9(7) of the Companies (Management and Administration) Rules, 2014, companies are also required to inform the details of the Designated Person, as stated above, in 'Form MGT-7 (Annual Return)'. However, the option to inform the details of such Designated Person is currently not available in the Form.

In the context of the above, we write to advise that the Company has nominated its Company Secretary as the Designated Person for the purpose of furnishing information to the MCA with respect to beneficial interest in shares held by the persons other than the shareholders of the Company, under the provisions of the Companies Act, 2013, in pursuance of the aforesaid requirement.

**Sd/-**  
**Sharad Jain**  
**Company Secretary**  
**ACS 19027**