

Ref: K/AGM/NSE&BSE/2022
Date: 30.09.2022

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

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

Dear Sir/Madam,

Sub: Scrutinizer's Report with details of remote e-voting & e-voting at the 72nd Annual General Meeting (AGM) held on 28.09.2022.
Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above, we enclose herewith the Scrutinizer's Report on voting results of the 72nd Annual General Meeting (AGM) of the Company held on Wednesday, 28th September 2022 on remote e-voting and e-voting during the AGM.

Thanking you

Yours faithfully
For ITI Limited

S Shanmuga Priya
Company Secretary

Encl: as above



DAC & ASSOCIATES LLP
Company Secretaries

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: 72nd Annual General Meeting of the Equity Shareholders of ITI LIMITED (CIN: L32202KA1950GOI000640) held on Wednesday, 28th September 2022 at 11:30 A.M. through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')

Dear Sir,

We, DAC & Associates LLP (LLPIN: ABA-5379), Company Secretaries, represented by Mr D Venkateswarlu, Designated Partner, were appointed as the 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 Second Annual General Meeting of the Equity Shareholders dated 28th September 2022. 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 Central Depository Services (India) Limited (CDSL) 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.



DAC & ASSOCIATES LLP

LLPIN: ABA-5379

Regd. Off: #170, 2nd Floor, 2nd Cross, 1st Block, Koramangala 4th Sector, Bangalore - 560094

www.dac-ca.com | www.dac-es.com | GSTIN: 29AATFD424310005 / BANGALORE-2000916

I submit my report as under:

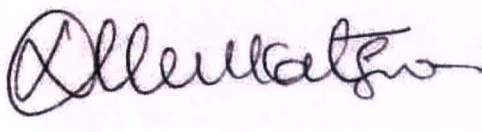

1. The remote E-Voting period remained open from Saturday, 24th September 2022 at 09.00 am and ended on Tuesday, 27th September 2022 at 05.00 pm.

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 and 3/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08th December, 2021 and 05th May, 2022 respectively issued by the and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022.

3. The voting rights were reckoned as on Wednesday, September 21, 2022 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 Central Depository Services (India) Limited (CDSL) 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 September 28, 2022 at 12.31 P.M. in the presence of two witnesses.


अध्यक्ष एवं प्रबंध निदेशक / Chairman & Managing Director
आईटीआई लिमिटेड / ITI Limited
पंजीकृत एवं विनियमित कार्यालय / Regd. & Corporate Office
आईटीआई भवन, दूरवाणीनगर / ITI Bhavan, Dooravaninagar,
बैंगलूरु / BANGALORE - 560 016

6. Based on the data provided by Central Depository Services (India) Limited (CDSL) 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 Resolution) To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 st March 2022 together with the reports of the Board of Directors and Auditors thereon and comments of Comptroller and Auditor General of India.	Remote E-voting	148	848498410	99.95	23	389915	0.05
	E-Voting at AGM	1	100	0.00	0	0	0.00
	Total	149	848498510	99.95	23	389915	0.05
Item No. 2 (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	145	848538576	99.96	26	349749	0.04
	E-Voting at AGM	1	100	0.00	0	0	0.00
	Total	146	848538676	99.96	26	349749	0.04
Item No. 3 (Ordinary Resolution) Authorisation to Board to fix remuneration of Statutory and Branch Auditors for the financial year 2022-23.	Remote E-voting	152	848878986	100.00	19	9339	0.00
	E-Voting at AGM	1	100	0.00	0	0	0.00
	Total	153	848879086	100.00	19	9339	0.00
Item No. 4 (Special Resolution) Appointment of Dr Raja Nayak (DIN: 06451006) as an Independent Director of the Company.	Remote E-voting	148	848871383	100.00	23	16942	0.00
	E-Voting at AGM	1	100	0.00	0	0	0.00
	Total	149	848871483	100.00	23	16942	0.00

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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 Resolution) Appointment of Shri Billeswar Sinha (DIN: 09393543) as an Independent Director of the Company.	Remote E-voting	148	848871412	100.00	23	16913	0.00
	E-Voting at AGM	1	100	0.00	0	0	0.00
	Total	149	848871512	100.00	23	16913	0.00
Item No. 6 (Special Resolution) Appointment of Smt Mamta Palariya (DIN: 07749007) as an Independent Director of the Company.	Remote E-voting	148	848871412	100.00	23	16913	0.00
	E-Voting at AGM	1	100	0.00	0	0	0.00
	Total	149	848871512	100.00	23	16913	0.00
Item No. 7 (Ordinary Resolution) Ratification of remuneration payable to the Cost Auditors for the financial year 2022-23.	Remote E-voting	151	848838306	99.99	19	49949	0.01
	E-Voting at AGM	1	100	0.00	0	0	0.00
	# Total	152	848838406	99.99	19	49949	0.01
Item No. 8 (Ordinary Resolution) Appointment of Shri Anand Singh (DIN: 01784114) as Chairman and Managing Director (Addl Charge) of the Company.	Remote E-voting	150	848878579	100.00	21	9746	0.00
	E-Voting at AGM	1	100	0.00	0	0	0.00
	Total	151	848878679	100.00	21	9746	0.00

One shareholder holding 70 shares has not voted either "For" or "Against" the resolution mentioned in Item No. 7

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

(Handwritten Signature)



(Handwritten Signature)

अध्यक्ष एवं प्रबंध निदेशक / Chairman & Managing Director
आईटीआई लिमिटेड / ITI Limited
संजीवक एवं निगमित कार्यालय / Regd. & Corporate Office
आईटीआई भवन, दूरवाणीनगर / ITI Bhavan, Dooravaninagar,
बंगलूरु / BANGALORE - 560 016

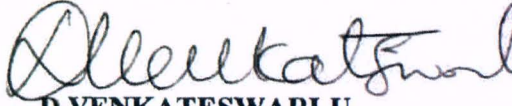
8. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

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
For DAC & Associates LLP



D VENKATESWARLU
Company Secretary
FCS: 8554 CP NO: 7773



अध्यक्ष एवं प्रबंध निदेशक / Chairman & Managing Director
आईटीआई लिमिटेड / ITI Limited
पंजीकृत एवं विगमित कार्यालय / Regd. & Corporate Office
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बैंगलूरु / BANGALORE - 560 016

UDIN: F008554D001074135

Date: 29th September 2022
Place: Bangalore