

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L32202KA1950GOI000640

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACI4625C

(ii) (a) Name of the company

ITI LIMITED

(b) Registered office address

ITI BHAVAN, DOORVANINAGAR,BANGALORE
BANGALORE
Karnataka
560016
India

(c) *e-mail ID of the company

cosecy_crp@itiltd.co.in

(d) *Telephone number with STD code

08025617486

(e) Website

https://www.itiltd.in

(iii) Date of Incorporation

25/01/1950

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1
2	NATIONAL STOCK EXCHANGE	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM will held on 28.09.2022

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J5	Wired, wireless or satellite Telecommunication activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	INDIA SATCOM LIMITED	U85110KA1987PLC008639	Joint Venture	49

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,800,000,000	933,522,869	933,522,869	933,522,869
Total amount of equity shares (in Rupees)	28,000,000,000	9,335,228,690	9,335,228,690	9,335,228,690

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	2,800,000,000	933,522,869	933,522,869	933,522,869
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	28,000,000,000	9,335,228,690	9,335,228,690	9,335,228,690

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	70,000,000	0	0	0
Total amount of preference shares (in rupees)	7,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	70,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	7,000,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	638,354	932,884,515	933522869	9,335,228,6	9,335,228,6	
		+		+	+	
Increase during the year	0	15,100	15100	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		15,100	15100	0	0	
Dematerialisation of shares						
Decrease during the year	15,100	0	15100	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	15,100	0	15100	0	0	
Dematerialisation of shares						
At the end of the year	623,254	932,899,615	933522869	9,335,228,6	9,335,228,6	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE248A01017

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

20,774,772,474.27

(ii) Net worth of the Company

25,859,836,750.12

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	839,858,083	89.97	0	
	(ii) State Government	312,500	0.03	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	840,170,583	90	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	18,611,426	1.99	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	73,132,976	7.83	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	800	0	0	

4.	Banks	12,995	0	0	
5.	Financial institutions	18,700	0	0	
6.	Foreign institutional investors	380,191	0.04	0	
7.	Mutual funds	39,332	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	903,294	0.1	0	
10.	Others Clearing Members/LLP	252,572	0.03	0	
	Total	93,352,286	9.99	0	0

Total number of shareholders (other than promoters)

77,913

**Total number of shareholders (Promoters+Public/
Other than promoters)**

77,915

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE EMERGING MARK +	CITIBANK N.A. CUSTODY SERVICES +			99,662	0.01
EMERGING MARKETS (I +	CITIBANK N.A. CUSTODY SERVICES +			115,825	0.01
EMERGING MARKETS (I +	CITIBANK N.A. CUSTODY SERVICES +			33,903	0.01
CITY OF LOS ANGELES +	CITIBANK N.A. CUSTODY SERVICES +			6,176	0
WORLD EX U.S. CORE I +	CITIBANK N.A. CUSTODY SERVICES +			10,682	0
EMERGING MARKETS (I +	CITIBANK N.A. CUSTODY SERVICES +			12,573	0
DIMENSIONAL WORL +	CITIBANK N.A. CUSTODY SERVICES +			27,199	0.01
EMERGING MARKETS I +	CITIBANK N.A. CUSTODY SERVICES +			7,431	0
ALASKA PERMANENT +	DEUTSCHE BANK AG, DB HOUSE, S +			8,662	0
DIMENSIONAL FUNDS +	DEUTSCHE BANK AG, DB HOUSE, S +			8,390	0
EMERGING MARKETS (I +	DEUTSCHE BANK AG, DB HOUSE, S +			13,117	0
MORGAN STANLEY DE +	STANDARD CHARTERED BANK, MC +			24,600	0
DFA INTERNATIONAL +	STANDARD CHARTERED BANK, MC +			11,962	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
COPTHALL MAURITIUS	J.P.MORGAN CHASE BANK N.A. MU			5	0
QUADRATURE CAPITA	J.P.MORGAN CHASE BANK N.A. MU			4	0

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	75,984	77,913
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	5	4	4	3	0	0
(i) Non-Independent	5	0	4	0	0	0
(ii) Independent	0	4	0	3	0	0
C. Nominee Directors representing	0	1	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	5	5	4	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Milind Narayanrao Bhur	09168118	Nominee director	0	30/06/2022
Raja Naayak	06451006	Additional director	0	
Mamta Palariya	07749007	Additional director	0	
Billeswar Sinha	09393543	Additional director	0	
Rajesh Sharma	08200125	Nominee director	0	
Duvvuri Venkateswarlu	08605954	Director	0	
Rajeev Srivastava	08921307	Director	0	
Rakesh Chandra Tiwari	08953397	Director	0	
S Shanmuga Priya	BHQPS7851D	Company Secretar	0	
Rajeev Srivastava	AAWPS1185N	CFO	0	
Rakesh Mohan Agarwal	07333145	Managing Director	0	30/06/2022

(ii) Particulars of change in director(s) and Key managerial personnel during the year

12

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Milind Narayanrao Bhur	09168118	Nominee director	07/05/2021	Appointment
Shashi Prakash Gupta	08254999	Director	30/06/2021	Cessation
Rajen Vidyarthi	08196235	Director	07/08/2021	Cessation
Akhilesh Charan Dube	08195896	Director	07/08/2021	Cessation
Mayank Gupta	03501227	Director	12/08/2021	Cessation
Shanmugam Komarapa	08211253	Director	29/08/2021	Cessation
Raja Naayak	06451006	Additional director	10/11/2021	Appointment
Mamta Palariya	07749007	Additional director	10/11/2021	Appointment
Billeswar Sinha	09393543	Additional director	10/11/2021	Appointment
Rakesh Chandra Tiwari	08953397	Director	10/11/2021	Change in Designation
Milind Narayanrao Bhur	09168118	Nominee director	10/11/2021	Change in Designation
Rajesh Sharma	08200125	Nominee director	10/11/2021	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	10/11/2021	77,939	46	90.09

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/06/2021	11	10	90.91

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	12/08/2021	8	7	87.5
3	07/10/2021	6	5	83.33
4	12/11/2021	9	7	77.78
5	11/02/2022	9	7	77.78
6	01/03/2022	9	8	88.89
7	23/03/2022	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/06/2021	4	4	100
2	Audit Committee	12/08/2021	3	3	100
3	Audit Committee	07/10/2021	4	3	75
4	Audit Committee	12/11/2021	4	4	100
5	Audit Committee	11/02/2022	4	3	75
6	Nomination & Remuneration Committee	10/08/2021	3	3	100
7	Stakeholders Forum	23/03/2022	3	3	100
8	CSR Committee	10/08/2021	4	4	100
9	CSR Committee	11/02/2022	4	4	100
10	CSR Committee	30/03/2022	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	

1	Milind Narayan	7	0	0	1	0	0	
2	Raja Naayak	4	4	100	5	5	100	
3	Mamta Palariy	4	4	100	4	4	100	
4	Billeswar Sinh	4	4	100	2	2	100	
5	Rajesh Sharm	7	7	100	2	2	100	
6	Duvvuri Venka	7	6	85.71	7	7	100	
7	Rajeev Srivasi	7	7	100	5	5	100	
8	Rakesh Chand	7	6	85.71	6	5	83.33	
9	Rakesh Mohal	7	7	100	4	4	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rakesh Mohan Aga	Managing Direct	3,647,693	0	0	0	3,647,693
2	Shashi Prakash Guj	Director	783,673	0	0	0	783,673
3	Duvvari Venkatesw	Director	1,965,021	0	0	0	1,965,021
4	Rajeev Srivastava	Director	1,911,840	0	0	0	1,911,840
5	Rakesh Chandra Ti	Director	4,238,366	0	0	0	4,238,366
	Total		12,546,593	0	0	0	12,546,593

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajeev Srivastava	CFO	1,911,840	0	0	0	1,911,840
2	S Shanmuga Priya	Company Secre	1,326,568	0	0	0	1,326,568
	Total		3,238,408	0	0	0	3,238,408

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shanmugam Komar	Independent Dir	0	0	0	45,000	45,000
2	Rajen Vidyarthi	Independent Dir	0	0	0	20,000	20,000
3	Mayank Gupta	Independent Dir	0	0	0	40,000	40,000
4	Akhilesh Charan Du	Independent Dir	0	0	0	15,000	15,000
5	Raja Nayak	Independent Dir	0	0	0	65,000	65,000
6	Billeswar Sinha	Independent Dir	0	0	0	50,000	50,000
7	Mamta Palariya	Independent Dir	0	0	0	60,000	60,000
	Total		0	0	0	295,000	295,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

Refer Annexure-2 of the attachment

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

Annexure List.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

ITI LIMITED

LIST OF ANNEXURES ATTACHED TO MGT-7 FOR FINANCIAL YEAR 2021-22

Sr. No.	Particulars	Annexure No.
1	Point IX. C. Details of Committee Meetings	Annexure - 1
2	Point XI - Matters Related to Certification Of Compliances and Disclosures	Annexure - 2
3	Point XIV - Compliance of sub-section (2) of Section 92, in case of Listed Companies in Form MGT - 8	Annexure - 3

Annexure - 1

Details of Committee Meetings

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of Meeting	Attendance	
				Number of Members attended	% of attendance
1	Audit Committee	22.06.2021	4	4	100
2	Audit Committee	12.08.2021	3	3	100
3	Audit Committee	07.10.2021	4	3	75
4	Audit Committee	12.11.2021	4	4	100
5	Audit Committee	11.02.2022	4	3	75
6	CSR Committee	10.08.2021	4	4	100
7	CSR Committee	11.02.2022	4	4	100
8	CSR Committee	30.03.2022	4	4	100
9	Nomination and Remuneration Committee	10.08.2021	3	3	100
10	Stakeholders Relationship Committee	23.03.2022	3	3	100
11	Risk Management Committee	30.12.2021	6	6	100
12	Risk Management Committee	24.03.2022	6	6	100

Matters Related to Certification of Compliances and Disclosures

- A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year - **No**
- B. Reasons / observations-

Non-Compliance in respect of applicable provisions of the Companies Act, 2013	Reasons / observations
<p>the Company has not complied with the requirements of Section 149 (1) of the Act having at-least one-woman director on the Board for the period from 1st April 2021 to 09th November 2021.</p>	<p>Being a Government Company under the Administrative Control of Ministry of Communications, the appointment of all categories of directors are done by Government of India in accordance with the laid down guidelines of Department of Public Enterprises.</p> <p>The Company has, from time to time, communicated to the Ministry of Communications with respect to the requirements of Independent Directors including Woman Director under the Companies Act, 2013 and SEBI Regulations.</p> <p>Accordingly, a Woman Independent Director was appointed w.e.f 10.11.2021.</p>
<p>Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Company has not transferred unspent amount of Rs 63.83 Lakhs to Funds specified in Schedule VII of the Companies Act, 2013 within 6 (Six) months from the end of the financial year 2020-21. However, the Company has transferred Rs. 64.00 Lakhs against the aforementioned unspent amount to the PM Cares Fund on 28th March 2022.</p>	<p>The Company had spent its CSR obligation in excess of its statutory requirement in the year 2018-19 and 2019-20. However in 2020-21, inadvertently had considered excess of 2018-19 for its setoff, which had resulted in unspent amount of Rs 63.83 Lakhs against which the Company has immediately transferred Rs 64.00 Lakhs to PM CARES Fund to ensure compliance.</p>

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **M/s ITI Limited (“the Company”)** (CIN: L32202KA1950GOI000640) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on 31st March 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately subject to the following:

- *the company has not complied with the requirements of Section 149 (1) of the Act having at-least one-woman director on the Board for the period from 1st April 2021 to 9th November 2021.*
- *pursuant to the provisions of Section 135 of the Companies Act, 2013, the Company has not transferred unspent amount of Rs.63.83 Lakhs to Funds specified in Schedule VII of the Companies Act, 2013 within 6 (Six) months from the end of the financial year 2020-21. However, the Company has transferred Rs. 64.00 Lakhs against the aforementioned unspent amount to the PM Cares Fund on 28th March 2022.*

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act; i.e. Public Limited Company, Limited by Shares;
2. maintenance of registers / records & making entries therein within the time prescribed therefore;
3. filing of forms and returns are not stated in the Annual Return, however, the Company has filed the forms and returns with the Registrar of Companies, Karnataka Regional Director, Central Government, the Tribunal, Court or other authorities within / beyond the prescribed time., wherever required;
4. calling / convening / holding meetings of Board of Directors and its Committees and the meetings of the members of the Company on due dates as stated in the

annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed. Further the Company was not required to pass any resolution by postal ballot;

5. closure of Register of Members;
6. the company has not given any advance or loans to its directors and / or persons or firms or companies referred in Section 185 of the Act;
7. contracts and arrangements with related parties which were in the ordinary course of business and on the arm's length basis as specified in the provisions of Section 188 of the Act; **Not Applicable**
8. there was no issue or allotment and there was no redemption/ buy back of securities of any kind. Further share transfers and transmission were done by the Registrar and Share Transfer Agent viz. Integrated Registry Management Services Private Limited in all instances wherever required;
9. there were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
10. the company has not declared any dividend. The Company was not required to transfer to unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution, appointment, re-appointments, retirement, disclosures of the directors, Key Managerial Personnel and the remuneration paid to them; however the company was not required to fill any casual vacancies during the year under review;
13. appointment of auditors as per the provisions of Section 139 of the Act; ;
14. approvals wherever required taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities, under the various provisions of the Act; **Not applicable**
15. the Company has not accepted, renewed and repaid any deposits;

16. The Company is in compliance with the applicable provisions in respect of borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;
17. the Company has not made any loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act ;
18. the company has not altered the provisions of the memorandum and articles of association of the Company;

Place: Bengaluru

Date : 10.08.2022

Signature:

Name of Company Secretary in practice: **D VENKATESWARLU**

FCS No: **8554** C.P. No: **7773**

UDIN: