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## BOARD OF DIRECTORS\*

**Shri S Gopu**  
Director-Human Resources /  
Additional charge Chairman & Managing Director

**Dr Janaki Ananthakrishnan**  
Director Finance

**Shri K Alagesan**  
Director-Production/  
Additional charge Director - Marketing

**Shri R M Agarwal**  
Deputy Director General (SU)  
Dept. of Telecommunications

**Lt. Gen. A R Prasad, AVSM, VSM, ADC**  
Signal Officer in Chief & Senior Colonel Commandant  
Ministry of Defence

**Shri Saday Krishna Kanoria**  
Independent Director

**Smt Asha Kumari Jaswal**  
Independent Director

\*As on 22.08.2017

## COMPANY SECRETARY

**Mrs. S Shanmuga Priya**

## LEGAL ADVISERS

**M/s. Holla & Holla, Advocates**, Bangalore & others

## STATUTORY AUDITOR

**M/s. Sundar Srini & Sridhar**, Bangalore.

## BRANCH AUDITORS

**M/s. Neeraj Prakash & Associates**, Naini.  
**M/s. Sri Ram Bhuvanesh & Co.**, Mankapur.  
**M/s. Mahadevan & Sivarajan**, Palakkad.  
**M/s. Rajesh Srivastava & Associates**, Rae Bareli.  
**M/s. S D M & Co**, Srinagar.

## COST AUDITORS

**M/s GNV Associates**, Bangalore  
**M/s Aman Malviya & Associates**, Lucknow.

## SECRETARIAL AUDITOR

**Shri D Venkateswarlu**, Bangalore.

## BANKERS

**State Bank of India**  
**Bank of Baroda**  
**Central Bank of India**  
**Punjab National Bank**  
**Development Credit Bank Limited**  
**Indus Ind Bank Limited**  
**Axis Bank Limited**  
**Vijaya Bank**  
**Indian Bank**  
**Canara Bank**

**MANAGEMENT:****CORPORATE OFFICE****Shri. S. Gopu**

Director-HR /  
Additional charge Chairman  
& Managing Director (from 01.01.2017)

**Dr. Janaki Ananthakrishnan**

Director-Finance

**Shri K. Alagesan**

Director-Production /  
Additional Charge Director Marketing  
(from 01.01.2017)

**Shri A.Gnanasekaran**

Chief Vigilance Officer

**Shri V.K.Sharma**

Deputy General Manager-IA

**Mrs S Shanmuga Priya**

Company Secretary

**PLANTS / UNITS / PROJECTS**

Bangalore Plant

**Shri Y. Muralidhar**

Additional General Manager

Srinagar Plant

**Shri A.K. Agrawal**

Additional General Manager

Naini Plant

**Shri R. Krishna Prasad**

General Manager

Rae Bareilly Plant

**Shri S.P. Gupta**

Additional General Manager

Palakkad Plant

**Shri J. Premchand**

General Manager

Mankapur Plant

**Shri A.K. Bajoria**

Additional General Manager

Network Systems Unit

**Shri S.S. Chakrabarti**

General Manager

Research & Development

**Shri M. Arun Kumar**

Executive Director R & D

Corporate Marketing

**Dr. Joyti Kaul**

General Manager

Business Co-ordination Office, New Delhi

**Shri A.K. Agrawal**

Additional General Manager

## NOTICE

NOTICE is hereby given that the Sixty Seventh (67th) Annual General Meeting of ITI Limited will be held on Wednesday, 27th September, 2017 at 11.30 a.m. at Bangalore Tamil Sangam, No.59, Annaswamy Mudaliar Road, Bangalore -560 042 to transact the following business:

### I. ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31.03.2017 along with the reports of the Board of Directors and Auditors and comments of Comptroller and Auditor General of India.
2. To appoint a Director in place of Shri K Alagesan (DIN: 07439659), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr Janaki Ananthakrishnan (DIN: 07247256), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and, if thought fit, to pass with or without modifications, the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 142 of the Companies Act, 2013 the Board of Directors of ITI Limited be and is hereby authorised to fix the remuneration and other terms and conditions, including reimbursement of travelling allowance and out of pocket expenses of Statutory Auditors of the Company appointed by Comptroller and Auditor General of India and Branch Auditors of the Company for the financial year 2017-2018”.

### II. SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modifications, the following resolutions as an Ordinary Resolution:

“RESOLVED THAT the appointment of Lt Gen A R Prasad (DIN: 07699668), as Government Nominee Director of the Company with effect from 07.11.2016 on the terms and conditions as stipulated by the Government of India, be and is hereby approved.”

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the appointment of Smt Asha Kumari Jaswal (DIN: 07786698), appointed as Independent Director of the Company with effect from 06.04.2017 on the terms and conditions as stipulated by the Government of India, be and is hereby approved.”

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act 2013 and the Rules made thereunder the remuneration of Rs. 3.10 Lakhs (plus applicable taxes)

fixed for the Cost Auditors appointed to conduct the audit of cost records of all Units of the Company for the year 2017-18 be and is hereby ratified”.

Regd. & Corporate Office  
ITI Bhavan, Doorvaninagar

By Order of the Board  
For **ITI LIMITED**

Place: Bangalore  
Date: 22.08.2017

**(S. SHANMUGA PRIYA)**  
COMPANY SECRETARY

#### **NOTES:**

1. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2017 to 27th September, 2017, both days inclusive for the purpose of the AGM.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN STEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of not exceeding fifty (50) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of proxy in order to be effective should be deposited at the registered office of the company, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

3. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting, together with their specimen signatures.
4. Members are requested to bring their attendance slips duly mentioning details of their DP ID and Client ID/ Folio No and signed.
5. In case of joint holders attending the meeting, only such joint holder who is first/earlier in the order of names will be entitled to vote at the meeting.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

8. Members are requested to advise the Share Transfer Agents, M/s. Integrated Registry Management Services Private Ltd., 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore-560003 and their respective Depository Participants immediately of any change in their address.
9. Members may visit the website of the Company [www.itiltld-india.com](http://www.itiltld-india.com) for more information on the Company.
10. Members requiring information on the Accounts are requested to write to the Company at least fifteen days before the date of the Meeting so that the required information could be kept ready.
11. Pursuant to provisions of the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume / profile of the Directors eligible for appointment / re-appointment vide Item Nos. 2, 3, 5, 6 are attached here to as Annexure A
12. The relevant statement pursuant to Section 102 of the Companies Act, 2013 which set out the details relating to Special Business at the meeting is annexed hereto and forms part of the notice.
13. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The instructions for e-voting are appended to this Notice as Annexure-B.
14. To support the Green Initiative, Members are requested to register /update their email addresses with Share Transfer Agent of the Company, for receiving the documents in electronic form. Members holding shares in electronic form may also register /update their email ids with their depositories. It may also be noted that the shareholders opting to receive communication in electronic mode may also be furnished free of cost, with a copy of the above mentioned documents, upon receipt of request to [cosocy\\_crp@itiltld.co.in](mailto:cosocy_crp@itiltld.co.in).
15. Members/their Proxies/Representatives are requested to note:-
  - i. To bring their copies of Annual report to AGM
  - ii. That no briefcase or bag will be allowed to be taken inside the auditorium for security reasons.
  - iii. That no gifts will be distributed at the venue of the AGM

Regd. & Corporate Office  
ITI Bhavan, Doorvaninagar  
Bangalore-560016

By Order of the Board  
For **ITI LIMITED**

Date: 22.08.2017  
Place: Bangalore

**(S. SHANMUGA PRIYA)**  
COMPANY SECRETARY

**Explanatory statement as required under Section 102 of the Companies Act, 2013****Item No. 5 to 6**

In terms of the Articles of Association of the Company, the President of India is vested with the power to appoint the Directors of the Company from time to time and also shall determine the terms of office of such Directors. Accordingly, the following appointments on the Board of your Company were effected during the year as per the directives of the President of India:

**LT General A R Prasad**

Lt General A R Prasad, AVSM, VSM, ADC, Signal Officer in Chief, Ministry of Defence, (DIN:07699668), was appointed as Government Nominee Director vide Ministry of Communications & IT order no F.No.5-1/2016-PSA dated 07.11.2016, in the place of Lt General Nitin Kohli, VSM SO-in-C (since retired).

**Smt Asha Kumari Jaswal**

The Ministry of Communications & IT vide order No. F.No. 5-3/2016-PSA dated 30.01.2017 has conveyed the approval for the appointment of Smt Asha Kumari Jaswal (DIN : 07786698) as Non Official Independent Director. However, appointment of Smt Asha Kumari Jaswal had taken effect from 06.04.2017

Smt Asha Kumari Jaswal was inducted into the Board as an Additional Director w.e.f 06.04.2017 and in terms of Section 161 of the Companies Act, Smt Asha Kumari Jaswal can hold office upto the date of the ensuing Annual General Meeting. Smt Asha Kumari Jaswal, in the opinion of the Board, fulfils the conditions specified in the Companies Act and the rules made thereunder for appointment as an Independent Director.

In terms of Section 152 of the Companies Act, 2013, every Director shall be appointed by the Company in general meeting. Accordingly, necessary resolutions have been placed before the Annual General Meeting for member's approval.

Notice has been received u/s 160 of the Companies Act, 2013 from members signifying their intention to propose the appointment of Lt General A R Prasad and Smt Asha Kumari Jaswal as Directors of the Company at the ensuing Annual General Meeting.

Lt General A R Prasad and Smt Asha Kumari Jaswal are deemed to be interested in the proposed resolution to the extent of their appointment as Directors.

None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at notice.

Your directors commend the resolutions as proposed in the notice for approval.

A brief profile of Lt General A R Prasad and Smt Asha Kumari Jaswal are provided in Annexure A of this Notice.

**Item No.7**

Rule 14 of the Companies (Audit and Auditors) Rules, 2014 requires ratification of the shareholders for the remuneration fixed for the Cost Auditor of the Company appointed under Section 148(3) of the Companies Act, 2013.

Accordingly, necessary resolution seeking ratification for fixation of remuneration to the Cost Auditor appointed for the year 2017-18 is placed before the member for their approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is interested in the resolution.

Your directors commend the resolution as proposed in the notice for member's approval.

Regd. & Corporate Office  
ITI Bhavan, Doorvaninagar  
Bangalore-560 016

By Order of the Board  
For **ITI LIMITED**

Date: 22.08.2017  
Place: Bangalore

**(S. SHANMUGA PRIYA)**  
COMPANY SECRETARY

## Annexure A

### BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT / RE-APPOINTMENT

#### Directors seeking re-appointment in this AGM

**1. Shri K Alagesan** (DIN: 07439659), aged 57 years holds graduation in Production Engineering from REC Trichy and holds Diploma in Management, Advanced Management and Human Resource Management from IGNOU. He has undergone three months residential training programme at IIM, Bangalore on General Management. Shri K Alagesan assumed charge as Director Production on 29.01.2016 and prior to becoming Director-Production, he was Unit head of Rae Bareilly plant in ITI. Effective from 01.01.2017, Shri K Alagesan has also been entrusted with additional charge as Director Marketing. Shri K Alagesan was closely associated in Defence Projects i.e. ASCON Phase I, II, III, and DCN (Defence Communication Network) Project, Manufacturing and Supply of Secrecy Equipment ranging from 16 Kbps to STM IV level. Shri K Alagesan is not related to any of the Directors and Key Managerial Persons of the Company and does not hold any shares in the Company. He is also on the Board of Director of India Satcom Limited.

**2. Dr Janaki Ananthakrishnan** (DIN: 07247256) aged 57 years, holds graduation in M.B.B.S, PG Diploma in Public Policy & Management and belongs to the 1991 batch of the Indian Posts and Telecom Accounts and Finance Service. Dr Janaki Ananthakrishnan took charge as Director Finance on 13.07.2015. Prior to becoming Director - Finance, she has served as Finance Advisor in the Departments of Telecom and Posts at Tamil Nadu, Karnataka and Delhi. Dr Janaki Ananthakrishnan is member of Corporate Social Responsibility Committee and Stakeholders Relationship Committee of ITI. Dr Janaki Ananthakrishnan is not related to any of the Directors and Key Managerial Persons of the Company and does not hold any shares in the Company. She is not in board of any other Company.

#### Directors seeking appointment in this AGM

**1. Lieutenant General Ashish Ranjan Prasad** (DIN: 07699668) AVSM, VSM, ADC, Signal Officer in Chief and Senior Colonel Commandant has had experience in Counter Insurgency / Counter Terrorism Operations in North as well as North East. He has done M.Tech from IIT Madras and has set benchmarks to be emulated in technical as well as administration and human resource management fields. General has hands on experience in Electronic and cyber warfare. His expertise in this dimension of warfare along all spectrum of conflict and acquisition of technical int is indeed significant. He has the experience of commanding a Signal EW Brigade and heading Signal Intelligence Division of Indian Army. His contribution to Army in general and Corps of Signals in particular has been recognized through award of four commendation cards and a "Vishisht Seva Medal". The General has been instrumental in



initiating and implementing several policy changes to facilitate expeditious execution of large number of projects. His principal of taking “Need Felt” initiatives in the fields of communication has facilitated communication and connectivity in the tactical battle area. The same has been widely applauded Under his stewardship the Army has been taking giant steps in IT & Telecommunication fields. Lieutenant General Ashish Ranjan Prasad, is a member in Board of Electronic Corporation of India Limited and member of Nomination and Remuneration Committee of ITI. Lieutenant General Ashish Ranjan Prasad, is not related to any of the Directors and Key Managerial Persons of the Company and does not hold any shares in the Company.

**2. Smt Asha Kumari Jaswal** (DIN : 07786698) aged 63 years, has done M.A., L.L.B., and is an Advocate by profession. Smt Asha Kumari Jaswal currently holds the position as Mayor, Chandigarh. Smt Asha Kumari Jaswal is a member of member of Audit Committee and Nomination and Remuneration Committee of ITI. Smt Asha Kumari Jaswal is not related to any of the Directors and Key Managerial Persons of the Company and does not hold any shares in the Company. She is not in the Board of any other Company.

## ANNEXURE B – INSTRUCTIONS FOR E-VOTING

The instructions for e-voting electronically are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>

DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.