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.itiltd-india.com

सी आई एन : L32202KA1950Gol000640

ITI LIMITED

Registered & Corporate Office ITI Bhavan, Dooravaninagar, Bengaluru - 560 016, India Phone : +91 (80) 2561 4466 Fax : +91 (80) 2561 7525 Website : www.itiltd-india.com CIN: L32202KA1950Gol000640

Ref: K/NSE & BSE/2017

Date: 06.01.2017

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 31-12-2016.

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 : 31-12-2016

									-						_	_												
		Mr				D_{r}		Mr							Mr										MS)	(Mr/	Title	I.
		Nitin Kohli	AT 1/ 11.		nan	Janaki		5.Gopu	0					\$	P.K.Gupta			4 1								Director	Name of the	Composition of
	DIN 06785394	ABXPK0070G			DIN 07247256	PAN	DIN 06896926	ADMPG7585M	DA 3.7				DIN 06896959	ABQPG1502J	PAN												Pan ^{\$} & DIN	Composition of the Board of Directors
Director	Govt	Non Executive-	(C)			Executive		Executive		8			10	Executive	Chairperson		2.		Nominee)&		Independent	Executive/	Non -	Executive/	n/	(Chairperso	Category	ctors
	07.11.2016	29.10.2013 to				13.05.2015		16.04.2014					31.12.2016	to	27.03.2014							cessation	term/	current	nt in the	Appointme	Date of	
		ì		ß		1					ī				-	×											Tenure*	
		01				01		01						1	01	(Regulations)	Listing	25(1) of the	Regulation	(Refer	listed entity	including this	entities	in listed	Directorship	No. of	
	9	NIL	Committees	Relationship	Audit &	2-		NIL							NII.	Regulations)	Listing	26(1) of the	Regulation	entity(Refer	listed	including this	Committee(s)	Stakeholders) in Audit /	Membership(s	Number of	
		NIL				NIL		NIL				ē			NII	Regulations)	of the Listing	Regulation 26(1)	(Refer	listed entity	including this	in listed entities	Committee held	Stakeholder	Audit /	Chairperson in	No of post of	

T																					_
	22			Mr						Mr				Mr							Mr
				A R Prasad		`` مر		\$		R M Agarwal			7	K Alagesan					Kanoria	Krishna	Saday
	07699668	DIN	ADVPP1655N	PAN			07333145	DIN	ABOPA5600M	PAN	07439659	DIN	ACHPK6029Q	PAN					DIN 00623266	AEOPK9349A	PAN
Director	Nominee	Govt	Executive-	Non		Director	Nominee	Govt	Executive-	Non				Executive					Director	dent	Indepen-
				07-11-2016		3		w,		08-06-2016				29-01-2016							24.11.2015
					v				la Re							is earlier	whichever	orders	further	until	3 years or
		S 184		01						01				01							01
	9			NIL	Committee	Relationship	Stakeholders	Committee	Audit	2-				NIL		Committee	Relationship	Stakeholders	Committee	Audit	2-
				NIL						NIL				NIL		Committee	Relationship	Stakeholders	Committee,	Audit	2-
	Director		6	655N	AR Prasad PAN Non 07-11-2016 01 NIL ADVPP1655N Executive- Govt 07699668 Director Director 01 NIL	AR Prasad PAN Non 07-11-2016 01 NIL Committee DIN Govt Nominee Director	AR Prasad PAN Non 07-11-2016 01 NIL O7699668 Director	AR Prasad ADVPP1655N Executive- DIN O7699668 Director Nominee Director O7-11-2016 O7-11-2016 Director O7-11-2016 O7-11	AR Prasad ADVPP1655N Committee Director ANDIN Committee Director Non ADVPP1655N Executive- DIN Committee Nominee Director O7699668 Director Committee Nominee Director	ABOPA5600M Executive- DIN Govt Committee 17333145 Nominee Director AR Prasad PAN Non 07-11-2016 01 ADVPP1655N Executive- DIN Govt O7699668 Director A R Director A R Director Director Director O7-11-2016 01 NIL	R M Agarwal PAN ABOPA5600M Executive- DIN Govt 07333145 Nominee Director A R Prasad ADVPP1655N Committee DIN O7699668 Director O7699668 Director Non O7-11-2016 Director O7-11-2016 Director O7-11-2016 Director O7-11-2016 Director O7-11-2016 Director O7-11-2016 Director O7-11-2016 Director	R M Agarwal PAN Non 08-06-2016 01 2- ABOPA5600M Executive- DIN 007333145 Nominee Committee Stakeholders Director Director Relationship Committee AR Prasad PAN Non 07-11-2016 01 NIL AR Prasad PAN Nominee Director 07-11-2016 01 NIL	RMAgarwal PAN Non 08-06-2016 01 2- Audit ABOPA5600M Executive- DIN Govt O7333145 Director Din Committee Stakeholders Relationship Committee Stakeholders Relationship Committee Committee Stakeholders Relationship Committee Commit	ACHPK6029Q DIN 07439659 R M Agarwal PAN ABOPA5600M Executive- DIN 07333145 Nominee Director AR Prasad DIN AR Prasad DIN Covt DIN Cowninee Director Nominee Director O7699668 Director Director Nominee Director O7-11-2016 Director O7-11-2016 Director O7-11-2016 Director O7-11-2016 Director O7-11-2016 Director	K Alagesan PAN ACHPK6029Q DIN R M Agarwal PAN ABOPA5600M B Executive- DIN O7333145 Director A R Prasad ADVPP1655N Director Div O7699668 Director Director O7699668 Director	K Alagesan PAN ACHPK6029Q DIN 07439659 R M Agarwal PAN ABOPA5600M ABOPA5600M Covt DIN 07333145 Director AR Prasad ADVPP1655N Div 07699668 Director AR Passon Director Divi Divi Director Director Director AR Passon Director Director	K Alagesan PAN ACHPK6029Q DIN 07439659 R M Agarwal PAN ABOPA5600M DIN Govt 07333145 Nominee Director AR Prasad ADVPP1655N Executive- DIN O7699668 Director Director B Committee Director Director Director Director O7-11-2016 Director Director Director Director Director Director Director Committee Stakeholders Relationship Committee Committee Relationship Committee Committee Nominee Director O7-11-2016 Director O7-11-2016 Director	K Alagesan PAN ACHPK6029Q DIN O7439659 R M Agarwal PAN ACHOPA5600M Bexecutive- DIN O7333145 Director AR Prasad ADVPP1655N AR Prasad Director Director A R Director Non	KAlagesan PAN ACHPK6029Q DIN RMAgarwal PAN ABOPA5600M ABOPA5600M Conunittee RMAgarwal PAN ABOPA5600M DIN RMAgarwal PAN ABOPA5600M ABOPA5600M Conunittee Nominee DIN AR Prasad ADVPP1655N Executive- DIN Nominee Din Nominee Director RMAgarwal PAN AR Prasad ADVPP1655N Executive- DIN Nominee Director NIL	Kanoria DIN 00623266 Director further orders whichever whichever whichever committee orders K.Alagesan PAN ACHPK6029Q DIN 07439659 R.M.Agarwal PAN Executive 29-01-2016 01 NIL ABOPA5600M Executive-DIN Govt 07333145 Nominee 07333145 Director Din Govt O7699668 Nominee Director Din Govt Director D	Krishna AEOPK9349A dent kanoria DIN 00623266 Director crownittee frders committee orders whichever chere whichever committee orders whichever whichever committee searlier committee orders and chere committee orders orders orders and committee orders

^{*}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.

Executive	3. Dr Janaki Anathakrishnan	
Non -Executive, Nominee	2. Shri R M Agarwal	
Chairperson of committee -Independent	1. Shri Saday Krishna Kanoria	1. Audit Committee
Independent / Nominee)&		
Category (Chairperson/ Executive/ Non - Executive,	Name of Committee Members	Name of Committee
	nittee	II. Composition of the Committee

				2
	ē		Committee	2. Nomination& Remuneration Name of Committee Members
3. Lt Gen Nitin Kohli	2. Shri R M Agarwal	1. Shri Saday Krishna Kanoria		Name of Committee Members
Non Executive-Nominee	Non -Executive, Nominee	Chairperson of committee -Independent	Independent / Nominee)&	Category (Chairperson/ Executive/ Non - Executive/

	3.	
Committee(if applicable)	Risk Management	
	N.A	
	N.A	

		4.
	COMMITTEEC	4. Stakeholders Relationship
ω.	5	1.
3. Dr Janaki Ananthakrishnan	2. Shri R M Agarwal	Shri Saday Krishna Kanoria
Executive	Non -Executive, Nominee	Chairperson of committee -Independent

III. Meeting of Board of Directors	ctors	
Date(s) of Meeting (if any) in the	Date(s) of Meeting (if any) in the Date(s) of Meeting (if any) in the	Maximum gap between any two consecutive meetings (in
previous quarter	relevant quarter	number of days)
11.08.2016	10.11.2016	90 days

IV. Meeting of Committees			
Date(s) of Meeting of the	Whether requirement of	Date(s) of Meeting of the	Maximum gap between any two
 committee in the relevant	Quorum met (details)	committee in the previous	consecutive meetings in number of
quarter		quarter	days*
Audit Committee:			
10.11.2016	No	11.08.2016	90 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is	atorily be given for audit con	nmittee, for rest of the commit	tees giving this information is
optional			

nbuonar

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

- N 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. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations,
- to appoint more independent Directors on Board to comply with Listing regulations. 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
- N 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,

9 **Audit Committee**

a via media, has reconstituted Audit Committee with existing independent and non-executive director as mentioned above in - The Company does not have requisite Independent Directors to satisfy regulation 18(1)(b) of LODR. However, the Company as

- 0 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
- 1. Risk management committee (applicable to the top 100 listed entities) -N.A.
- obligations and disclosure requirements) Regulations, 2015 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing
- 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 of Board of Directors may be mentioned here: The report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice

and was taken note by the Board. -The Corporate Governance Report for the previous quarter ended 30-09-2016 was placed before the Board meeting held on 10-11-2016

S. Ampo

NAME & DESIGNATION: S.SHANMUGA PRIYA, COMPANY SECRETARY

कन्यनी समित्र / Company Secrétary आईटीआई स्तिनिटेड / ITI Limited पनीकृत एवं निर्मास कार्यालय / Regd. & Corporate Office आईटीआई भवन, ट्रांकणीनगर / ITI Bhavan, Dooravanibegar