

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

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
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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)				

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	85,200,000	0	85200000	852,000,000	852,000,000	
Increase during the year	2,800,000	0	2800000	28,000,000	28,000,000	4,452,000,000
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	2,800,000	0	2800000	28,000,000	28,000,000	4,452,000,000
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						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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(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	20/07/2022
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Date of registration of transfer (Date Month Year)		15/07/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		I-10	
Transferor's Name	Sanjay Virendrakumar Shah	jointly with	ITC Limited
	Surname	middle name	first name
Ledger Folio of Transferee		I-24	
Transferee's Name	Sharad Jain	jointly with	ITC Limited
	Surname	middle name	first name

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

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

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

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

26,322,978,318

(ii) Net worth of the Company

14,259,533,950

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	0	0	0	
	Total	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	
	Total	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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	5	0	0
(i) Non-Independent	1	5	1	5	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0

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

8

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJIV PURI	00280529	Director	0	
SIVAKUMAR SURAMP	00341392	Director	0	
SUPRATIM DUTTA	01804345	Director	0	
RAJENDRA KUMAR SI	00009931	Director	0	
SUDIP SINGH	08345392	Managing Director	0	
PRITI BALAJI	08900013	Director	0	
RAKESH BATRA	ACXPB1994P	CFO	0	
SHARAD JAIN	ACSPJ7181M	Company Secretar	0	

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

6

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)
RAJIV TANDON	00042227	Director	20/07/2022	Cessation
BISWA BEHARI CHAT	00045140	Director	20/07/2022	Cessation
RAJENDRA KUMAR SI	00009931	Director	21/07/2022	Appointment
SUPRATIM DUTTA	01804345	Director	21/07/2022	Appointment
SANJAY VIRENDRAKU	ANUPS2303R	Company Secretar	27/06/2022	Cessation
SHARAD JAIN	ACSPJ7181M	Company Secretar	27/06/2022	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	20/07/2022	7	6	100

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/04/2022	6	6	100
2	19/04/2022	6	6	100
3	03/05/2022	6	6	100
4	15/07/2022	6	6	100
5	27/07/2022	6	5	83.33
6	29/09/2022	6	6	100
7	14/10/2022	6	5	83.33
8	26/12/2022	6	5	83.33
9	16/01/2023	6	6	100
10	23/03/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	05/04/2022	3	3	100

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
2	Audit Committee	03/05/2022	3	3	100
3	Audit Committee	27/07/2022	3	2	66.67
4	Audit Committee	14/10/2022	3	3	100
5	Audit Committee	19/12/2022	3	3	100
6	Audit Committee	16/01/2023	3	3	100
7	Audit Committee	30/03/2023	3	3	100
8	Nomination and	03/05/2022	3	3	100
9	Nomination and	14/07/2022	3	3	100
10	Nomination and	21/12/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	11/08/2023
								(Y/N/NA)
1	SANJIV PURI	10	10	100	0	0	0	Yes
2	SIVAKUMAR S	10	9	90	5	5	100	No
3	SUPRATIM D	6	6	100	6	6	100	Yes
4	RAJENDRA K	6	6	100	7	7	100	Yes
5	SUDIP SINGH	10	10	100	0	0	0	No
6	PRITI BALAJI	10	8	80	9	8	88.89	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDIP SINGH	MANAGING DIR	57,842,287				57,842,287
	Total		57,842,287				57,842,287

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAKESH BATRA	CHIEF FINANCI	30,091,010				30,091,010
2	SHARAD JAIN	COMPANY SEC	4,834,359				4,834,359
	Total		34,925,369				34,925,369

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJIV PURI	DIRECTOR	0	0	0	0	0
2	SIVAKUMAR SURA	DIRECTOR	0	0	0	0	0
3	SUPRATIM DUTTA	DIRECTOR	0	0	0	0	0
4	RAJENDRA KUMAR	DIRECTOR	0	0	0	0	0
5	SUDIP SINGH	DIRECTOR	0	0	0	0	0
6	PRITI BALAJI	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

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(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

Whether associate or fellow Associate Fellow

Certificate of practice number

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. .. dated

(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: 2023.10.07 15:08:54 +05'30'

DIN of the director

To be digitally signed by

SHARA D JAIN Digitally signed by SHARA D JAIN Date: 2023.10.07 14:54:01 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

Attach
Attach
Attach
Attach

List of attachments

List of Members as on 31st March 2023.pdf
MGT-8_ITC_INFOTECH_22-23.pdf
Details of Committee Meetings_2022-23.pdf
Explanatory Note-2023.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 31st March, 2023

Sl. No.	Name of the Member	Class of Shares	Number of Shares	Folio No.	% of holding
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
Total		-	8,80,00,000	-	100

For ITC Infotech India Limited

**Sd/-
Sharad Jain
Company Secretary**

Form No. MGT-8

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

We have examined the registers, records and books and papers of M/s. **ITC INFOTECH INDIA LIMITED** (the Company) as are required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on 31st March, 2023.

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

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act and Rules made thereunder in respect of:
1. its status under the Act;
 2. maintenance of registers / records and making entries therein within the time as prescribed;
 3. filing of forms and returns, with the Registrar of Companies within the prescribed time/ with additional fees, 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;
 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, allotment, transfer of equity shares and issue of security certificate but there was no instance of transmission / buy back of securities / redemption of shares / alteration or reduction of share capital / conversion of shares / securities;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares: Not applicable;
10. declaration / payment of Dividend 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 / 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 re-appointment and filling up of casual vacancy;
13. reappointment of the Auditors for further period of 5 years from the conclusion of 26th Annual General Meeting (AGM) held on 20.07.2022 until the conclusion of 31st AGM as per the provisions of section 139 of the Act;
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 banks but there was no instance of borrowing from its directors, members, public financial institutions and creation/modification/satisfaction of charges in that respect, wherever 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 capital clause of the Memorandum of Association and alteration in the Articles of Association on increase in authorised share capital of the Company.

Place: Kolkata
Date: 04/10/2023



Signature: *Navin Kothari*
Name of Company Secretary: Navin Kothari
In practice
C.P. No.: 3725
UDIN: F005935E001174157
Peer Review No. 1384/2021

ITC Infotech India Limited

Details of Committee Meetings held during the year 2022-2023:

Number of meetings held: 12

Sl. No.	Type of Meeting	Date of Meeting	Total number of Members as on the date of the Meeting	Number of Members attended	% of attendance
1	Audit Committee Meeting	5 th April, 2022	3	3	100%
2	Audit Committee Meeting	3 rd May, 2022	3	3	100%
3	Audit Committee Meeting	27 th July, 2022	3	2	66.67%
4	Audit Committee Meeting	14 th October, 2022	3	3	100%
5	Audit Committee Meeting	19 th December, 2022	3	3	100%
6	Audit Committee Meeting	16 th January, 2023	3	3	100%
7	Audit Committee Meeting	30 th March, 2023	3	3	100%
8	Nomination and Remuneration Committee Meeting	3 rd May, 2022	3	3	100%
9	Nomination and Remuneration Committee Meeting	14 th July, 2022	3	3	100%
10	Nomination and Remuneration Committee Meeting	21 st December, 2022	3	3	100%
11	Corporate Social Responsibility Committee Meeting	2 nd May, 2022	3	3	100%
12	Corporate Social Responsibility Committee Meeting	29 th September, 2022	3	3	100%

Sd/-

Sharad Jain

Company Secretary

ITC Infotech India Limited

NOTES TO FORM MGT-7:

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

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

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

- Indivate Inc. is a wholly owned subsidiary of ITC Infotech (USA), Inc. (I2A) incorporated in the USA. I2A is a wholly owned subsidiary of the Company.
- The following subsidiaries were incorporated during the financial year 2022-23, details of which have been entered in the Form.

Name of the subsidiary	Date of incorporation
ITC Infotech Do Brasil LTDA.	10 th October, 2022
ITC Infotech Malaysia SDN. BHD.	3 rd February, 2023
ITC Infotech France SAS	8 th February, 2023
ITC Infotech GmbH	10 th March, 2023

- A new subsidiary of the Company was incorporated in Mexico in the name of ITC Infotech de México, S.A. de C.V. on 17th April, 2023.

(3) Point IV – Share Capital, Debentures and Other Securities of the Company – (i) Share Capital – (d) Break-up of paid-up share capital

All equity shares of the Company are held in physical form and hence there is no ISIN of the equity shares of the Company.

(4) Point V - Turnover and net worth of the Company

'Turnover' represents "Total Revenue from Operations".

(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, the Holding Company, as nominees.

(6) Point IX-D - Attendance of Directors

Messrs. Rajiv Tandon (DIN: 00042227) and Biswa Behari Chatterjee (DIN: 00045140) ceased to be Directors of the Company from the conclusion of the AGM on 20th July, 2022. During their tenure, they had attended the following Board and Committee Meetings:

Mr. Rajiv Tandon

Meeting	Date of Meeting
Board	5 th April, 2022; 19 th April, 2022; 3 rd May, 2022; 15 th July, 2022.
Audit Committee	5 th April, 2022; 3 rd May, 2022.
Nomination and Remuneration Committee	3 rd May, 2022; 14 th July, 2022.

Mr. Biswa Behari Chatterjee

Meeting	Date of Meeting
Board	5 th April, 2022; 19 th April, 2022; 3 rd May, 2022; 15 th July, 2022.
Audit Committee	5 th April, 2022; 3 rd May, 2022.
Nomination and Remuneration Committee	3 rd May, 2022; 14 th July, 2022.
Corporate Social Responsibility Committee	2 nd May, 2022

(7) Point X - Remuneration of Directors and Key Managerial Personnel

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

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

(b) All the Non-Executive Directors have waived / 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.

Sd/-
Sharad Jain
Company Secretary