ITL Industries Ltd.

ITL/BSE/2023-24/39 **September 29, 2023**

To,
The BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street,
MUMBAI-400001

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BSE Code: 522183

Sub. : Submission of Proceedings of 35th Annual General Meeting of the Company held on Friday, the 29th day of September, 2023, pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Dear Sir/Mam,

In Compliance of the Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, we wish to inform you that the 35th Annual General Meeting (AGM) of the Company held on Friday, the 29th day of September, 2023 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for which purpose the registered office of the company shall be deemed as the venue of the meeting.

Kindly note that the Voting results of the 35th Annual General Meeting will be announced upon the receipts of Scrutinizers Report and will be submitted as per the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,

Yours faithfully,
For **ITL Industries Limited**

MANOJ MAHESHWARI

Digitally signed by MANOJ MAHESHWARI
Date: 2023.09.29 15:23:01 +05'30'

ManojMaheshwari
Company Secretary
M.N. :FCS-7878
Encl.:a/a

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PROCEEDING OF THE 35TH ANNUAL GENERAL MEETING OF ITL INDUSTRIES LIMITED HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2023, THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") AT 12:15 P.M. AND CONCLUDED AT 1:06 P.M. FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SHALL BE DEEMED AS THE VENUE FOR THE ANNUAL GENERAL MEETING.

PRESENCE IN THE MEETING THROUGH VC/OAVM:

DIRECTORS

1	Mr. Rajendra Jain	Managing Director
2	Mr. Mahendra Jain	Joint Managing Director
3	Mr. Niranjan Chakraborty	Independent Director
4	Mr. Rajesh Jain	Independent Director
5	Dr. Pratima Jain	Independent Director
6	Mr. Vinod Kumar Jain	Additional Independent Director

IN ATTENDANCE:

1	Mr. Ashok Ajmera	Chief Financial Officer
2	Mr. Manoj Maheshwari	Company Secretary

INVITEES:

1	CA Nirdesh Badjatya	Statutory Auditor
2	CS Isha Garg	Secretarial Auditor& Scrutinizer
3	CA Pratibha Kothari	Internal Auditor

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Requisite quorum was present through VC/OAVM, as per the requirement of the Companies Act, 2013.

PROCEEDING OF THE MEETING:

CS Manoj Maheshwari, Company Secretary & Compliance Officer of the Company welcomed all Members, Directors and Auditors to the 35th Annual General Meeting (AGM) of the members of ITL Industries Limited held on Friday, the 29th day of September, 2023 at 12:15 P.M. Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

It was informed that the meeting was held through VC / OAVM without the physical presence of the members at a common venue in accordance with the Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. All the Directors, KMP and Auditors of the Company attended the meeting through Video Conferencing.

CS Manoj Maheshwari, Company Secretary took a roll call of the Directors and introduced other invites.

CS Manoj Maheshwari, Company Secretary informed that adequate quorum for the meeting is present, then the meeting to be in order and then the proceeding of the Meeting was commenced.

Thereafter, CS Manoj Maheshwari requested the members to elect a chairman and Mr. Rajendra Jain, was elected as Chairman and presided over the meeting.

The Chairman delivered his speech to the members at the AGM.

Company Secretary informed the members that the Notice dated 25th August, 2023 convening this Annual General Meeting and copy of the Annual Report for the Financial Year 2022-23 ended March 31st, 2023 has already been circulated to members of the Company electronically.

The Auditor Report of standalone and consolidated financial statements, Secretarial Auditor's Report of the Company for the financial year 2022-23 do not contain any qualification, reservation and adverse remark or disclaimer, accordingly the reports are not required to be read out as provided in the Companies Act 2013 and SEBI Listing Regulations.

The statutory registers required to be kept open at the meeting and all the other documents referred to in the notice can be inspected in electronic mode by any member. Members

ITL Industries Ltd. (Since 1985) a BSE listed Public Limited Co, ISO 9001:2015 Certified Company
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E-mail : info@itl.co.in, Website : www.itl.co.in. CIN No. : L28939MP1989PLC005037 GSTIN : 23AAACI3932N1ZK

seeking to inspect such documents can send an email to cs@itl.co.in and the company will organize the inspection of the registers.

As per Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administrative Rule 2014, the Company was pleased to provide the members the facility to exercise their rights to vote at the 35th Annual General Meeting by electronic means.

The Company had provided members the opportunity to cast their vote on the resolutions contained in the AGM Notice, by means of remote e-voting. The remote e-voting commenced on 26th September 2023 at 9.00 am and closed on 28th September, 2023 at 5.00 pm.

Those shareholders who were not able to vote either though remote e-voting during the e-voting period, are hereby requested to vote through electronic means. Members may please go to voting page of CDSL and cast their vote. The e-voting period started from 12.15 P.M.

CS Isha Garg was appointed by the Board as the Scrutinizer for the remote e-voting and e-voting at this meeting. The scrutinizer will ensure the voting to be done in a fair and transparent manner.

The Following businesses as set out in the notice dated August 25, 2023 were transacted:

Ordinary Business:-

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Rs. 1/- per Equity Shares for the financial year 2022-2023.
3. To appoint a Director in place of Mr. Mahendra Jain (DIN: 00256047), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Re-appointment of Mr. Rajesh Jain (DIN: 01216467) as an Independent Director of the Company

5. Ratification of Cost Auditors' Remuneration
6. Ratification of Cost Auditors' Remuneration

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7. To consider and approve payment of Remuneration Mr. Niranjan Chakarborty (DIN 00443524) Non Executive & Independent Director in excess of the limits prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations

The next items No. 8, 9 and 11 Chairman of the meeting Mr. Rajendra Jain is interested so, I request any one of you to propose the name of Chairman for the next item No. 8 to 11.

Thereafter Mr. Rajesh Jain elected as chairman of the meeting for the Item No. 8 to 11.

8. To approve Material Related Party Transactions of the Company
9. Approval for increase in remuneration of Mr. Ravish Jain holding an office or place of profit in the company
10. Approval for increase in remuneration of Mr. Prakhar Jain holding an office or place of profit in the company
11. Approval for increase in remuneration of Mr. Manish Jain holding an office or place of profit in the company

Again Mr. Rajendra Jain chaired this meeting

12. Approval for increase in remuneration of Mr. Shekhar Jain holding an office or place of profit in the company
13. Appointment of Mr. Vinod Kumar Jain (DIN: 10289373) as an Non-Executive Independent Director

Chairman further informed that, as set out in the Notice of Annual General Meeting stating the requirement to register themselves as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration and the company has received request from three shareholders for seeking opportunity to speak at AGM and two were attended.

Thereafter, Chairman invited speakers to ask questions or queries which was satisfactorily replied by the Chairman.

Chairman informed that E-voting process will continue to next 15 minutes. Results of the AGM will be announced upon the receipts of Scrutinizers Report and will be submitted as per the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.and the same will be intimated to Stock Exchange and also uploaded on the website of the Company and CDSL.

Chairman further informed that since all the businesses to be conducted at this Annual General Meeting has been transacted, the 35th Annual General Meeting has come to an end.

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ITL Industries Ltd. (Since 1985) a BSE listed Public Limited Co, ISO 9001:2015 Certified Company
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Chairman thanked all the Members and Board of Directors and invites participating in the meeting through video conferencing and declared that the meeting is concluded.

Company Secretary thanked all the Members and Board of Directors and invites participating in the meeting made this event successful.

For **ITL Industries Limited**

MANOJ
MAHESHWAR
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Digitally signed by MANOJ MAHESHWARI
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ManojMaheshwari
Company Secretary
M.N. :FCS-7878

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