

“हिंदी केवल एक भाषा नहीं बल्कि हमारी राष्ट्रीय पहचान है।”



आईटीआई लिमिटेड

पंजीकृत एवं निगमित कार्यालय
आईटीआई भवन, दूरवाणीनगर,
बैंगलूरु - 560 016 भारत
फोन : +91 (80) 2561 4466
फैक्स : +91 (80) 2561 7525
वेबसाइट : www.itild-india.com
सी आई एन : L32202KA1950GoI000640

ITI LIMITED

Registered & Corporate Office
ITI Bhavan, Dooravaninagar,
Bengaluru - 560 016, India
Phone : +91 (80) 2561 4466
Fax : +91 (80) 2561 7525
Website : www.itild-india.com
CIN : L32202KA1950GoI000640

Ref: K/NSE/ AGM /2015

25.09.2015

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra [E], Mumbai - 400 051

Dear Sirs,

Sub: Clause 35A of the Listing Agreement - Details of E-voting & Poll Results at the 65th Annual General Meeting (AGM) held on 23.09.2015.

Pursuant to Clause 35A of the Listing Agreement, the details as follows:

Sl. No.	Description		Particulars
1.	Date of AGM	:	23.09.2015
2.	Total Number of Shareholders on cut-off date	:	38235
3.	No. of shareholders present in the meeting either in person or through proxy (i) Promoter and Promoter Group (ii) Public	: : :	2 (in persons) 88 (in persons)
4.	No. of shareholders attended the meeting through video conferencing (i) Promoter and Promoter Group (ii) Public	: : :	No video conference facility was made available.

Detail of the Agenda:

Sl. No.	Details of Agenda	Resolution required (ordinary / Special)	Mode Voting (Show of Hands / Poll / Postal Ballot / E-Voting)
1.	Consider and adopt the audited Financial Statement, Reports of the Board of Directors and Auditors	Ordinary	E-voting & Poll

contd.....

(..2..)

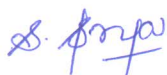
Sl. No.	Details of Agenda	Resolution required (ordinary / Special)	Mode Voting (Show of Hands / Poll / Postal Ballot / E-Voting)
2.	Re-appointment of Shri P K Gupta who retires by rotation	Ordinary	E-voting & Poll
3.	Re-appointment of Shri S Gopu who retires by rotation	Ordinary	E-voting & Poll
4.	Fixation of remuneration to Statutory Auditors	Ordinary	E-voting & Poll
5.	Appointment of Dr Janaki Ananthakrishnan as Director	Ordinary	E-voting & Poll
6.	Appointment of Shri Srikanta Panda as Director	Ordinary	E-voting & Poll
7.	Approval of Remuneration to Cost Auditor	Ordinary	E-voting & Poll

Further we are also enclosing the declaration in accordance with Clause 35A and Scrutinizer's Report on E-voting and Poll.

Kindly take this into your records and acknowledge the receipt.

Thanking you

Yours truly,
for ITI Limited



Company Secretary

Encl.: as above

ITI LIMITED

Date of Annual General Meeting : SEPTEMBER 23, 2015

Total number of shareholders on record : 38235 (As per specified Date)

No. of shareholders present in the meeting either in person or through proxy : 90

Promoters and Promoter Group : 2

Public : 88

No. of Shareholders attended the meeting through Video conferencing : NA

Promoter/Public	No. of Shares held	No. of votes polled	% of votes pledged on outstanding shares (3) = [(2) /(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4) /(2)]*100	% of Votes against on votes polled (7) = [(5) /(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 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.

Promoter and Promoter Group	259200000	259200000	100.00	259200000	0	100.00	0.00
Public - Institutional holders	10020628	0	0.00	0	0	0.00	0.00
Public -Others	18779372	10334	0.06	8729	1605	84.47	15.53
Total (A)	288000000	259210334	90.00	259208729	1605	99.999	0.001

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2) /(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4) /(2)]*100	% of Votes against on votes polled (7) = [(5) /(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 2

Re-appointment Shri P.K. Gupta, Director who retires by rotation.

Promoter and Promoter Group	259200000	259200000	100.00	259200000	0	100.00	0.00
Public - Institutional holders	10020628	0	0.00	0	0	0.00	0.00
Public -Others	18779372	10334	0.06	7919	2415	76.63	23.37
Total (A)	288000000	259210334	90.00	259207919	2415	99.999	0.001

Resolution 3

Re-appointment Shri S. Gopu, Director who retires by rotation.

Promoter and Promoter Group	259200000	259200000	100.00	259200000	0	100.00	0.00
Public - Institutional holders	10020628	0	0.00	0	0	0.00	0.00
Public -Others	18779372	10334	0.06	8199	2135	79.34	20.66
Total (A)	288000000	259210334	90.00	259208199	2135	99.999	0.001

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2) /(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4) /(2)]*100	% of Votes against on votes polled (7) = [(5) /(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 4

Fixation of remuneration of Statutory and Branch Auditor.

Promoter and Promoter Group	259200000	259200000	100.00	259200000	0	100.00	0.00
Public - Institutional holders	10020628	0	0.00	0	0	0.00	0.00
Public -Others	18779372	10334	0.06	8729	1605	84.47	15.53
Total (A)	288000000	259210334	90.00	259208729	1605	99.999	0.001

Resolution 5

Appointment of Dr Janaki Ananthakrishnan as Director - Finance.

Promoter and Promoter Group	259200000	259200000	100.00	259200000	0	100.00	0.00
Public - Institutional holders	10020628	0	0.00	0	0	0.00	0.00
Public -Others	18779372	10334	0.06	8319	2015	80.50	19.50
Total (A)	288000000	259210334	90.00	259208319	2015	99.999	0.001

Promoter/Public	No. of Shares held	No. of votes polled	% of votes pled on outstanding shares (3) = [(2) /(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4) /(2)]*100	% of Votes against on votes polled (7) = [(5) /(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 6

Appointment of Shri Srikanta Panda as Government Nominee Director.

Promoter and Promoter Group	259200000	259200000	100.00	259200000	0	100.00	0.00
Public - Institutional holders	10020628	0	0.00	0	0	0.00	0.00
Public -Others	18779372	10334	0.06	8329	2005	80.60	19.40
Total (A)	288000000	259210334	90.00	259208329	2005	99.999	0.001

Resolution 7

Ratification of remuneration payable to the Cost Auditors.

Promoter and Promoter Group	259200000	259200000	100.00	259200000	0	100.00	0.00
Public - Institutional holders	10020628	0	0.00	0	0	0.00	0.00
Public -Others	18779372	10334	0.06	8317	2017	80.48	19.52
Total (A)	288000000	259210334	90.00	259208317	2017	99.999	0.001

To

The Chairman,
ITI Limited,
Doorvaninagar,
Bangalore-560006

Dear Sir,

Sub: Combined Scrutinizer Report on e-voting and poll of the 65th Annual General Meeting of ITI Limited held on 23rd September 2015 at 11.30 am at Bangalore Tamil Sangam, No.59, Annaswamy Mudaliar Road Bangalore-560042.

I, K Narayana Swamy, a Company Secretary in Practice, having office at Amudhasurabi, No.48, 8th Cross Visvesvaraya Colony, Akash Nagar, B.N. Pura Extension, Bangalore-560016 have been appointed as a Scrutinizer for the purpose of scrutinizing the e-votes and the poll taken in a fair and transparent manner and also ascertain the requisite majority on e-voting and the poll carried out as per the provisions of the Companies Act, 2013 read with applicable Rules of the Companies (Management and Administration) Rules, 2014 on the Resolutions mentioned in Notice of the 65th Annual General Meeting of Members of ITI Limited held on Wednesday, the 23rd September 2015 at 11.30 am at Bangalore Tamil Sangam, No.59, Annaswamy Mudaliar Road Bangalore-560042.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and the poll on the Resolutions mentioned in Notice of the 65th Annual General Meeting of the Members of the Company.

My responsibility as a Scrutinizer is restricted to ascertain votes cast "in favour" or "against" or "invalid" on the ballot/poll conducted at the venue of 65th the Annual General Meeting of the Company and also based on the Reports downloaded from the e-voting platform provided by www.evotingindia.com to the members for casting the e-voting.

The Company had appointed Central Securities Depository Limited (CDSL) as a service provider for providing electronic voting to the Shareholders of the Company from 19th September 2015 (10.00 am) till 22th September 2015 (5.00) pm. The Integrated Enterprise (India) Ltd is the Registrar and Share Transfer Agent of the Company. The e-voting results were unlocked by me on 23rd September 2015 in the presence of two witnesses. For further details, kindly refer my Scrutinizer Report dated 23rd September 2015 attached herewith.

K.Narayana Swamy & Co.
Company Secretaries



At the Annual General Meeting, the Company facilitated the members present at the meeting who could not participate in the e-voting to record their votes through the poll process. For details kindly refer to my Scrutinizer Report in Form MGT 13 dated 23rd September 2015.

Four Poll papers were considered invalid since the members have neither cast their votes "in favour" nor "against" the resolutions.

Consolidate results on e-voting and vote on poll is herewith attached.

The Register, all other papers and relevant records relating to electronic voting and poll papers ~~and the same~~ will be handed over to the Company Secretary for safe keeping.

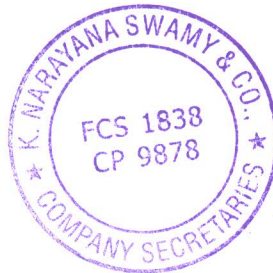
Thanking You,



K Narayana Swamy
Scrutinizer
Company Secretary

FCS No 1838, CP No 9878

Date: 23rd September 2015
Place: Bengaluru



Part-III-Consolidated Results:

Consolidated Results of Item No: 1-Ordinary Resolution: Adoption of Accounts for the year ended 31.03.2015.

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	229	259208500	259208729	100%
Dissent	1505	100	1605	0.00
Invalid	-	650	650	0.00
Total	1734	259209250	259210984	100%

Accordingly, out of total of 259210334 valid votes cast via e-voting and poll, 259208729 votes were cast assenting to the Ordinary Resolution constituting 100.00% of the votes polled and 1605 votes were cast dissenting to the Ordinary Resolution constituting 00.00% of the votes polled.

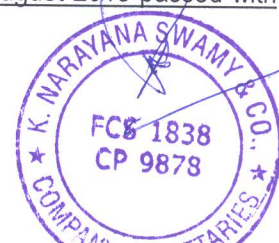
Thus, the ordinary resolution contained in item No. 1 of the notice dated 11th August, 2015 passed with requisite majority.

Consolidated Results of Item No: 2- Re-appointment of Shri P.K. Gupta as Director.

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	229	259207690	259207919	100%
Dissent	1505	910	2415	0.00
Invalid	-	650	650	0.00
Total	1734	259209250	259210984	100%

Accordingly, out of total of 259210334 valid votes cast via e-voting and poll, 259207919 votes were cast assenting to the Ordinary Resolution constituting 100.00% of the votes polled and 2415 votes were cast dissenting to the Ordinary Resolution constituting 00.00% of the votes polled.

Thus the ordinary resolution contained in item no. 2 of the notice dated 11th August 2015 passed with requisite majority.



Consolidated Results of Item No: 3-Ordinary Resolution: Re-appointment of Shri S.Gopu as Director:

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	229	259207970	259208199	100%
Dissent	1505	630	2135	00.00
Invalid	-	650	650	00.00
Total	1734	259209250	259210984	100%

Accordingly, out of total of 259210334 valid votes cast via e-voting and poll, 259208199 votes were cast assenting to the Ordinary Resolution constituting 100.00% of the votes polled and 2135 votes were cast dissenting to the Ordinary Resolution constituting 00.00% of the votes polled.

Thus the ordinary resolution contained in item no. 3 of the notice dated 11th August 2015 passed with requisite majority.

Consolidated Results of Item No: 4-Ordinary Resolution: Fix the Director Remuneration for Auditors

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	229	259208500	259208729	100%
Dissent	1505	100	1605	00.00
Invalid	-	650	650	00.00
Total	1734	259209250	259210984	100%

Accordingly, out of total of 259210334 valid votes cast via e-voting and poll, 259208729 votes were cast assenting to the Ordinary Resolution constituting 100.00 of the votes polled 1605 votes were cast dissenting to the Ordinary Resolution constituting 0.00% of the votes polled.

Thus the ordinary resolution contained in item no. 4 of the notice dated 11th August 2015 passed with requisite majority.



Consolidated Results of Item No: 5-Ordinary Resolution: Appointment of Dr. Janaki Ananthakrishnan as a Director.

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	229	259208090	259208319	100%
Dissent	1505	510	2015	0.00
Invalid	-	650	650	0.00
Total	1734	259209250	259210984	100%

Accordingly, out of total of 259210334 valid votes cast via e-voting and poll, 259208319 votes were cast assenting to the Ordinary Resolution constituting 100% of the votes polled, 2015 votes were cast dissenting to the Ordinary Resolution constituting 0.00% of the votes polled.

Thus the ordinary resolution contained in item no. 5 of the notice dated 11th August 2015 passed with requisite majority.

Consolidated Results of Item No: 6-Ordinary Resolution: Appointment of Shri Srikanta Panda as a Nominee Director

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	229	259208100	259208329	100%
Dissent	1505	500	2005	0.00
Invalid	-	650	650	0.00
Total	1734	259209250	259210984	100%

Accordingly, out of total of 259210334 valid votes cast via e-voting and poll, 259208329 votes were cast assenting to the Ordinary Resolution constituting 100% of the votes polled, 2005 votes were cast dissenting to the Ordinary Resolution constituting 0.00% of the votes polled.

Thus the ordinary resolution contained in item no. 6 of the notice dated 11th August 2015 passed with requisite majority.



Consolidated Results of Item No: 7-Ordinary Resolution: Fixing of Remuneration for Cost Auditor.

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	227	259208090	259208317	100%
Dissent	1507	510	2017	0.00
Invalid	-	650	650	0.00
Total	1734	259209250	259210984	100%

Accordingly, out of total of 259210334 valid votes cast via e-voting and poll 259208317 votes were cast assenting to the Ordinary Resolution constituting 100% of the votes polled, 2017 votes were cast dissenting to the Ordinary Resolution constituting 0.00% of the votes polled.

Thus the ordinary resolution contained in item no. 7 of the notice dated 11th August 2015 passed with requisite majority.

K Narayana Swamy

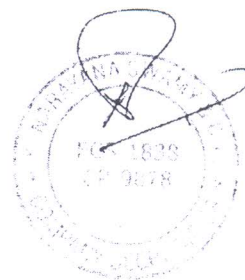
Scrutinizer

Company Secretary

FCS No 1838, CP No 9878

Date: 23rd September 2015

Place: Bangalore



cm.p
⊗

K. K. GUPTA
Chairman & Managing Director
ITI LIMITED
Registered & Corporate Office
ITI Bhavan, Doorvaninagar
Bangalore - 560 016.