



**GIST OF THE PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF
ITI LIMITED HELD ON WEDNESDAY, 23RD SEPTEMBER 2015**

The 65th Annual General Meeting of the members of the Company was held on 23rd September 2015 at 11.30 A.M. at Bangalore Tamil Sangam, No.59, Annaswamy Mudaliar Road, Bangalore - 560 042.

The Company Secretary informed the Members that Government of India vide its order No F.No.14-4/2014-PSA (Vol.II) dated 04.06.2015 has entrusted Shri K K Gupta, Director Production with additional charge as Chairman and Managing Director, w.e.f 04th June 2015.

Shri K K Gupta, Director Production / addl charge Chairman and Managing Director chaired the proceedings of the meeting.

Total 90 Members attended the meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March 2015 and its future outlook.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013 and the related rules there under and the Listing Agreement, the Company had offered remote e-voting facility for transacting the business set out in the notice of the Annual General Meeting. The remote e-voting commenced on Saturday, 19th September 2015 at 10.00 AM and ended on Tuesday, 22nd September 2015 at 5.00 P.M.

The Chairman then informed that Members who have not cast their vote through remote e-voting may exercise their vote through ballot papers, which have been distributed to the shareholders at the time of registration.

He further informed that the Board of Directors have engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility and have appointed Shri K Narayanaswamy, Company Secretary in Practice, Bangalore as scrutinizer for scrutinising the voting process (electronically and poll) in a fair and transparent manner.

Thereafter all the 7 resolutions required to be passed were proposed and seconded. The Chairman invited members for any clarifications and suggestions. Several Members gave suggestions, and sought clarifications on the business of the Company.

Thereafter, poll was taken at the meeting. The Chairman announced that the e-voting results along with the consolidated scrutineser's report shall be placed on

the website of the Company, Notice Board at the Corporate Office and website of Central Depository Services (India) Limited (CDSL).

The Chairman thanked the Members for their participation and suggestion and announced that the proceedings of the 65th Annual General Meeting as closed after the completion of the Poll.

All the resolutions, as set out in the Notice were passed by the Members with requisite majority viz.,

I. Ordinary Business:

1. Adoption of the Audited Financial Statements for the year ended 31.03.2015 and the Reports of the Board of Directors and Auditors thereon. **(Ordinary Resolution)**
2. Re-appointment of Shri P.K.Gupta (DIN: 06896959) as Director, retiring by rotation. **(Ordinary Resolution)**
3. Re-appointment of Shri S.Gopu (DIN: 06896926) as Director, retiring by rotation. **(Ordinary Resolution)**
4. Fixation of remuneration to Statutory Auditors. **(Ordinary Resolution)**

II. SPECIAL BUSINESS

5. Appointment of Dr Janaki Ananthakrishnan (Din: 07247256) as Director of the Company. **(Ordinary Resolution)**
6. Appointment of Shri Srikanta Panda (DIN: 06992506) as Government Nominee Director of the Company. **(Ordinary Resolution)**
7. Approval of Remuneration to Cost Auditor for the year 2015-16. **(Ordinary Resolution).**

The Consolidated scrutiniser's report was uploaded on the website of the Company, Notice Board at the Corporate Office and website of Central Depository Services (India) Limited (CDSL). Further the results in the prescribed format were notified to the Stock Exchanges under clause 35A of the listing Agreement.

For ITI Limited



S.Shanmuga Priya
Company Secretary