

Ref: K/953/AGM/NSE&BSE/2023  
Date: 29.09.2023

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

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

Dear Sir/Madam,

Sub: Scrutinizer's Report with details of remote e-voting & e-voting at the 73<sup>rd</sup> Annual General Meeting (AGM) held on 28.09.2023.

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

With reference to the above, we enclose herewith the Scrutinizers Report on voting results of the 73<sup>rd</sup> Annual General Meeting (AGM) of the Company held on Thursday, 28 September 2023 on remote e-voting and e-voting during the AGM.

Thanking you

Yours faithfully  
For ITI Limited

Shalini Ghatak  
Company Secretary

Encl: as above



**D VENKATESWARLU**  
Practicing Company Secretary

**Form No: MGT-13**

**Report of Scrutinizer**

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

**The Chairman and Managing Director**

**ITI LIMITED**

**CIN: L32202KA1950GOI000640**

**Registered & Corporate Office:**

**ITI Bhavan, Dooravaninagar,  
Bangalore 560 016**

**Sub: 73<sup>rd</sup> Annual General Meeting of the Equity Shareholders of ITI LIMITED (CIN: L32202KA1950GOI000640) held on Thursday, 28<sup>th</sup> September 2023 at 11:30 A.M. through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM')**

Dear Sir,

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

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

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Seventy Third Annual General Meeting of the Equity Shareholders dated 28<sup>th</sup> September 2023. Our responsibility as a Scrutinizer for the E-voting process is restricted to furnishing of Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL) the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.





**I submit my report as under:**

1. The remote E-Voting period remained open from 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.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to Ministry Corporate Affairs (MCA) Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 15<sup>th</sup> June 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020, 23<sup>rd</sup> June 2021, 08<sup>th</sup> December 2021 05<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022 respectively and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021, SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated 13<sup>th</sup> May 2022 and SEBI/HO/CFD/PoD-2/P/CIR / 2023/4 dated 05<sup>th</sup> January 2023.
3. The voting rights were reckoned as on Thursday, 21<sup>st</sup> September 2023, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by National Securities Depository Limited (NSDL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
5. After the conclusion of the Annual General Meeting, the votes cast through e-voting (both remote and during AGM) were unblocked on 28<sup>th</sup> September 2023 at 12.35 P.M. in the presence of two witnesses.
6. Based on the data provided by National Securities Depository Limited (NSDL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:





Item No. in Notice of the AGM	Particulars of business	Votes in favour of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
<b>Item No. 1</b> <b>Ordinary Business:</b> (Ordinary Resolution) To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March 2023 together with the reports of the Board of Directors and Auditors thereon and comments of Comptroller and Auditor General of India.	Remote E-voting	176	867636927	99.94	25	526876	0.06
	E-Voting at AGM	8	865	0.00	1	1	0.00
	<b>Total</b>	<b>184</b>	<b>867637792</b>	<b>99.94</b>	<b>26</b>	<b>526877</b>	<b>0.06</b>
<b>Item No. 2</b> <b>Ordinary Business:</b> (Ordinary Resolution) To appoint a Director in the place of Shri Rakesh Chandra Tiwari (DIN: 08953397), who retires by rotation and being eligible, offers himself for re-appointment.	Remote E-voting	172	867730164	99.95	27	433628	0.05
	E-Voting at AGM	8	865	0.00	1	1	0.00
	<b>Total</b>	<b>180</b>	<b>867731029</b>	<b>99.95</b>	<b>28</b>	<b>433629</b>	<b>0.05</b>
<b>Item No. 3</b> <b>Ordinary Business:</b> (Ordinary Resolution) Authorisation to Board to fix remuneration of Statutory and Branch Auditors for the financial year 2023-24.	Remote E-voting	183	868155763	100.00	16	8029	0.00
	E-Voting at AGM	8	865	0.00	1	1	0.00
	<b>Total</b>	<b>191</b>	<b>868156628</b>	<b>100.00</b>	<b>17</b>	<b>8030</b>	<b>0.00</b>
<b>Item No. 4</b> <b>Special Business:</b> (Ordinary Resolution) Appointment of Shri Rajesh Rai (DIN: 10052045) as Chairman and Managing Director of the Company.	Remote E-voting	181	868126616	100.00	18	37176	0.00
	E-Voting at AGM	8	865	0.00	1	1	0.00
	<b>Total</b>	<b>189</b>	<b>868127481</b>	<b>100.00</b>	<b>19</b>	<b>37177</b>	<b>0.00</b>



Item No. in Notice of the AGM	Particulars of business	Votes in favour of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
<b>Item No. 5</b> <b>Special Business:</b> (Ordinary Resolution) Appointment of Smt S Jeyanthi (DIN: 10059174) as Director HR (Addl Charge) and Director Production.	Remote E-voting	173	867731218	99.95	25	432524	0.05
	E-Voting at AGM	8	865	0.00	1	1	0.00
	<b>Total</b>	<b>181</b>	<b>867732083</b>	<b>99.95</b>	<b>26</b>	<b>432525</b>	<b>0.05</b>
<b>Item No. 6</b> <b>Special Business:</b> (Ordinary Resolution) Ratification of remuneration payable to the Cost Auditors for the financial year 2023-24.	Remote E-voting	183	868154863	100.00	16	8929	0.00
	E-Voting at AGM	8	865	0.00	1	1	0.00
	<b>Total</b>	<b>191</b>	<b>868155728</b>	<b>100.00</b>	<b>17</b>	<b>8930</b>	<b>0.00</b>

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

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

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





**D VENKATESWARLU**  
Practicing Company Secretary

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

Thanking you

Yours faithfully



**D VENKATESWARLU**  
Company Secretary  
FCS: 8554 CP NO: 7773  
UDIN: F008554E001120500

**Date: 29<sup>th</sup> September 2023**  
**Place: Bangalore**

Rajesh Rai  
Chairman and Managing Director  
ITI Limited