

हिंदी केवल एक भाषा नहीं बल्कि हमारी राष्ट्रीय पहचान है ।



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.itiltltd-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.itiltltd-india.com
CIN : L32202KA1950GoI000640

Ref: K/NSE & BSE/2017

Date: 11.04.2017

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

The Manager
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (E)
MUMBAI - 400 051

Dear Sir,

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

Pursuant to the cited regulation, please find herewith the Corporate Governance report for the quarter ended 31-03-2017.

This is for your kind information and record please.

Thanking you,

Yours faithfully
For ITI LIMITED

(S. Shanmuga Priya)
Company Secretary

Name of the Entity : ITI LIMITED
Quarter ending : 31-03-2017

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 ADMPG7585M DIN 06896926	Chairperson / Executive	16.04.2014	--	01	NIL	NIL
Ms	Janaki Ananthkrishnan	PAN AAIPJ0786E DIN 07247256	Executive	13.05.2015	--	01	2 - Audit & Stakeholders Relationship Committees in ITI Limited	NIL
Mr	Saday Krishna Kanoria	PAN AEOPK9349A DIN 00623266	Independent Director	24.11.2015	3 years or until further orders whichever is earlier	01	2- Audit Committee Stakeholders Relationship Committee	2- Audit Committee, Stakeholders Relationship Committee
Mr	K Alagesan	PAN ACHPK6029Q DIN 07439659	Executive	29.01.2016	---	01	NIL	NIL

Mr	R M Agarwal	PAN ABOPA5600M DIN 07333145	Non Executive- Govt Nominee Director	08.06.2016	---	01	2- Audit Committee 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	Indepen- dent Director	30.01.2017 effective date of appointme nt 06.04.2017	3 years or until further orders whicheve r is earlier	01	NIL	NIL

§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 -Independent
	2. Shri R M Agarwal	Non -Executive, Nominee
	3. Dr Janaki Anathakrishnan	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 -Independent
	2. Shri R M Agarwal	Non -Executive, Nominee
	3. Lt Gen A R Prasad	Non Executive-Nominee

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	Non -Executive, Nominee
	3. Dr Janaki Ananthakrishnan	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)
10.11.2016	09-02-2017	90 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:			
09.02.2017	No	10.11.2016	90 days
<p><i>The Company did not have sufficient number of independent Directors on Board as on 09-02-2017 and hence the quorum of 2 independent Directors could not be complied. However new Independent Director has been appointed with effective date of appointment as 06-04-2017 and accordingly the Audit committee will be reconstituted as per SEBI (LODR) regulations, 2015 and complied with.</i></p> <p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>			

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.
<p>Note</p> <p>1 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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p>III. Affirmations</p> <p>1. The composition of Board of Directors is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>- <i>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.</i></p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 except for Audit Committee & Nomination and Remuneration Committee,</p>	

- a. Audit Committee
- The Company does not have requisite Independent Directors to satisfy regulation 18(1)(b) of LODR. However, the Company as a via media, has reconstituted Audit Committee with existing independent and non-executive director as mentioned above in clause (II)(1).
- b. Nomination & remuneration committee – *Complied with Listing Regulations except 19(1)(c) due to insufficient independent directors on Board.*
- 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 31-12-2016 was placed before the Board meeting held on 09-02-2017 and was taken note by the Board.*



NAME & DESIGNATION : S.SHANMUGA PRIYA, COMPANY SECRETARY

Format 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

<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II Annual Affirmations

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No (Refer Note.1)
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

Performance Evaluation of Independent Directors	17(10)	No (Refer Note 2)
Composition of Audit Committee	18(1)	No (Refer Note 3)
Meeting of Audit Committee	18(2)	No (Refer Note 4)
Composition of nomination & remuneration committee	19(1) & (2)	No (Refer Note 5)
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3), (4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes


Note:

1. The Board composition does not have sufficient number of Independent Directors as per Regulation 17(1)
2. The Company being Central Public Sector Undertaking, the appointment, monitoring director's performance, tenure of appointment and fixation of remuneration of all directors are determined by Government of India.
3. The Board did not have sufficient Independent Directors on Board and hence composition of audit committee as per Regulation 18(1)(b) could not be complied. The Company has written to administrative ministry to appoint sufficient number of independent directors. During that period, as a via media, the Company has constituted Audit Committee with one Independent Director, Government Director and Executive Director as its members to comply with regulations in spirit.
The Government of India has appointed Smt Asha Kumari Jaswal as Independent Director vide its order dated 30-01-2017 but however the effective date of appointment was 06-04-2017 (date of obtaining DIN). Accordingly the Audit Committee will be reconstituted in the quarter 01-04-2017 to 30-06-2017 and Regulation 18 will be complied.

4. Due to insufficient independent Directors on Board, the quorum of two independent directors for audit committee meetings was not complied.
5. The company has Nomination and Remuneration Committee but however could not comply regulation 19(1)(c) due to insufficient number of independent Directors on Board.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Not Applicable

Signature : 
Name : S. Shanmuga Priya
Designation : Company Secretary / Compliance Officer