ITL Industries Ltd.

ITL/BSE/2024-25/41

September 4, 2024

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

Online Filing at:-listing.bseindia.com
BSE Code: 522183

Sub. : Filing of the Notice of 36th Annual General Meeting of the Company will be held on Saturday, the 28th day of September, 2024.

Dear Sir/Mam,

We are enclosing herewith Notice of the 36th Annual General Meeting of the Company will be held on Saturday, the 28th day of September, 2024 at 11:00 A.M. at the Registered Office of the Company at 111, Sector-B, Sanwer Road, Industrial Area, Indore-452015 (M.P.)

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

Yours faithfully,

For ITL Industries Limited

MANOJ
MAHESHWARI

Digitally signed by MANOJ MAHESHWARI
DN: c=IN, postalCode=452010, st=MADHYA PRADESH, street=162 A PARAG NAGAR ,ROYAL BUNGLOW ,INDORE,SUKHLIYA ,452010, l=INDORE, o=Personal, serialNumber=b89339e2ccb821b46eabd8027169982df513be6422a4e12492a9e83c614acafd, pseudonym=dd972206bcdc4c74b16bde466c9b819e, 2.5.4.20=a54045f17de58e6cabeebb121098601eb766a9753d8a2d30d1e9435c4a135b46, email=MANOJMAHESHWARI3@GMAIL.COM, cn=MANOJ MAHESHWARI
Date: 2024.09.04 17:21:37 +05'30'

Manoj Maheshwari
Company Secretary & Compliance Officer

Encl.: Notice of 36th Annual General Meeting

Technology with Time .....

ITL Industries Ltd. (Since 1985) a BSE listed Public Limited Co, ISO 9001:2015 Certified Company
Address : 111, Sector-B, Sanwer Road, Industrial Area, Indore-452015 (M.P.) BHARAT (India)
Phone :+91 731-7104400-401, Mktg +91 731-7104411-15, Sales +91 731-7104416
E-mail : info@itl.co.in, Website : www.itl.co.in. CIN No. : L28939MP1989PLC005037 GSTIN : 23AAACI3932N1ZK

NOTICE OF 36TH ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the Members of ITL Industries Limited for the financial year ended 31.03.2024 will be held on Saturday, the 28th day of September, 2024 at 11.00 A.M. at the registered office of the Company situated at 111, Sector-B,Sanwer Road, Industrial Area, Indore-452015 (M.P.), to transact the following business:

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, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Rs. 1/- per Equity Share for the financial year 2023-2024.
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. Rajendra Jain (DIN: 00256515) as Managing Director of the Company.**

   To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

   "**RESOLVED THAT** subject to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, approval be and is hereby granted to the re-appointment of Mr. Rajendra Jain, Managing Director (DIN : 00256515) of the Company, who has attained the age of 70 years, with effect from 1st February, 2025 for a period of 3 (three) years as recommended/approved By the Nomination & Remuneration Committee and Board of Directors in its meeting held on August 24, 2024, on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting;

   FURTHER RESOLVED THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said agreement in such a manner as may be agreed to by the Board and Mr. Rajendra Jain but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment thereto or enactments thereof with effect from such date as may be decided by it."

5. **Re-Appointment of Mr. Mahendra Jain (DIN: 00256047) as Joint Managing Director of the Company**

   To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

   "**RESOLVED THAT** subject to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, approval be and is hereby granted to the re-appointment of Mr. Mahendra Jain, Joint Managing Director (DIN : 00256047) of the Company, who will attained the age of 70 years in October, 2027 with effect from 1st February, 2025 for a period of 3 (three) years as recommend/approved by the Nomination & Remuneration

   Committee and Board of Directors in its meeting held on August 24, 2024, on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

   FURTHER RESOLVED THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said agreement in such a manner as may be agreed to by the Board and Mr. Mahendra Jain, but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment thereto or enactments thereof with effect from such date as may be decided by it."

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6. **Re-Appointment of Mr. Vinod Kumar Jain (DIN: 10289373) as an Independent Director of the Company**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Vinod Kumar Jain (holding DIN: 10289373), who was appointed as an Independent Director of the Company for a term of 2 (two) consecutive years commencing from August 25, 2023 upto August 24, 2025 (both days inclusive) and who being eligible for re- appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from August 25, 2025 upto August 24, 2030 (both days inclusive);

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. **Ratification of Cost Auditors Remuneration**

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the company hereby ractifies the remuneration payable of Rs.22,000/- (Rupees Twenty Two Thousand only) & re-imbursement of out–of– pocket expenses to be paid to **Yash & Associates, Cost Accountants (FRN: 005252)** appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2025;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and/or otherwise considered by them to be in the best interest of the Company."

8. **Appointment of Ms. Apoorva Doshi (DIN: 10738787) as an Non-Executive Independent Woman Director**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Apoorva Doshi (DIN: 10738787), who was appointed as an Additional Director in the capacity of Non-Executive Independent Woman Director with effect from August 24, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Non-Executive Independent Woman Director of the Company for a period of 5 consecutive (five) years till August 23, 2029, and that she shall not be liable to retire by rotation.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

9. Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

"RESOLVED THAT in supersession of all the previous resolutions pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Companies (Meeting of Board of Directors and its powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time),the consent of the Members of the Company be and is hereby accorded to give any loan/advance including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, provided that such loans are utilised by the borrowing Company for its principal business activities and in particular to the following Companies in which one or more Director(s) may be deemed to be interested, on the terms and conditions stated against their respective names:

Sr. No.	Name of the Company	Amount not exceeding	Terms & conditions
1.	Remswegs Marketing Private Limited	Rs.200 Lakhs (which includes existing amount, if any)	On such terms and conditions as may be mutually agreed upon
2.	Indore Tools Private Limited	Rs.400 Lakhs (which includes existing amount, if any)	On such terms and conditions as may be mutually agreed upon
3.	M. M. Metals Private Limited	Rs.300 Lakhs (which includes existing amount, if any)	On such terms and conditions as may be mutually agreed upon
4.	Dimart Engineering Private Limited	Rs. 250 Lakhs (which includes existing amount, if any)	On such terms and conditions as may be mutually agreed upon
5.	Freshline Agro LLP	Rs.300 Lakhs (which includes existing amount, if any)	On such terms and conditions as may be mutually agreed upon

FURTHER RESOLVED THAT for the purpose of giving effect of this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorised to negotiate, finalise, sanction and disburse and agree to the terms and conditions of the aforesaid loans, guarantees and security and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

10. To approve Material Related Party Transactions of the Company

To consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolution**

"RESOLVED THAT in supersession of all the previous resolutions pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (including statutory modification (s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors for existing and as well as proposed transaction(s) of purchase/sale of goods and providing services in the ordinary course of business, giving / taking property of any kind on lease to / from Related Party, rendering / availing of loan from / to Related Party with or without interest / charges thereon including rollover / extension of maturity from time to time, whether material or otherwise, for a period of next five Financial Years commencing from April 1, 2024, for Related Party Transaction up to an estimated annual value of Rs. 55.00 Crores (Rupees Fifty Five Crores only) Per Annum excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

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FURTHER RESOLVED THAT the Board of Director of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all the acts, deeds and things as may be necessary, proper or expedient to give effect to this Resolution."

For and On behalf of the Board

PLACE: INDORE	**Rajendra Jain**	**Mahendra Jain**
DATE: 24/08/2024	**Managing Director**	**Joint Managing Director**
	DIN : 00256515	**DIN : 00256047**

NOTES

01. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

02. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and such proxy need not be Member. The proxy form is enclosed which should be deposited, at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the Meeting.

03. A person can act as a proxy for not more than 50 Members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

04. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

05. Members/Proxies/Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

06. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 4:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

07. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special business as appearing at Item Nos 4 to 10 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.,

08. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item No. 3, 4, 5, 6 & 8 set out above and the relevant details of the Directors seeking appointment/re-appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India ("Secretarial Standard") are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

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09. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2023-24 is being sent to all the members whose email ID's are registered with the Company/Depository Participants Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/Ankit Consultancy Pvt. Ltd., the Registrar and Share Transfer Agent in case the shares are held by them in physical form. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.itl.co.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

10. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by e-mail on its registered e-mail address to igassociatescs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

11. Voting by Members:

The voting for the agenda items as set forth in the Notice shall be done in the following manner:

a) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (Remote E-voting).

b) At the venue of AGM, voting shall be done through Ballot Paper and the members attending the AGM, who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.

c) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

Voting through Electronic means (Remote E-voting):

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL/NSDL, on the items mentioned in this AGM Notice. The Company has appointed I G & Associates, Practicing Company Secretaries (F.R. No.: I2013MP1054000) as scrutinizer for conducting the e-voting process and voting process in a fair and transparent manner. The voting period begins on Wednesday, 25th September 2024 (from 9.00 A.M.) and end on Friday, 27th September, 2024 (at 5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2024, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

10. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after completion of scrutiny of the votes cast through remote e-Voting & Voting at AGM venue, within the time stipulated under the applicable laws. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.itl.co.in; and Notice Board at the Registered Office of the Company.

11. The Register of Members, Beneficial Owner and Share Transfer Books of the Company will remain closed from Sunday, 22nd September, 2024 to Saturday, 28th September, 2024 (both days inclusive) for the purpose of payment of dividend, if declared at the Annual General Meeting.

12. The dividend on Equity Shares, if declared at the AGM, will be payable on or after Wednesday, October 2, 2024 to those

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members whose names appear as Members in the Register of Members of the Company on Sunday, 22nd September, 2024 in respect of the shares held in electronic form, the dividend will be paid on the basis of Beneficial Ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

13. Members who hold shares in dematerialized form are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

a. For shares held in electronic form: to their Depository Participants (DPs)

b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR- 1 and other forms pursuant to SEBI Circular No. SEBI/ HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details.

15. Non-resident members are requested to immediately notify: - (i) change in their residential status on return to India for permanent settlement; and (ii) particulars of NRE account, if not furnished earlier.

16. Members who are holding shares in identical names in more than one folios, are requested to write to the Company/Ankit Consultancy Pvt. Ltd., the Registrar and Share Transfer Agent, to consolidate their holding in one folio.

17. Members are requested to direct notifications about change of name / address, email address, telephone / mobile numbers, PAN, Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or to M/s Ankit Consultancy Pvt. Ltd., Registrar and Share Transfer Agents (RTA) of the Company, in case the shares are held in physical form.

18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Ankit Consultancy Pvt. Ltd. in case the shares are held in physical form.

19. The Company has transferred all unpaid/unclaimed equity dividends up to the financial year 2015-16 to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of Companies Act, 2013.

20. Members are advised to claim their unpaid dividend for the year 2016-17 to 2022-23 if any, the Company is having unpaid dividend of Rs. 5,15,824/- for the year 2016-17 to 2022-23. Attention of the members of the Company are drawn towards the provisions of section 124(6) which provides that all the shares in respect of which unpaid or unclaimed dividend has been transferred u/s 124(5) shall also be transferred by the company in the name of IEPF. Therefore in the interest of the members it is advised to take appropriate action to encase the unpaid dividend and update their bank particulars through the respective DP's. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The Company has sent intimation to all such shareholders who have not claimed their dividend for seven consecutive years. The details of unclaimed/unpaid dividend are also available on the website of the Company viz www.itl.co.in.

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Members who have not yet en cashed their dividend warrants for any subsequent financial years are requested to make their claim at the earliest, to avoid transfer of the dividend/ shares to the fund/ IEPF authority.

Details of unclaimed dividends are available on the Company's website www.itl.co.in

Members/claimants whose shares, unclaimed dividends, have been transferred to the IEPF Demat account of the fund, as the case may be, may claim the shares or apply for refund by making an application to IEPF Authority through Web Form IEPF-5. Further details of the same are available on http:www.iepf.gov.in.

The statement containing details of Name, Address, Folio number, Demat Account No. and number of shares due for transfer to IEPF demat account is made available on our website www.itl.co.in

The shareholders are encouraged to verify their records and claim their dividends of the preceding seven years, if not claimed

21. Dividend for the financial year ended March 31, 2017, which remain unclaimed or unpaid, will be due for transfer to the Investor Education & Protection Fund of the Central Government, pursuant to the provision of Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), on October 30, 2024. Members who have not yet encashed their dividend warrants for the financial year ended March 31, 2017 or any subsequent financial years are requested to lodge their claims with the company/Registrar, without delay. Members are advised that no claims shall lie against the said fund or against the Company for the amounts of dividend so transferred to the said fund

22. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days before the date of the meeting so that the required information can be made available at the meeting.

23. As per the provisions of section 152 of the Companies Act, 2013 there is a requirement of not less than two third of the total number of directors are liable to retire by rotation in every annual general meeting, the company has a board comprising of executive and non-executive directors and there is no director who is eligible for the retire by rotation in this annual general meeting. Although the Company is always ready to comply with all the rules and regulations which are applicable to the Company and in compliance with the said section the company is putting Item No. 3 in the Annual General Meeting Notice relating to the re-appointment of Mr. Mahendra Jain (DIN: 00256047), who was appointed for 3 years as joint managing director in the 33rd Annual General Meeting held on September 23, 2021 and for compliance with the section, the company is retiring him and he is eligible for re-appointment.

24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

25. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting of the Company.

26. Members are requested to intimate changes, if any pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc;

- For Shares held in electronic form: to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depositor Participant will then be automatically reflected in the Company's records which will held the Company and its RTA provide efficient and better service to the Members.

- For Shares held in physical form: to the Company's RTA in prescribed Form ISR-1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Investor Section available on the Company's website.

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27. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB / P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service request, viz; issue of duplicate securities certificate; claim form, unclaimed suspense account; renewal/exchange of securities certificate, consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service request by submitting duly filled and signed Form ISR-4. The said form can be downloaded from the Investor Section available on the Company's website . It may be noted that any service request can be processed only after the folio is KYC complaint.

28. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transpositions requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialize, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrars and Transfer Agents, Ankit Consultancy Private Limited for assistance in this regard.

29. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Ankit Consultancy Private Limited for assistance in this regard.

30. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to Ankit consultancy Pvt. Ltd. (RTA)/Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Registrars and Transfer Agents, Ankit Consultancy Private Limited cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

31. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.

32. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office and at Company's office at 111, Sector - B, Sanwer Road, Industrial Area, Indore -452015 (M.P.) on all working days (except Sundays and Public Holidays) between 11.00 a.m. to 2.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the AGM.

33. The Shareholders are hereby informed that all the correspondence in connection with the shares be addressed to the Registrar & Share Transfer Agent M/s. Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.).

34. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar & Share Transfer Agent enclosing their Share Certificate's to enable the Company to consolidate their holding in one folio.

35. Route-map to the venue of the Meeting is provided at the end of the Notice (behind the Proxy form).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Wednesday, 25th September 2024 (from 9.00 A.M.) and end on Friday, 27th September, 2024 (at 5.00 P.M.). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date)

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i.e. Saturday, 21st September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 21st September, 2024.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) <u>**In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.</u>

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service

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	provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; igassociatescs@gmail.com and cs@itl.co.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

For and On behalf of the Board

Rajendra Jain
Managing Director
DIN : 00256515

PLACE: INDORE
DATE: 24/08/2024

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EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned the accompanying Notice as an additional information.

Item No. 4:

The term of office of Mr. Rajendra Jain, Managing Director of the Company will expire on 31.01.2025. The Board of Director of the Company has re-appointed the aforesaid Director for a further period of 3 years w.e.f. 01.02.2025. The revised remuneration package of the above Director as approved by the Nomination and Remuneration committee and the terms of remuneration payable to Mr. Rajendra Jain, Managing Director are set out below:

(1) Remuneration not exceeding Rs. 10,00,000/- (Rs. Ten Lakhs) per month.

(2) Perquisites :

a) Perquisites shall be restricted to an amount equal to the annual salary.

Category-A

I) Housing

a) The expenses incurred by the Company on hiring furnished accommodation will be subject to a ceiling of 50% of the Salary.

b) In case of accommodation owned by the Company 10% of the salary shall be deducted by the Company.

c) In case of no accommodation is owned by the Company, the said Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing (a).

Explanation:

The expenditure incurred on gas, electricity, water and furnishings shall be valued as per Income - Tax Rules 1962, subject to ceiling of 10% of the salary.

ii) Medical Reimbursement:

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year for three months' salary over a period of three years.

iii) Leave Travel Concession:

Leave Travel Concession for self and family once in a year incurred, in accordance with the Rules of the Company.

Explanation :

Family means the spouse, the dependent children and dependent parents.

iv) Club Fees:

Fee of clubs subject to a maximum of two clubs. No life membership fees will be paid.

v) Personal Accident Insurance:

Personal Accident Insurance of an amount, the annual premium not exceeding Rs. 3000/- per month.

Category - B

a) Company's contribution towards Provident Fund / Public Provident Fund :

Company's contribution towards Provident Fund / Public Provident Fund @ 12% or as per the Rules of the Company.

b) Gratuity:

Gratuity as per the rules of the Company, but shall not exceed half-a-month's salary for each completed year of service.

c) Company's contribution towards Superannuation fund:

Company's contribution towards Superannuation Fund as per the rules of at the Company but it shall not together with Company's contribution to Provident Fund / Public Provident Fund, exceed 25% of the salary.

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The aforesaid perquisites stated in Category-B (a),(b) and (c) will not be included in the computation of the aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.

d) Earned Leave:

On full pay allowance and perquisites as per the Rules of the Company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be encashable at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the aforesaid ceiling on perquisites and or salary.

Category - C

Company Car and Telephone at Residence

Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

This notice along with the explanatory statement should also be treated as an abstract of the terms of contracts /agreement between the Company and Mr. Rajendra Jain, Managing Director the Company.

The re-appointment of the above Director shall be in the interest of the Company. Your Board of Director therefore recommend the resolution set out at item No.4 of the notice for your approval.

Besides the individual interest of the above Director to the extent of remuneration payable to him none of the Directors of the Company is in any way, concerned or interested in the said resolution.

Save and except as above, none of the Directors of the Company is in any way, concerned or interested in the said resolution.

Item No. 5:

The term of office of Mr. Mahendra Jain, Joint Managing Director of the Company will expire on 31.01.2025. The Board of Director of the Company has re-appointed the aforesaid Director for a further period of 3 years w.e.f. 01.02.2025. The revised remuneration package of the above Director as approved by the Nomination and Remuneration committee and the terms of remuneration payable to Mr. Mahendra Jain, are set out below:

The terms of remuneration payable to Mr. Mahendra Jain, are set out below:

(1) Remuneration not exceeding Rs. 10,00,000/- (Rs. Ten Lakhs) per month.

(2) Perquisites :

a) Perquisites shall be restricted to an amount equal to the annual salary.

Category-A

I) Housing

a) The expenses incurred by the Company on hiring furnished accommodation will be subject to a ceiling of 50% of the Salary.

b) In case of accommodation owned by the Company 10% of the salary shall be deducted by the Company.

c) In case of no accommodation is owned by the Company, the said Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing (a).

Explanation:

The expenditure incurred on gas, electricity, water and furnishings shall be valued as per Income - Tax Rules 1962, subject to ceiling of 10% of the salary.

ii) Medical Reimbursement:

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

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iii) Leave Travel Concession:

Leave Travel Concession for self and family once in a year incurred, in accordance with the Rules of the Company.

Explanation:

Family means the spouse, the dependent children and dependent parents.

iv) Club Fees:

Fee of clubs subject to a maximum of two clubs. No life membership fees will be paid.

v) Personal Accident Insurance:

Personal Accident Insurance of an amount, the annual premium not exceeding Rs. 3000/- per month.

Category - B

a) Company's contribution towards Provident Fund / Public Provident Fund:

Company's contribution towards Provident Fund / Public Provident Fund @ 12% or as per the Rules of the Company.

b) Gratuity:

Gratuity as per the rules of the Company, but shall not exceed half-a-month's salary for each completed year of service.

c) Company's contribution towards Superannuation fund:

Company's contribution towards Superannuation Fund as per the rules of at the Company but it shall not together with Company's contribution to Provident Fund / Public Provident Fund, exceed 25% of the salary.

The aforesaid perquisites stated in Category-B (a),(b) and (c) will not be included in the computation of the aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.

d) Earned Leave:

On full pay allowance and perquisites as per the Rules of the Company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be encashable at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the aforesaid ceiling on perquisites and or salary.

Category - C

Company Car and Telephone at Residence

Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

This notice along with the explanatory statement should also be treated as an abstract of the terms of contracts /agreement between the Company and Mr. Mahendra Jain, Joint Managing Director the Company.

The re-appointment of the above Director shall be in the interest of the Company. Your Board of Director therefore recommend the resolution set out at item No.5 of the notice for your approval.

Besides the individual interest of the above Director to the extent of remuneration payable to him none of the Directors of the Company is in any way, concerned or interested in the said resolution.

Item No. 6:

Mr. Vinod Kumar Jain (DIN: 10289373), is currently a Non-Executive Independent Director of the Company, Member of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

Mr. Vinod Kumar Jain was appointed as an Independent Director of the Company by the Members at the 35th Annual General Meeting of the Company held on September 29, 2023 for a period of 2 (two) consecutive years commencing from August 25, 2023 upto August 24, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its

ITL INDUSTRIES LTD. INDIA WELFARE SERVICE WITH CARE GROWTH TECHNOLOGY meeting held on August 24, 2024, proposed the re-appointment of Mr. Vinod Kumar Jain as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from August 25, 2025 upto August 24, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Vinod Kumar Jain is a Commerce Graduate. He has wide 38 years business experience.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Vinod Kumar Jain qualifications and the rich experience of over three decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Vinod Kumar Jain continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Vinod Kumar Jain confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations. Mr. Vinod Kumar Jain has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Vinod Kumar Jain has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Vinod Kumar Jain has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Vinod Kumar Jain his passed online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Vinod Kumar Jain fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Vinod Kumar Jain as an Independent Director is now placed for the approval of the Members by a Special Resolution 6.

The Board recommends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Vinod Kumar Jain and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 7:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ('the Act'), read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to have audit of its cost records conducted by a cost accountant in practice. The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved at their meeting held on 24th August, 2024 the appointment of Yash & Associates, Cost Accountants (FRN: 005252), Practicing Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2025.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

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Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025. The Board recommends the resolution as set out in Item No. 7 of this notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 8

Pursuant to Section 161 of the Companies Act, 2013, the Board, on August 24, 2024, appointed Ms. Apoorva Doshi (DIN: 10738787) as an Additional Director in the capacity of Non-Executive Independent Woman Director of the Company for a first term of 5 (five) years with effect from August 24, 2024 to August 23, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act , A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations, Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority, A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs from her.

The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act. As per recommendation of Nomination and Remuneration Committee (NRC), The Board was satisfied that the appointment of Ms. Apoorva Doshi is justified . She is Chartered Accountant and having more than 10 years' working experience in the field of Internal Audits, Indirect Tax, Management Consultancy services and PAN India Stock Audits.

Terms and conditions of appointment of Non-Executive Independent Director is available on the website of the Company.

The resolution seeks the approval of members for the appointment of Ms. Apoorva Doshi as Non-executive Independent Woman Director of the Company for a first term of 5 consecutive (five) years with effect from August 24, 2024 to August 23, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Apoorva Doshi as Non-Executive Independent Woman Director of the Company, as a special resolution.

No director, KMP or their relatives except Ms. Apoorva Doshi, and her relatives to whom the resolution relates, are interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 8.

The Board recommends the special resolution as set out in Item no. 8 of this notice for the approval of members.

Item No. 9

The Company is expected to render support for the business requirements of related concerns, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company needs to obtain consent of the Members to extend financial assistance by way of Advances, loan, guarantee or security to related concerns. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of Advances, loan to related concerns or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such Adavances, loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time,

ITL INDUSTRIES LTD. INDIA WELFARE SERVICE TECHNOLOGY WITH TIME CARE GROWTH only for principal business activities of the related concerns, which will not be prejudicial to the interest of the Company. Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013, the Company requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution as set out in Item no. 9 for approval by the members. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Item No. 10

Section 188 of the Companies Act, 2013 (the 'Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that all transactions involving inter alia sale, purchase or supply of goods or services with a related party other than transactions entered into by a company in the ordinary course of business which are on an arm's length basis as defined in explanation (b) to Section 188 (1) shall require the prior approval of the Members by way of an ordinary resolution where the sale or supply of such goods or services or lease exceeds 10 per cent of the annual turnover/Net worth (Whichever is applicable) of a company.

Your Company is engaged in various business activities, including the manufacturing and sale of Bandsaw and Circular saw machines, as well as the trading of various engineering products such as hydraulics, cutting tools etc. Over the next five financial years starting from April 1, 2024, the Company will conduct transactions with related parties, as defined under Section 188 read with Section 2 (76) of the Act. These transactions relate to the purchase and sale of materials, the sale of components, the acquisition of fixed assets, sub-leasing of premises, and the provision and utilization of various services. It is important to note that all such transactions will be executed by the Company on an arm's length basis, ensuring fairness and transparency.

However, in terms of Regulation 23 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with other applicable laws (including any statutory modifications or re-enactments thereof for the time being in force) It is mandatory to seek approval from the Company's members via an ordinary resolution for all material-related party transactions. These transactions are those anticipated to exceed 10% of the Company's annual turnover or net worth, whichever is applicable, as per its most recent audited financial statements.

The Company is required to enter/ to be entered transactions with related parties. The details of the existing and proposed related party transactions are as under-

S. No.	Name of Related Party	Nature of contracts/ arrangements/ transactions	Proposed Related Party transactionfor next five Financial Year commencing from April 1, 2024 (Amount in Lacs p.a.)	Nature of relationship
1	Dimart Engineering Pvt. Ltd.	Advance Given Refunded	175.00	Director's are Directors
2	Remswegs Marketing Private Limited	Sales of goods and/or services	100.00	Directors wife is Director
		Purchase of goods and/or services	310.00	
3	Indore Tools Private Limited	Sales of goods and/or services	500.00	Director's Son is Director
		Purchase of goods and/or services	3000.00	
4	M. M. Metals Private Limited	Sales of goods and/or services	15.00	Subsidiary Company
		Purchase of goods and/or services	700.00	
5	Freshline Agro LLP	Purchase of goods and/or services	700.00	Director's Sons are Partners in the LLP

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Terms and Conditions

1. All the transactions shall be in the ordinary course of business and on Arm's Length basis.
2. Purchase orders/sale invoices will be raised for each transaction.
3. Purchase orders will be raised as per requirements of the Company.
4. All transactions entered into by the Company shall be reviewed by the Audit Committee on quarterly basis.

The Shareholders' approval is sought authorizing the Board of Directors of the Company to enter into transactions with the related parties upto Rs. 55 Crores per annum for a period of next five Financial Year commencing from April 1, 2024

The information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 is given here in above.

Except Mr. Rajendra Jain, Managing Director of the Company and his relatives and Mr. Mahendra Jain, Joint Managing Director of the Company and his relatives, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

The Board of Directors recommends passing of this Resolution set out in at Item No. 10 of the Notice for approval by the Shareholders.

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Additional information on director recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Rajendra Jain	Mr. Mahendra Jain
DIN	00256515	00256047
Date of Birth	20.04.1954	19.10.1957
Date of appointment/ re-appointment	01.02.1993	01.02.1993
Appointment/Re-appointment	Re-appointment	Re-appointment
Designation	Executive Director/Managing Director	Executive Director/Joint Managing Director
Qualification	B.E. (Mech.), Ph.D.	M.Com., PGDBM
Brief resume and justification for Appointment / re-appointment and expertise in specific functional areas and nature of expertise, skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. Rajendra Jain is B.E. (Mech.) Hon. Ph.D., and is having 47 years of rich experience in the Engineering Industry. He has thorough practical knowledge in this Industry and his contribution in the development of this sector especially in the segment of indigeneneous manufacture of Metal Cutting Machines viz. Bandsaw, Circular Saw Machines is significant. ITL Industries is growing at a good pace under his rich experience and ableleadership. Mr. Jain is very innovative and is always keen to adopt latest technologies and has contributed a lot in the growth of the Company.	Mr. Mahendra Jain is a post graduate in Commerce and has done PGDBM. He is ex-banker also and has rich experience of about 40+ years in this Industry. He has thorough knowledge In the field of finance and administration
Directorships & Committees membership held in other Public/Listed companies	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Chairman / Member of Committees	1. Corporate Social Responsibility Committee- Chairman 2. Financial Decision Making Committee-Chairman	1. Corporate Social Responsibility Committee - Member 2. Financial Decision Making Committee-Member
Chairman / Member of Committees of other Public Companies (includes only Audit Committee and Shareholders' /Investors' Grievance Committee	Nil	Nil
List of other Company's directorship held	I. Indore Tubes Private Limited II. Luhadiya Sons Shahpura Private Limited III. Dimart Enginee ring Private Limited IV. Mahaveer Krishi Kendra Private Limited	I. Mahaveer Krishi Kendra Private Limited II. Indore Tubes Private Limited III. Luhadiya Sons Shahpura Private Limited IV. Dimart Engineering Private Limited
Shareholdings in the Company	4,45,000 (13.89%)	2,51,113 (7.84%)
Disclosure of relationships between directors inter-se	Not-related	Not-related
Name of Director	Mr. Vinod Kumar Jain	Ms. Apoorva Doshi
DIN	10289373	10738787
Date of Birth	26.01.1964	29.08.1990
Date of appointment/ re-appointment (previous)	25.08.2023	24.08.2024
Appointment/Re-appointment	Re-appointment	Appointment

Designation	Non-Executive Independent Director	Non-Executive Independent Woman Director
Qualification	B.Com.	C.A., CCCA (Certificate Course on Concurrent Audit of Banks), FAFD (Certificate Course on Forensic Accounting and Fraud Detection), B.Com.
Brief resume and justification for Appointment / re-appointment and expertise in specific functional areas and nature of expertise, skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. Vinod Kumar Jain is a Commerce Graduate and having more than 39 years business experience as administration.	Ms. Apoorva Doshi is a Practicing Chartered Accountant, having more than 10 years' working experience in the field of Internal Audits, Indirect Tax, Management Consultancy services and PAN India Stock Audits.
Directorships & Committees membership held in other Public/Listed companies	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Chairman / Member of Committees (includes onlyAudit Committee and Shareholders' /Investors' Grievance Committee	1. Audit Committee -Member 2. Stakeholder Relations Committee - Member	Nil
Chairman / Member of Committees of other Public Companies (includes only Audit Committee and Shareholders' /Investors' Grievance Committee	Nil	Nil
List of other Company's directorship held	Nil	Nil
Shareholdings in the Company	Nil	Nil
Disclosure of relationships between directors inter-se	Not-related	Not-related

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013

1. General Information:

Nature of Industry	Engineering Machinery
Details of commencement of commercial production	ITL came into existence before 35+ Years with its own indigenous design & developed India's first Double Column Bandsaw Machines. ITL is a pioneer and leader in Metal Sawing Machines , first 100% indigenous Double Column Band Saw Machine was developed with 100% indigenous technology and since than various import substitute have been developed successfully.
Financial performance based on given indicators	The Company has achieved turnover of Rs. 15777.60 Lakhs for the year ended March 31, 2024 and earned profit before tax Rs. 1187. 49 Lakhs.
Foreign investments or collaborations, if any	There is no foreign investment or Foreign collaborations in the Company except that the company is having NRI/FPI holding in equity shares.

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2. Information about the appointee:

Particulars	Mr. Rajendra Jain	Mr. Mahendra Jain
Background Details	Given above	Given above
Past remuneration	Rs. 68.21 lakhs for the financial year 2023-24	Rs. 62.76 lakhs for the financial year 2023-24
Recognition or awards	NIL	NIL
Job profile and his suitability	Given above	Given above
Remuneration proposed	As per Resolution No. 4	As per Resolution No. 5
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant deta ils would be with respect to the Country of his origin)	The remuneration as proposed of Mr. Rajendra Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company.	The remuneration as proposed of Mr. Mahendra Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel.	No Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel.

3. Other Information:

Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profit as per section 197 of the Companies Act, 2013 to distribute among the Managerial personnel. During the year 2023 -24 Company's turn over and profit has been increased.
Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
Expected increase in productivity and profits in measurable terms	The Company is expected to increase in productivity and profit as per prevailing market and industry which cannot be ascertain.

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Form No. MGT-12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(C) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : ITL Industries Limited

Registered Office : 111, Sector-B, Sanwer Road, Industrial Area, Indore-452015

BALLOT PAPER

Sr.No.	Particulars	Details
1.	Name of the First Named Shareholder (IN BLOCK LETTERS)	
2.	Name(s)of the Joint Holder(s)if any	
3.	Postal Address	
4.	RegisteredFolio No. / ClientID No.	
5.	Classof Share	Equity
6.	Number of Share(s) held	

I/We hereby exercise my/our vote(s) in respect of the following resolutions stated in the Notice of the 36th Annual General Meeting of the Company to be held on Saturday, 28TH September, 2024 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No	Description of Resolutions	No of shares held by me	(FOR) I/We assent to the Resolution	(AGAINST I/We dissent to the Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditorsthereon.			
2.	To declare dividend of Rs. 1/- per Equity Shares for the financial year 2023-2024			
3.	To appoint a Director in place of Mr. Mahendra Jain (DIN: 00256047), who retires by rotation and being eligible, offers himselffor re-appointment.			
4.	Re-appointment of Mr. Rajendra Jain (DIN: 00256515) as Managing Director of the Companyfor a period of 3 years w.e.f. 01.02.2025			
5.	Re-Appointment of Mr. Mahendra Jain (DIN: 00256047) as Joint Managing Director of the Company			
6.	Re-Appointment of Mr. Vinod Kumar Jain (DIN: 10289373) as an Independent Director of the Company for a period of 3 years w.e.f. 01.02.2025			
7.	Ratification of Cost Auditors Remuneration for the financial year ended March 31, 2025			
8.	Appointment of Ms. Apoorva Doshi (DIN: 10738787) as an Non -Executive Independent Woman Director w.e.f. August 24, 2024 a first term of 5 (Five) consecutive years till August 23, 2029.			
9.	Approval of loans, investments, guarantee or security under section 185 of companies act, 2013			
10.	To approve Material Related Party Transactions of the Company			

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MGT-11 PROXY FORM

36TH ANNUAL GENERAL MEETING

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(C) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): Registered Address		E-mail Id : Folio No/ Client ID DP ID :

I/We, being member ofshares of ITL Industries Limited, hereby appoint

1) ……………………………………………………of…………………………….having email IDor failing him

2) ……………………………………………………of…………………………….having email IDor failing him

3)……………………………………………………of…………………………….having email ID………….

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 36th ANNUAL GENERAL MEETING of the Company to be held at 111, Sector-B, Sanwer Road, Industrial Area, Indore (M.P.), India, on 28th August, 2024 at 11.00 AM and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

ItemNo.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditorsthereon.		
2.	To declare dividend of Rs. 1/- per Equity Shares for the financial year 2023-2024		
3.	To appoint a Director in place of Mr. Mahendra Jain (DIN: 00256047), who retires by rotation and being eligible, offers himselffor re-appointment.		
4.	Re-appointment of Mr. Rajendra Jain (DIN: 00256515) as Managing Director of the Companyfor a period of 3 years w.e.f. 01.02.2025		
5.	Re-Appointment of Mr. Mahendra Jain (DIN: 00256047) as Joint Managing Director of the Company		
6.	Re-Appointment of Mr. Vinod Kumar Jain (DIN: 10289373) as an Independent Director of the Company for a period of 3 years w.e.f. 01.02.2025		
7.	Ratification of Cost Auditors Remuneration for the financial year ended March 31, 2025		
8.	Appointment of Ms. Apoorva Doshi (DIN: 10738787) as an Non-Executive Independent Woman Director w.e.f. August 24, 2024 a first term of 5 (Five) consecutive years till August 23, 2029.		
9.	Approval of loans, investments, guarantee or security under section 185 of companies act, 2013		
10.	To approve Material Related Party Transactions of the Company		

Signed this ……………………….day of ……………………… 2024.

………………………………
Signature of the member

…………………………………… Signature of the First Proxy Holder

…………………………………… Signature of the Second Proxy Holder

…………………………………… Signature of the Third Proxy Holder

Note: this form, in order to be effective should be duly stamped, completed, signed and deposited at the Regis¬tered Office of the Company, Not Less than 48 hours before the meeting.

ITL INDUSTRIES LTD. INDIA GROWTH WELFARE SERVICE CARE TECHNOLOGY WITH TIME

Acknowledgment Slip

DP Id		Folio No.	
Client Id		No.of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the 36th ANNUAL GENERAL MEETING of the Company held on Saturday, The 28th September, 2024 at 11.00 A.M. at 111, Sector-B, Sanwer Road, Industrial Area, Indore (M.P.), India.

Google Maps आईटीएल इंडस्ट्रीज लिमिटेड