

**General information about company**

Scrip code	523610
NSE Symbol	ITI
MSEI Symbol	NOTLISTED
ISIN	INE248A01017
Name of the entity	ITI Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
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													Textual Information(1)							
Whether the listed entity has a Regular Chairperson													Yes							
Whether Chairperson is related to MD or CEO													Yes							
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
1	Mr	Rakesh Mohan Agarwal	ABOPA5600M	07333145	Executive Director	Chairperson	MD	20-06-1962	NA		08-06-2016				1	0	1	0		
2	Mr	D Venkateswarlu	AAHPV7009H	08605954	Executive Director	Not Applicable		30-08-1962	NA		07-11-2019				1	0	1	0		
3	Mr	Rajeev Srivastava	AAWPS1185N	08921307	Executive Director	Not Applicable		10-01-1968	NA		15-10-2020				1	0	0	0		
4	Mr	Rakesh Chandra Tiwari	AAGPT7714C	08953397	Executive Director	Not Applicable		23-11-1963	NA		07-01-2021				1	0	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
5	Mr	Milind N Bhurke	AHSPB4368H	09168118	Non-Executive - Nominee Director	Not Applicable		22-06-1962	NA		07-05-2021				1	0	0	0		
6	Mr	Rajesh Sharma	AEEPS3080C	08200125	Non-Executive - Nominee Director	Not Applicable		12-03-1965	NA		14-08-2018	01-08-2021			1	0	0	0		
7	Mr	Raja Nayak	AAEPN6865A	06451006	Non-Executive - Independent Director	Not Applicable		04-09-1961	NA		10-11-2021			5	1	1	2	1		
8	Mr	Billeswar Sinha	DEMPS5729R	09393543	Non-Executive - Independent Director	Not Applicable		05-01-1980	NA		10-11-2021			5	1	1	1	0		
9	Mrs	Mamta Palariya	BUPPP7737P	07749007	Non-Executive - Independent Director	Not Applicable		30-06-1962	NA		10-11-2021			5	1	1	1	1		

<b>Text Block</b>	
Textual Information(1)	<p>1. ITI Limited, being a Public Sector Undertaking, the Directors on the Board of the Company are appointed by the Government of India. The composition of Board of Directors is not as per the provisions of SEBI Listing Regulations due to insufficient number of Independent Directors. However, the proposal for appointment of requisite number of Independent Director on the Board of the Company is under process with the Administrative Ministry.</p> <p>2. Dt of Appt for Lt Gen Milind N Bhurke and Dr Rajesh Sharma are effective from the date of obtaining DIN.</p> <p>3. Dt of Appt of Dr Raja Nayak, Shri Billeswar Sinha and Smt Mamta Palariya are effective from the date of inclusion of name in the databank of Independent Directors.</p>

<b>Audit Committee Details</b>							
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	07749007	Mamta Palariya	Non-Executive - Independent Director	Chairperson	12-11-2021		
2	08953397	Rakesh Chandra Tiwari	Executive Director	Member	03-08-2021		
3	06451006	Raja Nayak	Non-Executive - Independent Director	Member	12-11-2021		
4	09393543	Billeswar Sinha	Non-Executive - Independent Director	Member	12-11-2021		

<b>Nomination and remuneration committee</b>							
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	09393543	Billeswar Sinha	Non-Executive - Independent Director	Chairperson	06-12-2021		
2	08200125	Rajesh Sharma	Non-Executive - Nominee Director	Member	26-06-2020		
3	07749007	Mamta Palariya	Non-Executive - Independent Director	Member	06-12-2021		

<b>Stakeholders Relationship Committee</b>							
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	06451006	Raja Nayak	Non-Executive - Independent Director	Chairperson	06-12-2021		
2	07333145	Rakesh Mohan Agarwal	Executive Director	Member	27-06-2016		
3	08605954	D Venkateswarlu	Executive Director	Member	12-08-2021		

<b>Risk Management Committee</b>							
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	08605954	D Venkateswarlu	Executive Director	Chairperson	12-08-2021		Textual Information(1)
2	08921307	Rajeev Srivastava	Executive Director	Member	15-10-2020		
3	08953397	Rakesh Chandra Tiwari	Executive Director	Member	12-08-2021		
4	06451006	Raja Nayak	Non-Executive - Independent Director	Member	06-12-2021		
5	99999999	Ila Bahadur	Member	Member	09-02-2021		
6	99999999	R Vasanthi	Member	Member	06-12-2021		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as Chairperson of the Committee wef 29.09.2021

<b>Corporate Social Responsibility Committee</b>							
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
1	07333145	Rakesh Mohan Agarwal	Executive Director	Chairperson	25-07-2018		
2	08605954	D Venkateswarlu	Executive Director	Member	26-06-2020		
3	08921307	Rajeev Srivastava	Executive Director	Member	03-08-2021		
4	07749007	Mamta Palariya	Non-Executive - Independent Director	Member	06-12-2021		

<b>Other Committee</b>						
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							Textual Information(1)
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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	07-10-2021				No	5	0
2	12-11-2021		35		Yes	7	3
3		11-02-2022	90		Yes	7	3
4		01-03-2022	17		Yes	8	3
5		23-03-2022	21		Yes	8	3
Text Block							
Textual Information(1)			Due to absence of Independent Directors on Board, the quorum cannot be met for the Board meeting held on 07.10.2021.				

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
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* (All directors including Independent Director)	
1	Audit Committee	07-10-2021				No	3	0
2	Audit Committee	12-11-2021	35			Yes	4	3
3	Audit Committee	11-02-2022	90			Yes	3	3
4	Corporate Social Responsibility Committee	11-02-2022				Yes	4	1
5	Corporate Social Responsibility Committee	30-03-2022				Yes	4	1
6	Risk Management Committee	30-12-2021				Yes	4	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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Risk Management Committee	24-03-2022				Yes	4	1
8	Stakeholders Relationship Committee	23-03-2022				Yes	3	1



<b>Text Block</b>	
Textual Information(1)	Due to absence of Independent Directors on the Board, the quorum cannot be met for the Audit Committee meeting held on 07.10.2021. However the audit committee was re-constituted with Government Directors (Non- Executive Nominee) to comply with Listing Regulations in spirit. After the appointment of Independent Directors the Audit Committee was reconstituted on 12.11.2021 in compliance with the provisions of Listing Regulations.

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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)

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	S Shanmuga Priya
2	Designation	Company Secretary and Compliance Officer

<b>Text Block</b>	
Textual Information(1)	ITI Limited, being a Public Sector Undertaking, the Directors on the Board of the Company are appointed by the Government of India. The composition of Board of Directors is not as per the provisions of SEBI Listing Regulations due to insufficient number of Independent Directors. However, the proposal for appointment of requisite number 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.itiltd.in
11	email address for grievance redressal and other relevant details	Yes		www.itiltd.in
12	Financial results	Yes		www.itiltd.in
13	Shareholding pattern	Yes		www.itiltd.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.itiltd.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.itiltd.in
18	Credit rating or revision in credit rating obtained	Yes		www.itiltd.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.itiltd.in
21	Materiality Policy as per Regulation 30	Yes		www.itiltd.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.itiltd.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.itiltd.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 Government of India. The composition of Board of Directors is not as per the provisions of SEBI Listing Regulations due to insufficient number of Independent Directors. However, the proposal for appointment of requisite number of Independent Director is under process with the Administrative Ministry
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	No	Due to absence of Independent Directors on Board, the quorum cannot be met for the Board meeting held on 07.10.2021. For other Board Meetings, quorum has been complied with.
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	
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	

**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.
16	Meeting of Audit Committee	18(2)	No	Due to absence of Independent Directors on the Board, the quorum cannot be met for the Audit Committee meeting held on 07.10.2021. However the audit committee was re-constituted with Government Directors to comply with Listing Regulations in spirit. After the appointment of Independent Directors the Audit Committee was reconstituted on 12.11.2021 in compliance with the provisions of Listing Regulations. For other Audit Committee Meetings, quorum has been complied with.
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	
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)	
<b>Text Block</b>				
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.		
<b>Annexure II</b>				
1	Name of signatory	S Shanmuga Priya		
2	Designation	Company Secretary and Compliance Officer		

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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	

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



<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)

<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Rajeev Srivastava		
Designation	CFO		
Place	Bengaluru		
Date	06-04-2022		

<b>Signatory Details</b>	
Name of signatory	S Shanmuga Priya
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	08-04-2022