

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.itilt-d-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-d-india.com  
CIN : L32202KA1950GoI000640

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

**I. Composition of the Board of Directors**

Title (Mr/ Ms)	Name of the Director	Pan#& 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	P.K.Gupta	PAN ABQPG1502J DIN 06896959	Chairperson Executive	27.03.2014 to 31.12.2016	--	01	NIL	NIL
Mr	S.Gopu	PAN ADMMPG7585M DIN 06896926	Executive	16.04.2014	--	01	NIL	NIL
Dr	Janaki Ananthakrishnan	PAN AAIPJ0786E DIN 07247256	Executive	13.05.2015	--	01	2 - Audit & Stakeholders Relationship Committees	NIL
Mr	Nitin Kohli	PAN ABXPK0070G DIN 06785394	Non Executive- Govt Nominee Director	29.10.2013 to 07.11.2016	--	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	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

\$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 2. Shri R M Agarwal 3. Dr Janaki Ananthakrishnan	Chairperson of committee -Independent Non -Executive, Nominee Executive

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

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

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

## III. 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)
11.08.2016	10.11.2016	90 days

IV. 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: 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 optional			

V. Related Party Transactions		Compliance of Status (Yes/No/NA) <sup>refer note below</sup>
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**

- 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.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. 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.*
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,

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 30-09-2016 was placed before the Board meeting held on 10-11-2016 and was taken note by the Board.*

*S. Shannuga Priya*

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

कम्पनी सचिव / Company Secretary  
 आईटी लिमिटेड / ITI Limited  
 वशीकुत नगर सिविलिक कार्यालय / Regd. & Corporate Office  
 आईटी नगर, देवरायडिगार / ITI Bhavan, Dooravadiagar  
 बंगलूर / Bangalore - 560 016