

General information about company

Scrip code	523610
NSE Symbol	ITI
MSEI Symbol	
ISIN	INE248A01017
Name of the entity	ITI Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Rakesh Mohan Agarwal	ABOPA5600M	07333145	Executive Director	Chairperson	MD	20-06-1962	NA		08-06-2016	08-06-2016			1	0	1	0		
Chittaranjan Pradhan	AHWPP5200E	08094340	Executive Director	Not Applicable		26-06-1967	NA		23-03-2018	23-03-2018			1	0	0	0		
Shashi Prakash Gupta	AEUPG3844G	08254999	Executive Director	Not Applicable		08-06-1961	NA		15-10-2018	15-10-2018			1	0	2	0		
D Venkateswarlu	AAHPV7009H	08605954	Executive Director	Not Applicable		30-08-1962	NA		07-11-2019	07-11-2019			1	0	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Rajesh Sharma	AEEPS3080C	08200125	Non-Executive - Non Independent Director	Not Applicable		12-03-1965	NA		14-08-2018	14-08-2018			2	0	1	0		
6	Mr	Rajeev Sabherwal	AWTPS8356A	08420761	Non-Executive - Non Independent Director	Not Applicable		03-12-1960	NA		12-04-2019	12-04-2019			1	0	0	0		
7	Mrs	Asha Kumari Jaswal	ACWPK1288Q	07786698	Non-Executive - Independent Director	Not Applicable		22-04-1954	NA		06-04-2017	06-04-2017		36	1	1	2	2		
8	Mr	Rajen Vidyarthi	AAJPV0530H	08196235	Non-Executive - Independent Director	Not Applicable		01-07-1964	NA		08-08-2018	08-08-2018		36	1	1	1	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Mayank Gupta	ACCPG9676J	03501227	Non-Executive - Independent Director	Not Applicable		21-11-1963	NA		13-08-2018	13-08-2018		36	1	1	0	0		
10	Mr	Akhilesh Dube	ACTPD9987A	08195896	Non-Executive - Independent Director	Not Applicable		01-07-1957	NA		08-08-2018	08-08-2018		36	1	1	0	0		
11	Mr	K R Shanmugam	ACMPS1343N	08211253	Non-Executive - Independent Director	Not Applicable		15-07-1960	NA		30-08-2018	30-08-2018		36	1	1	1	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07786698	Asha Kumari Jaswal	Non-Executive - Independent Director	Chairperson	13-05-2017		
2	08254999	Shashi Prakash Gupta	Executive Director	Member	10-10-2019		
3	08211253	K R Shanmugam	Non-Executive - Independent Director	Member	10-11-2018		
4	08196235	Rajen Vidyarthi	Non-Executive - Independent Director	Member	10-11-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07786698	Asha Kumari Jaswal	Non-Executive - Independent Director	Chairperson	22-08-2017		
2	03501227	Mayank Gupta	Non-Executive - Independent Director	Member	19-09-2019		
3	08211253	K R Shanmugam	Non-Executive - Independent Director	Member	27-12-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07786698	Asha Kumari Jaswal	Non-Executive - Independent Director	Chairperson	27-12-2019		
2	07333145	Rakesh Mohan Agarwal	Executive Director	Member	27-06-2016		
3	08254999	Shashi Prakash Gupta	Executive Director	Member	11-10-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08254999	Shashi Prakash Gupta	Executive Director	Chairperson	11-02-2019		
2	08094340	Chittaranjan Pradhan	Executive Director	Member	11-02-2019		
3	08195896	Akhilesh Dube	Non-Executive - Independent Director	Member	11-02-2019		
4	99999999	K Sasidharan	Member	Member	11-02-2019		
5	99999999	Sunil Kumar	Member	Member	11-02-2019		

Corporate Social Responsibility Committee								
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	11-10-2019				Yes	10	6
2	15-11-2019		34		Yes	6	3
3		06-01-2020	51		Yes	9	4
4		17-01-2020	10		Yes	9	4
5		22-01-2020	4		Yes	10	5
6		23-03-2020	60		Yes	10	5

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-10-2019				Yes	5	4
2	Audit Committee	15-11-2019	34			Yes	5	4
3	Audit Committee	06-01-2020	51			Yes	4	3
4	Nomination and remuneration committee	11-10-2019				Yes	3	3
5	Nomination and remuneration committee	23-03-2020	163			Yes	3	3
6	Stakeholders Relationship Committee	23-03-2020				Yes	3	1

Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Risk Management Committee	23-03-2020				Yes	5	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information (1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	S Shanmuga priya
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

The tenure of Shri Saday Krishna Kanoria, Independent Director of the Company is completed on 23rd November 2019. The proposal for appointment of Independent Director is under process with the Administrative Ministry.

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.itiltd.in
2	Terms and conditions of appointment of independent directors	Yes		www.itiltd.in
3	Composition of various committees of board of directors	Yes		www.itiltd.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.itiltd.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.itiltd.in
6	Criteria of making payments to non-executive directors	Yes		www.itiltd.in
7	Policy on dealing with related party transactions	Yes		www.itiltd.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.itiltd.in

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.itilttd.in
11	email address for grievance redressal and other relevant details	Yes		www.itilttd.in
12	Financial results	Yes		www.itilttd.in
13	Shareholding pattern	Yes		www.itilttd.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.itilttd.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.itilttd.in
18	Credit rating or revision in credit rating obtained	Yes		www.itilttd.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.itilttd.in
21	Materiality Policy as per Regulation 30	Yes		www.itilttd.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.itilttd.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.itilttd.in

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	ITI Limited, being a Public Sector Undertaking, the Directors on the Board of the Company are appointed by the order of Government of India. The tenure of Shri Saday Krishna Kanoria, Independent Director was completed on 23.11.2019 after which the composition of board was not as per the provisions of SEBI Listing Regulations. However, the proposal for appointment of Independent Director on the Board of the Company is under process with the Administrative Ministry.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided			Textual Information(1)

Text Block

Textual Information(1)

Wrt pt no. 12 on Performance evaluation of Independent Directors: Being a Government Company, all the Directors including Functional, Independent Director and Government Nominee Director are appointed by the Government of India. The appointment authority has its own process of evaluation of Directors. It may also be noted that the Ministry of Corporate Affairs has granted exemption to the Government Companies for compliance with the aforesaid provisions.

Annexure II		
1	Name of signatory	S Shanmuga Priya
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	S Shanmuga Priya
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	S Shanmuga Priya
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	12-05-2020

