

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 : L32202KA1950Gol000640

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 : L32202KA1950Gol000640

Ref: K/NSE & BSE/2018

Date: 16.03.2018

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

The Manager
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Sir,

Sub: Extra Ordinary General Meeting on 05.04.2018

With reference to our previous communication dated 13.03.2018 on convening of EGM on 05.04.2018 to consider Increase in authorised share capital, amendment to clause V of Memorandum of Association, Adoption of new set of Articles of Association and Further Public Offer of the Company, please find attached detailed notice of EGM sent to shareholders.

This is for your kind information and record please.

Thanking you,

Yours faithfully
For ITI LIMITED

(S. Shanmuga Priya)
Company Secretary



ITI LIMITED

REGD. & CORPORATE OFFICE:

ITI BHAVAN, DOORVANINAGAR, BANGALORE - 560016
Corporate Identity Number (CIN):L32202KA1950GOI000640
Tel.: 080-25617486 E-mail: cosecy_crp@itilttd.co.in

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ITI LIMITED (THE "COMPANY") WILL BE HELD ON THURSDAY, THE 5TH APRIL 2018 AT BANGALORE AT 11.30 A.M. AT BANGALORE TAMIL SANGAM, NO.59, ANNASWAMY MUDALIAR ROAD, BANGALORE - 560 042 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

Resolution No. 1

Increase in Authorised Share Capital

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 61 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Companies (Share Capital and Debenture) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 12,00,00,00,000 (Rupees One Thousand Two Hundred Crores only) divided into 80,00,00,000 Equity Shares of Rs.10 each and 4,00,00,000 Redeemable Cumulative Preference Shares of Rs.100 each to Rs. 35,00,00,00,000 (Rupees Three Thousand Five Hundred Crores only) divided into 280,00,00,000 Equity Shares of Rs.10 each and 7,00,00,000 Redeemable Cumulative Preference Shares of Rs.100 each by addition of 200,00,00,000 Equity Shares of Rs.10 each and 3,00,00,000 Redeemable Cumulative Preference Shares of Rs.100 each".

Resolution No. 2

Amendment to Clause V of Memorandum of Association :

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 13, 61 and 64 of the Companies Act, 2013 (the "**Act**") and other applicable provisions, if any, of the Act, the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force) the consent of the members be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following new Capital Clause:

- V) The Authorised Share Capital of the Company is Rs. 35,00,00,00,000 (Rupees Three Thousand Five Hundred Crores only) divided into 280,00,00,000 Equity Shares of Rs.10 each and 7,00,00,000 Redeemable Cumulative Preference Shares of Rs.100 each with the rights, privileges and conditions attaching there to as may be provided by the Articles of Association of the Company for the time being with power to the Company to increase or reduce the capital and to issue in parts of its capital original or increased with or without any Preference, priority or special privileges or subject to postponement of rights or to any conditions or restrictions and with power to vary any rights in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company".

“RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, the members of the Company hereby adopts the amended Memorandum of Association, as tabled before the members and initialed by the Chairman for the purposes of identification”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any Director or Company Secretary be and is hereby severally authorised, on behalf of the Company, authorised to file statutory application and other forms, remit fees and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

Resolution No. 3

Adoption of new Articles of Association

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and and other applicable provisions, if any, of the Act, the rules made thereunder(including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force) the consent of the members be and is hereby accorded for substitution of new set of Articles of Association as placed before the members for the set of existing Articles of Association of the Company, and the same be approved and be adopted as new Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any Director or Company Secretary be and is hereby severally authorised, on behalf of the Company, authorised to file statutory application and other forms, remit fees and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

Resolution No. 4

Further Public Offer of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolutions:

“RESOLVED THAT subject to the provisions of the Section 23 and 62(1) (c) of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies (Prospectus and Allotment of Securities) Rules, 2014 (Rules), or any other applicable rules made thereunder (**“Companies Act”**), the provisions of the Memorandum and Articles of Association of the Company, in accordance with the terms and conditions contained in any other applicable laws including but not limited to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“SEBI ICDR Regulations”**) and other applicable SEBI regulations and guidelines, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR Regulations”**), the equity listing agreement executed with BSE Limited (**BSE**) and the National Stock Exchange of India Limited (**NSE**) (collectively referred to as the **“Stock Exchanges”**), on which the Company’s equity shares are listed, provisions of Securities Contracts (Regulation) Act, 1956 and the rules framed thereunder, Foreign Exchange Management Act, 1999 (**“Applicable Laws”**), subject to CCEA approval, receipt of approval of the Government of India, Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Registrar of Companies, and all other appropriate statutory and governmental authorities, and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the

“**Board**”) or any duly constituted Committee of the Board, the consent of the members be and is hereby accorded for the follow-on public offer by way of fresh issue of up to 18,00,00,000 equity shares (“**Fresh Issue to Public**”) and such number of additional equity shares not exceeding 5% of the Fresh Issue to Public which shall be reserved for the employees of the Company (“**Fresh Issue to Employees**” and together with Fresh Issue to Public referred to as the “**Issue**”) for cash either at par or premium (with an option to the Company to retain an over-subscription to the extent of 10% of the Issue size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment) including the issue and allotment of equity shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per equity share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorized capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may at its sole discretion decide, including anchor investors, if any, one or more of the members, employees (through a reservation or otherwise), Hindu Undivided Families, foreign institutional investors and sub-accounts, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the Book Running Lead Managers (**BRLMs**) and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs and that the Board in consultation with the BRLMs may finalise all matters incidental thereto.”

“**RESOLVED FURTHER THAT** the members of the Board and such other persons as may be authorized by the Board be and is hereby authorized to make available for allocation a portion of the Issue to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees and/or shareholders of listed group companies or any other class of investors (the “**Reservation**”) or to provide a discount to the issue price to retail individual bidders or eligible employees or any other class of investors (the “**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“**RESOLVED FURTHER THAT** the Issue shall be made to such persons, who may or may not be shareholders of the Company, as the Board may, in consultation with the BRLMs decide, including anchor investors, if any, foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, as may be permissible under Applicable Laws, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, and in such manner and on such terms and conditions as the Company, in consultation with the BRLMs may think fit, in accordance with the provisions of Applicable Laws.”

“**RESOLVED FURTHER THAT** the equity shares to be allotted in the Issue shall continue to be subject to the memorandum of association and articles of association of the Company and shall continue to rank *pari passu* in all respects with the existing equity shares of the Company, including rights in respect of dividend.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of equity shares pursuant to the Issue, the Board and any other committee constituted thereof, in consultation with the BRLMs, be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the equity shares are to be allotted or transferred, the number of equity shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Issue, transfer and allotment of the equity shares, and utilization of the Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.”

“RESOLVED FURTHER THAT subject to compliance with Applicable Laws such equity shares as are not subscribed may be disposed of by the Board, in consultation with the BRLMs, to such persons and in such manner and on such terms as the Board thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds/foreign institutional investors/bodies corporate/such other persons or otherwise”

“RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board hereby authorise Chairman and Managing Director, Director Production, Chief Finance Officer and Company Secretary be and are hereby severally authorized to execute and deliver any and all other documents, letters, agreements, or instruments, including any amendments, changes, variations, alterations or modifications thereto, filings with the Registrar of Companies, Karnataka, and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions in relation to the Issue; and any such documents so executed and delivered or acts and deeds done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and deeds done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

Regd. & Corporate Office:
ITI Bhavan, Doorvaninagar
Bangalore - 560 016

Date:13.02.2018
Place: Bangalore

By Order of the Board
For ITI LIMITED

(S. SHANMUGA PRIYA)
Company Secretary

Notes

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), relating to Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto as Annexure 'A'.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF A MAXIMUM OF 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH A PERSON SHALL ACT AS PROXY, PROVIDED THAT THE PERSON DOES NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. **THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM (I.E. ON OR BEFORE 02ND APRIL, 2018, 5.00 P.M. (IST)). A PROXY FORM FOR THE EGM IS ENCLOSED.**
3. During the period beginning 24 hours before the time fixed for the commencement of the EGM and until the conclusion of the EGM, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified copy of the Board resolution / appropriate authorization document or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the EGM.
5. Only bonafide members of the Company, whose names appear on the Register of members/ Proxy holders and who are in possession of valid attendance slips duly filled in and signed, will be permitted to attend the EGM. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the EGM.
6. Members / Proxies / authorized representatives are requested to bring duly filled in Attendance Slip enclosed herewith to attend the meeting.
7. In case of joint holders attending the EGM, only such a joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors are interested, being maintained under the Act, will be available for inspection at the EGM.
9. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, M/s. Integrated Registry Management Services Private Ltd., 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore-560003 Tel: +91 080-23460815-818, Fax: +91 080-23460819; email id: irg@integratedindia.in
10. Pursuant to the provisions of the Act and rules made hereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice for EGM, *inter alia*, indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by email to those members whose email addresses have been made available to the Company/ Depository Participants, unless a member has requested for a printed copy of the same. For Members who have not registered their email addresses, printed copies are being sent by the permitted mode.
11. Members who have not updated their email IDs, are requested to update the same with their respective Depository Participant(s) or the Registrar and Transfer Agent (R&T) of the Company.

12. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).
13. Members may also note that the Notice of the EGM on the Company's website, www.itiltd-india.com.
14. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by members at the Registered Office of the Company on all working days (except holidays) between 11 a.m. and 1 p.m. up to the date of the meeting,
15. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.
16. The facility for voting through ballot paper will also be made available at the EGM and members attending the EGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. The instructions for e-voting are appended to this Notice as Annexure-B.
17. Shri D Venkateswarlu, Practising Company Secretary, Bangalore, has been appointed as Scrutinier to scrutinize the e-voting process in a fair and transparent manner.
18. The remote e-voting period commences on 02.04.2018 at 10.00 a.m. (IST) and ends on 04.04.2018 at 5.00 p.m. (IST). During this period, members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being 30.03. 2018, may cast their vote by electronically through e-voting.
19. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, which is 30.03.2018.
20. Results of the voting on the above Resolutions shall be declared not later than 48 hours from the conclusion of the EGM of the Company and the resolutions will be deemed to be passed on the EGM date, subject to receipt of the requisite number of votes in favour of the Resolutions.

Regd. & Corporate Office:
ITI Bhavan, Doorvaninagar
Bangalore - 560 016

Date: 13.02.2018
Place: Bangalore

By Order of the Board
For ITI LIMITED

(S. SHANMUGA PRIYA)
Company Secretary

Annexure - 'A' Explanatory Statement pursuant to Section 102 (1) of the Act

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Resolution No: 1 and 2

In order to augment further capital in future, the present authorised Share capital of the Company is proposed to be increased from Rs. 12,00,00,00,000 (Rupees One Thousand Two Hundred Crores only) divided into 80,00,00,000 Equity Shares of Rs.10 each and 4,00,00,000 Redeemable Cumulative Preference Shares of Rs.100 each to Rs. 35,00,00,00,000 (Rupees Three Thousand Five Hundred Crores only) divided into 280,00,00,000 Equity Shares of Rs.10 each and 7,00,00,000 Redeemable Cumulative Preference Shares of Rs.100 each by addition of 200,00,00,000 Equity Shares of Rs.10 each and 3,00,00,000 Redeemable Cumulative Preference Shares of Rs.100 each.

Further, pursuant to the aforementioned increase in authorised share capital, the consequential alteration will have to be made to Clause V of the Memorandum of Association of the Company.

Since the proposed Ordinary resolution may result in the alteration of the authorised share capital of the Company in the manner laid down under Section 13 and 61 of the Act, consent of the members is being sought pursuant to the provisions of Section 61 and all other applicable provisions of the Companies Act, 2013 and Companies (Share Capital and Debenture) Rules, 2014 and the SEBI ICDR Regulations.

None of the directors /key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Ordinary Resolution as set out in Resolution No. 1 & 2.

The Board recommends the Ordinary Resolution as set out at Resolution No.1 & 2 of the Notice, for approval of the members.

Item No: 3

The Company is required to update its Articles of Association to align with the provisions of the Companies Act, 2013, as amended from time to time. Further, the proposed increase in authorized share capital of the Company (as set out in Item no. 1 & 2) would also require alteration of Articles of Association of the Company.

The proposed new draft articles of association is being uploaded on the Company's website for perusal by the Members. Copy of existing articles of association and revised articles of association will be made available for inspection at the registered office of the Company situated at ITI Bhavan, Doorvani Nagar, Bangalore - 560 016 during the working hours of the Company on any working day up to the date of the Extra-Ordinary General Meeting.

Pursuant to the provisions of Section 14 of the Companies Act, as applicable, any amendment in articles of association requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The Board recommends the resolutions set out at Resolution No. 3 of the accompanying Notice for your approval as a special resolution.

Item No. 4: To approve further public offer

Presently, the Company's public shareholding is 7.37% (including 4.71% in Special National Investment Fund). The Company is required to comply with the minimum public shareholding requirement of 25% as prescribed under Securities Contracts (Regulation) Rules, 1957. Subject to approval of the Government of India / shareholders of the Company, the Board in its previous board meetings held on February 13, 2018 had approved the issue of equity shares through further public in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

("SEBI ICDR Regulations") read with Securities and Exchange Board of India ("SEBI") circular dated November 30, 2015) to any person including but not limited to qualified institutional buyers, non-institutional investors and retail investors (as defined under the SEBI ICDR Regulations), subject to receipt of requisite approvals and market conditions, in order to increase its public shareholding through a fresh issue of Equity Shares in the manner prescribed by SEBI. The proceeds from the further public offer is proposed to be utilized towards (i) meeting working capital expenditures for new projects; and (ii) to reduce the debt obligations of the Company;

The proposed issue of Equity Shares is subject to necessary approvals from Government of India and other statutory authorities as detailed in the proposed resolution.

The Company in consultation with the Book Running Lead Managers and other advisors, will finalize detailed terms and conditions of the issue, including in relation to the pricing of the issue which will be fixed in accordance with applicable law.

Since the proposed special resolution may result in issue of shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 (1) (c) of the Act, consent of the members is being sought pursuant to the provisions of Section 23 and 62 and all other applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations. The Equity Shares allotted would be listed on BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges").

None of the directors /key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out in Resolution No. 4 except to the extent of securities held by them and/or their relatives and/or the entities with which they are associated.

The Board recommends the Special Resolution as set out at Resolution No.4 of the Notice, for approval of the members.

Regd. & Corporate Office:
ITI Bhavan, Doorvaninagar
Bangalore - 560 016

Date:13.02.2018
Place: Bangalore

By Order of the Board
For ITI LIMITED

(S. SHANMUGA PRIYA)
Company Secretary

ANNEXURE B - INSTRUCTIONS FOR E-VOTING

The instructions for e-voting electronically are as under: In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your UserID
 - 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.
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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- (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.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit as scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 02.04.2018 at 10.00 A. M. and ends on 04.04.2018 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 30.03.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.



ITI LIMITED

REGD. & CORPORATE OFFICE: ITI BHAVAN, DOORVANINAGAR, BANGALORE - 560016

Corporate Identity Number (CIN): L32202KA1950GoI000640

Tel No: 080-25614466 E-mail: cosecy_crp@itilttd.co.in Website: www.itilttd-india.com

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):

Registered address:

DP ID / Client Id:

I/We, being the Member(s) of shares of the ITI Ltd., 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 Thursday, the 5th April 2018 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	Increase in Authorised Share capital		
2	Amendment to Clause V of Memorandum of Association		
3	Adoption of new Articles of Association		
4	Further Public Offer of the Company		

Signed this.....day of.....2018

.....
Signature of the Shareholder

Affix Re 1
Revenue stamp
Here

.....
Signature of Proxy holder (s)

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.

Route Map
For Extra-Ordinary General Meeting of ITI Limited at
Bangalore Tamil Sangam, No. 59, Annaswamy Mudaliar Road, Bengaluru - 560042

