

<b>General information about company</b>	
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	Quarterly
Date of Report	31-12-2022
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

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	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 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)
1	Mr	Rakesh Chandra Tiwari	08953397	Executive Director	Chairperson	MD	23-11-1963	No				Active	NA		07-01-2021				1	0	2	0
2	Mr	Rajeev Srivastava	08921307	Executive Director	Not Applicable		10-01-1968	No				Active	NA		15-10-2020				1	0	1	0
3	Mr	Rajesh Sharma	08200125	Non-Executive - Nominee Director	Not Applicable		12-03-1965	No				Inactive	NA		14-08-2018	01-08-2021	17-11-2022		1	0	0	0
4	Mr	M Unnikrishnan Nair	09826740	Non-Executive - Nominee Director	Not Applicable		28-05-1964	No				Active	NA		16-12-2022				1	0	0	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	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 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)
5	Mr	R Shakya	09800172	Non-Executive - Nominee Director	Not Applicable		25-09-1966	No				Active	NA		23-11-2022				1	0	0	0
6	Mr	Raja Nayak	06451006	Non-Executive - Independent Director	Not Applicable		04-09-1961	No				Active	NA		10-11-2021	10-11-2021		14	1	1	2	1
7	Mr	Billeswar Sinha	09393543	Non-Executive - Independent Director	Not Applicable		05-01-1980	No				Active	NA		10-11-2021	10-11-2021		14	1	1	1	0
8	Mrs	Mamta Palariya	07749007	Non-Executive - Independent Director	Not Applicable		30-06-1962	No				Active	NA		10-11-2021	10-11-2021		14	1	1	1	1

#### Text Block

Textual Information(1)

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 31.12.2022, 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.
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.
3. Dt of Appt of Dr Rajesh Sharma, Lt Gen M Unnikrishnan Nair and Shri R Shakya is effective from the date of obtaining DIN.
4. Shri Rakesh Chandra Tiwari was entrusted with Addl Charge of Chairman and Managing Director from 01.10.2022.

<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	Category2 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	17-11-2022	
3	07749007	Mamta Palariya	Non-Executive - Independent Director	Member	06-12-2021		
4	06451006	Raja Nayak	Non-Executive - Independent Director	Member	12-10-2022		
5	09800172	R Shakya	Non-Executive - Nominee Director	Member	23-11-2022		

<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	08921307	Rajeev Srivastava	Executive Director	Member	01-07-2022		
3	08953397	Rakesh Chandra Tiwari	Executive Director	Member	01-09-2022		

<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	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	99999999	R Vasanthi	Member	Member	06-12-2021		Textual Information(2)
5	99999999	S Jeyanthi	Member	Member	06-06-2022		Textual Information(3)

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as Chairman of the Committee w.e.f. 01.09.2022
Textual Information(2)	Smt R Vasanthi is General Manager- Operations and hence does not hold DIN.
Textual Information(3)	Smt S Jeyanthi is General Manager- Projects and Planning and hence does not hold DIN

<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	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		

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

**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	10-08-2022				Yes	7	6	2
2	28-09-2022		48		Yes	7	6	2
3		11-11-2022	43		Yes	6	5	3
4		30-12-2022	48		Yes	7	7	3

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
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	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)
1	Audit Committee	10-08-2022				Yes	4	4	3	0
2	Audit Committee	27-09-2022	47			Yes	4	4	3	0
3	Audit Committee	11-11-2022	44			Yes	4	4	3	0
4	Nomination and remuneration committee	09-08-2022				Yes	3	3	2	0
5	Corporate Social Responsibility Committee	09-08-2022				Yes	3	3	1	0
6	Risk Management Committee	26-08-2022	16			Yes	4	4	1	0

**Text Block**

Textual  
Information(1)

with respect to sl no. 6 on Risk Management Committee Meeting, there are total 6 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.

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 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)

Annexure 1		
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

<b>Signatory Details</b>	
Name of signatory	S Shanmuga Priya
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	19-01-2023