

Ref: K/953/NSE&BSE/26-27

Date: 13.10.2026

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: **Notice of 76th Annual General Meeting(AGM) of the Company for the Financial Year 2025-26**

Ref: **Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the captioned subject, please find enclosed herewith Notice of 76th AGM of the Company scheduled to be held on Wednesday, 04th November 2026, at 12:30 PM through Video Conference ("VC")/Other Audio Visual Means ("OAVM").

The Notice of 76th AGM is also available on the Company's Website at the following link:
https://www.italtd.in/Investor%20information/2026/Notice_of_AGM_Final.pdf

This is for your kind information and records please.

Thanking you.

Yours faithfully
For ITI Limited

Y

Sathyan

Digitally signed
by Y Sathyan
Date: 2026.10.13
17:30:32 +05'30'

Y Sathyan
Company Secretary & Compliance Officer



ITI LIMITED

(A Govt 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 Sixth (76th) Annual General Meeting (AGM) of ITI Limited will be held on Wednesday, 04th November 2026 at 12.30 pm through Video Conferencing ('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 31st March 2026 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 C V Ramana Babu (DIN: 10478320), 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 2026-27".

II. SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary 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-5-2/2021-PSA dated 23rd February 2026, Lt. Gen. Vivek Dogra, SM, Signal Officer-in-chief, Ministry of Defence (DIN: 11851484), be and is hereby appointed as Government Director on the Board of the Company w.e.f. 27th July 2026 for a period of three years or till the

date of superannuation or until further orders, whichever is earlier 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 Ordinary 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-14-1/2021-PSA dated 30th July 2026, Shri Ajai Kumar Srivastava, (DIN: 11865448), be and is hereby appointed as Director Production on the Board of the Company w.e.f. 31st July 2026 till the date of superannuation (i.e. 31.03.2029) or until further orders, whichever is earlier 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 Ordinary 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-5-2/2021-PSA dated 16th July 2026, Shri Sanjiwan Sinha, (DIN: 03316960), be and is hereby appointed as Government Director on the Board of the Company w.e.f. 10th August 2026 until further orders, 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 thereunder the remuneration of Rs. 2,80,000/- (exclusive 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 2026-27 be and is hereby ratified".

Regd. & Corporate Office
ITI Bhavan, Doorvaninagar

By Order of the Board
for ITI LIMITED

Place: Bengaluru
Date: 09.10.2026

Y Sathyan
Company Secretary



NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 2/2022 dated 5th May 2022, 10/2022 dated 28th December 2022, 09/2023 dated 25th September 2023, 09/2024 dated 19th September 2024, 03/2025 dated 22nd September 2025 and Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 (hereinafter collectively referred to as "the Circulars"), and other applicable circulars issued in this regard, have permitted the companies to conduct AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 30 September 2026, without physical presence of Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Circulars, the 76th AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company, 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 2025-26 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@itiltld.co.in.
5. The Notice convening the 76th AGM along with full version of Annual Report 2025-26 has been uploaded on the website of the Company at www.itiltld.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 and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
6. Corporate Members / FIs / Financial Institutions intending to appoint Authorized 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 dvenkatacs@gmail.com and helpdesk.evoting@nsdl.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 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 authorize the Board to determine and fix suitable remuneration payable to Auditors for the year 2026-27 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 thereunder, 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. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. 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 NSDL e-Voting website at www.evoting.nsdl.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@itiltld.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 scrutinize the 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, 29th October 2026 to Wednesday, 04th November 2026 (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 vide its circular dated 15th December 2021, 3rd November 2022, and 16th March 2023. Accordingly, Members holding shares in physical forms are requested to submit their PAN, KYC and nomination details to the Company's RTA and 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 KYC details are available at https://www.sebi.gov.in/sebi_data/commondocs/mar-2023/Form_ISR-1_p.pdf
18. In accordance with Regulation 40 of the SEBI 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 dematerialization.
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 opt out 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.sebi.gov.in/sebi_data/commondocs/nov-2021/Form%20No.%20SH-14_p.pdf 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 25th 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.sebi.gov.in/sebi_data/commondocs/may2022/Form%20ISR4.pdf 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 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.itiltd.in/investors.php?lan=en> 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.

Registered & Corporate Office
ITI Bhavan, Doorvaninagar

By Order of the Board
for ITI LIMITED

Place: Bengaluru
Date: 09.10.2026

Y Sathyan
Company Secretary

Annexure A

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

Item No. 4, 5, 6 and 7:

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:

Item No 4: Lt. Gen. Vivek Dogra, SM, Signal Officer-in-chief, Ministry of Defence, Government Director (DIN: 11851484)

Lieutenant General Vivek Dogra has taken over the charge as Government Director of ITI Limited with effect from 27th July 2026 and is a 1988 batch officer of the Indian Army. He is an accomplished academian and decorated soldier, aptly personifying the role of "Scholar Warrior". His vast experience of serving in combat zones gives him a unique insight into the user-end requirements of non-kinetic and kinetic Ops.

He holds an M. Tech degree in Computer Science and is qualified as instructor in Technical Staff Course from Institute of Armament Technology, Girinagar Pune. He also holds two M. Phil degrees. He has been the Commandant & Executive Head of the prestigious Military College of Telecommunication Engineering, MCTE, the premier technical training establishment of Indian Army, wherein he worked closely with various institutions of repute including IITs, IIITs & NITs, pioneering research and academic development of UG, PG & research scholars, prior to taking over as Signal Officer-in-Chief on 01 Jan 2026.

As SO-in-C, he is spearheading the Indian Defence forces transformation towards resilient, data centric and state-of-the-art technology infused combat force.

Item No 5: Shri Ajai Kumar Srivastava, Director Production (DIN: 11865448)

Shri Ajai Kumar Srivastava has taken over the charge as Director (Production) of ITI Limited with effect from 31st July 2026. An Electronics & Communication Engineering graduate from J.K. Institute of Technology University of Allahabad, Shri Ajai Kumar Srivastava joined ITI Limited in 1998. Over the past 28 years he has built an illustrious career, holding several key positions across Production, Projects and Marketing, and has made significant contributions to the Company. He possesses extensive experience in telecom manufacturing and has successfully led the production of Transmission, Switching, and Access products. He played a pivotal role in establishing GPON manufacturing capabilities at ITI Limited, which enabled the Company to secure a substantial share of the BharatNet Phase-I project and execute it successfully across multiple telecom circles.

As Unit Head of ITI's manufacturing units at Mankapur and Naini, he led several operational and business initiatives that resulted in enhanced production efficiency, growth in turnover, and the introduction of new products into the Company's portfolio. During his tenure as Head of the Marketing Unit at Lucknow, the orders saw a remarkable jump due to his initiatives.

Prior to assuming charge as Director (Production), Shri Ajai Kumar Srivastava served as Chief General Manager (Production & Defence Projects) where he was responsible for overseeing the operations of all production units of ITI Limited and is an ideal candidate to take ITI forward on its path to become a leading telecom player.

Item No 6: Shri Sanjiwan Sinha, Government Director (DIN: 03316960)

Shri Sanjiwan Sinha has taken over the charge as Government Director on the Board of ITI Limited with effect from 10th August, 2026, a 1994-batch IP&TAFS officer, currently holds the position of Director General, National Communications Academy – Finance with additional charge of Project

Director, Programme Monitoring Unit, Digital Bharat Nidhi in the Department of Telecommunication, Government of India. With a diverse career spanning various departments and organizations, he has been instrumental in driving innovation and leveraging Information and Communication Technology (ICT) for transformative solutions. He holds the Degree of MBA(Finance), LLB and PhD in Social Science

Throughout his cadre postings in DAP, DOT, MTNL, BSNL, and BBNL, Sinha showcased his commitment to utilizing ICT for efficiency. Notably, as Joint CCA in Jharkhand, he operationalized the first website of any CCA office in 2005.

During his deputation in the Government of Bihar, as Managing Director of Bihar State Educational Infrastructure Development Corporation in 2012, he implemented a unique organizational structure with centralized planning, tendering and payment along with decentralized physical supervision, facilitated by the App 'Concurrent Monitoring of Projects'.

His tenure as the Managing Director of South Bihar Power Distribution Company saw the conception and implementation of the paperless end-to-end customer service platform 'Suvidha App'. This innovative App. With 1 million+ downloads and a 4-star rating on Google Play Store, transformed transparency in the workflow of the power distribution company during the Covid-19 period.

He successfully steered the implementation of Smart Prepaid Meters in Bihar, fostering a behavioral change in consumer-serving approaches. This initiative garnered attention and now Bihar has become the State with the highest Smart Prepaid Meter consumers.

Shri Sanjiwan Sinha's remarkable career journey reflects a consistent commitment to leveraging ICT for transformative solutions across various sectors, promoting transparency, efficiency and innovation in public service.

Item No. 7: Appointment of Cost Auditor

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 31st March 2027:

Sl. No.	Name of the Cost Auditor	Audit Fees excluding GST (in Rs)
1.	M/s Murthy & Co. LLP, Bangalore	2,00,000/-
2.	Aman Malviya & Associates, Lucknow	80,000/-
	Total	2,80,000/-

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 2,80,000/-(exclusive of applicable taxes) and out of pocket expenses and conveyance expenses at actuals for the Cost Auditor appointed for the year 2026-27 is placed before the Members for their approval.

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.

Registered & Corporate Office
ITI Bhavan, Doorvaninagar
Place: Bengaluru
Date: 09.10.2026

By Order of the Board of Directors

Y Sathyan
Company Secretary



Annexure B

BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS.

Item No. 2

Reappointment of Shri C V Ramana Babu, Director Marketing/Add. Charge Director Finance & CFO.

Shri C V Ramana Babu had initially joined the Board as Director Marketing on 25th January 2024 and was later entrusted the Director Finance (Additional Charge) w.e.f. 15th October 2025. He was also subsequently appointed as Chief Financial Officer (CFO) by the Board of Directors vide their resolution passed on 28th May 2026.

Shri C V Ramana Babu belongs to Indian Telecom Services (ITS) - 90 Batch. He is a graduate in Electronics & Communications from Andhra University and has a Diploma in Public policy and Sustainable Development from The Energy and Resource Institute (TERI), New Delhi.

A highly motivated and result oriented person who has more than 30 years of experience in Project planning, execution, installation and commissioning and operations of various telecom networks. During the initial years in his career, he had worked in Software center of Department of Telecom (DOT), dealing with large capacity Digital Switching Equipment. He has overseen smooth Y2K transition by developing software patches related to switching and billing. He has extensive knowledge of Mobile networks and installed CDMA and Wimax networks.

He successfully led the prestigious CSC project. He was responsible for dealing with spectrum issues in BSNL. He has taken lead in design of 4G network in BSNL and successfully soft launched 4G services in 2016 in Chandigarh. At previous position as Chief General Manager, Bharat Broadband Networks Limited (BBNL), he coordinated with various agencies for completion of Phase 1- which entailed connection of 120000 Gram Panchayats with OFC.

He also has vast experience in procurement. He handled procurement activities of the erstwhile Department of Telecom (DOT). He was instrumental in preparation of BSNL procurement manual, which is used as reference by many telecom PSUs and Private Telco's. He has interest in IOT, Mobile networks, circular economy and renewable energy.

Pursuant to the provisions of Listing Regulations the other details of Shri C V Ramana Babu are as follows:

- Number of Board Meetings attended during 2025-26: 7
- Details of Directorships in other Listed Companies as on 31st March 2026: Nil
- Membership/Chairmanship in the Committees in Listed Companies as on 31st March 2026: 5
- 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): 0
- Disclosure of inter-se relationships between directors & key managerial personnel: Nil

Item No. 4

Appointment of Lt. Gen. Vivek Dogra as Government Director

Lt. Gen. Vivek Dogra, SM, Signal Officer-in-chief, Ministry of Defence has been appointed as Government Director on the Board of the Company w.e.f. 27th July and is a 1988 batch officer of the Indian Army. He is an accomplished academician and decorated soldier, aptly personifying the role of "Scholar Warrior". His vast experience of serving in combat zones gives him a unique insight into the user end requirements of non-kinetic and kinetic Ops.

He holds an M. Tech degree in Computer Science and is qualified as instructor in Technical Staff Course from Institute of Armament Technology, Girinagar Pune. He also holds two M. Phil degrees. He has been the Commandant & Executive Head of the prestigious Military College of Telecommunication Engineering, MCTE, the premier technical training establishment of Indian Army, wherein he worked closely with various institutions of repute including IITs, IIITs & NITs, pioneering research and academic involvement of UG, PG & research scholars, prior to taking over as Signal Officer-in-Chief on 01 Jan 2026.

As SO-in-C, he is spearheading the Indian Defence forces transformation towards resilient, data centric and state of art technology infused combat force.

Pursuant to the provisions of Listing Regulations the details of Lt. Gen. Vivek Dogra are as follows:

- Number of Board Meetings attended during 2025-26: 0
- Details of Directorships in other Listed Companies as on 31st March 2026: Nil
- Membership/Chairmanship in the Committees in Listed Companies as on 31st March 2026: 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

Item No 5

Appointment of Shri Ajai Kumar Srivastava as Director Production

Shri Ajai Kumar Srivastava, has been appointed as Director Production on the Board of the Company w.e.f. 31st July 2026, he is an Electronics & Communication Engineering graduate from J.K. Institute of Technology University of Allahabad, Shri Ajai Kumar Srivastava joined ITI Limited in 1998. Over the past 28 years he has built an illustrious career, holding several key positions across Production, Projects and Marketing, and has made significant contributions to the Company.



He possesses extensive experience in telecom manufacturing and has successfully led the production of Transmission, Switching, and Access products. He played a pivotal role in establishing GPON manufacturing capabilities at ITI Limited, which enabled the Company to secure a substantial share of the BharatNet Phase-I project and execute it successfully across multiple telecom circles.

As Unit Head of ITI's manufacturing units at Mankapur and Naini, he led several operational and business initiatives that resulted in enhanced production efficiency, growth in turnover, and the introduction of new products into the Company's portfolio. During his tenure as Head of the Marketing Unit at Lucknow, the orders saw a remarkable jump due to his initiatives.

Prior to assuming charge as Director (Production), Shri Ajai Kumar Srivastava served as Chief General Manager (Production & Defence Projects) where he was responsible for overseeing the operations of all production units of ITI Limited and is an ideal candidate to take ITI forward on its path to become a leading telecom player.

Pursuant to the provisions of Listing Regulations the details of Shri Ajai Kumar Srivastava are as follows:

- Number of Board Meetings attended during 2025-2026: 0
- Details of Directorships in other Listed Companies as on 31st March 2026: Nil
- Membership/Chairmanship in the Committees in Listed Companies as on 31st March 2026: 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

Item No 6

Appointment of Shri Sanjiwan Sinha as Government Director

Shri Sanjiwan Sinha, has been appointed as Government Director on the Board of the Company w.e.f. 10th August 2026, and is a 1994-batch IP&TAFS officer, currently holds the position of Director General, National Communications Academy – Finance with additional charge of Project Director, Programme Monitoring Unit, Digital Bharat Nidhi in the Department of Telecommunication, Government of India. With a diverse career spanning

various departments and organizations, he has been instrumental in driving innovation and leveraging Information and Communication Technology (ICT) for transformative solutions. He holds the Degree of MBA(Finance), LLB and PhD in Social Science

Throughout his cadre postings in DAP, DOT, MTNL, BSNL, and BBNL, Sinha showcased his commitment to utilizing ICT for efficiency. Notably, as Joint CCA in Jharkhand, he operationalized the first website of any CCA office in 2005.

During his deputation in the Government of Bihar, as Managing Director of Bihar State Educational Infrastructure Development Corporation in 2012, he implemented a unique organizational structure with centralized planning, tendering and payment along with decentralized physical supervision, facilitated by the App 'Concurrent Monitoring of Projects'.

His tenure as the Managing Director of South Bihar Power Distribution Company saw the conception and implementation of the paperless end-to-end customer service platform 'Suvidha App'. This innovative App. With 1 million+ downloads and a 4-star rating on Google Play Store, transformed transparency in the workflow of the power distribution company during the Covid-19 period.

He successfully steered implementation of Smart Prepaid Meters in Bihar, fostering a behavioral change in consumer-serving approaches. This initiative garnered attention and now Bihar has become the State with the highest Smart Prepaid Meter consumers.

Shri Sanjiwan Sinha's remarkable career journey reflects a consistent commitment to leveraging ICT for transformative solutions across various sectors, promoting transparency, efficiency and innovation in public service.

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

- Number of Board Meetings attended during 2025-2026: 0
- Details of Directorships in other Listed Companies as on 31st March 2026: Nil
- Membership/Chairmanship in the Committees in Listed Companies as on 31st March 2026: 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



Annexure C

INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND ATTENDING THE AGM THROUGH VC/OAVM:

- Pursuant to the General Circular No. 03/2025 dated 22 September 2025, 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate therein and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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.
- 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 Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of

casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://www.italtd.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 1st November 2026 at 09.00 A.M and ends on Tuesday, 3rd November 2026 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) 28th October 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 28th October 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then use your existing My easi username & password. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- Now, you will have to click on "Login" button.

- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dvenkatacs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Shri Falguni Chakraborty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, 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 coscecry_crp@itilttd.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 coscecry_crp@itilttd.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding

securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/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 Members/ shareholders, who will be 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 in the AGM.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions 15 days in advance mentioning their name demat account number/folio number, email id, mobile number at coscecry_crp@itilttd.co.in. The same will be replied by the company suitably.
6. Those members who have registered themselves as 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.