

# ITI LIMITED

(A Government 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 Second (72<sup>nd</sup>) Annual General Meeting (AGM) of ITI Limited will be held on Wednesday, 28<sup>th</sup> September 2022 at 11.30 am through Video Conference ('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 2022 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 Rajeev Srivastava (DIN: 08921307), 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 2022-23".

### II. SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Ministry of Communications order no. E-5-3/2018-PSA dated 01<sup>st</sup> November 2021, Dr. Raja Nayak (DIN: 06451006), be and is hereby appointed as an Independent Director of the Company for a period of three years w.e.f. 10<sup>th</sup> November 2021, or until further orders, whichever is earlier, 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 **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and in terms of Ministry of Communications order no. E-5-3/2018-PSA dated 01<sup>st</sup> November 2021, Shri Billeswar Sinha (DIN: 09393543), be and is hereby appointed as an Independent Director of the Company for a period of three years w.e.f. 10<sup>th</sup> November 2021, or until further orders, whichever is earlier, not liable to retire by rotation and 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 **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Ministry of Communications order no. E-5-3/2018-PSA dated 01<sup>st</sup> November 2021, Smt Mamta Palariya (DIN: 07749007), be and is hereby appointed as an Independent Director of the Company for a period of three years w.e.f. 10<sup>th</sup> November 2021, or until further orders, whichever is earlier, not liable to retire by rotation and on the terms and conditions as stipulated by the Government of India."

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and the rules made there under the remuneration of Rs. 3.16 lakhs (inclusive of applicable taxes) and out of pocket expenses and conveyance expenses at actuals fixed for the Cost Auditors appointed to conduct the audit of cost records of all Units of the Company for the year 2022-23 be and is hereby ratified".

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, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Anand Singh (DIN: 01784114), Joint Secretary (T), Department of Telecommunications, who had been entrusted additional charge of the post of Chairman and Managing Director vide Ministry of Communications order no. F.No. E-14-3/2022-PSA dated 30<sup>th</sup> August 2022, be and is hereby appointed as the Chairman and Managing Director (Additional charge) of the Company, not liable to retire by rotation and on the terms and conditions as stipulated by the Government of India from time to time."

Regd. & Corporate Office  
ITI Bhavan, Doorvaninagar

Place : Bengaluru  
Date : 01<sup>st</sup> September 2022

By Order of the Board  
For ITI LIMITED

**S. SHANMUGA PRIYA**  
COMPANY SECRETARY

**NOTES:**

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular dated 5<sup>th</sup> May, 2022 read with General Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 (hereinafter collectively referred to as "the Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conference ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in AGM through VC/OAVM or view the live webcast at <https://www.evotingindia.com/>. The deemed venue for the AGM shall be the Registered Office : ITI Bhavan, Doorvani Nagar, Bengaluru-560016.
2. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the venue are not annexed to this Notice.
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 2021-22 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@ititd.co.in](mailto:cosecy_crp@ititd.co.in).
5. The Notice convening the 72<sup>nd</sup> AGM along with full version of Annual Report 2021-22 has been uploaded on the website of the Company at [www.ititd.in](http://www.ititd.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 CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
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 [dvenkatakats@gmail.com](mailto:dvenkatakats@gmail.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
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 Item No. 2, 4, 5, 6 & 8 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 2022-23 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. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) in this regard. The instructions for remote e-voting, e-voting during AGM and for attending the meeting through VC/OAVM are appended to this Notice as **Annexure C**.
12. The Members can join the AGM through VC/OAVM mode 15 minutes before and within 15 minutes of the scheduled time of the commencement of the Meeting by following the instructions mentioned in the **Annexure C**. The Members will be able to view the proceedings by login into the CDSL e-Voting website at [www.evotingindia.com](http://www.evotingindia.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first 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@ititd.co.in](mailto:cosecy_crp@ititd.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 and Partner of DAC & Associates, Bengaluru has been appointed as the Scrutinizer to scrutinise the e-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 Thursday, 22<sup>nd</sup> September 2022 to Wednesday, 28<sup>th</sup> September 2022 (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, and linking Pan with Aadhaar by 31<sup>st</sup> March 2022 vide its circular dated 3<sup>rd</sup> November 2022 and 15<sup>th</sup> December 2021. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for 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.ititd.in/common\\_and\\_simplified\\_norms](https://www.ititd.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 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.ititd.in/common\\_and\\_simplified\\_norms](https://www.ititd.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.ititd.in/common\\_and\\_simplified\\_norms](https://www.ititd.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.ititd.in/annual\\_general\\_meeting](https://www.ititd.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.

Regd. & Corporate Office  
ITI Bhavan, Doorvaninagar

By Order of the Board  
For ITI LIMITED

Place : Bengaluru  
Date : 01<sup>st</sup> September 2022

**S. SHANMUGA PRIYA**  
COMPANY SECRETARY

## Annexure A

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

#### Item No. 4 to 6

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

The Ministry of Communications vide order No. E-5-3/2018-PSA dated 01<sup>st</sup> November 2021 has appointed following Non-official Independent Directors on the Board of the Company for a period of three years or until further orders whichever is earlier :

1. Dr Raja Nayak (DIN : 06451006)
2. Shri Billeswar Sinha (DIN : 09393543)
3. Smt Mamta Palariya (DIN : 07749007)

The appointment of Dr Raja Nayak, Shri Billeswar Sinha and Smt Mamta Palariya has taken effect from 10<sup>th</sup> November 2021 i.e. from the date of obtaining DIN and the date of inclusion of name in the databank of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA).

Pursuant to section 161(1) of the Companies Act 2013, the Board of Directors appointed Dr Raja Nayak, Shri Billeswar Sinha and Smt Mamatha Palariya as Additional Directors to hold office until the date of this Annual General Meeting.

The Nomination and Remuneration Committee at its meeting held on 09<sup>th</sup> August, 2022 have recommended to the Members' for appointment of Dr. Raja Nayak, Shri Billeswar Sinha and Smt Mamta Palariya as Independent 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, not liable to retire by rotation.

Dr Raja Nayak, Shri Billeswar Sinha and Smt Mamta Palariya fulfil requirements of an Independent Director as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1)(b) of Listing Regulations.

Dr Raja Nayak, Shri Billeswar Sinha and Smt Mamta Palariya are deemed to be interested in the proposed resolution to the extent of their appointment as Independent Directors.

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. 4 to 6 of the Notice.

Dr Raja Nayak, Shri Billeswar Sinha and Smt Mamta Palariya do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Your directors recommend the special resolutions for appointment of Dr Raja Nayak, Shri Billeswar Sinha and Smt Mamta Palariya as Independent Directors of

the Company as proposed in the notice for approval.

A brief profile of Dr Raja Nayak, Shri Billeswar Sinha and Smt Mamta Palariya are provided in **Annexure B** of this Notice.

**Item No. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors to conduct the audit of the cost records of the various units of the Company for the financial year ending 31<sup>st</sup> March 2023:

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

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

Accordingly, necessary resolution seeking ratification for fixation of remuneration of Rs 3.16 lakhs (inclusive applicable taxes) and out of pocket expenses and conveyance expenses at actuals for the Cost Auditor appointed for the year 2022-23 is placed before the Member for their ratification.

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.7 of the Notice.

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

**Item No 8**

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.

The Ministry of Communications vide order No. E-14-3/2022-PSA dated 30<sup>th</sup> August 2022 has entrusted the Additional Charge of the post of Chairman and Managing Director to Shri Anand Singh (DIN: 01784114), Joint Secretary (T), Department of Telecommunications (DoT) for one month w.e.f. 01<sup>st</sup> September

2022 to 30<sup>th</sup> September 2022 or till the appointment of regular incumbent or until further orders, whichever is the earliest.

Shri Anand Singh was inducted into the Board as an Additional Director w.e.f. 01<sup>st</sup> September 2022.

In pursuance of Government of India order dated 30<sup>th</sup> August 2022 and in terms of Section 161 of the Companies Act, 2013, Shri Anand Singh holds office upto the date of ensuing Annual General Meeting.

The Nomination and Remuneration Committee through Circular Resolution dated 01<sup>st</sup> September 2022 have recommended to the Members' appointment of Shri Anand Singh as Chairman and Managing Director 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 resolution has been placed before the Annual General Meeting for Members' approval.

Shri Anand Singh is deemed to be interested in the proposed resolution to the extent of his appointment as Chairman and Managing Director.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, in the resolution set out at item no. 8 of the notice.

Shri Anand Singh do not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Your directors recommend the ordinary resolution for appointment of Shri Anand Singh, Joint Secretary, DoT as Chairman and Managing Director (addl charge) of the Company as proposed in the notice for approval.

A brief profile of Shri Anand Singh is provided in **Annexure B** of this Notice.

Regd. & Corporate Office  
ITI Bhavan, Doorvaninagar

By Order of the Board  
For ITI LIMITED

Place : Bengaluru  
Date : 01<sup>st</sup> September 2022

**S. SHANMUGA PRIYA**  
COMPANY SECRETARY

**Annexure B**

**BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT / RE-APPOINTMENT**

**Item No. 2**

**Re-appointment of Shri Rajeev Srivastava, Director Finance**

Shri Rajeev Srivastava aged 54 years, has taken over charge of Director-Finance of the Company w.e.f. 15<sup>th</sup> October 2020. He has joined the Company as General Manager-Finance on 17<sup>th</sup> December 2018. Shri Rajeev Srivastava is a qualified Finance Professional having membership of the Institute of Cost Accountants of India (ICMAI). Shri Srivastava has also accomplished his Bachelor in Commerce and Masters in Commerce from Delhi University, LLB from DAV Law College and CS from Institute of Company Secretaries of India (ICSI).

Shri Srivastava has a rich experience of more than 29 years. Before joining ITI Limited, he has worked with Government of India as Director (Accounts)/Senior Accounts Officer from December 1990 to December 2018.

Pursuant to the provisions of Listing Regulations the other details of Shri Rajeev Srivastava are as follows :

- Number of Board Meetings attended during 2021-22 : 7
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2022: Nil

- Membership/Chairmanship in the Committees of other Listed Companies as on 31<sup>st</sup> March 2022 : Nil
- Details of resignation from Directorships of other Listed Companies during the past 3 years : Nil
- Disclosure of inter-se relationships between directors & key managerial personnel : Nil

**Item No. 4**

**Appointment of Dr Raja Nayak, Independent Director**

Dr Raja Nayak, aged 61 years is a Scheduled Tribe Entrepreneur, Philanthropist and the National Vice President of Dalit Indian Chamber of Commerce and Industry (DICCI) & President, South India, Dalit Indian Chamber of Commerce & Industry.

He has been officially Conferred the European Professional Doctorate by Aldersgate University Europe.

Dr Raja Nayak is associated with Akshay Enterprises, MCS Logistics, he is now President for Institutions - Kala Niketan College of Education, KJ Convent Nursery, Primary and High School, Director of Purple Haze Beauty Spa Private Limited and Jala Beverages, and CEO of Nayak Food and beverages and Nayak Power systems.

Dr Raja Nayak is a renowned Philanthropist. He has helped innumerable first generation SC/ST community, connecting them to the Government of Karnataka Industrial Board, State Finance Corporation. He has joined hands with Central Food Technological Research Institute and Indian Institute of Food Processing Technology to help farmers and food manufacturing entrepreneurs to upgrade farming, contract farming and value addition of products.

Pursuant to the provisions of Listing Regulations the details of Dr Raja Nayak are as follows :

- Number of Board Meetings attended during 2021-22 : 4
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2022: Nil
- Membership/Chairmanship in the Committees of other Listed Companies as on 31<sup>st</sup> March 2022 : 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
- The skills and capabilities required for the role and the manner in which the proposed person meets such requirements: The Independent Directors on the Board are appointed by the Government of India with requisite integrity, expertise and experience.

#### Item No. 5

##### Appointment of Shri Billeswar Sinha, Independent Director

Shri Billeswar Sinha, aged 41 years, holds Bachelors of Law degree from B N Mondal University, West Bengal. He is an Advocate by profession and has been awarded best lawyer of Bankura District in 2017 by District Legal Services Authority. The other social activities in which Shri Billeswar Sinha is associated are Prisoners Right, Disability Right, Women Rights, Juvenile Rights, Labour Rights, etc.

Pursuant to the provisions of Listing Regulations the other details of Shri Billeswar Sinha are as follows :

- Number of Board Meetings attended during 2021-22 : 4
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2022: Nil
- Membership/Chairmanship in the Committees of other Listed Companies as on 31<sup>st</sup> March 2022 : 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
- The skills and capabilities required for the role and the manner in which the proposed person meets such requirements: The Independent Directors on the Board are appointed by the Government of India with requisite integrity, expertise and experience.

#### Item No. 6

##### Appointment of Smt Mamta Palariya, Independent Director

Smt Mamta Palariya, aged 60 years holds Masters degree, Bachelors degree in Political Science and LLB from Kumaun University. She is an Advocate by profession and has been practicing in Civil Court, Haldwani (Uttarakhand) since

1986. She was an Independent Director in Bharat Wagon and Engineering Company Limited from 31.01.2017 to 31.01.2020.

Pursuant to the provisions of Listing Regulations the other details of Smt Mamta Palariya are as follows :

- Number of Board Meetings attended during 2021-22 : 4
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2022: Nil
- Membership/Chairmanship in the Committees of other Listed Companies as on 31<sup>st</sup> March 2022 : 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
- The skills and capabilities required for the role and the manner in which the proposed person meets such requirements: The Independent Directors on the Board are appointed by the Government of India with requisite integrity, expertise and experience.

#### Item No. 8

##### Appointment of Shri Anand Singh, Joint Secretary (T), Department of Telecommunications as Chairman and Managing Director (Addl charge)

Shri Anand Singh, aged 48 years, is an Indian Administrative Service officer of 2000 batch from Kerala cadre. He is a Graduate in Electronics and Telecom Engineering from MNIIT, Allahabad. He completed his M.A in Development Studies from University of Sussex, U.K.

Shri Anand Singh has 22 years of diverse experience in the fields of public works, taxation (commercial taxes), Planning and Programme Implementation, Urban Development and Information Technology. He has worked as State level head of all IT initiatives of State Government of Kerala as Director Kerala State Information Technology Mission (KSITM) for over two years. He has also served as a District Magistrate/District Collector in Kannur and Kasargod Districts of Kerala. Shri Anand Singh has also been a Secretary, Public Works (PwD), Kerala and Project Director for externally aided projects for Kerala Sustainable Urban Development Project (KSUDP) – ADB assisted and Kerala State Transport Project (KSTP) – a World Bank assisted project for over three years.

Shri Anand Singh also has wide exposure in the Central Government having served as Private Secretary to Union Minister of State for External Affairs, Govt. of India and the post of Director of Estates and is now posted as Joint Secretary (Telecom) since February, 2022.

Since appointed w.e.f 01<sup>st</sup> September 2022, pursuant to the provisions of Listing Regulations the other details of Shri Anand Singh are as follows :

- Number of Board Meetings attended during 2021-22 : NA
- Details of Directorships in other Listed Companies as on 31<sup>st</sup> March 2022: NA
- Membership/Chairmanship in the Committees of other Listed Companies as on 31<sup>st</sup> March 2022 : NA
- Details of resignation from Directorships of other Listed Companies during the past 3 years : Nil
- 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 **Saturday, 24<sup>th</sup> September 2022 at 09.00 am and ends on Tuesday, 27<sup>th</sup> September 2022 at 05.00 pm**. 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 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Members who have already voted through remote e-voting would not be entitled to vote at the AGM.
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 resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9<sup>th</sup> 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.

**LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE CDSL/NSDL IS GIVEN BELOW**

Type of shareholders	Login Method
Individual Member holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to <b>Easi / Easiest</b> are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. 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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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>
Individual Member holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS" "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Members (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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. CDSL and NSDL**

Login type	Helpdesk details
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 helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

**LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR PHYSICAL MEMBERS AND MEMBERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.**

- i) The shareholders should log on to the e-voting website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on “Shareholders” module.
- iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical members) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for ITI Limited on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Members can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

1. **For Physical Members-** please provide necessary details like Folio No., Name of Members, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **RTA / Company email id**.
2. **For Demat Members -** please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA / Company email id.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in members login where the EVSN of Company will be displayed.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops / ipads for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cosecy\\_crp@itilttd.co.in](mailto:cosecy_crp@itilttd.co.in).
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.
8. 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.

**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 shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. 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.

**5. Note for Non – Individual Members and Custodians**

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [cosecy\\_crp@itilttd.co.in](mailto:cosecy_crp@itilttd.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
6. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
  7. All grievances connected with the facility for voting by electronic means or Members who need technical assistance before or during the AGM can contact to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**OTHER INSTRUCTIONS**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days 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 Chairman 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 CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.