

Ref: K/953/PostalBallot/NSE&BSE/2022-23

Date: 30.01.2023

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: **Scrutiniser's Report along with Voting Results of Postal Ballot**

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

In continuation to our letter dated 28<sup>th</sup> December 2022 regarding notice of Postal Ballot, please find enclosed herewith the Scrutiniser's Report dated 30<sup>th</sup> January 2023 along with Voting results.

This is for your kind information and records please.

Thanking you

Yours faithfully  
For ITI Limited

S Shanmuga Priya  
Company Secretary

Encl: as above



**DAC & ASSOCIATES LLP**  
Company Secretaries

**Scrutinizer's Report for Postal Ballot of M/s ITI Limited**

To,  
The Chairman and Managing Director  
M/s ITI Limited  
CIN: L32202KA1950GOI000640  
Regd. Office: ITI Bhavan,  
Doorvani Nagar, Bengaluru – 560 016

Dear Sir,

**Sub: Scrutinizer's Report on voting through Postal Ballot conducted by way of remote e-Voting in terms of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amended Rules, 2015 to the extent applicable.**

I, D Venkateswarlu, Practicing Company Secretary and designated partner of DAC & Associates LLP (LLPIN: ABA-5379), was appointed as the Scrutinizer by M/s ITI Limited (hereinafter referred to as 'the Company') to scrutinize the voting by means of Postal Ballot through electronic means (remote e-voting) conducted for passing Resolutions as per Annexure-I to this report as contemplated under Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules').

- Pursuant to the Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 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 and 05<sup>th</sup> May, 2022 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) the postal ballot notice dated 22<sup>nd</sup> December, 2022 as confirmed by the Company, was sent to the Members in respect of below mentioned Resolution through e-mail to those, whose e-mail addresses are registered with the Company/ Depositories. :
  - To approve the appointment of Shri R Shakya (DIN: 09800172), DDG (PM), Ministry of Communications as Government Director of the Company
  - To approve the appointment of Lt Gen M Unnikrishnan Nair (DIN: 09826740), AVSM, SM, Signal Officer-in-Chief, Ministry of Defence as Government Director of the Company
- As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the Members to cast their votes electronically on the resolutions proposed in the Notice.
- The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions contained in the Postal Ballot notice dated 22<sup>nd</sup> December, 2022 of M/s ITI Limited.



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CHANDRA TIWARI

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4. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolution stated in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL). The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder relating to passing of Resolution by means of Postal Ballot by voting through electronic means (remote e-voting).
5. The Company had appointed / engaged, CDSL, as service provider to provide e-voting facilities to the shareholders of the Company from Thursday, 29<sup>th</sup> December 2022 at 09.00 am (IST) till Friday, 27<sup>th</sup> January 2023 at 05.00 pm (IST) (inclusive of both the days). Integrated Registry Management Services Limited is the Registrar and Share Transfer Agents of the Company..

Based on the reports generated from the e-voting system provided by the CDSL, we submit our report on remote e-voting as under:

- a) The Members of the Company as on the 'cut-off' date i.e. Friday, 23<sup>rd</sup> December 2022 were entitled to vote on the resolution as set-out in Item Nos.1 & 2 of the Notice of the Company.
- b) The Remote e-voting period commenced from Thursday, 29<sup>th</sup> December 2022 at 09.00 am (IST) and ended on Friday, 27<sup>th</sup> January 2023 at 05.00 pm (IST).
- c) All the votes received up to 5:00 PM on 27<sup>th</sup> January, 2023, being the last date and time fixed by the Company for remote e-voting, were considered for scrutiny. The evoting was disabled immediately thereafter. The e-Voting Result were unblocked by me on 27<sup>th</sup> January 2023 at 05.38 pm (IST) from the website www.evotingindia.com in the presence of two witnesses
- d) The Postal Ballot electronic votes, as downloaded from the CDSL website, were duly scrutinized.
- e) A total number of 181 shareholders have cast their vote on the e-voting platform. In case of Resolution No.1, out of 181 remote e-voting responses, 179 Remote e-voting responses are valid and 2 e-voting responses were not valid (not voted) and in case of Resolution No. 2, out of 181 remote e-voting responses all the Remote e-voting responses are valid.
- f) I now, submit our report as under on the results of the Remote e-voting in respect of the resolution as set out in the Notice of postal ballot dated 22<sup>nd</sup> December, 2022:

**Resolution No.1: To approve the appointment of Shri R Shakya (DIN: 09800172), DDG (PM), Ministry of Communications as Government Director of the Company:**

Particulars	No. of Members voted	No. of valid Votes cast in e-Voting (shares)	% of total number of valid Votes cast
No. of Votes in favour	161	85,65,54,541	99.96
No. of Votes Against	18	3,42,011	00.04
No. of Voted Not voted	2	51	00.00
<b>Total</b>	<b>181</b>	<b>85,68,96,603</b>	<b>100.00</b>

Based on the aforesaid result, report that since number of votes cast in favour of the Resolution is more than number of votes cast against the Resolution, the said Ordinary Resolution has been passed with requisite majority by members of the Company. You may accordingly declare the result of remote e-voting for postal ballot process.

*(Handwritten Signature)*



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**Resolution No.2: To approve the appointment of Lt Gen M Unnikrishnan Nair (DIN: 09826740), AVSM, SM, Signal Officer-in-Chief, Ministry of Defence as Government Director of the Company:**

Particulars	No. of Members voted	No. of valid Votes cast in e-Voting (shares)	% of total number of valid Votes cast
No. of Votes in favour	162	85,65,03,998	99.95
No. of Votes Against	19	3,92,605	00.05
No. of Votes Not voted	-	-	-
Total	181	85,68,96,603	100.00

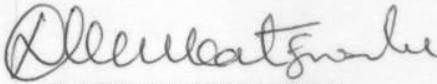
Based on the aforesaid result, report that since number of votes cast in favour of the Resolution is more than number of votes cast against the Resolution, the said Ordinary Resolution has been passed with requisite majority by members of the Company. You may accordingly declare the result of remote e-voting for postal ballot process.

g) The particulars of postal ballot received from members in electronic voting report generated from CDSL have been entered in a separate Register maintained for the purpose.

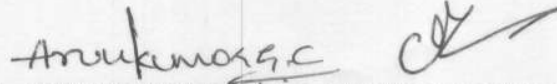
**Thanking You.**

**Yours Faithfully**  
**For DAC & Associates LLP**  
**Company Secretaries**

**The following were the witnesses to the unblocking of the votes**  
**on 27<sup>th</sup> January 2023 at 05.38 pm (IST)**



**D VENKATESWARLU**  
**Designated Partner**  
**M. No. 8554 CoP: 7773**  
**UDIN: F008554D003074067**



**1. ARUN KUMAR G C 2. CHETHAN KUMAR M N**

**Date: 30<sup>th</sup> January 2023**  
**Place: Bengaluru**



**RAKESH**  
**CHANDRA**  
**TIWARI**

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## Annexure I

**Item No. 1: To approve the appointment of Shri R Shakya (DIN: 09800172), DDG (PM), Ministry of Communications as Government Director of the Company:**

**To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of Ministry of Communications Order no. E-5-2/2021-PSA dated 17<sup>th</sup> November 2022, Shri R Shakya (DIN: 09800172), DDG (PM), Ministry of Communications, be and is hereby appointed as Government Director of the Company for a period of three years w.e.f. 23<sup>rd</sup> November 2022 or till the date of superannuation, or till further orders, whichever is earlier, not liable to retire by rotation and on the terms and conditions as stipulated by the Government of India.”

**Item No. 2: To approve the appointment of Lt Gen M Unnikrishnan Nair (DIN: 09826740), AVSM, SM, Signal Officer-in-Chief, Ministry of Defence as Government Director of the Company:**

**To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in terms of Ministry of Communications Order no. E-5-2/2021-PSA dated 07<sup>th</sup> December 2022, Lt Gen M Unnikrishnan Nair, (DIN: 09826740), AVSM, SM, Signal Officer-in-Chief, Ministry of Defence, be and is hereby appointed as Government Director of the Company for a period of three years w.e.f. 16.12.2022 or till the date of superannuation, or till further orders, whichever is earlier, not liable to retire by rotation and on the terms and conditions as stipulated by the Government of India.”


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## Voting Results

<b>General information about company</b>	
Scrip code	523610
NSE Symbol	ITI
MSEI Symbol	NOT LISTED
ISIN	INE248A01017
Name of the company	ITI LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-01-2023
Start time of the meeting	Not Applicable
End time of the meeting	

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	D VENKATESWARLU
Firms Name	DAC & ASSOCIATES
Qualification	CS
Membership Number	7773
Date of Board Meeting in which appointed	22-12-2022
Date of Issuance of Report to the company	30-01-2023

<b>Voting results</b>	
Record date	23-12-2022
Total number of shareholders on record date	75519
No. of shareholders present in the meeting either in person or through proxy/ OAVM	
a) Promoters and Promoter group	Not applicable
b) Public	
No. of resolution passed in the meeting	2

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment of Shri R Shakya (DIN: 09800172), DDG (PM), Ministry of Communications as Government Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	856225066	856225066	100	856225066	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		856225066	856225066	100	856225066	0	100
Public-Institutions	E-Voting	73952590	457306	0.6184	124467	332839	27.2174	72.7826
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		73952590	457306	0.6184	124467	332839	27.2174
Public- Non Institutions	E-Voting	19399696	214180	1.104	205008	9172	95.7176	4.2824
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19399696	214180	1.104	205008	9172	95.7176
Total		949577352	856896552	90.2398	856554541	342011	99.9601	0.0399
Whether resolution is Pass or Not.							Yes	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment of Lt Gen M Unnikrishnan Nair (DIN: 09826740), AVSM, SM, Signal Officer-in-Chief, Ministry of Defence as Government Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	856225066	856225066	100	856225066	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		856225066	856225066	100	856225066	0	100
Public-Institutions	E-Voting	73952590	457306	0.6184	73814	383492	16.1411	83.8589
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		73952590	457306	0.6184	73814	383492	16.1411
Public- Non Institutions	E-Voting	19399696	214231	1.1043	205118	9113	95.7462	4.2538
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19399696	214231	1.1043	205118	9113	95.7462
Total		949577352	856896603	90.2398	856503998	392605	99.9542	0.0458
Whether resolution is Pass or Not.							Yes	