



# ITI LIMITED

(A Govt of India Undertaking)

CIN: L32202KA1950GOI000640

Registered Office: ITI Bhavan, Doorvani Nagar, Bengaluru – 560 016

Tel No: +91 (080) 2561 4466 Fax No: +91 (080) 2561 7525 Email: cosecy\_crp@itiltcd.co.in Website: www.itiltcd.co.in

## NOTICE

NOTICE is hereby given that the Seventy First (71<sup>st</sup>) Annual General Meeting (AGM) of ITI Limited will be held on Wednesday, 10<sup>th</sup> November 2021 at 11.30 am through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM') to transact the following business. The proceeding of the AGM shall be deemed to be conducted at the Registered Office : ITI Bhavan, Doorvani Nagar, Bengaluru-560016.

### I. ORDINARY BUSINESS:

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

**"RESOLVED THAT** 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, be and are hereby received, considered and adopted."

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

**"RESOLVED THAT** Shri Duvvuri Venkateswarlu (DIN: 08605954), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company."

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

**"RESOLVED THAT** pursuant to Section 142 of the Companies Act, 2013 read with Rules made thereunder, the Board of Directors of ITI Limited be and is hereby authorised to fix the remuneration and other terms and conditions, including reimbursement of travelling allowance and out of pocket expenses of Statutory Auditors of the Company appointed by Comptroller and Auditor General of India and of the Branch Auditors of the Company for the financial year 2021-22".

### II. SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Ministry of Communications order no. E-14-6/2019-PSA dated 02<sup>nd</sup> November 2020, Shri Rakesh Chandra Tiwari (DIN: 08953397), be and is hereby appointed as Director Marketing of the Company from the date of assumption of charge i.e. 07<sup>th</sup> January 2021 till 30<sup>th</sup> November 2023 i.e. the date of his superannuation, or until further orders, whichever is

earlier, liable to retire by rotation and on the terms and conditions as may be stipulated by the Government of India."

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

**"RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Ministry of Communications order no. E-5-1/2016-PSA dated 18<sup>th</sup> January 2021, Lt Gen Milind N Bhurke, AVSM, VSM, Signal Officer-in-Chief (DIN: 09168118), be and is hereby appointed as Government Director of the Company, for a period of three years or till the date of his superannuation or until further orders, whichever is earliest, not liable to retire by rotation, on the terms and conditions as stipulated by the Government of India."

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

**"RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Ministry of Communications letter no. E-5-2/2021-PSA dated 06<sup>th</sup> July 2021, Dr Rajesh Sharma (DIN: 08200125), be and is hereby re-appointed as Government Director of the Company for a period of three years w.e.f. 01<sup>st</sup> August 2021 or till the date of superannuation or till further orders, whichever is earliest, not liable to retire by rotation, on the terms and conditions as stipulated by the Government of India."

7. 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 Section 148 of the Companies Act, 2013 and the rules made there under the remuneration of Rs. 3.16 lakhs (inclusive of applicable taxes) and out of pocket expenses and conveyance expenses at actuals fixed for the Cost Auditors appointed to conduct the audit of cost records of all Units of the Company for the year 2021-22 be and is hereby ratified".

Registered & Corporate Office  
ITI Bhavan, Doorvaninagar

Place : Bengaluru  
Date : 07.10.2021

By Order of the Board  
For ITI Limited

**S. SHANMUGA PRIYA**  
COMPANY SECRETARY

## NOTES:

1. In view of the massive outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated January 13, 2021 read with General Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 and SEBI vide its Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (hereinafter collectively referred to as "the Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Circulars, the AGM of the Company is being held through VC/OAVM.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 which set out the details relating to Special Business at the AGM is annexed hereto and forms part of the notice as **Annexure A**.
3. Pursuant to provisions of the Regulation 36 (3) of Listing Regulations, 2015 and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, the brief resume/profile of the Director eligible for appointment/re-appointment vide Item No. 2, 4, 5 & 6 is appended to this Notice as **Annexure B**.
4. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the venue are not annexed to this Notice.
5. In case of joint holders, the member whose name appears as the first holder in the order of names as per Register of Members of the Company will be entitled to vote at the meeting.
6. Pursuant to Section 139 read with Section 142 of the Act, the Auditors of the Company are appointed by the Comptroller and Auditor General of India. However, the remuneration of auditors shall be fixed by the Company at the Annual General Meeting. Members may authorise the Board to determine and fix suitable remuneration payable to Auditors for the year 2021-22 after taking into consideration change(s), if any, in scope of assignments due to statutory requirements/ volume of work/ inflation index, etc.
7. Shri D Venkateswarlu, (CP No. 7773), Practicing Company Secretary, Bengaluru has been appointed as the Scrutinizer to scrutinise the voting during the AGM and remote e-voting in fair and transparent manner.
8. Corporate Members / FIs / Financial Institutions intending to appoint Authorised Representatives as per Section 113 of the Companies Act, 2013, to attend the AGM through VC/OAVM are requested to send to the Company, a certified copy of the Board Resolution/such other documents authorizing their representative(s) to attend and vote on their behalf at the meeting, together with their specimen signatures by e-mail to [dvenkatacs@gmail.com](mailto:dvenkatacs@gmail.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 4<sup>th</sup> November 2021 to Wednesday, 10<sup>th</sup> November 2021 (both days inclusive) for the purpose of the Annual General Meeting (AGM).
11. In line with the MCA Circular, the Notice of the AGM alongwith the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 71<sup>st</sup> AGM along with full version of Annual Report 2020-21 has been uploaded on the website of the Company at [www.itild.in](http://www.itild.in) under 'Investor Information' section and can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
12. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by the Members of the Company. Members holding shares in electronic form are therefore, requested to submit their PAN, Bank account details and email ids to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form shall submit their PAN details, Bank Account Details and email id to the RTA/Company.
14. Members are requested to advise the Registrar and Share Transfer Agents, M/s. Integrated Registry Management Services Private Ltd., 30, Ramana Residency, 04<sup>th</sup> Cross, Sampige Road, Malleswaram, Bengaluru – 560003, Tel No. 080-23460815-818, email id : [irg@integratedindia.in](mailto:irg@integratedindia.in) and their respective Depository Participants immediately of any change/updation in their address, e-mail ids, bank account details, nomination, etc.
15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
16. In terms of the provisions of Listing Regulations, w.e.f. 1<sup>st</sup> April 2019, all transfer of shares shall be in dematerialized form. The Members holding shares in physical form are requested to contact the Registrar and Share Transfer Agents, M/s. Integrated Registry Management

Services Private Ltd at [irg@integratedindia.in](mailto:irg@integratedindia.in) for assistance in this regard.

17. As per Section 108 of the Companies Act, 2013 read with relevant rules made there under, Regulation 44 of Listing Regulations, MCA Circular and SEBI Circular, the Company is pleased to provide its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice through remote e-voting and e-voting during AGM and for attending the meeting through VC/OAVM. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) in this regard. The instructions for remote e-voting, e-voting during AGM and for attending the meeting through VC/OAVM are appended to this Notice as **Annexure C**.
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before and within 15 minutes of the scheduled time of the commencement of the Meeting by following the instructions mentioned in the **Annexure C**. The Members will be able to view the proceedings by login into the CDSL e-Voting website at [www.evotingindia.com](http://www.evotingindia.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 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 serve basis.

19. All documents referred to in the notice & statutory registers maintained under Section 170 and 189 of the Companies Act, 2013 will be available for electronic inspection during the AGM. Members seeking to inspect such documents can send an e-mail to [cossecy\\_crp@itilttd.co.in](mailto:cossecy_crp@itilttd.co.in).
20. Members requiring information on the Accounts are requested to write to the Company at least fifteen days before the date of the Meeting so that the required information could be kept ready.
21. Members may visit the website of the Company for more information on the Company.

Registered & Corporate Office  
ITI Bhavan, Doorvaninagar

By Order of the Board  
For ITI Limited

Place : Bengaluru  
Date : 07.10.2021

**S. SHANMUGA PRIYA**  
COMPANY SECRETARY

## Annexure A

# Explanatory Statement as required under Section 102 of the Companies Act, 2013

### Item No. 4 to 6:

In terms of the Articles of Association of the Company, the President of India is vested with the power to appoint the Directors of the Company from time to time and also shall determine the terms of office of such Directors. Accordingly, the following appointments on the Board of your Company were effected during the year as per the directives of the President of India:

#### Shri Rakesh Chandra Tiwari

Shri Rakesh Chandra Tiwari (DIN: 08953397), was inducted into the Board as an Additional Director (Director Marketing) in pursuance of Ministry of Communications order no. E-14-6/2019-PSA dated 02<sup>nd</sup> November 2020 from the date of assumption of charge i.e. 07<sup>th</sup> January 2021 till 30<sup>th</sup> November 2023 i.e. the date of his superannuation, or until further orders, whichever is earlier. In terms of Section 161 of the Companies Act, 2013, Shri Rakesh Chandra Tiwari holds office upto the date of ensuing Annual General Meeting (AGM).

#### Lt Gen Milind N Bhurke, AVSM, VSM, Signal Officer-in-Chief, Ministry of Defence

The Ministry of Communications vide order No. E-5-1/2016-PSA dated 18<sup>th</sup> January 2021 has appointed Lt Gen Milind N Bhurke, AVSM, VSM, Signal Officer-in Chief, Ministry of Defence (DIN: 09168118) as Government

Director with effect from the date of order for a period of three years or till the date of his superannuation or until further orders whichever is earliest. However, appointment of Lt Gen Milind N Bhurke, AVSM, VSM, Signal Officer-in Chief has taken effect from 07<sup>th</sup> May 2021 i.e. the date of obtaining Director Identification Number.

#### Dr Rajesh Sharma, DDG-SU

Dr Rajesh Sharma, DDG-SU was inducted into the Board as Government Director w.e.f. 13<sup>th</sup> August 2018 for a period of three years or till the date of superannuation or until further orders whichever is earliest. The Ministry of Communications vide letter no. E-5-2/2021-PSA dated 06<sup>th</sup> July 2021 has re-appointed Dr Rajesh Sharma, DDG- SU (DIN: 08200125) as Government Director with effect from 01<sup>st</sup> August 2021 for a period of three years or till the date of his superannuation or until further orders whichever is earliest.

The Nomination and Remuneration Committee at its meeting held on 10<sup>th</sup> August, 2021 have recommended to the Members' for appointment of Shri Rakesh Chandra Tiwari, Lt Gen Milind N Bhurke and re-appointment of Dr Rajesh Sharma as Directors of the Company.

In terms of Section 152 of the Companies Act, 2013, every Director shall be appointed by the Company in general meeting. Accordingly, necessary resolutions have been placed before the Annual General Meeting for Members' approval.



Shri Rakesh Chandra Tiwari, Lt Gen Milind N Bhurke and Dr Rajesh Sharma are deemed to be interested in the proposed resolution to the extent of their appointment as Directors.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, in the resolution set out at item no. 4 to 6 of the notice.

Shri Rakesh Chandra Tiwari, Lt Gen Milind N Bhurke and Dr Rajesh Sharma do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Your directors recommend the ordinary resolutions for appointment of Shri Rakesh Chandra Tiwari, Lt Gen Milind N Bhurke and re-appointment of Dr. Rajesh Sharma as Directors of the Company as proposed in the notice for approval.

A brief profile of Shri Rakesh Chandra Tiwari, Lt Gen Milind N Bhurke and Dr Rajesh Sharma are provided in **Annexure B** of this Notice.

#### Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors to conduct the audit of the cost records of the various units of the Company for the financial year ending March 31, 2022:

Sl. No.	Name of the Cost Auditor	Audit Fees including GST (in Rs)
1.	GNV & Associates, Bangalore	2,36,000
2.	Aman Malviya & Associates, Lucknow	80,000
	Total	3,16,000

Rule 14 of the Companies (Audit and Auditors) Rules, 2014 requires ratification by the members for the remuneration fixed for the Cost Auditor of the Company appointed under Section 148(3) of the Companies Act, 2013.

Accordingly, necessary resolution seeking ratification for fixation of remuneration of Rs 3.16 lakhs (inclusive applicable taxes) and out of pocket expenses and conveyance expenses at actuals for the Cost Auditor appointed for the year 2021-22 is placed before the Member for their approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested in the resolution.

Your directors recommend the ordinary resolution as proposed in the notice for Members' approval.

Registered & Corporate Office  
ITI Bhavan, Doorvaninagar

By Order of the Board  
For ITI Limited

Place : Bengaluru  
Date : 07.10.2021

**S. SHANMUGA PRIYA**  
COMPANY SECRETARY

## Annexure B

### Brief resume of Directors proposed for appointment /re-appointment

#### Item No. 2

##### Shri Duvvuri Venkateswarlu, Director - Production:

Shri Duvvuri Venkateswarlu has taken over charge of Director - Production of ITI Limited on 07<sup>th</sup> November 2019. He has joined the Company in 1985 as Assistant Executive Engineer and thereafter held various positions. He has rich experience of more than 3 decades in handling production of entire range of telecom equipment covering Switching, Transmission, Access products & Defence products. During his tenure in the company, he has spearheaded Production Unit of Bangalore plant for 5 years and thereafter he was promoted as General Manager and Unit Head of Palakkad plant.

Shri Venkateswarlu has been Instrumental in successfully upgrading the facilities like PCB Plant, SMT, Machine Shop, Injection Molding, 3D Printing areas under revival plan that helped ITI to bag orders from prestigious organizations like Defence, EESL, BHEL, BEL, ISRO, C-DAC etc.

He is B.Tech (Chemical) and M.Tech (Petroleum Refinery) from Andhra University.

- Number of Board Meetings attended during 2020-21 : 8
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2021 : Nil
- Membership / Chairmanship in the Committees of other Companies as on 31<sup>st</sup> March 2021 : Nil
- Number of shares held in the Company as on date : Nil
- Disclosure of inter-se relationships between Directors & Key Managerial Personnel : Nil

#### Item No. 4

##### Shri Rakesh Chandra Tiwari, Director Marketing:

Shri Rakesh Chandra Tiwari (DIN: 08953397), has been appointed as Director (Marketing), ITI Limited w.e.f. 7<sup>th</sup> January 2021. An Indian Telecommunication Service officer of 1985 batch, Shri Tiwari possesses more than 3 decades of rich and diversified experience in Telecom

management, Switch installation, quality assurance, network planning & operations, project implementation, enterprise business development, marketing of fixed line services etc.

Before joining ITI Limited, Shri Tiwari has been working as Principal General Manager at BSNL Corporate Office, New Delhi. He was looking after Enterprise Business portfolio at BSNL. He has been instrumental in handling prestigious projects like Network for Spectrum (NFS) and BharatNet at BSNL. He had arranged many seminars and skill development courses at Ahmedabad & Jalgaon. He has also been awarded as Sanchar Sarthi for his exceptional services at DoT/BSNL.

He is a graduate from REC Kurukshetra in Electronics & Communications Engineering and PGDM from MDI Gurugram consisting of National Management Programme (NMP). Later he had completed PGP-PMP from IIM Ahmedabad specializing in Public Sector Management. He also holds MBA in HR from Manipal Sikkim University.

- Number of Board Meetings attended during 2020-21 : 2
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2021 : Nil
- Membership / Chairmanship in the Committees of other Companies as on 31<sup>st</sup> March 2021 : Nil
- Number of shares held in the Company as on date : Nil
- Disclosure of inter-se relationships between Directors & Key Managerial Personnel : Nil

#### Item No. 5

##### Lt General Milind N Bhurke, AVSM, VSM, Government Director :

Lt Gen Milind N Bhurke (DIN: 09168118) an alumni of National Defence Academy, the General Officer was commissioned on 12<sup>th</sup> June 1982 in 24 Infantry Division Signal Regiment, a new raising

He has excelled in all important army courses. He topped the Degree Engineering course, winning all 3 trophies on offer and completed M Tech in Computer Science from IIT Kharagpur with distinction. He has been awarded instructor gradings both in Junior Command & Senior Command Courses held at Army War College. He has done all prestigious courses like Defence Services Staff Course, Higher Air Command & National Defence Course.

On the professional front, the General Officer has tenanted important Staff and Technical appointments such as Grade I Staff officer of a Strike Corps, Colonel Q (Works) of a Pivot Corps, Deputy Military Secretary in Military Secretariat Branch and Deputy Director General (Information Communication Technology) in Deputy Chief of Army Staff (Information System & Training) Secretariat. He was also Grade — 2 Staff Officer in WARDEC and had the unique opportunity of working closely with Dr APJ Abdul Kalam, then Chairman DRDO. He commanded an Infantry Division Signal Regiment during Operation PARAKRAM and was Chief Signal Officer of a Strike Corps, Chief Signal Officer of a Command and Additional Director General Tactical Communication at Director General Signals. During his distinguished 38 yrs of service he has been awarded Ati Vishisht Seva Medal, Vishisht Seva Medal, Chief of Army Staff Commendation Card and Army Commander Commendation Card.

The General Officer was Commandant, Military College of Telecommunication Engineering, Mhow from 01<sup>st</sup> August 2018 to December 2020 before assuming the appointment of Signal Officer-in-Chief wef 01<sup>st</sup> January 2021. He has been elected as the 64<sup>th</sup> Colonel Commandant of Corps of Signals wef 01<sup>st</sup> August 2018.

- Number of Board Meetings attended during 2020-21 : Not Applicable
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2021 : Nil
- Membership / Chairmanship in the Committees of other Companies as on 31<sup>st</sup> March 2021 : Nil
- Number of shares held in the Company as on date : Nil
- Disclosure of inter-se relationships between Directors & Key Managerial Personnel : Nil

#### Item No. 6

##### Dr Rajesh Sharma, DDG-SU, Government Director

Dr Rajesh Sharma belongs to the Indian Telecom Service (ITS) of 1988 batch at Department of Telecommunications (DoT), Ministry of Communication, Government of India, and is recently working as Deputy Director General (Service Unit), DoT, Ministry of Communications, Government of India. Dr Sharma has an experience of more than 30 years in telecom technologies in operation, planning and roll-out of wireless, wire-line and broadband technologies in DoT and Bharat Sanchar Nigam Limited.

Dr Sharma earlier worked on deputation at the National e-Governance Division (NeGD), under the Ministry of Electronics & Information Technology (MeITY), Government of India as Director (Capacity Building), where he was responsible for capacity building for e-Government projects and imparting training at various levels in central line ministries and state governments.

A Fellow of the Indian Institute of Management Indore in Information Systems area (equivalent to PhD), Dr Sharma also holds Post Graduate Diploma in Management (PGDM) from MDI Gurgaon and the B.E. (Electronics) degree from University of Indore.

Dr Sharma has published several widely cited research papers, case studies and book reviews in internationally reputed journals. His areas of interest include public sector governance, telecom technologies, e-Governance, technology acceptance, interoperability, green IT, recommender systems, knowledge management, sustainability and business process reengineering.

- Number of Board Meetings attended during 2020-21 : 9
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2021 : Tata Communication Limited
- Membership / Chairmanship in the Committees of other Companies as on 31<sup>st</sup> March 2021 : Member of Audit Committee and CSR Committee in Tata Communication Limited.
- Number of shares held in the Company as on date : Nil
- Disclosure of inter-se relationships between Directors & Key Managerial Personnel : Nil

Registered & Corporate Office  
ITI Bhavan, Doorvaninagar

By Order of the Board  
For ITI Limited

Place : Bengaluru  
Date : 07.10.2021

**S. SHANMUGA PRIYA**  
COMPANY SECRETARY

### The Instructions for Shareholders for Remote e-voting are as under:

1. The voting period begins on 6<sup>th</sup> November 2021 at 10.00 a.m. and ends on 9<sup>th</sup> November 2021 at 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 4<sup>th</sup> November 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted through remote e-voting would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

4. 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.
5. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

#### I. Individual Shareholders holding securities in Demat mode with CDSL:

- a. 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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- b. 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 e-voting 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.

- c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

#### II. Individual Shareholders holding securities in demat mode with NSDL

- a. 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.
- b. 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 "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- c. 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 hold 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.



### III. Individual Shareholders (holding securities in demat mode) login through their Depository Participants

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 above mentioned website.

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

#### (i) 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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542-43.

#### (ii) 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](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

### IV. 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 of CDSL at [www.evotingindia.com](http://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](http://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.

- 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 ITI 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.
- Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- 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 **RTA / Company email id**.

2. **For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **RTA/ Company email id.**

### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AREAS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first serve basis
3. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. 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 [cosecy\\_crp@itiltid.co.in](mailto:cosecy_crp@itiltid.co.in)
7. 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 [cosecy\\_crp@itiltid.co.in](mailto:cosecy_crp@itiltid.co.in). These queries will be replied to by the Company suitably through email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM AREAS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

### 5. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 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 and to the Company at the email address viz [cosecy\\_crp@itiltid.co.in](mailto:cosecy_crp@itiltid.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
6. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
  7. All grievances connected with the facility for voting by electronic means or Members who need technical assistance before or during the AGM can contact to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlat Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

### Other Instructions :

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.itiltid.in](http://www.itiltid.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.