



ITI LIMITED

REGISTERED & CORPORATE OFFICE

ITI BHAVAN, DOORAVANINAGAR, BANGALORE-560016

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MINUTES OF THE SIXTY FOURTH ANNUAL GENERAL MEETING OF ITI LIMITED HELD AT 11.30 A.M. ON FRIDAY, SEPTEMBER 26, 2014 AT BANGALORE TAMIL SANGAM, NO.59, ANNASWAMY MUDALIAR ROAD, BANGALORE-560 042

MEMBERS PRESENT

32 MEMBERS AND 30 PROXIES RECORDED ATTENDANCE.

DIRECTORS' PRESENT

Shri K.L.Dhingra

Shri K.K.Gupta

Shri P.K.Gupta

Shri S.Gopu

Shri Ramesh Bhat

Shri Surendran

Shri B.L.Ramesh

- Chairman and Managing Director
- Director - Production
- Director - Marketing
- Director - Human Resources
- Chairman of the Audit Committee and Independent Director
- President of India Nominee
- Governor of Karnataka Nominee

IN ATTENDANCE

Shri C.S.Sachdeva

Shri Sridhar

- Company Secretary
- Statutory Auditor

Shri K.L.Dhingra, Chairman, after confirming that necessary quorum was present started the meeting at 11.30 a.m. the scheduled time for the meeting by extending a warm welcome to the Members, Proxies.

Chairman introduced the Directors and officers present on the dais.

He also announced that the relevant registers maintained under the Companies Act, 2013, and required to be made available at the Annual General Meeting were available for inspection by the members at the venue of the Meeting.

The Chairman also informed that the Report of the Directors and the audited financial statements for the year ended March 31, 2014 have already been circulated. With the permission of the members, the same were taken as read.

Chairman then asked the Company Secretary to read the Notice.

With the consent of members present, the Notice convening the 64th Annual General Meeting (AGM) was taken as read.

The Chairman then addressed the members. Some key points of the address are:

Gross Turnover of the Company for the year 2013-14 stood at Rs.770 Cr. inclusive of the service taxes.

The significant achievement of this financial year is that losses have come down and the losses for this year are the lowest in the last 12 years, without considering grants.

The Company's losses have been reducing over the last four years and have come down to Rs.344 Cr. in 2013-14. The company's MoU rating has been improving and the provisional MoU rating for 2013-14 has been the highest during the last 12 years.

Company's Revival Plan with the financial package of Rs. 4156 Cr has been approved by the Government of India. The package consists of Rs. 2264 Crore towards up-gradation of manufacturing infrastructure and implementation of new projects in all the plants of ITI. Infusion of CAPEX will help ITI again to go into manufacturing in a big way. Towards this, Plan budgetary support of Rs. 460 Cr. has been already allocated in the Union Budget for 2014-15.

The Company is successful in securing orders for the NFS project for Optical Fiber laying project and received two Purchase Orders worth Rs. 2111 Cr.

The Company is actively pursuing the opportunities emerging out of NPR projects. Two presentations have been given to the Registrar General of India (RGI) recently, for manufacturing the smart cards for Indian Citizens/Residents. Further, ITI is expecting order for Rashtriya Swasthya Bima Yojana (RSBY) convergence from the Ministry of Labour for a value of Rs. 150 Cr.

On the Defence business front, ITI Limited is pursuing for more defence orders. It is one of the contestants in the Battlefield Management System (BMS), under Ministry of Defence. The technical evaluation of the offers for this are now in progress. Technical teams of Ministry of Defence, for this Project have recently visited ITI's facilities. The Company is seriously pursuing with PSUs, like HAL and ALIMCO for offloading some of their work/orders, including some projects under their CSR activities. The Company is in the process of signing MoU with

these PSUs shortly. The Company is also actively pursuing ASCON Phase IV project, which is yet to be finalized.

ITI Limited, Bangalore had taken an initiative of signing an MoU with Telecom Sector Skill Council (TSSC). The first Skill Development Programme has already been completed successfully in Bangalore, in collaboration with TSSC and many more will be started in the other Units also.

Revival of an ailing PSU is a process, which can be completed only with the sanction of the Revival Package and the release of funds. The first two stages of Revival process, i.e. Reduction of the losses (despite the major customers having their own financial constraints) and approval of the Revival Proposal have been completed. Third stage is the implementation of the Revival Proposal and then finally achieving the goal of being back into profits. The Company has completed the first two stages successfully and also is working towards completing the third stage.

Chairman prior to inviting comments/questions from members requested the Company Secretary to enlighten the members about voting process and other related matters.

Shri C.S.Sachdeva, Company Secretary informed the members about the procedures, as follows:

The observations or comments in the Annual Report was taken as read pursuant to Section 145 of the Companies Act 2013 ("the Act"). The report was made available for inspection by the members at the venue of the Meeting.

In terms of Section 108 of the Act and Clause 35B of the Listing Agreement, e-voting facility was made available to members (from 20.09.2014 - 10.00 a.m. to 22.09.2014 - 05.00 p.m.) for businesses proposed in the AGM notice through the Central Depository Service Limited (CDSL) (the cut off date for the members was 29.08.2014).

Company Secretary handed over the proceedings back to the CMD.

Chairman then invited comments / questions from the shareholders. He requested shareholders not to repeat questions and raise questions only pertaining to accounts and operations of the Company and in view of the number of items to be considered at the meeting and also requested them to be as brief as possible and to confine them to the affairs of the Company.

At the outset the members appreciated the e-voting initiative taken by the Company. And also one of the shareholder wanted when the pending arrears towards 1997 pay revision of the employees will be paid and for this Chairman

replied that as soon as it is cleared by the appropriate authority and funds made available, the payment will be released.

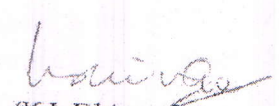
The Chairman further clarified that the members may contact the Company Secretary and his team on any query/assistance at any time during the year.

Chairman then announced that eligible members could cast their votes using the ballot paper provided to them. He further guided them to take the assistance of R&TA or the Company officials present inside the hall.

Chairman informed the members that the result of the votes cast through e-voting and ballot will be collated for all the resolutions that were placed before the shareholders for their approval and the final results of the same will be disseminated through the Stock Exchanges, websites of the Agency (CDSL) and of the Company within 48 hours (excluding Sunday). Members may view the final results post the close of business hours on September 30, 2014 (Tuesday).

The meeting was then declared "closed" by the Chairman thanking all those present.


(C.S.SACHDEVA)
Company Secretary


(K.L.Dhingra)
CHAIRMAN

Ref:K/AGM/1/2014(64)
Date: 26.09.2014