

IITL PROJECTS LIMITED

Corporate Identity Number (CIN) : L01110MH1994PLC082421

Registered Office: Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Fort, Mumbai- 400 001.

Tel: +91-22-43250100, Fax: +91-22-22651105, Website : www.iitlprojects.com, E-mail : iitlprojects@iitlgroup.com

NOTICE

Notice is hereby given that the 23rd Annual General Meeting (AGM) of the members of **IITL PROJECTS LIMITED** will be held on Saturday, September 23, 2017 at 11.30 a.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai - 400 001 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bipin Agarwal (DIN: 00001276), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s. Maharaj N R Suresh and Co., Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration No. 001931S, be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Deloitte Haskins & Sells, Chartered Accountant (Firm Registration Number - 117365W) (who have expressed their unwillingness to continue as Statutory Auditors of the Company), for a term of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 28th Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting, as may be applicable), at a remuneration to be determined by the Board of Directors of the Company, in addition to out of pocket expenses as may be incurred by them during the course of the Audit, as may be mutually agreed upon by the Board of the Directors and the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. D.P. GOYAL AS MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules

2014 including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other consents and approval as may be required and pursuant to the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. D.P. Goyal as Managing Director of the company w.e.f. October 01, 2017 as stated hereunder:

1. Tenure of appointment : From October 01, 2017 to September 30, 2018.
2. Remuneration : ₹ 2,25,000/- p.m.
3. Perquisites / Benefits : In addition to salary as stated above, he shall be entitled to following perquisites / benefits:

He shall be entitled to reimbursement of mobile phone expenses, driver's salary and expenses for running of car used for the purpose of the Company's business, subject to a maximum limit of ₹ 25,000/- per month.

Minimum Managerial Remuneration (in case of absence or inadequacy of profits):

Notwithstanding anything to the contrary herein contained, where, during the tenure of the appointment of Mr. D.P. Goyal as the Managing Director of the Company, the Company has no profits or the profits are inadequate, the Company will pay the above remuneration as minimum remuneration, in compliance with Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

5. APPROVAL OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 23 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 WITH CAPITAL INFRAPROJECTS PRIVATE LIMITED AND IITL- NIMBUS THE HYDE PARK

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for ratification of

rendering of project related technical and other operational services to the Joint Ventures of the Company namely Capital Infraprojects Private Limited and IITL-Nimbus The Hyde Park with effect from 15th November, 2016 by way of charging fees of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month for the financial year 2016-2017 and for every financial year thereafter, which may be increased upto the maximum limits as set out in the table here under:

Limits as set out for providing technical and other operational services.		
Particulars	Capital Infraprojects Pvt. Ltd.	IITL-Nimbus The Hyde Park
Relationship with the Related Party	Joint Venture	Joint Venture
Maximum limit of Fees to be charged for providing project related technical and other operational services	₹ 4,00,000/- per month	₹ 4,00,000/- per month

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary, proper to give effect to this resolution and for the matters connected herewith or incidental thereto including obtaining professional advice from external sources.”

6. APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 23 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015

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

“**RESOLVED THAT** pursuant to the provisions of Section 186, 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the shareholders of Industrial Investment Trust Limited (“IITL”) for the restructuring, consent of the Members of the Company be and is hereby accorded for granting a Corporate Guarantee to Industrial Investment Trust Limited, Holding Company as security on the restructuring of outstanding loan including Funded Interest Term Loan (FITL) amounting to ₹ 24,77,51,459/- and accumulated interest thereon to be calculated upto the end of moratorium period or repayment whichever is earlier and based on the terms and conditions of restructuring package sanctioned to IITL-Nimbus The Express Park View (EPV II), Joint Venture of the Company, by IITL;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary, proper to give effect to this resolution and for the matters connected herewith or incidental thereto including obtaining professional advice from external sources.”

**By order of the Board of Directors
For IITL Projects Limited**

Shubhangi Lohia
Company Secretary &
Compliance Officer

Mumbai, August 08, 2017

Regd. Office:

Rajabhadur Mansion, 2nd Floor
28, Bombay Samachar Marg
Fort, Mumbai - 400 001
CIN : L01110MH1994PLC082421
E-mail iitlprojects@iitlgroup.com

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- The Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item Nos. 4 to 6 of the accompanying Notice is annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 16, 2017 to Saturday, September 23, 2017 (both days inclusive).
- Members are informed that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic means. Electronic copy of the Annual Report including Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same. For members who have not registered their e-mail address, physical copies of the Annual Report are being sent in the permitted mode.

5. The Shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the Company's Share Transfer Agent, Purva Sharegistry (India) Private Ltd. by sending an e-mail at busicomp@gmail.com The Annual Report of the Company would also be made available on the Company's website www.iitlprojects.com.
 6. Members are requested to notify the changes, if any, in their address to the Company's Share Transfer Agent, Purva Sharegistry (India) Private Ltd. immediately, in respect of their physical shares if any, quoting their folio numbers and to their Depository Participants (DPs) in respect of their shares held in dematerialised form.
 7. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, IFSC Code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant only and to the Company's Registrar and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents to provide efficient and better service to the Members.
 8. Members, Proxies and Authorised Representatives are requested to bring the copy of their Annual Report and the Attendance Slip, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. at the Annual General Meeting.
 9. Corporate Members are requested to send a duly certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
 10. A brief resume of each of the directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting is annexed herewith as **Annexure 1**
 11. All relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office at Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Fort, Mumbai – 400001 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
 12. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
 13. A route map showing the directions to reach the venue of the 23rd AGM is given on the cover page at the end of this Annual Report as per requirements of the "Secretarial Standard-2" on General Meetings.
 14. **E-Voting:** In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their vote electronically.
- A. The instructions for members for voting electronically:-**
- (i) The Members can cast their vote through remote e-voting facility provided by Central Depository Services (India) Limited (CDSL). Apart from providing remote e-voting facility, the Company is also providing facility for voting by Ballot at the AGM for all those members who shall be present at the AGM but have not casted their votes by availing the remote e-voting facility.
 - (ii) The remote e-voting period begins on Wednesday, September 20, 2017 (9.00 a.m.) and ends on Friday, September 22, 2017 (5.00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
 - (iv) Any person who becomes a Member of the Company after the date of the Notice of AGM and holding shares as on the cut-off date/entitlement date i.e. September 16, 2017, may obtain the User ID and Password by sending an email request to busicomp@gmail.com Members may also call on 91-22-43250100 or send a request to the Company Secretary of the Company by writing to her at IITL Projects Limited, Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Fort, Mumbai - 400001.
 - (v) The shareholders should Log on to the e-voting website www.evotingindia.com

- (vi) Click on “Shareholders” tab.
- (vii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (x) If Demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on ‘Forgot Password’ and enter the details as prompted by the system.
- (xi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Ballot Form/Attendance Slip indicated in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rakesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

- (xii) After entering these details appropriately, click on “SUBMIT” tab.
- (xiii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (xiv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for ‘IITL Projects Limited’.
- (xvi) 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.
- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xviii) 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.
- (xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xxi) After entering these details appropriately, click on ‘SUBMIT’ tab.
- (xxii) Note for Non-Individual Shareholders & Custodians:
 - 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 as Corporates and Custodians respectively.
 - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they

- wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 scrutiniser to verify the same.
- (xxiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxiv) The Notice of the AGM for the Financial Year ended March 31, 2017 is available on Company’s website www.iitlprojects.com
- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 16, 2017.
- C. Ms. Chandanbala Mehta, Practising Company Secretary (Membership No. F6122) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at 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 three days 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.
- E. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.iitlprojects.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- F. The Facility for voting through poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- G. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Appointment/Re-appointment of Directors:

Annexure 1

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

Name of the Director	Mr. Bipin Agarwal	Mr. D.P. Goyal
Director Identification Number	00001276	03132505
Age	52 years	75 years
Nationality	Indian	Indian
Qualifications	B.Com. (Hons.), FCS	Graduate (IE) in Civil Engineering(1965) holds FIE (I,M-IBC, M-IRC, FICA, FIV M-IABSE, IIBE)
Experience (including expertise in specific functional areas)/ Brief Resume	Vast experience in the areas of Portfolio Management, Finance and matters related to Corporate Law, Mergers and Acquisitions, Operations in Capital and Commodities Market.	He has rich experience in the field of Construction, Technology, Energy, Structural design and in Arbitration matters. He joined Dental Engineering Service Class I with Government of India and rose to the rank of Additional Director General.
Terms & Conditions of Appointment/ Re-appointment	As per the resolution passed by the Shareholders at the Annual General Meeting held on 27th September, 2008, Mr. Bipin Agarwal was appointed as a Non-Executive Director, liable to be retire by rotation.	As per the Item No. 4 of the Notice of the 23 rd Annual General Meeting of the Company, read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	₹ 1,20,000 by way of sitting fees for attending Board Meetings.	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report.
Remuneration proposed to be paid	₹ 20,000 for every Board/ Committee Meeting attended.	As per the Item No. 4 of the Notice of the 23 rd Annual General Meeting of the Company, read with explanatory statement thereto.
Date of first appointment on the Board	05.08.2008	05.07.2010
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.
Number of meeting of the Board attended during the year.	Six	Four
Directorships held in other companies as on March 31, 2017. (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013).	<ol style="list-style-type: none"> 1. Industrial Investment Trust Limited 2. Nimbus Projects Limited 3. Capital Infraprojects Private Limited 4. MRG Hotels Private Limited 5. Nimbus Multi Commodity Brokers Limited 6. N.N. Financial Services Private Limited 7. Urvashi Finvest Private Limited. 8. Gupta Fincaps Private Limited. 9. IIT Investrust Limited. 10. IIT Insurance Broking and Risk Management Private Limited. 11. Nimbus Propmart Private Limited. 12. Nimbus India Limited. 13. World Resorts Limited. 	<ol style="list-style-type: none"> 1. Capital Infraprojects Private Limited
Membership/ Chairmanship of Committees of other Boards as on March 31, 2017. (Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included).	<p>Audit Committee Chairman - 1. IIT Investrust Limited Member - 1. World Resorts Limited</p> <p>Stakeholders' Relationship Committee Chairman- NIL Member- NIL</p>	<p>Audit Committee Chairman - NIL Member - NIL</p> <p>Stakeholders' Relationship Committee Chairman - NIL Member - NIL</p>
Shareholding in the company as on March 31, 2017.	NIL	NIL

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS UNDER ITEMS NO. 4 TO 6 OF THE ACCOMPANYING NOTICE DATED AUGUST 08, 2017.****ITEM NO. 4:**

The Shareholders of the Company at its meeting held on September 16, 2015, had appointed Mr. D.P. Goyal as the Managing Director ('MD') of the Company with effect from July 05, 2016 to September 30, 2017 on the terms and conditions and remuneration as approved in the said meeting. Considering his association, contribution and experience with the business and affairs of the Company, his continuance with the Company is evidently to its benefit, the Board of Directors in their meeting held on August 08, 2017 and on the recommendation of Nomination and Remuneration Committee had approve re-appointment of Mr. D.P. Goyal as the MD of the Company for a further period of One year with effect from October 01, 2017 to September 30, 2018.

Also, in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, as amended from time to time, since the Company had defaulted in repayment of dues in the preceding financial year, of an unsecured lender i.e. Industrial Investment Trust Limited, the Holding Company, the Company has obtained prior approval from them for the proposed remuneration.

The said letter dated August 08, 2017 from the Unsecured Lender according approval to remuneration of Mr. D.P. Goyal as the Managing Director is being placed before the Members and will form part of material documents for inspection, the same shall be open for inspection at the Registered Office of the Company upto the date of the ensuing Annual General Meeting.

The other Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. GENERAL INFORMATION

- (1) **Nature of Industry:** Real Estate and construction related activities.
- (2) **Date or expected date of commencement of commercial production:** Certificate of Commencement dated November 4, 1994.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.
- (4) **Financial performance based on given indicators: Financial performance of the Company during last three years:**

Amt in ₹

Financial Parameters	Financial Year		
	2016-2017	2015-2016	2014-2015
Total Revenue	1,71,61,480	2,93,06,830	22,33,14,818
Net Profits under Section 198 of the Companies Act, 2013	(2,75,29,437)	(8,67,59,807)	5,12,73,305

Net profit after tax as per Statement of Profit and Loss	(2,76,84,453)	(8,66,20,897)	4,53,63,201
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- (5) **Foreign Investments or collaborations, if any.:** None

II. INFORMATION ABOUT THE APPOINTEE:

- (1) **Background details:** Mr. D.P.Goyal is the Managing Director of the Company since 2010. He has rich experience in the fields of Construction, Technology, Energy, Structural design and in Arbitration Matters. He joined Central Engineering Service Class I service with Govt. of India in 1967 and rose to the Rank of Additional Director General. Some of his landmark achievements include Gold medal from Governor of Assam and Nagaland, Construction of Indira Gandhi Indoor Stadium for Asia- world's 3rd Largest dome, Foreign Deputation to Govt. of Libya , design on Delhi Police HQ bldg. and managing Technology cell of CPWD.

Mr. D.P.Goyal attained the age of 70 years on 13.04.2012. As per the provisions of Section 196 read with Schedule V-Part I-Clause (c), approval of the Central Government is not required in case the re-appointment and remuneration is approved by the Shareholders by Special Resolution in the General Meeting.

- (2) **Past remuneration:**

Year	Salary	Perquisites	Commission	Others (P.F.)	Total
2014-2015	27,00,000	2,97,375	-	-	29,97,375
2015-2016	27,00,000	2,96,263	-	-	29,96,263
2016-2017	27,00,000	2,92,576	-	-	29,95,576

- (3) **Recognition or Awards:** NIL
- (4) **Job profile and his suitability:** Mr. D.P.Goyal as the Managing Director of the Company looks after the overall Construction, Technology, Energy, Structural work of the Company. He plays an active role in business strategy and business development of the Company.

Considering his qualification, vast experience of the business in which the Company operates, the remuneration proposed is justified. Considering education and experience of Mr. D.P.Goyal, his appointment on the Board as Managing Director would help the Company for future growth and expansion.

- (5) **Remuneration proposed:** Mentioned in the Resolution.
- (6) **Comparative remuneration profile:** The remuneration being paid to him is most reasonable considering the size of the Company, the type of industry and his position and profile.
- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Besides the remuneration being paid to him as Managing Director, he does not have any other pecuniary relationship with the Company or any other managerial personnel.

III. Other information:

(1) Reasons for loss or inadequate profits:

The Company is engaged in Real Estate business and is witnessing weakness in sales momentum, rising inventory and debt levels for the past few years. The challenge for the Company to maintain pricing has been an serious issue. Due to crisis in the real estate industry, there has been great impact on the earning of the Company and also of the Joint - Ventures of the Company.

(2) Steps taken or proposed to be taken for improvement:

The Company has taken several measures for the improvement of its performance. The Company has already settled its outstanding unsecured loan alongwith interest thereon by entering into a One Time Settlement Agreement with Industrial Investment Trust Limited, Holding Company. Also, The Golden Palm Village and Express Park View-II, Joint Ventures of the Company has made an application to Noida Authorities for partial surrender of project land, due to financial constraints and subdued demand of their project in NCR region.

(3) Expected increase in productivity and profits in measurable terms:

The Company expects that considering the enactment of The Real Estate (Regulation and Development) Act, 2016 (RERA) and various government plans like Housing for all by 2022, Pradhan Mantri Awaz Yojna will definitely increase the demand for housing and consequently, improvement in the sales. Also, with the help of concessions granted by the holding company, the Company expects that it alongwith its joint ventures will turn around in the couple of years and the company's financial position will improve substantially.

Mr. D.P.Goyal is not disqualified from being appointed as a Director. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. D.P.Goyal as Managing Director, therefore, the Board recommends the resolution as set out in the Item no.4 of accompanying notice for the approval of members of the Company as Special Resolution.

Except Mr. D.P.Goyal, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4 of the Notice.

ITEM NO.5

The Board of Directors in their meeting held on November 12, 2016, decided to provide project related technical and other operational Services to Capital Infraprojects Private Limited and IITL-Nimbus the Hyde Park, Joint Ventures of the Company, since the transactions of rendering services is on monthly basis and repetitive in nature the Audit Committee of the Company granted

omnibus approval for the same, subject to the approval of the shareholders of the Company and subject to the condition that the company shall place particulars of all transactions made pursuant to this approval before the Audit Committee every quarter for its review and after the expiry of one year the company shall take fresh approval for the said transactions.

Further, it was informed that rendering of any services to Capital Infraprojects Private Limited and IITL-Nimbus the Hyde Park will fall under term "Related Party Transaction" with reference to the provisions of Section 188 of the Act (hereinafter referred to as Companies Act, 2013) and may fall under purview of Regulation 23 of SEBI (Listing Obligations & Disclosures Requirements), Regulations, 2015 requiring the approval of Shareholders by way of an Ordinary Resolution for material related party transactions

Also, As per SEBI Listing Regulations, 2015 a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction during a financial year, exceed(s)10% ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the Company.

Currently, it cannot be ascertained whether the transactions to be entered in the current financial year 2017-2018 and thereafter would exceed the threshold of 10% of annual consolidated turnover as per the latest audited financial results. 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, during the financial year 2017-2018 and thereafter, is being sought by way of abundant caution and as a proactive measure.

The annual consolidated turnover of the Company as per the last audited financial statements for the year 2015-2016 and 2016-2017 is ₹ 132.94 Crores and ₹ 99.94 Crores respectively.

The other related information as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 is furnished hereunder:-

Maximum value of Contract/ Arrangement/ Transaction	
Name & Nature of Relationship with Related Party	Particulars of the Transaction
Capital Infraprojects Private Limited, a Joint Venture wherein the Company's holding is 50%	Rendering of Technical and other operational services to monitor the overall construction, structural work of the project, guide, control and supervise the activities of the architects, contractors for construction with effect from 15th November, 2016 by way of charging fees of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month for the financial year 2016-2017 and for every financial year thereafter, which may be increased upto a maximum limit of ₹ 4,00,000/- (Rupees Four Lakhs Only) per month



IITL Nimbus the Hyde Park, a Joint Venture, wherein the Company's holding is 50%	Rendering of Technical and other operational services to monitor the overall construction, structural work of the project, guide, control and supervise the activities of the architects, contractors for construction for a period of one year with effect from 15th November, 2016 by way of charging fees of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month for the financial year 2016-2017 and for every financial year thereafter, which may be increased upto a maximum limit of ₹ 4,00,000/- (Rupees Four Lakhs Only) per month
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- a) **Name and Nature of Relationship with Related Party:** As provided in the table above.
- b) **Nature, duration of the contract and particulars of the contract or arrangement:** As provided in the table above.
- c) **Material terms of the contract or arrangement including the value, if any:** As provided in the table above.
- d) **Any advance paid or received for the contract or arrangement, if any:** Nil
- e) **Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:** Depending upon the type of services being provided from time to time.
- f) **Whether all factors relevant to contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:** Yes
- g) **Any other information relevant or important for the Audit Committee to take a decision on the proposed transaction:** Nil

The Board, therefore, recommends the resolution as set out in the Item no. 5 of accompanying notice for the approval of members of the Company as an Ordinary Resolution.

None of Directors, other than those representing the Related Parties, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

ITEM NO.6

IITL-Nimbus The Express Park View (EPV II), a Joint Venture Partnership Firm between the Company, Nimbus Projects Limited and Assotech Limited and is engaged into real estate business and construction of residential complex in the National Capital Region (NCR).

Industrial Investment Trust Limited (IITL), Holding Company has granted an unsecured loan amounting to ₹ 23,19,87,365/- to IITL-NIMBUS THE EXPRESS PARK VIEW (EPV-II) a Joint Venture of the Company alongwith Nimbus Projects Limited, in various tranches between November, 2011 to August, 2015. EPV II was regular in servicing its interest obligation upto September 30, 2015:

However, due to crisis in real estate industry EPV II could not achieve the expected sales volume. This affected the profitability as well as the debt repayment capacity of EPV II.

In view of the aforesaid, EPV II failed to service its interest obligation from October 01, 2015 and expressed its inability to repay the interest and the loan. EPV II requested the Holding Company to restructure the said loan by grant of moratorium on repayment of loan and interest thereon for a period of four years alongwith reduction in rate of interest.

Accordingly, the Shareholders of the Holding Company, through a Postal Ballot concluded on April 21, 2017, had accorded their consent by an Ordinary Resolution to the Board of Directors of IITL for Restructuring of Unsecured Loan of ₹ 23,19,87,365/- granted to IITL-Nimbus The Express Park View (EPV II) and interest outstanding thereon.

However, the process of Restructuring of Loan could not be consummated within a period of 120 days as stipulated by the provisions of Prudential Norms of the Reserve Bank of India pertaining to Restructuring of Loans.

As per the Prudential Norms of RBI applicable to IITL, in all cases of restructuring the promoters of Borrower must bring additional funds which shall be minimum of 20 percent of NBFC's sacrifice of the restructured debt or 2 percent of restructured debt, whichever is higher. Further, Corporate Guarantee is also required to be given to the lender in all cases of restructuring.

IITL Projects Limited and Nimbus Projects Limited being promoters of IITL-NIMBUS THE EXPRESS PARK VIEW (EPV-II) are obliged to grant Corporate Guarantees to the extent of outstanding loan including FITL amounting to ₹ 24,77,51,459/- and accumulated interest thereon to be calculated upto the end of moratorium period or repayment whichever is earlier.

The Board recommends the resolution as set out in the Item No.6 of accompanying notice for the approval of members of the Company as an Ordinary Resolution.

None of Directors, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

**By order of the Board of Directors
For IITL Projects Ltd.**

Shubhangi Lohia
Company Secretary &
Compliance Officer

Mumbai, August 08, 2017

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