



# 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@itilttd.co.in Website: www.itilttd.in

## NOTICE

**NOTICE** is hereby given that the Seventy Third (73<sup>rd</sup>) Annual General Meeting (AGM) of ITI Limited will be held on Thursday, 28<sup>th</sup> September 2023 at 11.30 am through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following business.

### 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 31<sup>st</sup> March 2023 together with the reports of the Board of Directors and Auditors thereon and comments of the 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 Rakesh Chandra Tiwari (DIN: 08953397), 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 2023-24".

### II. SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as **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-14-3/2022-PSA dated 20<sup>th</sup> February 2023, Shri Rajesh Rai (DIN: 10052045), be and is hereby appointed as Chairman and Managing Director of the Company for a period of five years with effect from the date of assumption of charge of the post i.e. 21<sup>st</sup> February 2023, or till the date of his superannuation, or until further orders, whichever is the earliest, not liable to retire by rotation and on the terms and conditions as stipulated by the Government of India."

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as **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, Smt S Jeyanthi (DIN: 10059174) be and is hereby appointed as Director HR (Addl Charge) and Director Production vide following Government Orders :

- i. Government Order no. E-14-4/2021-PSA dated 28<sup>th</sup> February 2023 for entrustment of additional charge of Director HR for a period of one year with effect from the date of assumption of charge of the post i.e. 28<sup>th</sup> February 2023 or till regularly selected candidate joins the post or until further orders, whichever is earliest;
- ii. Government Order no. E-14-3/2021-PSA dated 19<sup>th</sup> May 2023 for appointment as Director Production of the Company with effect from the date of assumption of charge of the post i.e. 19<sup>th</sup> May 2023 till 30<sup>th</sup> June 2026 i.e. the date of her superannuation or until further orders, whichever is earlier."

**"RESOLVED FURTHER THAT** the period of office of Smt S Jeyanthi will be liable to retire by rotation and the terms and conditions of appointment shall be 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 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 2023-24 be and is hereby ratified".

Registered & Corporate Office  
ITI Bhavan, Doorvaninagar

Place : Bengaluru  
Date : 11.08.2023

By Order of the Board  
for **ITI LIMITED**

**SHALINI GHATAK**  
COMPANY SECRETARY

## NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 5<sup>th</sup> May 2022, 28<sup>th</sup> December 2022 and SEBI Circular dated 12<sup>th</sup> May 2020, 13<sup>th</sup> May 2022 and 5<sup>th</sup> January 2023 (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 73<sup>rd</sup> AGM of the Company is being held on Thursday, 28<sup>th</sup> September 2023 at 11.30 am through VC/OAVM. Hence, Members can attend and participate in AGM through VC/OAVM or view the live webcast through National Securities Depository Limited's (NSDL) e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The deemed venue for the AGM shall be the Registered Office : ITI Bhavan, Doorvani Nagar, Bengaluru - 560 016.
2. Since this AGM is being held 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.
  3. 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.
  4. In line with the circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members requiring hard copy of Annual Report can submit their request by sending email to [cosecy\\_crp@itilttd.co.in](mailto:cosecy_crp@itilttd.co.in).
  5. The Notice convening the 73<sup>rd</sup> AGM along with full version of Annual Report 2022-23 has been uploaded on the website of the Company at [www.itilttd.in](http://www.itilttd.in) under 'Investors' 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 NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  6. 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 [dvenkatas@gmail.com](mailto:dvenkatas@gmail.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  7. 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**.
  8. Pursuant to provisions of the Regulation 36 (3) of Listing Regulations 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 and 5 is appended to this Notice as **Annexure B**.
  9. 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 AGM. Members may authorise the Board to determine and fix suitable remuneration payable to Auditors for the year 2023-24 after taking into consideration change(s), if any, in scope of assignments due to statutory requirements / volume of work / inflation index, etc.
  10. 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.
  11. 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. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. 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**.
  12. The Members can join the AGM through VC/OAVM mode 30 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 NDSL e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.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 served basis.
  13. 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 [cosecy\\_crp@itilttd.co.in](mailto:cosecy_crp@itilttd.co.in)
  14. 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.
  15. 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.
  16. The Register of Members of the Company will remain closed from Friday, 22<sup>nd</sup> September 2023 to Thursday, 28<sup>th</sup> September 2023 (both days inclusive) for the purpose of the AGM.
  17. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31<sup>st</sup> March 2023 which was further extended till 30<sup>th</sup> September 2023 vide its circular dated 3<sup>rd</sup> November 2022, 15<sup>th</sup> December 2021 and 16<sup>th</sup> March 2023. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form to furnishing their PAN, KYC and nomination details etc. Members are requested to submit their PAN, KYC and nomination details to the Company's RTA. Members holding shares in electronic form are requested to submit PAN, KYC and nomination details to their respective Depository Participant(s). The forms for updating the same are available at [https://www.itilttd.in/common\\_and\\_simplified\\_norms](https://www.itilttd.in/common_and_simplified_norms).
- In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date as mentioned above, RTA is obligated to freeze such folios. The securities in the frozen



folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents.

If the securities continue to remain frozen as on 31<sup>st</sup> December 2025, the RTA/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1998, and/ or the Prevention of Money Laundering Act, 2002.

18. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.
19. 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. If a Member desires to optout or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at [https://www.itilttd.in/common\\_and\\_simplified\\_norms](https://www.itilttd.in/common_and_simplified_norms). Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
20. Members may please note that SEBI vide its Circular dated 25<sup>th</sup> January 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate;

Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, members are required to submit duly filled up Form ISR-4 which is available on the website of the Company at [https://www.itilttd.in/common\\_and\\_simplified\\_norms](https://www.itilttd.in/common_and_simplified_norms) along with documents and details specified therein, while submitting request for the above mentioned Investor Services.

21. Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, Power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at [irg@integratedindia.in](mailto:irg@integratedindia.in) in case the shares are held in physical form, quoting their folio number
22. 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.
23. The recorded transcript of the AGM, shall be maintained by the Company and also be made available on the website of the Company at [https://www.itilttd.in/annual\\_general\\_meeting](https://www.itilttd.in/annual_general_meeting) in the Investor Section, at the earliest soon after the conclusion of the Meeting.
24. Members may visit the website of the Company for more information on the Company.

Registered & Corporate Office  
ITI Bhavan, Doorvaninagar

Place : Bengaluru  
Date : 11.08.2023

By Order of the Board  
For ITI LIMITED

**SHALINI GHATAK**  
COMPANY SECRETARY

## Annexure A

### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4 & 5 :

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 Rajesh Rai, Chairman and Managing Director (DIN: 10052045)**

The Ministry of Communications vide order dated 20<sup>th</sup> February 2023, appointed Shri Rajesh Rai to the post of Chairman and Managing Director of ITI Limited for a period of five years with effect from the date of assumption of charge of the post, or till the date of his superannuation or until further orders, whichever is earliest. Shri Rajesh Rai assumed the charge of Chairman and Managing Director w.e.f. 21<sup>st</sup> February 2023. In terms of Section 161 of the Companies Act, 2013, Shri Rajesh Rai holds office upto the date of ensuing AGM.

The terms and conditions of appointment of Shri Rajesh Rai to the post of Chairman and Managing Director will be governed as per Department of Public Enterprise Guidelines.

#### **Smt S Jeyanthi, Director Production & Director HR (Addl. Charge) (DIN: 100591740)**

In terms of the Ministry of Communications order no. E-14-4/2021-PSA dated 28<sup>th</sup> February 2023, Smt S Jeyanthi was entrusted with the additional

charge of the post of Director HR for a period of one year with effect from the date of assumption of charge i.e. 28<sup>th</sup> February 2023 or till the regularly selected candidate joins the post or until further orders, whichever is the earliest.

The Ministry of Communications vide order dated 19<sup>th</sup> May 2023, appointed Smt S Jeyanthi to the post of Director Production of ITI Limited with effect from the date of assumption of the charge of the post i.e. 19<sup>th</sup> May 2023 (f/n) till 30<sup>th</sup> June 2026 i.e. the date of her superannuation. In terms of Section 161 of the Companies Act, 2013, Smt S Jeyanthi holds office upto the date of ensuing AGM.

The terms and conditions of appointment of Smt S Jeyanthi to the post of Director Production will be governed as per Department of Public Enterprise Guidelines.

Shri Rajesh Rai and Smt S Jeyanthi are qualified to be appointed as directors in terms of Section 164 of the Companies Act, 2013 and has given their consent to act as director of the Company. The Company has received Notice under section 160 of the Companies Act, 2013 from the Members, signifying their intention to appoint Shri Rajesh Rai and Smt S Jeyanthi as Directors of the Company.

The Nomination and Remuneration Committee in its meeting held on 08<sup>th</sup> August, 2023 have recommended to the Members' for appointment of Shri Rajesh Rai and Smt S Jeyanthi 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 Rajesh Rai and Smt S Jeyanthi are deemed to be interested in the proposed resolution to the extent of their appointment as Director of the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is interested, financially or otherwise, in the resolution set out at item no. 4 and 5.

Shri Rajesh Rai do not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Smt S Jeyanthi hold 50 equity shares of the Company.

Your directors recommend the ordinary resolutions for appointment of Shri Rajesh Rai as Chairman and Managing Director and Smt S Jeyanthi as Director Productions and Director HR (Addl. Charge) of the Company, as proposed in the notice for approval.

A brief profile of Shri Rajesh Rai and Smt S Jeyanthi are provided in **Annexure B** of this Notice.

#### Item No. 6

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 31<sup>st</sup> March 2024:

| 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                           |
|         | <b>Total</b>                       | <b>3,16,000</b>                  |

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 2023-24 is placed before the Member for their approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested, financially or otherwise, in the resolution set out at item no. 6.

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

## Annexure B

### BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS

#### Item No. 2

##### Reappointment of Shri Rakesh Chandra Tiwari, Director - Marketing

**Shri Rakesh Chandra Tiwari** was 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 handing 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.

Pursuant to the provisions of Listing Regulations the other details of Shri Rakesh Chandra Tiwari are as follows :

- Number of Board Meetings attended during Financial Year (FY) 2022-23 : **8**
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2023: **Nil**
- Membership/Chairmanship in the Committees in Listed Companies as on 31<sup>st</sup> March 2023 : **Member of Audit Committee and Stakeholders Relationship Committee in ITI Limited**
- Details of resignation from Directorships of other Listed Companies during the past 3 years : **Nil**
- Number of shares held in the Company as on date (including shares held as a beneficial owner) : **Nil**
- Disclosure of inter-se relationships between directors & key managerial personnel : **Nil**

#### Item No. 4

##### Appointment of Shri Rajesh Rai, Chairman and Managing Director

**Shri Rajesh Rai** having more than 30 years of rich experience in Telecommunication industry has assumed charge as Chairman and Managing Director of ITI Limited (ITI) on 21<sup>st</sup> February 2023.

Prior to assuming charge as CMD in ITI, Shri Rajesh Rai served as General Manager (Admin) of Mahanagar Telephone Nigam Limited (MTNL), Mumbai.



Shri Rajesh Rai also held prestigious post of Chief Technology Officer of Mahanagar Telephone Mauritius Limited (MTML) in Mauritius for 12 years, where he was responsible for CDMA, GSM, 3G & 4G Network and customer acquisition.

He holds a Bachelors degree of Engineering in Electronics from Madan Mohan Malviya Engineering College, Gorakpur, M.Tech (Computer Science) from Jawaharlal Nehru University and MBA from FMS, Delhi University.

Pursuant to the provisions of Listing Regulations the details of Shri Rajesh Rai are as follows :

- Number of Board Meetings attended during FY 2022-23 : **No Board Meeting held after appointment of Shri Rajesh Rai as CMD in FY 2023**
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2023: **Nil**
- Membership/Chairmanship in the Committees in Listed Companies as on 31<sup>st</sup> March 2023 : **Nil**
- Details of resignation from Directorships of other Listed Companies during the past 3 years : **Nil**
- Number of shares held in the Company as on date (including shares held as a beneficial owner) : **Nil**
- Disclosure of inter-se relationships between directors & key managerial personnel : **Nil**

#### Item No. 5

#### Appointment of Smt S Jeyanthi as Director Production

**Smt S Jeyanthi** has joined the Board as Director HR (Addl. Charge) on 28<sup>th</sup> February 2023 and later taken over charge of Director Production on 19<sup>th</sup> May 2023.

Smt S Jeyanthi joined ITI Bangalore Plant as Assistant Executive Engineer in 1989 and thereafter held various positions in Production area. Smt S Jeyanthi has rich experience of more than 3 decades of handling Production of Telecom and allied products. Smt S Jeyanthi was promoted as General Manager-Production of Palakkad Unit during 2021.

Smt S Jeyanthi has successfully upgraded Production facilities of Bangalore Plant and executed prestigious orders for Defence and ISRO.

Smt S Jeyanthi is a B.E in Electronics and Communication Engineering Graduate from Mepco Schlenk Engineering College, Sivakasi, Tamilnadu.

Pursuant to the provisions of Listing Regulations the other details of Smt S Jeyanthi are as follows :

- Number of Board Meetings attended during FY 2022-23 : **No Board Meeting held after appointment of Smt S Jeyanthi as Director in FY 2023**
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2023: **Nil**
- Membership/Chairmanship in the Committees in Listed Companies as on 31<sup>st</sup> March 2023 : **Nil**
- Details of resignation from Directorships of other Listed Companies during the past 3 years : **Nil**
- Number of shares held in the Company as on date (including shares held as a beneficial owner) : **50 equity shares**
- Disclosure of inter-se relationships between directors & key managerial personnel : **Nil**

## Annexure C

### INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND ATTENDING THE AGM THROUGH VC/OAVM

#### INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

1. The voting period begins on Monday, 25<sup>th</sup> September 2023 at 09.00 a.m. and ends on Wednesday, 27<sup>th</sup> September 2023 at 05.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
2. Members 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 09<sup>th</sup> December 2020 read with SEBI Circular dated 13<sup>th</sup> May 2022 and 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 Members, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional members / retail members 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 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

**A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE.**

Login method for Individual Members holding securities in demat mode is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Members holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 i.e. NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> </div> <div style="display: flex; justify-content: center; align-items: center;"> </div>   |
| Individual Members holding securities in demat mode with CDSL | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> <p>Individual Members (holding securities in demat mode) can 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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> |



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

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Members holding securities in demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022 - 2499 7000                      |
| Individual Members holding securities in demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**B) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR MEMBERS OTHER THAN INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE AND MEMBERS HOLDING SECURITIES IN PHYSICAL MODE.**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for Members other than Individual Members are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Member whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dvenkatas@gmail.com](mailto:dvenkatas@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Shri Falguni Chakraborty, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide 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 [cosecy\\_crp@itilttd.co.in](mailto:cosecy_crp@itilttd.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [cosecy\\_crp@itilttd.co.in](mailto:cosecy_crp@itilttd.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS 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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID / folio number, PAN and mobile number at [cosecy\\_crp@itilttd.co.in](mailto:cosecy_crp@itilttd.co.in).
6. Those Members 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.
7. The Members 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@itilttd.co.in](mailto:cosecy_crp@itilttd.co.in). These queries will be replied to by the Company suitably through email.

#### OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting during AGM 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.itilttd.in](http://www.itilttd.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.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.