

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	Half Yearly
Date of Report	30-09-2022
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 related to Promoter					Yes	Disqualification of Directors under section 164 of the Companies Act, 2013														
PAN	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 Chairper in Audi Stakehol Commit held in lis entitie includi this list entity (R Regulati 26(1) o Listing Regulatio
AHPV7009H	08605954	Executive Director	Not Applicable	MD	30-08-1962	No				Inactive	NA		07-11-2019		31-08-2022		1	0	1	0
RYPS8761K	01784114	Executive Director	Chairperson	MD	01-01-1974	No				Inactive	NA		01-09-2022		30-09-2022		1	0	0	0
AWPS1185N	08921307	Executive Director	Not Applicable		10-01-1968	No				Active	NA		15-10-2020				1	0	1	0
AGPT7714C	08953397	Executive Director	Not Applicable		23-11-1963	No				Active	NA		07-01-2021				1	0	2	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

AN	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)
S3080C	08200125	Non-Executive - Nominee Director	Not Applicable		12-03-1965	No				Active	NA		14-08-2018	01-08-2021		1	0	0	0	
N6865A	06451006	Non-Executive - Independent Director	Not Applicable		04-09-1961	No				Active	NA		10-11-2021	10-11-2021		11	1	1	2	1
S5729R	09393543	Non-Executive - Independent Director	Not Applicable		05-01-1980	No				Active	NA		10-11-2021	10-11-2021		11	1	1	1	0
P7737P	07749007	Non-Executive - Independent Director	Not Applicable		30-06-1962	No				Active	NA		10-11-2021	10-11-2021		11	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 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 Rajesh Sharma is effective from the date of obtaining DIN.
3. 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.
4. Shri D Venkateswarlu was entrusted with Addl Charge of Chairman and Managing Director from 07.07.2022 till 31.08.2022.
5. Shri Anand Singh, Joint Secretary (Telecom) was appointed as Chairman and Managing Director (Addl Charge) from 01.09.2022 to 30.09.2022

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	08200125	Rajesh Sharma	Non-Executive - Nominee Director	Member	26-06-2020		
3	07749007	Mamta Palariya	Non-Executive - Independent Director	Member	06-12-2021		

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	08605954	D Venkateswarlu	Executive Director	Member	12-08-2021	31-08-2022	
3	08921307	Rajeev Srivastava	Executive Director	Member	01-07-2022		
4	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	08605954	D Venkateswarlu	Executive Director	Chairperson	12-08-2021	31-08-2022	Textual Information(1)
2	08921307	Rajeev Srivastava	Executive Director	Chairperson	15-10-2020		Textual Information(2)
3	08953397	Rakesh Chandra Tiwari	Executive Director	Member	12-08-2021		
4	06451006	Raja Nayak	Non-Executive - Independent Director	Member	06-12-2021		
5	99999999	R Vasanthi	Member	Member	06-12-2021		Textual Information(3)
6	99999999	S Jeyanthi	Member	Member	06-06-2022		Textual Information(4)

Sr Text Block	
Textual Information(1)	Appointed as Chairperson of the Committee wef 29.09.2021
Textual Information(2)	Appointed as Chairman of the Committee w.e.f. 01.09.2022
Textual Information(3)	Smt R Vasanthi is General Manager- Operations and hence does not hold DIN.
Textual Information(4)	Smt S Jeyanthi is General Manager- Projects and Planning and hence does not hold DIN

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	08605954	D Venkateswarlu	Executive Director	Chairperson	26-06-2020	31-08-2022	Textual Information(1)
2	08921307	Rajeev Srivastava	Executive Director	Member	03-08-2021		
3	08953397	Rakesh Chandra Tiwari	Executive Director	Chairperson	01-09-2022		Textual Information(2)
4	07749007	Mamta Palariya	Non-Executive - Independent Director	Member	06-12-2021		

Sr Text Block	
Textual Information(1)	Chairperson of the Committee w.e.f. 07.07.2022 upto 31.08.2022
Textual Information(2)	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							Textual Information(1)	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)	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)	
1	25-05-2022				Yes	8	8	3
2		26-07-2022	61		Yes	7	7	3
3		10-08-2022	14		Yes	7	6	2
4		28-09-2022	48		Yes	7	6	2

Text Block

Textual Information(1)	As on 25.05.22, there were total 9 directors on Board. However for quarter ended 30.09.2022, the total number of directors is reduced to 8. The excel utility does not accept more than present number of directors and hence we are unable to mention total directors as 9 in Annexure I (III). To enable validation of sheet, total directors on Board on date of meeting i.e 25.05.2022 is mentioned as 8 whereas in reality it was 9.
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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
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 as on date of the meeting	Number of Directors (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	25-05-2022				Yes	4	4	3	0
2	Audit Committee	10-08-2022	76			Yes	4	4	3	0
3	Audit Committee	27-09-2022	47			Yes	4	4	3	0
4	Corporate Social Responsibility Committee	09-08-2022				Yes	3	3	1	0
5	Nomination and remuneration committee	09-08-2022				Yes	3	3	2	0
6	Risk Management Committee	26-08-2022	16			Yes	4	4	1	2

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

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
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Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	S Shanmuga Priya
2	Designation	Company Secretary and Compliance 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	0	0	0

by them			
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		
Date	14-10-2022		

Signatory Details	
Name of signatory	S Shanmuga Priya
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	19-10-2022