

Ref: K/ AGM/NSE&BSE/2021

Date: 11.11.2021

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
Scrip Code: 523610

The Manager  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai- 400 051  
Scrip Code: ITI

Dear Sir/Madam,

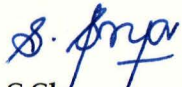
Sub: **Scrutinisers Report with details of remote e-voting & e-voting at the 71<sup>st</sup> Annual General Meeting (AGM) held on 10.11.2021.**

Ref: **Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the above, we enclose herewith the Scrutiniser's Report on voting results of the 71<sup>st</sup> Annual General Meeting (AGM) of the Company held on Wednesday, 10<sup>th</sup> November 2021 on remote e-voting and e-voting during the AGM.

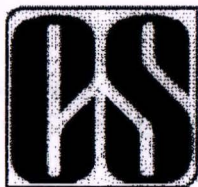
Thanking you

Yours faithfully  
For ITI Limited



S Shanmuga Priya  
Company Secretary

Encl: as above



**D VENKATESWARLU**  
Practicing Company Secretary

Form No: MGT-13

**Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

**The Chairman**  
**ITI LIMITED**  
**CIN: L32202KA1950GOI000640**  
**Registered & Corporate Office:**  
**ITI Bhavan, Dooravaninagar,**  
**Bangalore 560 016**

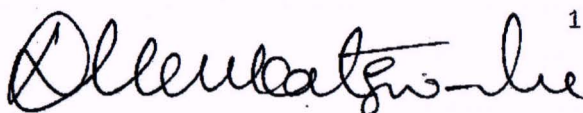
**Sub: 71<sup>st</sup> Annual General Meeting of the Equity Shareholders of ITI LIMITED (CIN: L32202KA1950GOI000640) held on Wednesday, 10<sup>th</sup> November 2021 at 11:40 A.M through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')**

Dear Sir,

I, D Venkateswarlu, Practicing Company Secretary, Bengaluru was appointed as Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing:

- (i) the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) E-Voting process at the AGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Seventy First Annual General Meeting of the Equity Shareholders dated 10<sup>th</sup> November 2021. My responsibility as a Scrutinizer for the E-voting process is restricted to furnishing of Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

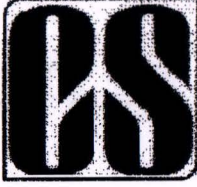




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**D VENKATESWARLU**  
Practicing Company Secretary

**I submit my report as under:**

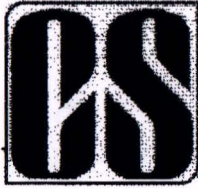
1. The remote E-Voting period remained open from 06<sup>th</sup> November 2021 at 10.00 a.m. to 09<sup>th</sup> November 2021 at 05.00 p.m.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to MCA Circular No.20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 and General Circular No. 02/2021 dated 13<sup>th</sup> January 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.
3. The voting rights were reckoned as on Wednesday, November 3, 2021 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by Central Depository Services (India) Limited (CDSL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
5. After the conclusion of the Annual General Meeting, the votes cast through e-voting (both remote and during AGM) were unblocked on November 10, 2021 at 01.23 P.M. in the presence of two witnesses.

*D Venkateswarlu*



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6. Based on the data provided by Central Depository Services (India) Limited (CDSL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

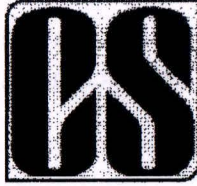
Item No. in Notice of the AGM	Particulars of business	Votes in favour of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
<b>Item No. 1</b> (Ordinary Resolution) To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon and comments of Comptroller and Auditor General of India.	Remote E-voting	72	840950492	99.95	5	86491	0.01
	E-Voting at AGM	17	315162	0.03	0	0	0.00
	<b>Total</b>	<b>89</b>	<b>841265654</b>	<b>99.99</b>	<b>5</b>	<b>86491</b>	<b>0.01</b>
<b>Item No. 2</b> (Ordinary Resolution) To appoint a Director in the place of Shri Duvvuri Venkateswarlu (DIN: 08605954), who retires by rotation and being eligible, offers himself for re-appointment	Remote E-voting	70	840985698	99.95	7	51285	0.01
	E-Voting at AGM	17	315162	0.04	0	0	0.00
	<b>Total</b>	<b>87</b>	<b>841300860</b>	<b>99.99</b>	<b>7</b>	<b>51285</b>	<b>0.01</b>
<b>Item No. 3</b> (Ordinary Resolution) Authorisation to Board to fix remuneration to Statutory and Branch Auditors for the financial year 2021-22	Remote E-voting	75	841034463	99.96	2	2520	0.00
	E-Voting at AGM	17	315162	0.04	0	0	0.00
	<b>Total</b>	<b>92</b>	<b>841349625</b>	<b>100.00</b>	<b>2</b>	<b>2520</b>	<b>0.00</b>
<b>Item No. 4</b> (Ordinary Resolution) Appointment of Shri Rakesh Chandra Tiwari (DIN: 08953397) as Director Marketing of the Company.	Remote E-voting	73	840985817	99.95	4	51166	0.01
	E-Voting at AGM	17	315162	0.04	0	0	0.00
	<b>Total</b>	<b>90</b>	<b>841300979</b>	<b>99.99</b>	<b>4</b>	<b>51166</b>	<b>0.01</b>

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**D VENKATESWARLU**  
Practicing Company Secretary

Item No. in Notice of the AGM	Particulars of business	Votes in favour of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
<b>Item No. 5</b> (Ordinary Resolution) Appointment of Lt Gen Milind N Bhurke, AVSM, VSM, Signal Officer-in-Chief (DIN: 09168118) as Government Director of the Company	Remote E-voting	72	840979641	99.95	5	57342	0.01
	E-Voting at AGM	17	315162	0.04	0	0	0.00
	<b>Total</b>	<b>89</b>	<b>841294803</b>	<b>99.99</b>	<b>5</b>	<b>57342</b>	<b>0.01</b>
<b>Item No. 6</b> Re-appointment of Dr. Rajesh Sharma (DIN: 08200125) as Government Director of the Company	Remote E-voting	70	840979523	99.95	7	57460	0.01
	E-Voting at AGM	17	315162	0.04	0	0	0.00
	<b>Total</b>	<b>87</b>	<b>841294685</b>	<b>99.99</b>	<b>7</b>	<b>57460</b>	<b>0.01</b>
<b>Item No. 7</b> (Ordinary Resolution) Ratification of remuneration payable to the Cost Auditors for the financial year 2021-22.	Remote E-voting	75	841034463	99.96	2	2520	0.00
	E-Voting at AGM	17	315162	0.04	0	0	0.00
	<b>Total</b>	<b>92</b>	<b>841349625</b>	<b>100.00</b>	<b>2</b>	<b>2520</b>	<b>0.00</b>

7. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.

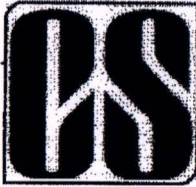
8. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

9. All the resolutions mentioned in the Notice of the AGM as per the voting results as detailed above stands passed under remote e-voting and e-voting at the AGM with the requisite majority.

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Practicing Company Secretary

10. The Company may accordingly declare the result of the voting through remote e-voting and e-voting at the AGM to the respective authorities.

Thanking you

Yours faithfully

**D VENKATESWARLU**  
Company Secretary  
FCS: 8554 CP NO: 7773

**UDIN: F008554C001398998**

**Date: 10<sup>th</sup> November 2021**  
**Place: Bangalore**



**R.M. AGARWAL**  
Chairman & Managing Director  
ITI Limited  
Registered & Corporate Office  
ITI Bhavan, Dooravaninagar  
BENGALURU - 560 016