

August 25, 2026

The Manager
Listing Department
BSE Limited
Dalal Street
Mumbai – 400 001

The Manager
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
BKC, Bandra (E), Mumbai 400 051

BSE Code: 501295

NSE Scrip Symbol: IITL

Sub: Notice of the 93rd Annual General Meeting (AGM) of the Company for the Financial Year 2025-2026

Sir/Madam,

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a Notice of 93rd Annual General Meeting of the Company scheduled to be held on Thursday, September 17, 2026 at 3.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Further, pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, the Company is providing its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Please take the same on record.

Thanking you,

Yours faithfully,

For **Industrial Investment Trust Limited**

Cumi Banerjee
CEO (Secretarial, Legal and Admin) & Company Secretary

Encl: A/a

NOTICE is hereby given that the Ninety Third Annual General Meeting of the Members of Industrial Investment Trust Limited will be held on **Thursday, September 17, 2026 at 3.00 p.m. IST** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. Thiruvengkatachari (DIN: 10424695), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Approval of Related Party Transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Nimbus Projects Limited, a group company**

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Sections 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Company to enter / proposed to be entered into the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, viz. to sell or otherwise dispose of or take on / give on lease or rent or buy property(ies) to meet its business objectives / requirements, with Nimbus Projects Limited, a group entity, on such terms and conditions as mentioned therein and as may be mutually agreed between the Related Party and the Company, for an aggregate value not exceeding Rs. 50,00,000/- (Rupees Fifty Lakhs Only), from this Meeting till the next Annual General Meeting of the Company to be held in the year 2027 provided that such

transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length prices and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

4. **Approval of Related Party Transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with IITL Projects Limited, a subsidiary company**

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Sections 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Company to enter / proposed to be entered into the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, viz. to sell or otherwise dispose of or take on / give on lease or rent or buy property(ies) to meet its business

objectives / requirements, with IITL Projects Limited, a subsidiary company, on such terms and conditions as mentioned therein and as may be mutually agreed between the Related Party and the Company, for an aggregate value not exceeding Rs. 50,00,000/- (Rupees Fifty Lakhs Only), from this Meeting till the next Annual General Meeting of the Company to be held in the year 2027 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length prices and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

5. Increasing the Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the Special Resolution passed by the Members at the Annual General Meeting held on August 30, 2014 and pursuant to provisions of Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 read with Rules thereunder and any other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard), to borrow any sum or sums of monies as it may deem requisite, inter alia, by way of loan or financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures / bonds / market linked instruments / commercial papers or other debt instruments, with or without security, for and on behalf of the Company from time to time, not exceeding Rs. 1000 Crores

(Rupees One Thousand Crore Only) at any point of time, on such terms and conditions as the Board may deem fit and proper for the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) as per the latest annual audited financial statements, will exceed the aggregate of the paid up share capital, its free reserves and securities premium.

RESOLVED FURTHER THAT the securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Board and concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company, without being required to seek any further consent or approval of the Members of the Company."

6. Approval to create mortgage and / or charge on all or any part of the movable and / or immovable properties of the Company as security with respect to Borrowings

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules thereunder and any other applicable laws (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the Members be and is hereby accorded for creation by the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) from time to time, of such mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and / or immovable properties wherever situated, both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially

the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associate entities of the Company, whether by way of debentures, market linked instruments, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to finalize with the Banks or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s), if any, all such deeds, contracts, instruments, agreements and any other documents for creating the aforesaid mortgages, pledge, charges and /or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any Directors and/or officers of the Company to give effect to this resolution and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

By Order of the Board of Directors
For **Industrial Investment Trust Limited**

Cumi Banerjee
CEO (Secretarial, Legal &
Admin) & Company Secretary

Mumbai: August 05, 2026

Registered Office :

Office No.101A, 'The Capital',
G Block, Plot No.C-70,
Bandra Kurla Complex,
Bandra East, Mumbai - 400051
CIN: L65990MH1933PLC001998
E-mail address: iitl@iitlgroup.com
Website: www.iitlgroup.com

NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being No. 03/2025 dated September 22, 2025, in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.** However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-voting.
3. In line with the MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, October 07, 2023 and October 03, 2024 respectively, issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice calling the AGM and Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that Notice and Annual Report 2025-26 will also be made available on the Company's website at www.iitlgroup.com, websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
4. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the RTA by emailing to saili.lad@in.mpms.mufg.com immediately to receive copies of Annual Report in electronic mode.
5. Members attending the AGM through VC / OAVM will be

counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In compliance with applicable provisions of the Act read with the MCA and SEBI Circulars and the Listing Regulations, the AGM of the Company is being conducted through VC / OAVM. In accordance with the Secretarial Standard (Revised version effective from April 01, 2024) on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated April 08, 2020, April 13, 2020, May 05, 2020 and September 25, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, an independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
8. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. Members are requested to -
 - i. intimate to the DP, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in dematerialized form.
 - ii. intimate to the Company's RTA, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in physical

form (share certificates).

- iii. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
 - iv. dematerialize their Physical Shares to Electronic Form (Demat) as, in terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. Dematerialisation of shares would help to eliminate risks associated with Physical Shares. Members can contact Registrar and Transfer Agents viz., MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Tel: 8108116767, Toll-free number: 1800 1020 878 for assistance, if any, in this regard.
10. SEBI, vide its Circular No. HO/38/13(3)2026-MIRSDPOD/II/3763/2026 dated January 30, 2026, has mandated listed companies to credit securities directly to the demat account of the investor while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificates; consolidation of folios; transmission and transposition. Under the revised framework effective from April 2, 2026, RTA shall directly credit securities to the demat account of the investor, after carrying out necessary due diligence. **The issuance of a 'Letter of Confirmation' has been discontinued.** Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Registrar and Share Transfer Agents (RTA) of the Company. It may be noted that any service request can be processed only after the folio is KYC Compliant. It may be noted that Investor service requests shall be accompanied with a copy of latest Client Master List (CML) of the demat account, not older than two months and duly attested by the Depository Participant.
 11. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), for assistance in this regard.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested

to submit the PAN to their Depository Participants and members holding shares in physical form can submit their PAN details to the Company.

13. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 10, 2026 to Thursday, September 17, 2026 (both days inclusive).
14. In all the correspondences with the Company / Registrar and Share Transfer Agents, the members holding in physical form are requested to quote their account / folio numbers and in case their shares are held in dematerialised form, they must quote their Client ID Number and DP ID Number.
15. Pursuant to Rules 5(4) and 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred all the sums of unclaimed dividend lying with the Company for the previous financial years i.e. for a period of seven years from the date they became due for payment as well as filed the details of unpaid and unclaimed amounts lying with the Company for all previous financial years with the Ministry of Corporate Affairs from time to time and have uploaded the same on the website of the Company viz. www.iitlgroup.com and the website of the Ministry of Corporate Affairs (www.mca.gov.in).

According to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred the Equity shares to IEPF account as per the requirements of the IEPF rules. The details are available on our website, at https://iitlgroup.com/files/finreport/Equity_shares_of_last_seven_consecutive_years_transferred-to-IEPF-on-or-before-October%2022.2022.pdf

Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF- 5 for verification of claim.

The Members whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPF/refund.html>.

16. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
17. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the

provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

18. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to iitl@iitlgroup.com.
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting during the General Meeting.
20. Ms. Chandanbala O. Mehta, Practising Company Secretary (Membership No. F6122) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
21. The Scrutinizer shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.iitlgroup.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. Simultaneously, the results shall also be forwarded to the BSE Limited and The National Stock Exchange of India Limited, Mumbai.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 17, 2026, subject to receipt of the requisite number of votes in favour of the Resolutions.

23. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, September 14, 2026 at 9:00 a.m. (IST) and ends on Wednesday, September 16, 2026 at 5:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 10, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon and select New System My Easi New (Token) Tab 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
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- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for INDUSTRIAL INVESTMENT TRUST LIMITED on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; jainchandanbala@gmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at iitl@iitlgroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at iitl@iitlgroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through

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

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

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

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

Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. S. Thiruvenkatachari
Director Identification Number	10424695
Age	62 years
Nationality	Indian
Date of Appointment	20.12.2023
Qualifications	M.Com Bus-Admn, FIII
Expertise in specific functional areas	Mr. S.Thiruvenkatachari retired as Executive Director from LIC of India on 30 th November 2023. He represents LIC of India as Nominee Director. He has experience of more than 34 years in Life Insurance Industry in India. During his tenure in the Corporation he has worked in different positions and Geographical locations gathering rich experience. As Chief and also as Executive Director of CRM he was instrumental in simplifying claims settlement Operations which facilitated quick claim settlement. His initiative of writing Process flow of validation of Claimants through NPCI helped in settling claim in time as well as in preventing wrong payments. He was Marketing Manager for 5 Years and was also headed 2 Divisional Offices and 3 Branch Offices of Corporation. He has rich experience in Marketing, Managing and Auditing of Life Insurance Operations.

Name of the Director	Mr. S. Thiruvenkatachari
Terms & Conditions of Appointment/ Re-appointment	As per the resolution at item no. 1 of the Postal Ballot Notice dated December 20, 2023 read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Sitting Fees - Rs. 10,50,000/- p.a.
Remuneration proposed to be paid	As per the resolution at item no. 1 of the Postal Ballot Notice dated December 20, 2023 read with explanatory statement thereto.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of Board attended during the year	6
Directorships held in other companies (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	-
Committee position held in other companies (Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included)	-
No. of shares held in the company	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item Nos.3 and 4:

The Company is engaged in NBFC activities. The annual consolidated turnover of the Company as on March 31, 2026 is Rs. (15.37) Crores (excluding duties and taxes) which is mainly due to Net Loss on fair value changes.

In furtherance of its business activities, the Company and its group entities have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related party transactions of the Company and its group entities are at arm's length and in the ordinary course of business.

The Company and its group entities have a well-defined governance process for the related party transactions undertaken by them.

In view of the aforementioned regulatory requirements, the Resolution Nos. 3 and 4 are placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and proposed transaction amounts. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business. The Audit Committee of the Company currently comprises of majority of Independent Directors. All related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approvals.

The maximum annual value of the proposed transactions with the related parties is estimated based on Company's current transactions with them and future business projections. Considering the quantum of transactions, thresholds of materiality and the extended framework for related party transactions under the amended Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, for the following specific Related Party Transactions, details of which are mentioned herein in accordance with the said SEBI Master Circular:

Details of the Related Party Transactions entered / to be entered between the Company and Nimbus Projects Limited, a group entity and IITL Projects Limited, a subsidiary company

The approval of the Members to Resolution No. 3 and 4 is being sought for the related party transactions / contracts / agreements / arrangements set out in the below table.

Currently, it cannot be ascertained whether the transactions to be entered during the period from this Annual General Meeting of the Company till the next Annual General Meeting of the Company to be held in the year 2027, would exceed the threshold of 10% of annual consolidated turnover as per the latest audited financial results. Hence, the approval of the Shareholders for the transactions to be entered into and carried out with the Related Parties, from time to time, in the ordinary course of business and at arm's length price, for the aforesaid period, is being sought by way of abundant caution and as a proactive measure.

In accordance with Regulations 23(2) and 23(3) of the SEBI Listing Regulations, 2015, the Audit Committee, at its meeting held on August 05, 2026, reviewed and granted omnibus approval for the proposed material related party transactions and recommended the same to the Board for its consideration. Thereafter, the Board, at its meeting held on the said date, considered and recommended the proposed material related party transactions to the members for their approval.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

I. Details of the Related Party Transactions entered / to be entered between the Company and Nimbus Projects Limited, a group entity:

Sr. No.	Particulars	Details
1.	Name of the related party, its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise), shareholding of the listed entity / subsidiary whether direct or indirect, in the related party and shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary	Name of the Related Party: Nimbus Projects Limited (NPL) Relationship and shareholding: NPL is a listed entity and a group company with common Directorship. The Company does not hold, directly or indirectly, any shareholding in NPL. NPL does not hold, directly or indirectly, any shareholding in the Company.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bipin Agarwal, Managing Director of the Company is also the Chairman and Managing Director of Nimbus Projects Limited

3.	Type, tenure, basis of determination of price, bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services and other material terms and particulars	(i) The Company may be required to sell or otherwise dispose of or lease or buy property(ies) to meet its business objectives / requirements. The above-mentioned arrangements are / will be continuing business transactions. Approval of the Members is being sought for the transactions during the period from this Annual General Meeting of the Company till the next Annual General Meeting of the Company to be held in the year 2027.		7.	Default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No				
4.	Value of the transaction	(a) The Company estimates that the monetary value for transactions at 3(i) above and allied transactions from this Annual General Meeting of the Company till the next Annual General Meeting of the Company to be held in the year 2027 to be upto Rs.50 Lakhs.		8.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable				
5.	Value of the transaction as a percentage of - (i) Listed entity's annual consolidated turnover for the immediately preceding financial year (ii) the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	(i) The estimated transaction value at 4(a) above for FY 2026-27 represents: a. (3.25%) of annual consolidated turnover of the Company for FY 2025-26; and b. 0.22% of annual consolidated turnover of NPL for FY 2025-26.		9.	Justification as to why the RPT is in the interest of the listed Entity	The Company has an ongoing Rent Agreement with Nimbus Projects Limited for their office premises being 1001-1006, Narain Manzil, 10 th Floor, 23, Barakhamba Road, New Delhi, Delhi, 110001 for a period of 33 months with effect from October 01, 2025 at a monthly rent of Rs.1,00,000/- plus GST for the purpose of having a Corporate Office of the Company. The said transaction of the Company with NPL has earlier been approved by Members at the 92nd Annual General Meeting held on September 13, 2025. In view of continuing arrangement and the possibility of future requirements for business activities, the approval of Members is sought for enhanced limits from this Annual General Meeting of the Company till the next Annual General Meeting of the Company to be held in the year 2027.				
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	<table><tr><td>Nature of transactions</td><td>(Amount in Rs.) FY 2025-26 and upto June 2026</td></tr><tr><td>transactions at 3(i) above</td><td>Rs.9 Lakhs</td></tr></table>		Nature of transactions	(Amount in Rs.) FY 2025-26 and upto June 2026	transactions at 3(i) above	Rs.9 Lakhs			
Nature of transactions	(Amount in Rs.) FY 2025-26 and upto June 2026									
transactions at 3(i) above	Rs.9 Lakhs									

10.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable
11.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. Please refer Annexure for other details as per the RPT Industry Standards.

II. Details of the Related Party Transactions entered / to be entered between the Company and IITL Projects Limited, a subsidiary company:

Sr. No.	Particulars	Details
1.	Name of the related party, its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise), shareholding of the listed entity / subsidiary whether direct or indirect, in the related party and shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary	Name of the Related Party: IITL Projects Limited (IITLPL) Relationship and shareholding: IITLPL is a listed Subsidiary of the Company. The Company holds 71.74% of paid-up equity share capital of IITLPL. IITLPL does not hold, directly or indirectly, any shareholding in the Company.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bipin Agarwal, Managing Director of the Company is also a Director on the Board of IITLPL
3.	Type, tenure, basis of determination of price, bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services and other material terms and particulars	(i) The Company may be required to sell or otherwise dispose of or lease or buy property(ies) to meet its business objectives / requirements. The above-mentioned arrangements are / will be continuing business transactions. Approval of the Members is being sought for the transactions during the period from this Annual General Meeting of the Company till the next Annual General Meeting of the Company to be held in the year 2027.

4.	Value of the transaction	(a) The Company estimates that the monetary value for transactions at 3(i) above and allied transactions from this Annual General Meeting of the Company till the next Annual General Meeting of the Company to be held in the year 2027 to be upto Rs. 50 Lakhs.	
5.	Value of the transaction as a percentage of - (i) Listed entity's annual consolidated turnover for the immediately preceding financial year (ii) the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	(i) The estimated transaction value at 4(a) above for FY 2026-27 represents: a. (3.25%) of annual consolidated turnover of the Company for FY 2025-26; and b. N.A. of annual standalone turnover of IITLPL for FY 2025-26 since its turnover is NIL.	
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Nature of transactions	(Amount in Rs.) FY 2025-26 and upto June 2026
		transactions at 3(i) above	Rs. 1.25 Lakhs
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	
8.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable	

9.	Justification as to why the RPT is in the interest of the listed Entity	The Company has an ongoing Rent arrangement with IITL Projects Limited for the company's office premises situated at Office no.101A, The Capital, G-Block, Plot No.C-70, Bandra Kurla Complex, Bandra (East), Mumbai 400051 on payment of rent and reimbursement of expenses upto Rs.25,000/- per quarter plus taxes, applicable if any. The transactions of the Company with IITLPL have earlier been approved by Members at the 89th Annual General Meeting held on September 24, 2022, till FY 2026-27. In view of continuing arrangement and the possibility of future requirements for business activities, the approval of Members is sought for enhanced limits from this Annual General Meeting of the Company till the next Annual General Meeting of the Company to be held in the year 2027.
10.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable

11.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. Please refer Annexure for other details as per the RPT Industry Standards.
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As required under the RPT Industry Standards, the Audit Committee has reviewed the certificate provided by the Whole-time Director(s) of the Company confirming that the terms of RPTs proposed to be entered into are in the interest of the Company.

Director(s) of the Company who are also Director(s) on the Board of subsidiary(ies) / group entities as disclosed in "Annexure" to this Notice and relatives of the said Director(s), to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item Nos. 3 and 4 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item Nos. 3 and 4 of the Notice for approval by the Members.

Annexure - Other details as per Industry Standards

Sr. No.	Name of Related Party	Nature of Business	Country of Incorporation	Financial Performance of Related Party during FY 2025-26 (Rs. in Lakhs)			Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
				Turnover	Net Profit (Profit after tax)	Networth	a. Name of the director / KMP	b. Shareholding of the director / KMP, whether direct or indirect, in the related party
1.	Nimbus Projects Limited (NPL)	Real Estate	India	228.76	(8,798.86)	31,890.17	Mr. Bipin Agarwal, Managing Director of the Company, who is also director on the Board of NPL, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions	Mr. Bipin Agarwal holds directly 6,79,554 equivalent to 3.52% in NPL
2.	IITL Projects Limited (IITLPL)	Real Estate	India	0	125.22	(22.97)	Mr. Bipin Agarwal, Dr. Bidhubhusan Samal, Ms. Sujata Chattopadhyay and Mr. Shankar Narayan Mokashi, Directors of the Company, who are also Directors on the Board of IITLPL, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions	NIL

Item No.5:

Members of the Company at the Annual General Meeting held on August 30, 2014 vide Special Resolution accorded their consent to the Board of Directors to borrow money(ies) for the purposes of the business of the Company not exceeding INR 750 Crores (Rupees Seven Hundred and Fifty Crores Only) in terms of Section 180(1) (c) of the Companies Act, 2013 (the "Act").

Being a Non-Banking Financial Company that gives loans, the Company needs to be highly leveraged, with a high debt-equity ratio in order to remain viable and grow at a reasonable rate. Therefore, the borrowing limit of the Company needs to be increased to INR 1000 Crores (Rupees One thousand Crore Only).

Keeping in view the company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/ or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Further, in order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Hence, it is proposed to increase the maximum borrowing limits up to Rs. 1000 Crores along with charge creation authority for the Company, which is subject to the approval of the Shareholders of the Company.

Further, borrowings will be resorted, inter alia, by way of loans / financial assistance from various bank(s) / financial institution(s) and other lender(s), issue of debentures / bonds / market linked debentures / commercial papers / other debt instruments or any other permissible modes.

Accordingly, approval of the Members is sought for increase in borrowing limits from Rs. 750 Crores to Rs. 1000 Crores.

Hence, the Resolution at Item No. 5 of the Notice is being proposed, for the approval of the Members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding in the Company.

Item No.6:

In terms of Section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking or undertakings, requires the approval of the Members by way of a Special Resolution.

In order to facilitate securing the borrowing availed / to be availed by the Company or subsidiary(ies) or associate entities of the Company, by way of loans, debentures, market linked instruments or any other securities or otherwise, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation / pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

Hence, it is proposed to seek approval of Members by way of an enabling resolution for creating charge / security on the Company's assets with respect to aforesaid borrowings upto Rs. 1000 Crores.

The Board of Directors recommends resolution No. 6 as set out in the notice for approval of the Members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding in the Company.

By Order of the Board of Directors
For Industrial Investment Trust Limited

Cumi Banerjee
CEO (Secretarial, Legal &
Admin) & Company Secretary

Mumbai: August 05, 2026

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