

हिंदी केवल एक भाषा नहीं बल्कि हमारी राष्ट्रीय पहचान है ।

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आईटीआई लिमिटेड

पंजीकृत एवं निगमित कार्यालय
आईटीआई भवन, दूरवाणीनगर,
बेंगलूरु - 560 016 भारत
फोन : +91 (80) 2561 4466
फैक्स : +91 (80) 2561 7525
वेबसाइट : www.itilt-india.com
सी आई एन : L32202KA1950GoI000640

ITI LIMITED

Registered & Corporate Office
ITI Bhavan, Dooravaninagar,
Bengaluru - 560 016, India
Phone : +91 (80) 2561 4466
Fax : +91 (80) 2561 7525
Website : www.itilt-india.com
CIN : L32202KA1950GoI000640

Ref: K/NSE & BSE/2018-19

Date: 09/07/2018

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

The Manager
National Stock Exchange of India Limited
Exchange Plaza,
BandraKurla Complex
Bandra (E)
Mumbai-400051

Dear Sir,

Sub: Compliance of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

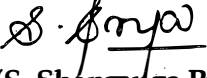
Pursuant to the cited regulation, please find enclosed herewith the Corporate Governance Report for the quarter ended 30.06.2018 duly signed by the Compliance Officer/Company Secretary of the Company.

This is for your kind information and record please.

Thanking you,

Yours faithfully

For ITI LIMITED


(S. Shanmuga Priya)
Company Secretary

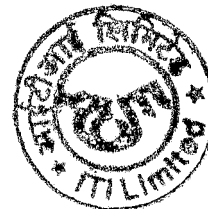
एस.शानमुगा प्रिया / S. Shanmuga Priya
कम्पनी सचिव / Company Secretary
आईटीआई लिमिटेड / ITI Limited
पंजीकृत एवं निगमित कार्यालय / Regd. & Corporate Office
आईटीआई भवन, दूरवाणीनगर / ITI Bhavan, Dooravaninagar
बेंगलूरु / BANGALORE - 560 016

Encl. As above

Name of the Entity : ITI LIMITED

Quarter ending : 30-06-2018

I. Composition of the Board of Directors								
Title (Mr/ Ms)	Name of the Director	Pan ^s & DIN	Category (Chairperson/ Executive/ Non - Executive/ Independent / Nominee)*	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of the Listing Regulations)	Number of Membership(s) in Audit / Stakeholders Committee(s) including this listed entity(Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr	S. Gopu	PAN ADM PG7585M DIN 06896926	Chairman & Managing Director/ Executive	16.04.2014 - 31-05-2018	--	01	NIL	NIL
Mr	Saday Krishna Kanoria	PAN AEOPK9349A DIN 00623266	Independent Director	24.11.2015	3 years or until further orders whichever is earlier	01	02 - Audit Committee and Stakeholders Relationship Committee	02 - Audit Committee and Stakeholders Relationship Committee
Mr	K Alagesan	PAN ACHPK6029Q DIN 07439659	Chairman & Managing Director/ Executive	29.01.2016	---	01	01 - Stakeholders Relationship Committee	NIL



Mr #	R M Agarwal	PAN ABOPA5600M DIN 07333145	Executive Director	08.06.2016	---	01	02- Audit Committee and Stakeholders Relationship Committee	NIL
Mr	A R Prasad	PAN ADVPP1655N DIN 07699668	Non Executive- Govt Nominee Director	07.11.2016	---	01	NIL	NIL
Mrs	Asha Kumari Jaswal	PAN ACWPK1288Q DIN 07786698	Independent Director	Appointme nt letter dt 30.01.2017 but effective from 06.04.2017 (date of obtaining DIN)	3 years or until further orders whicheve r is earlier	01	01 - Audit Committee	NIL
Mr.	Chittaranjan Pradhan	PAN AHWPP5200E DIN 08094340	Executive Director	23.03.2018	---	01	NIL	NIL

Mr R M Agarwal was Government Nominee Director from 08.06.2016 but however has been appointed as Director Marketing w.e.f. 27.04.2018

§PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/ non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of the Committee		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non - Executive/ Independent / Nominee)*
1. Audit Committee	1. Shri Saday Krishna Kanoria	Chairperson of committee, Non-Executive, Independent
	2. Smt Asha Kumari Jaswal	Non -Executive, Independent
	3. Shri R M Agarwal	Executive

III. Composition of the Committee		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non - Executive/ Independent / Nominee)*
2. Nomination& Remuneration Committee	1. Shri Saday Krishna Kanoria	Chairperson of committee, Non-Executive, Independent
	2. Lt Gen A R Prasad	Non - Executive, Nominee
	3. Smt. Asha Kumari Jaswal	Non - Executive, Independent
	4. Shri R M Agarwal	Executive

3. Risk Management Committee(if applicable)	N.A	N.A
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4. Stakeholders Relationship Committee	1. Shri Saday Krishna Kanoria	Chairperson of committee -Independent
	2. Shri R M Agarwal	Executive
	3. Shri K Alagesan	Executive

I. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
13.02.2018 27.03.2018	19.05.2018	52 days



I. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee:			
19.05.2018	Yes	13.02.2018 27.03.2018	52 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

II. Related Party Transactions	Compliance of Status (Yes/No/NA)^{refer note below}
Whether prior approval of audit committee obtained	N.A
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

III. Affirmations

- The composition of Board of Directors is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - *The Company as on date does not have sufficient independent Directors on Board. The Company being a central Public Sector Undertaking, the appointment of directors is done by the Government of India. The Company has requested Administrative Ministry to appoint more independent Directors on Board to comply with Listing regulations.*
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. *Audit Committee - Complied with Listing Regulations*
 - b. *Nomination & remuneration committee - Complied with Listing Regulations*



- c. Stakeholders relationship committee - *Complied with Listing Regulations*
- d. Risk management committee (applicable to the top 100 listed entities) -N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. The report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

-The Corporate Governance Report for the previous quarter ended 31.03.2018 was placed before the Board meeting held on 19.05.2018 and was taken note by the Board.



NAME & DESIGNATION: S. SHANMUGA/PRIYA, COMPANY SECRETARY

एस. शन्मुगा प्रिया / S. Shanmuga Priya
कम्पनी सचिव / Company Secretary
आईटीआई लिमिटेड / IIT Limited
पंजीकृत एवं निष्पक्ष कार्यालय / Regd. & Corporate Office
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