

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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	Disqualification of Directors under section 164 of the Companies Act, 2013																								
Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Reappointment	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								
Mr	Rajesh Rai	10052045	Executive Director	Chairperson	MD	09-041972	No				Active	NA		21-02-2023				1	0	0	0										
Mr	Rakesh Chandra Tiwari	08953397	Executive Director	Not Applicable	MD	23-111963	No				Active	NA		07-01-2021				1	0	2	0										
Mr	Rajeev Srivastava	08921307	Executive Director	Not Applicable		10-011968	No				Active	NA		15-10-2020				1	0	1	0										
Mrs	R Vasanthi	10059129	Executive Director	Not Applicable		14-041968	No				Active	NA		28-02-2023				1	0	0	0										

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Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Reappointment	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 Directors 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
Mrs	S Jeyanthi	10059174	Executive Director	Not Applicable		15-061966	No				Active	NA		28-02-2023				1	0	0	0		
Mr	M Unnikrishnan Nair	09826740	Non-Executive - Nominee Director	Not Applicable		28-051964	No				Active	NA		16-12-2022				1	0	0	0		
Mr	R Shakya	09800172	Non-Executive Nominee Director	Not Applicable		25-091966	No				Active	NA		23-11-2022				1	0	0	0		
Mr	Raja Nayak	06451006	Non-Executive Independent Director	Not Applicable		04-091961	No				Active	NA		10-11-2021			17	1	1	2	1		
Mr	Billeswar Sinha	09393543	Non-Executive Independent Director	Not Applicable		05-011980	No				Active	NA		10-11-2021			17	1	1	1	0		
Mrs	Mamta Palariya	07749007	Non-Executive Independent Director	Not Applicable		30-061962	No				Active	NA		10-11-2021			17	1	1	1	1		

Text Block	
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 as on 31.03.2023, 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 of Dr Raja Nayak, Shri Billeswar Sinha and Smt Mamta Palariya are effective from the date of obtaining DIN and date of inclusion of name in the databank of Independent Directors.</p> <p>3. Dt of Appt of Shri Rajesh Rai, Lt Gen M Unnikrishnan Nair and Shri R Shakya is effective from the date of obtaining DIN.</p> <p>4. Shri Rakesh Chandra Tiwari was entrusted with Addl Charge of Chairman and Managing Director from 01.10.2022 till 20.02.2023.</p>

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	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		

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	09393543	Billeswar Sinha	Non-Executive - Independent Director	Chairperson	06-12-2021		
2	07749007	Mamta Palariya	Non-Executive - Independent Director	Member	06-12-2021		
3	06451006	Raja Nayak	Non-Executive - Independent Director	Member	12-10-2022		
4	09800172	R Shakya	Non-Executive - Nominee Director	Member	23-11-2022		

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	06451006	Raja Nayak	Non-Executive - Independent Director	Chairperson	06-12-2021		
2	08921307	Rajeev Srivastava	Executive Director	Member	01-07-2022		
3	08953397	Rakesh Chandra Tiwari	Executive Director	Member	01-09-2022		

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	08921307	Rajeev Srivastava	Executive Director	Chairperson	15-10-2020		Textual Information(1)
2	08953397	Rakesh Chandra Tiwari	Executive Director	Member	12-08-2021		
3	06451006	Raja Nayak	Non-Executive - Independent Director	Member	06-12-2021		
4	10059129	R Vasanthi	Executive Director	Member	06-12-2021		
5	10059174	S Jeyanthi	Executive Director	Member	06-06-2022		

Sr Text Block	
Textual Information(1)	Appointed as Chairman of the Committee w.e.f. 01.09.2022

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
1	08953397	Rakesh Chandra Tiwari	Executive Director	Chairperson	01-09-2022		Textual Information(1)
2	08921307	Rajeev Srivastava	Executive Director	Member	03-08-2021		
3	07749007	Mamta Palariya	Non-Executive - Independent Director	Member	06-12-2021		

Sr Text Block	
Textual Information(1)	Appointed as Member and Chairman of the Committee w.e.f. 01.09.2022

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				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
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)					
1	11-11-2022				Yes	6	5	3
2	30-12-2022		48		Yes	7	7	3
3		01-02-2023	32		Yes	7	6	2
4		13-02-2023	11		Yes	7	7	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								Textual Information(1)	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
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)	Total Number of Directors in the Committee as on date of the meeting				
1	Audit Committee	11-11-2022				Yes	4	4	3	0	
2	Audit Committee	13-02-2023	93			Yes	4	4	3	0	
3	Corporate Social Responsibility Committee	13-02-2023				Yes	3	3	1	0	
4	Nomination and remuneration committee	10-02-2023				Yes	4	4	3	0	
5	Risk Management Committee	10-02-2023				Yes	3	2	1	0	
6	Stakeholders Relationship Committee	27-03-2023	44			Yes	3	3	1	0	

Text Block

Textual Information(1)	with respect to sl no. 6 on Risk Management Committee Meeting, there are total 5 members in the Committee including 2 Officials of the Company who are not Directors. however, the excel utility is not accepting 2 number of members attending the meeting other than Board. To enable the validation of sheet, the no. of members attending Risk Management Committee meeting other than Board is mentioned as 0.
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Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance 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 1000 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)
Text Block		
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 noncompliance may be given here.	Web address
1	Details of business	Yes		www.itilttd.in
2	Terms and conditions of appointment of independent directors	Yes		www.itilttd.in
3	Composition of various committees of board of directors	Yes		www.itilttd.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.itilttd.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.itilttd.in
6	Criteria of making payments to non-executive directors	Yes		www.itilttd.in
7	Policy on dealing with related party transactions	Yes		www.itilttd.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.itilttd.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 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)	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	
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	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance may be given here.
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)	Yes	
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 noncompliance 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.
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Annexure II

1	Name of signatory	Rajeev Srivastava
2	Designation	Chief Financial 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	Rajeev Srivastava
2	Designation	Chief Financial Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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) 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			
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
(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			
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)
II. Affirmations			

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	

Signatory Details	
Name of signatory	Rajeev Srivastava
Designation of person	Chief Financial Officer
Place	Bengaluru
Date	12-04-2023