

NOTICE

NOTICE is hereby given that the Sixty Eighth (68th) Annual General Meeting of ITI Limited will be held on Wednesday, 26th September, 2018 at 11.30 a.m. at ITI Officers Club - New Wing (1st Floor of Shakthi Bakery Building) ITI Township, Doorvani Nagar, Bengaluru - 560 016 to transact the following business:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at 31st March 2018, along with the reports of the Board of Directors and Auditors and comments of Comptroller and Auditor General of India.
2. To appoint a Director in place of Shri R M Agarwal (DIN: 07333145), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri K Alagesan (DIN: 07439659), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 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 Branch Auditors of the Company for the financial year 2018-19”.

II. SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and in terms of Ministry of Communications order No. F.No. 14-3/2013-PSA (Pt.I) dated 11th December 2017 Shri Chittaranjan Pradhan

(DIN: 08094340) be and is hereby appointed as Director of the Company, 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 and in terms of Ministry of Communications order no. F.No. E-5-5/2018-PSA dated 17th July 2018 Shri Suresh Chandra Panda (DIN: 05201584), be and is hereby appointed as Independent Director of the Company on the terms and conditions as stipulated by the Government of India, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and in terms of Ministry of Communications order no. F.No. E-5-5/2018-PSA dated 17th July 2018 Dr. Akhilesh Dube (DIN: 08195896), be and is hereby appointed as Independent Director of the Company on the terms and conditions as stipulated by the Government of India, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and in terms of Ministry of Communications order no. F.No. E-5-5/2018-PSA dated 17th July 2018 Shri Mayank Gupta (DIN: 03501227), be and is hereby appointed as Independent Director of the Company on the terms and conditions as stipulated by the Government of India, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and in terms of Ministry of Communications order No. F.No. E-5-5/2018-PSA dated 17th July 2018 Shri Rajen Vidyarthi (DIN: 08196235), be and is hereby appointed as Independent Director of the Company on the terms and conditions as stipulated by the Government of India, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and in terms of Ministry of Communications order No. F.No. E-5-1/ 2018-

PSA dated 01st August 2018, Shri Rajesh Sharma, DDG(SU), DoT (DIN: 08200125), be and is hereby appointed as Government Nominee Director of the Company on the terms and conditions as stipulated by the Government of India, not liable to retire by rotation.”

11. To consider and if thought fit, to pass with or without modification, 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 (plus applicable taxes) fixed for the Cost Auditors appointed to conduct the audit of cost records of all Units of the Company for the year 2018-19 be and is hereby ratified”.

Regd. & Corporate Office
ITI Bhavan, Doorvaninagar

By Order of the Board
For ITI LIMITED

Place : Bengaluru

(S. SHANMUGA PRIYA)

Date : 13th August 2018

COMPANY SECRETARY

NOTES:

- The Register of Members and Share Transfer Books of the Company shall remain closed from 20th September, 2018 to 26th September, 2018, both days inclusive for the purpose of the AGM.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of not exceeding fifty (50) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights. may appoint a single person as a proxy and such person shall not Act as proxy for any other person or shareholder.

The instrument of proxy in order to be effective should be deposited at the registered office of the company, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

- Corporate Members / FII's / Financial Institutions intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting, together with their specimen signatures.
- Members are requested to bring their attendance slips duly mentioning details of their DPID and Client ID/ Folio No and signed.
- In case of joint holders attending the meeting, only such joint holder who is first/ earlier in the order of names will be entitled to vote at the meeting.
- Members may note that the Notice of the Annual General Meeting and the Annual Report is available on the Company's website <http://www.itiltl-india.com/> for download. The physical copies of such documents are available at the company's registered office in Bengaluru for inspection during normal business hours on all working days upto date of meeting. Members desiring to receive the reports

- in physical form, even after registering for e-mail mode, may request for the same, which reports will be dispatched free of cost. For any communication in this regard, members may send their request letter to cosecy_crp@itiltld.co.in / csoffice_crp@itiltld.co.in
7. 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.
 8. Pursuant to provisions of the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume/profile of the Directors eligible for appointment/re-appointment vide Item Nos. 2, 3, 5, 6, 7, 8, 9 and 10 are attached here to as Annexure A
 9. The relevant statement pursuant to Section 102 of the Companies Act, 2013 which set out the details relating to Special Business at the meeting is annexed hereto and forms part of the notice.
 10. Members may visit the website of the Company www.itiltld-india.com for more information on the Company.
 11. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
 12. The shareholders holding the shares in physical form are requested to update his/her PAN and bank account details with the Company, as mandated by the Securities and Exchange Board of India (SEBI) vide its circular no SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018. A circular in this regard was sent individually to all the shareholders, who have held the shares in physical form. Also, the SEBI vide its notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that with effect from December 5, 2018, any requests for effecting transfer of securities, shall not be processed unless the securities are held in the dematerialized form with a depository. The members are requested to take note of the same and initiate necessary steps to dematerialise your shares, which are held in physical form.
 13. Members are requested to advise the Share Transfer Agents, M/s. Integrated Registry Management Services Private Ltd., 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru – 560 003 and their respective Depository Participants immediately of any change in their address.
 14. To support the Green Initiative, Members are requested to register /update their email addresses with Share Transfer Agent of the Company, for receiving the documents in electronic form. Members holding shares in electronic form may also register/update their email ids with their depositories. It may also be noted that the shareholders opting to receive communication in electronic mode may also be furnished free of cost, with a copy of the above mentioned documents, upon receipt of request to cosecy_crp@itiltld.co.in.
 15. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The instructions for e-voting are appended to this Notice as Annexure-B.
 16. Members/ their Proxies/ Representatives are requested to note:-
 - i. To bring their copies of Annual report to AGM
 - ii. That no brief case or bag will be allowed to be taken inside the auditorium for security reasons.
 - iii. That no gifts will be distributed at the venue of the AGM

Regd. & Corporate Office
ITI Bhavan, Doorvaninagar

Place : Bengaluru
Date : 13th August 2018

By Order of the Board
For ITI LIMITED

(S. SHANMUGA PRIYA)
COMPANY SECRETARY

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

Item No. 5 to 11

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 Chittaranjan Pradhan

Shri Chittaranjan Pradhan (DIN: 08094340), was entrusted with additional charge of the post Director (Finance) vide Ministry of Communications order no F. No. 14-3/2013 – PSA (Pt.I) dated 11th December 2017. However, Shri Chittaranjan Pradhan assumed the charge on 23rd March 2018 and was appointed as Additional Director on the Board of the Company and in terms of Section 161 of the Companies Act, 2013, Shri Chittaranjan Pradhan can hold office up to the date of the ensuing Annual General Meeting.

Shri Chittaranjan Pradhan, in the opinion of the Board, fulfills the conditions specified in the Companies Act and the rules made there under for appointment as a Director.

Shri Suresh Chandra Panda

The Ministry of Communications vide order No. F. No. E-5-5/ 2018-PSA dated 17th July 2018 has conveyed the approval for the appointment of Shri Suresh Chandra Panda (DIN: 05201584) as Non Official Independent Director with effect from 17th July 2018.

Shri Suresh Chandra Panda was inducted into the Board as an Additional Director and in terms of Section 161 of the Companies Act, 2013 Shri Suresh Chandra Panda can hold office up to the date of the ensuing Annual General Meeting.

Shri Suresh Chandra Panda, in the opinion of the Board, fulfills the conditions specified in the Companies Act and the rules made there under for appointment as an Independent Director.

Dr. Akhilesh Dube

The Ministry of Communications vide order No. F. No. E-5-5/ 2018-PSA dated 17th July 2018 has conveyed the approval for the appointment of Dr. Akhilesh Dube (DIN: 08195896) as Non Official Independent Director. However, appointment of Dr. Akhilesh Dube had taken effect from 08th August 2018 i.e date of obtaining DIN.

Dr. Akhilesh Dube was inducted into the Board as an Additional Director and in terms of Section 161 of the Companies Act, 2013 Dr. Akhilesh Dube can hold office up to the date of the ensuing Annual General Meeting.

Dr. Akhilesh Dube, in the opinion of the Board, fulfills the conditions specified in the Companies Act and the rules made there under for appointment as an Independent Director.

Shri Mayank Gupta

The Ministry of Communications vide order No. F. No. E-5-5/ 2018-PSA dated 17th July 2018 has conveyed the approval for the appointment of Shri Mayank Gupta (DIN: 03501227) as Non Official Independent Director. However, appointment of Shri Mayank Gupta had taken effect from 13th August 2018.

Shri Mayank Gupta was inducted into the Board as an Additional Director and in terms of Section 161 of the Companies Act, 2013 Shri Mayank Gupta can hold office up to the date of the ensuing Annual General Meeting.

Shri Mayank Gupta, in the opinion of the Board, fulfills the conditions specified in the Companies Act and the rules made there under for appointment as an Independent Director.

Shri Rajen Vidyarthi

The Ministry of Communications vide order No. F. No. E-5-5/ 2018-PSA dated 17th July 2018 has conveyed the approval for the appointment of Shri Rajen Vidyarthi (DIN: 03501227) as Non Official Independent Director. However, appointment of Shri Rajen Vidyarthi had taken effect from date of obtaining DIN i.e 08th August 2018.

Shri Rajen Vidyarthi was inducted into the Board as an Additional Director and in terms of Section 161 of the Companies Act, 2013 Shri Rajen Vidyarthi can hold office up to the date of the ensuing Annual General Meeting.

Shri Rajen Vidyarthi, in the opinion of the Board, fulfills the conditions specified in the Companies Act and the rules made there under for appointment as an Independent Director.

Shri Rajesh Sharma, DDG (SU) DoT

The Ministry of Communications vide order No. F. No. E-5-1/ 2018-PSA dated 01st August 2018 has conveyed the approval for the appointment of Shri Rajesh Sharma, DDG (Su), DoT (DIN: 08200125) as Government Nominee Director.

Shri Rajesh Sharma was inducted into the Board as Government Nominee Director w.e.f 13.08.2018.

Shri Rajesh Sharma, in the opinion of the Board, fulfills the conditions specified in the Companies Act and the rules made there under for appointment as Government Nominee Director.

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 member's approval.

Notice has been received u/s 160 of the Companies Act, 2013 from members signifying their intention to propose the appointment of Shri Chittaranjan Pradhan, Shri Suresh Chandra Panda, Dr. Akhilesh Dube, Shri Mayank Gupta, Shri Rajen Vidyarthi and Shri Rajesh Sharma as Directors of the Company at the ensuing Annual General Meeting.

Regd. & Corporate Office
ITI Bhavan, Doorvaninagar

Place : Bengaluru
Date : 13th August 2018

Shri Chittaranjan Pradhan, Shri Suresh Chandra Panda, Dr. Akhilesh Dube, Shri Mayank Gupta, Shri Rajen Vidyarthi and Shri 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 and their relatives is concerned or interested, in the resolution set out at notice.

Your Directors commend the resolutions as proposed in the notice for approval.

A brief profile of Shri Chittaranjan Pradhan, Shri Suresh Chandra Panda, Dr. Akhilesh Dube, Shri Mayank Gupta, Shri Rajen Vidyarthi and Shri Rajesh Sharma are provided in Annexure A of this Notice.

Item No. 11

Rule 14 of the Companies (Audit and Auditors) Rules 2014 requires ratification of the shareholders 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 to the Cost Auditor appointed for the year 2018-19 is placed before the members for their approval.

None of the Directors or key managerial personnel of the Company or their relatives are interested in the resolution.

Your Directors commend the resolution as proposed in the notice for member's ratification.

By Order of the Board
For ITI LIMITED

(S. SHANMUGA PRIYA)
COMPANY SECRETARY

Annexure A
BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT / RE-APPOINTMENT
Directors seeking re-appointment in this AGM

1. **Shri R M Agarwal (DIN: 07333145)**, aged 56 years is a Post Graduate in Electronics and Communications Engineering and Post Graduate in Business Administration. Shri R M Agarwal assumed charge as Director Marketing on 27th April 2018 prior to which he was Government Nominee Director of our Company (since 08th June 2016). He was also entrusted with additional charge as Director Human Resources with effect from 02nd August 2018.

He has over 30 years of experience in the field of policy formulation, standardization planning, operation and maintenance of telecom services. In his prior role as DDG-SU, Department of Telecommunications, was primarily responsible for affairs of the PSUs of DoT viz. ITI, TCIL, HPCL and residual works of Tata Communications Limited (formerly VSNL) and HTL. He was also responsible for synergy among all organizations of DoT. His main contribution was to turn around the ITI during this period. Shri R M Agarwal has also contributed extensively in national and international forums like ITU-T, APNIC, ICANN, IPv6 Forum etc. by delivering a number of talks and papers on various important topics. He has also contributed as editor in ITU (T) in the recommendations related to IPTV services in 2009.

Shri R M Agarwal is not in the Board of any other Company. Shri R M Agarwal is member of subcommittee of Board of Directors viz., Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Shri R M Agarwal attended six out of seven board meetings held during the year under review. Shri R M Agarwal does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

2. **Shri K Alagesan (DIN: 07439659)**, aged 59 years is a graduate in Production and holds diploma in Management, Advanced Management and Human Resource Management. He has undergone three months residential training programme

at IIM, Bengaluru on General Management. Shri K Alagesan assumed charge as Director Production on 29th January 2016 and prior to becoming Director –Production, he was Unit head of Rae Bareli plant in ITI. Shri K Alagesan was holding additional charge as Director Marketing from 01st January 2017 to 27th April 2018 and also additional additional charge of Director Human Resources from 08th May 2018 to 02nd August 2018. Further, Shri K Alagesan has been entrusted with the additional charge as Chairman and Managing Director of ITI Limited w.e.f. 01st June 2018.

Shri K. Alagesan has over 35 years of rich experience in ITI Limited and was closely associated in Defense Projects i.e. ASCON Phase I, II, III, and DCN (Defence Communication Network) Project, Manufacturing and Supply of Secrecy Equipment ranging from 16 Kbps to STM IV level. Shri K. Alagesan played a vital role in the implementation of revival plan of the company under which he introduced many new projects like GPON Technology, Optical Fibre, HDPE Duct, 3-D Printing Service, Ruggedized MUX, Radio Modem, Smart Energy Meters etc. He has been leading various defence projects of national importance such as Army Static Communication Network (ASCON), Defence Communication Network (DCN), Network for Spectrum (NFS) and supply of various encryption equipments.

Shri K Alagesan is in the Board of India Satcom Limited, Joint Venture of ITI Limited. Shri K Alagesan is member of sub-committee of Board of Directors viz., Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Shri K Alagesan attended five out of seven board meetings held during the year under review. Shri K Alagesan does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company

Directors seeking appointment in this AGM:

1. **Shri Chittaranjan Pradhan (DIN: 08094340)**, aged about 50 years holds post-graduation in Science and in Philosophy. Shri Chittaranjan Pradhan is a 1995 batch Senior Administrative Grade (SAG) officer of Indian P & T Accounts and Finance of Government of India and is also the Controller of Communications Accounts (CCA), Tamil Nadu. Shri Chittaranjan Pradhan has been entrusted with additional charge as Director Finance and he has assumed charged with effect from 23rd March 2018.

With over 22 years of experience in managing the Finance, Accounts and Internal Audit of various organisations like Department of Posts, Departments of Telecom and BSNL. He has played active and important roles in the massive IT Modernisation Project of DoP like Business Process Reengineering (BPR), development of Enterprise Resource Planning (ERP), User Acceptance Testing (UAT) and their implementation. He has been instrumental in the execution of Core Banking Solution (CBS), Core Insurance solution (McMish) and Core System Integrator (CSI) on SAP in DoP and monitored the development and implementation of the Rural ICT (RICT) solution. He has spearheaded designing and development of e-Money Order software in DoP and implementation of universal, primary, secondary and tertiary level bank reconciliation in the Department of Posts including seamless Inter-Governmental Adjustments of receipts and payments of the department.

Shri Chittaranjan Pradhan is not in the Board of any other Company. Shri Chittaranjan Pradhan has not attended one board meeting held during his tenure. Shri Chittaranjan Pradhan does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

2. **Shri Suresh Chandra Panda (DIN:05201584)**, aged about 63 years is an IAS officer of 1981 batch of Assam Meghalaya cadre and retired as Special Secretary & Financial Adviser in the Ministry of Home Affairs on 28th February 2015. Shri Suresh Chandra Panda holds Post-Graduation in Political Science and in Philosophy. He also holds

Masters in Business Administration in the field of Public Service from United Kingdom. Before joining IAS, he was an IPS officer of 1978 batch of Uttar Pradesh Cadre, where for his exemplary services, he was decorated with President's Medal.

Shri Suresh Chandra Panda was a Chief Executive Officer in Prasar Bharati. Shri Suresh Chandra Panda has handled many important Ministries/ Departments and offices in Government of India as well as State Governments of Assam and Odisha. Shri Suresh Chandra Panda has gained wide experience in the whole gamut of public administration and was awarded President's Silver Medal. Besides Shri Suresh Chandra Panda was also Development Commissioner (SEZ), Ministry of Commerce & Industry, Financial Adviser to Ministry of Home Affairs, Ministry of Personnel & Public Grievances, PMO and Cabinet Secretariat.

Shri Suresh Chandra Panda was appointed as Independent Director of the Company with effect from 17th July 2018. Shri Suresh Chandra Panda is member of subcommittee of Board of Directors viz., Nomination and Remuneration Committee. Shri Suresh Chandra Panda is not in the Board of any other Companies. Shri Suresh Chandra Panda does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Persons of the Company.

3. **Dr Akhilesh Dube (DIN: 08195896)**, aged about 61 years holds degree in M.B.B.S, D.orth M.S. Orthopaedics. Dr. Akhilesh Dube has worked as assistant surgeon in Department of Public Health, Government of Madhya Pradesh, as State Coordinator BJP Doctor Cell Chhatisgarh. Further Dr Akhilesh Dube has conducted various health camps in association with various NGO's and is a part of organization called Bare Foot Doctors which has been working with various Tribal groups in uplifting their knowledge.

Dr Akhilesh Dube was appointed as Independent Director of the Company with effect from 08th August 2018. Dr Akhilesh Dube is not in the Board of any other Company. Dr Akhilesh Dube does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Persons of the Company.

4. **Shri Mayank Gupta (DIN: 03501227)**, aged about 54 years is a Graduate in Electrical Engineering. Shri Mayank Gupta is the President of Natraj Group, Krishnanchal Educational & Sports Club, Yoganand Vikas Parishad functioning in the fields of social, cultural activities, Sports and Educational activities. Shri Mayank Gupta is also a Director of EuroKids School, Roorkee.

Shri Mayank Gupta was appointed as Independent Director of the Company with effect from 13th August 2018. Shri Mayank Gupta is not in the Board of any other Company. Shri Mayank Gupta does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Persons of the Company.

5. **Shri Rajen Vidyarthi (DIN: 08196235)**, aged about 53 years, holds graduation in Commerce and Member of Institute of Chartered Accountants of India. Shri Rajen Vidyarthi is a Practicing Chartered Accountant with more than 30 years of experience. Shri Rajen Vidyarthi had been the Chairman of Bareilly Branch of CIRC of ICAI, President of Income Tax Bar Association, Rotary Club, Manav Sewa Club, Vatsalya Divyang Sewa Sansthan of Bareilly.

Shri Rajen Vidyarthi was appointed as Independent Director of the Company with effect from 08th August 2018. Shri Rajen Vidyarthi is not in the Board of any other Company. Shri Rajen Vidyarthi does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Persons of the Company.

6. **Shri Rajesh Sharma (DIN: 08200125)** aged about 53 years is a Graduate in Electronics & Telecommunications Engineering, holds Post Graduate Diploma in Management and Fellow of Indian Institute of Management in Information Systems area (equivalent to PhD). Shri Rajesh Sharma belongs to the Indian Telecom Service (ITS) of 1988 batch at Department of Telecom (DoT), Ministry of Communications, Government of India. Presently working as Deputy Director General (Service Unit) at Department of Telecom, Govt. of India. Shri Rajesh Sharma has worked in Telecom Engineering Centre (TEC) and Bharat

Sanchar Nigam Limited (BSNL) in various positions in Maharashtra & Madhya Pradesh. Shri Rajesh Sharma had worked on deputation at the National e-Governance Division (NeGD) under the Ministry of Electronics & Information Technology (MeITY) as Director (Capacity Building). Shri Rajesh Sharma has experience of more than 25 years in telecom technologies in operation, planning and roll out of wireless, wire line and broadband technologies.

Shri Rajesh Sharma was appointed a Government Nominee Director. Shri Rajesh Sharma is not in the Board of any other Company. Shri Rajesh Sharma does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Persons of the Company.

ANNEXURE B – INSTRUCTIONS FOR E-VOTING

The instructions for e-voting electronically are as under:
In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha - numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) Shri D Venkateswarlu, Practicing Company Secretary, Bengaluru, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The scrutinizer shall within a period of not exceeding two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer’s report of the votes cast in favour or against, if any, forth with to the Chairman of the Company.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 22nd September 2018 at 10.00 AM and ends on 25th September 2018 at 5.00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (F) The results of the e-voting along with the scrutinizer’s report shall be placed in the Company’s website www.italtd-india.com and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

Regd. & Corporate Office
ITI Bhavan, Doorvaninagar

Place : Bengaluru
Date : 13th August 2018

By Order of the Board
For ITI LIMITED

(S. SHANMUGA PRIYA)
COMPANY SECRETARY



ATTENDANCE SLIP

ITI LIMITED

REGISTERED & CORPORATE OFFICE

ITI BHAVAN, DOORVANINAGAR, BENGALURU – 560 016.

CIN: L32202KA1950GoI000640

I hereby record my presence at the 68th Annual General Meeting held on Wednesday, the 26th September, 2018 at 11.30 a.m at ITI Officers Club – New Wing (First Floor of Shakthi Bakery Building), ITI Township, Doorvani Nagar, Bengaluru – 560 016

Name of Member :

Name of Proxy
(to be filled if Proxy form
has been deposited with
the company) :

Folio No. / Client ID No. :

No. of Shares :

Address :

Member's / Proxy's Signature

**PROXY FORM****Form No MGT- 11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**ITI LIMITED
REGISTERED & CORPORATE OFFICE
ITI BHAVAN, DOORVANINAGAR, BENGALURU – 560 016.
CIN:L32202KA1950GoI000640**

Name of Member(s) :
Registered address :
Email_id :
Folio No/Client Id :

I, We being the members of _____ shares of the ITI Ltd, hereby appoint:

1. Name : _____
Address : _____
Email_id : _____
Signature: _____, or failing him
2. Name : _____
Address : _____
Email_id : _____
Signature: _____, or failing him
3. Name : _____
Address : _____
Email_id : _____
Signature: _____

as my/our proxy to vote for me /us and on my/our behalf at the 68th Annual General Meeting of the Company to be held on Wednesday, the 26th September 2018 at 11.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl No	Resolution(s)
1	Adoption of the audited financial statements for the year ended 31.03.2018 and the Reports of the Board of Directors and Auditors thereon
2	Re-appointment of Shri R M Agarwal, Director who retires by rotation
3	Re-appointment Shri K Alagesan, Director who retires by rotation
4	Fixation of remuneration of Statutory and Branch Auditor
5	Appointment of Shri Chittaranjan Pradhan as Director
6	Appointment of Shri Suresh Chandra Panda as Independent Director
7	Appointment of Dr. Akhilesh Dube as Independent Director
8	Appointment of Shri Mayank Gupta as Independent Director
9	Appointment of Shri Rajen Vidyarthi as Independent Director
10	Appointment of Shri Rajesh Sharma as Government Nominee Director
11	Ratification of remuneration payable to the Cost Auditors

Signed this _____ day of _____ 2018.

Signature of shareholder (s): _____

Signature of Proxy holder (s): _____

Affix
1 Rupee
Revenue
Stamp

Notes:

The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.

Route Map

**For 68th Annual General Meeting of ITI Limited on 26th September 2018 at 11.30 pm
at ITI Officers Club – New Wing (First Floor of Shakthi Bakery Building),
ITI Township, Doorvani Nagar, Bengaluru – 560 016**

