ITI LIMITED

REGD. & CORPORATE OFFICE: ITI BHAVAN, DOORVANINAGAR, BANGALORE - 560016
Corporate Identity Number (CIN):L32202KA1950GoI000640
Tel No: 25617486 cosecy_crp@itiltd.co.in www.itiltd-india.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-ordinary General Meeting of members of ITI Limited will be held on Friday, the 9th January, 2015 at 11.30 a.m. at Bangalore Tamil Sangam, No.59, Annaswamy Mudaliar Road, Bangalore-560 042 to transact the following item of the by passing the special resolution.

Special Business:

To consider and if thought fit to pass with or without modifications, the following resolutions as an ordinary resolution.

RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approvals of shareholders in the General meeting be and is hereby accorded, to increase the Authorized Share Capital of the Company from Rs 700 crores to Rs 1200 crores in total and in case of equity capital from existing Rs.300,00,00,000 (Rupees Three hundred crores) divided into 30,00,00,000 (Thirty crores) equity shares of Rs.10/-each to Rs.800,00,00,000/- (Rupees Eight hundred crores) divided into 80,00,00,000 (Eighty crores) equity shares of Rs.10/- each ranking paripassu in all respect with the existing Equity Shares of the Company. And the Company to have 4,00,00,000 redeemable preference Shares of Rs 100 each as on date with the power of the Board of Directors to fix the rate of dividend on the Preference shares and to decide the terms and conditions of Preference Shares.

RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the approvals of shareholders in the General meeting be and is hereby accorded, for substituting Clause 5B of the Memorandum of Association of the company with the following clause.

5B. The Authorized capital of the Company is Rs.1200,00,00,000 (Rupees One thousand two hundred crores) divided into 80,00,00,000 equity shares of Rs.10/-each and 400,00,000 Redeemable Cumulative Preference Shares of Rs.100/-each with power to the Board of Directors to fix the rate of Dividend on the Preference Shares and to decide the terms and conditions of issue of Preference Shares.

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 in respect of special business is annexed hereto and forms part of this notice.
2. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company not less that forty eight (48) hours before the scheduled time of the Extra-ordinary General Meeting. The proxy form is attached.
3. The documents, if any, referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered office of the Company during office hours on all working days, except Saturday/Sunday and other holidays, between 11.00 a.m to 1.00 p.m. upto the date of Extra-Ordinary Meeting and will also be available for inspection at the meeting.
4. Corporate members/Trusts/Societies are requested to send a duly certified copy of the Board/Managing Committee Resolution authorizing their representative to attend and vote at the Meeting.
5. Entry in the Meeting hall shall be strictly restricted to Members/valid Proxies only carrying the attendance slip.

6. As a part of the green initiatives of the Ministry of Corporate Affairs, the Company is allowed to send official communication and documents to its members through e-mail.

   Accordingly, in cases where the members have registered their e-mail id with their depository participant/Company's Registrar and Share Transfer Agent, the Company has decided to send the notice of the General Meetings through e-mail. For other cases, the Company will continue to send the printed notices as usual.

   Members are requested to update their preferred e-mail ids with the Company/Depository participants/ Company's Registrar and Share Transfer Agent which will be used for the purpose of sending the official documents through e-mail in future.

   Members whose e-mail id is not registered with the Company, will be sent a copy of this notice at their registered address. Members whose e-mail ids are registered with the Company and who wish to receive physical copies of the notice may also send their request to the Company at its Registered Office address or to the Company's Registrar and Share Transfer Agent (RTA).

7. Notice of Extra-Ordinary General Meeting is being sent to those members/beneficial owners whose name appeared in the register of members/list of beneficiaries received from the depositories on Friday December 12, 2014 (at the closure of business hours).

EXPLANATORY STATEMENT

The authorized share capital of the Company is Rs 700,00,00,000/- (Rupees Seven hundred crores only) divided into 30,00,00,000 equity shares of Rs 10/- each and 4,00,00,000 Redeemable Cumulative Preference Shares of Rs 100/- each with power to the Board of Directors to fix the rate of dividend on the Preference Shares and to decide the terms and conditions of issue of Preference Shares.

It is proposed to increase the authorized share capital of the Company from the existing Rs 700,00,00,000/ - (Rupees Seven hundred crores only) to Rs 1200,00,00,000/- (Rupees one thousand two hundred crores only) in total and in the case of equity shares from existing Rupees three crores to Rupees eight hundred crores to make provision for infusion of Rupees four hundred sixty crores of equity share capital by Govt. of India. And the Company continually to have 4,00,00,000 Redeemable Cumulative Preference Shares of Rs 100/- each as on date with the power to the Board of Directors to fix the rate of dividend on the Preference Shares and decide the terms and conditions of Preference Shares.

As communicated Vide DoT's Letter bearing No. 20-11/2014-FAC-II dated 24.02.2014, the revival plan of the company had been approved by Govt. At the first stage, the disbursement schedule of the finance package from the Govt. will be to the extent of Rupees four hundred sixty crores towards Projects which require immediate assistance. This require enhancement of Authorize Capital from Rupees Seven hundred crores to Rupees one thousand two hundred crores paving the way for enhancement of equity capital from Rs three hundred crores to eight hundred crores and keeping in tact the Redeemable Preference Shares with Rupees four hundred crores.

The amendment in the capital clause of the Memorandum of Association can be made by passing an ordinary resolution at the General Meeting. The Resolution as set out in the notice convening the meeting or to be considered and the members are requested to approve the resolutions proposed as ordinary resolution. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the above resolution.

BY ORDER OF THE BOARD
FOR ITI LIMITED

Place : Bangalore
Date : 02nd December, 2014

(C.S.SACHDEVA)
Company Secretary

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Friday, 2nd January, 2015 at 10:00 a.m. and ends on Saturday, 3rd January, 2015 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th December, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to 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.

(xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) Mr. Sudhindra K S, Practicing Company Secretary, Bangalore has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. His E-mail Id is sudhindraksfcs@gmail.com.

(xxi) The results of the e-voting alongwith the Scrutinizers report shall be placed on the Company's website www.itiltd-india.com within two days of passing of the said resolutions at the EGM of the Company. The results will also be communicated to the Stock Exchanges where the shares of the Company are listed.

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Corporate Identity Number (CIN):L32202KA1950GoI000640
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PROXY FORM

Form No MGT- 11

Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s): ..... Email Id: .....

Registered address: ..... Folio No: .....

..... DP ID / Client Id: .....

I/We, being the Member(s) of ..... shares of the above named Company hereby appoint.

1. Name: ..... Address: .....
   Email id: ..... Signature: ..... or failing him
2. Name: ..... Address: .....
   Email id: ..... Signature: ..... or failing him
3. Name: ..... Address: .....
   Email id: ..... Signature: .....

as my/ our proxy to vote for me /us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Friday, the 9th January 2015 at 11.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl No.	Resolutions	For	Against
1.	Enhancement of Share Capital; Resolutions as per the Notice.		

Signed this.....day of.....2014/15

.....
Signature of the Shareholder

Affix Re 1 Revenue stamp Here

.....
Signature of Proxy holder

Note:

The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.

ITI LIMITED

Corporate Identity Number: L32202KA1950GOI000640
Registered & Corporate Office: ITI Bhavan, Doorvaninagar, Bangalore - 560 016
Tel: +91 80 25617486, Fax: +91 80 25617525, www.itiltd-india.com, E-mail: secretary@itiltd.co.in

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING

ENVL: ITI/006192 Fol: N001816 Shr: 1300
NATIONAL SECURITIES CLEARING CORPN. LTD

EXCHANGE PLAZA
BANDRA KURLA COMPLEX
BANDRA (E)
MUMBAI
PIN : 400051

060120150048

Please complete this attendance slip and hand it over at entrance of the Meeting Hall.

I / we hereby record my / our presence at the Extraordinary General Meeting held on Friday, 9th January, 2015 at 11:30 a.m. at Bangalore Tamil Sangam, No.59, Annaswamy Mudaliar Road, Bangalore - 560 042.

Name of the Members / Proxy / Authorised Representative* .....

Signature of the Members / Proxy / Authorised Representative* .....

* *Strike off whichever is not applicable*

Notes:

1. The Company will accept only Attendance Slip of a person personally attending the meeting as a Member or valid proxy duly registered in time with the Company. The Company will not accept Attendance Slip from any other person even if signed by a Member. Members are requested not to be accompanied by non-Members or children.
2. Persons representing Bodies Corporate are required to submit with the Company original Resolution of the Board of Directors or other governing body of such Member, authorizing such person to act as its representative under Section 113 of the Companies Act, 2013.
3. Shareholders/Proxy Holder/Authorised Representative attending the meeting should bring his/her copy of the Notice for reference at the meeting.
4. To facilitate Members, registration of attendance will commence at 10:30 a.m. on 9th January, 2015.
5. E-voting particulars are set out below:

EVEN (Electronic Voting Event Number)	PAN No. / SEQ No.	USER ID	PASSWORD
141218005	NA00038464	N001816	Please refer Notice of EGM for instructions.

E-voting facility will be open during the following period.

Commencement of E-voting	End of E-voting
Friday, January 2, 2015 at 10.00 a.m.	Saturday, January 3, 2015 at 5.00 p.m.