

हिंदी केवल एक भाषा नहीं बल्कि हमारी राष्ट्रीय पहचान है।

ITI LIMITED
(A Govt. of India Undertaking)



आईटीआई लिमिटेड
(भारत सरकार का उपक्रम)

Ref: K/AGM/NSE&BSE/2024

Date: 11.11.2024

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: Scrutinisers Report with details of remote e-voting & e-voting at the 74th Annual General Meeting (AGM) held on 08.11.2024.

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

With reference to the above, we enclose herewith the Scrutiniser's Report on voting results of the 74th Annual General Meeting (AGM) of the Company held on Friday, 08th November 2024 on remote e-voting and e-voting during the AGM.

Thanking you

Yours faithfully
For ITI Limited

Rajeev Srivastava
Director Finance & CFO

Encl: as above



D VENKATESWARLU
Practicing Company Secretary

Form No: MGT-13

Report of Scrutinizer

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

**The Chairman and Managing Director
ITI LIMITED
CIN: L32202KA1950GOI000640
Registered & Corporate Office:
ITI Bhavan, Dooravaninagar,
Bangalore 560 016**

Sub: 74th Annual General Meeting of the Equity Shareholders of ITI LIMITED (CIN: L32202KA1950GOI000640) held on Friday, 8th November 2024 at 11:30 A.M. through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM')

Dear Sir,

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

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

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Seventy Fourth Annual General Meeting of the Equity Shareholders dated 10th October 2024. Our responsibility as a Scrutinizer for the E-voting process is restricted to furnishing of Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL) the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.





I submit my report as under:

1. The remote E-Voting period remained open from Tuesday, 5th November 2024 at 09.00 A.M. and ends on Thursday, 7th November 2024 at 05.00 P.M.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to Ministry Corporate Affairs (MCA) Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 2/2022, 11/2022, 09/2023 and 09/2024 dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021, 08th December 2021, 05th May 2022, 28th December 2022, 25th September 2023 and 19th September 2024 respectively and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated 13th May 2022, SEBI/HO/CFD/PoD-2/P/CIR / 2023/4 dated 05th January 2023 and SEBI/HO/CFD/PoD-2/P/CIR / 2024/133 dated 03rd October 2024.
3. The voting rights were reckoned as on Friday, 1st November 2024, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by National Securities Depository Limited (NSDL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
5. After the conclusion of the Annual General Meeting, the votes cast through e-voting (both remote and during AGM) were unblocked on 8th November 2024 at 12.58 P.M. in the presence of two witnesses.
6. Based on the data provided by National Securities Depository Limited (NSDL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:





Item No. in Notice of the AGM	Particulars of business	Votes in favour of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
Item No. 1 Ordinary Business: (Ordinary Resolution) To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March 2024 together with the reports of the Board of Directors and Auditors thereon and comments of Comptroller and Auditor General of India.	Remote E-voting	101	865215641	99.96	22	352096	0.04
	E-Voting at AGM	5	317	0.00	0	0	0.00
	Total	106	865215958	99.96	22	352096	0.04
Item No. 2 Ordinary Business: (Ordinary Resolution) To appoint a Director in the place of Shri Rajeev Srivastava (DIN: 08921307), who retires by rotation and being eligible, offers himself for re-appointment.	Remote E-voting	106	865225095	99.96	17	342642	0.04
	E-Voting at AGM	5	317	0.00	0	0	0.00
	Total	111	865225412	99.96	17	342642	0.04
Item No. 3 Ordinary Business: (Ordinary Resolution) Authorisation to Board to fix remuneration of Statutory and Branch Auditors for the financial year 2024-25.	Remote E-voting	117	865566385	100.00	6	1352	0.00
	E-Voting at AGM	5	317	0.00	0	0	0.00
	Total	122	865566702	100.00	6	1352	0.00
Item No. 4 Special Business: (Ordinary Resolution) Appointment of Shri Ramana Babu C V (DIN: 10478320) as Director (Marketing) of the Company.	Remote E-voting	104	865225074	99.96	19	342663	0.04
	E-Voting at AGM	5	317	0.00	0	0	0.00
	Total	109	865225391	99.96	19	342663	0.04



Item No. in Notice of the AGM	Particulars of business	Votes in favour of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
Item No. 5 Special Business: (Ordinary Resolution) Appointment of Lt Gen Kanwar Vinod Kumar, Signal Officer-in-Chief, Ministry of Defence (DIN: 10366028), as Government Director.	Remote E-voting	106	865225591	99.96	16	342142	0.04
	E-Voting at AGM	5	317	0.00	0	0	0.00
	Total	111	865225908	99.96	16	342142	0.04
Item No. 6 Special Business: (Ordinary Resolution) Appointment of Shri Mukesh Mangal (DIN: 10460089), DDG (AI&DIU), DoT as Government Director.	Remote E-voting	105	865225590	99.96	17	342143	0.04
	E-Voting at AGM	5	317	0.00	0	0	0.00
	Total	110	865225907	99.96	17	342143	0.04
Item No. 7 Special Business: (Ordinary Resolution) Ratification of remuneration payable to the Cost Auditors for the financial year 2024-25.	Remote E-voting	115	865565901	100.00	7	1832	0.00
	E-Voting at AGM	5	317	0.00	0	0	0.00
	Total	120	865566218	100.00	7	1832	0.00

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





D VENKATESWARLU
Practicing Company Secretary

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

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

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

Thanking you

Yours faithfully

D VENKATESWARLU
Company Secretary
FCS: 8554 CP NO: 7773
UDIN: F008554F001990160



Date: 9th November 2024
Place: Bengaluru

Rajesh Rai
Chairman and Managing Director
ITI Limited