

# ITL Industries Limited

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

Tel.: +91-0731-3044400 Fax : +91-0731- 2721110 Website:itl.co.in,

Corporate Identification Number (CIN): L28939MP1989PLC005037

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the Members of ITL Industries Limited will be held on Saturday, the 27 day of September, 2014 at 11.30 A.M. at the Registered Office of the Company at 111, Sector "B" Sanwer Road, Industrial Area, Indore to transact the following business:

### Ordinary Business :-

1. To receive, consider and adopt the Directors' Report, Statement of Profit for the year ended 31st March, 2014 and the Balance Sheet as on that date and the Auditor's Report thereon.
2. To declare dividend on Equity Shares for the year ended on 31st March, 2014.
3. To elect a Director in place of Mr. Manohor Singh Jain (DIN : 00256131), who retire by rotation and being eligible, offers himself for re-appointment.
4. To Appoint of Auditors and fix their Remuneration and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT M/s Mahaveer M. Jain & Co., Chartered Accountants (ICAI Registration No. 070966 and FRN : 001749C) be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to till the conclusion of 29<sup>th</sup> Annual General Meeting (AGM) of the Company, subject to ratification at every Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

### Special Business

#### 5. Re-appointment of Mr. Dinesh Jain as an Independent Director of the Company, not liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of sections 149,150, 152 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) and re-enactment for the time being in force) read with schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Dinesh Jain (holding DIN : 00256177), Director of the Company, liable to retires by rotation (under the erstwhile applicable provisions of the Companies Act, 1956), and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 specifying his intention to propose Mr. Dinesh Jain as a candidate for the office of the Director of the Company be and is hereby appointed as an "Independent Director" of the Company to hold office for a period of five consecutive years for a term upto March 31st, 2019 and he shall not be liable to retire by rotation."

#### 6. Re-appointment of Dr. S K Kapoor as an Independent Director of the Company, not liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of sections 149,150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) and re-enactment for the time being in force) read with schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. S K Kapoor (holding DIN : 00443807 ), Director of the Company, liable to retire by rotation (under the erstwhile applicable provisions of the Companies Act, 1956), and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 specifying his intention to propose Dr. S K Kapoor as a candidate for the office of the Director of the Company be and is hereby appointed as an "Independent Director" of the Company to hold office for a period of five consecutive years for a term upto March 31st, 2019 and he shall not be liable to retire by rotation."

#### 7. Re-appointment of Mr. N. Chakarborty as an Independent Director of the Company, not liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of sections 149,150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) and re-enactment for the time being in force) read with schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. N. Chakarborty (holding DIN : 00443524 ), Director of the Company, who retires by rotation at this Annual General meeting (under the erstwhile applicable provisions of the Companies Act, 1956), and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 specifying his intention to propose Mr. N. Chakarborty (holding DIN : 00443524) as a candidate for the office of the Director of the Company be and is hereby appointed as an "Independent Director" of the Company to hold office for a period of five consecutive years for a term upto March 31st, 2019 and he shall not be liable to retire by rotation."

#### 8. Appointment of Dr. Pratima Jain as an Independent Woman Director of the Company, not liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of sections 149,150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) and re-enactment for the time being in force) read with schedule IV to the Companies Act, 2013 and clause 49 of the listing agreement, Dr. Pratima Jain (holding DIN : 06955665), be and is hereby appointed as an Independent Woman Director of the Company at this Annual General Meeting to hold office for a period of five consecutive years for a term upto September 26th , 2019 and she is not liable to retire by rotation."

"RESOLVED further that pursuant to the provisions of sections 160 of the Companies Act, 2013 the Company has received a notice in writing from a member specifying his intention to propose Dr. Pratima Jain as a candidate for the office of the Director of the Company."

#### 9. Authority given to Board of Director's for Borrowing

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

"RESOLVED THAT in supersession of the earlier resolutions passed under Section 293(1)(d) of the Companies Act, 1956 and pursuant to Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act 2013 as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to borrow any sums of money (including non fund based facilities) from time to time at their discretion, for the purpose of the business of the company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, over and above the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) upto a sum of Rs. 100 crore (Rupees One Hundred Crores Only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

**10. Creation/ modification of charge on assets of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

"RESOLVED THAT in supersession of the earlier resolutions passed under Section 293(1)(a) of the Companies Act, 1956 and pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to mortgage and / or charge, in addition to the mortgage/charges created or to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any moveable and/or immovable properties of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lenders(s), Agent(s) and Trustee(s), for securing the borrowing availed/to be availed by the Company, by way of loan(s) (in foreign currency and /or rupee currency), upto Rs.100 crores, together with interest at the respective agreed rates, additional interest, liquidated damages, commitment charges, premia on prepayment, all the rates of exchange and all monies payable by the Company in terms of the Loan Agreement(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s).

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage's/charges as aforesaid."

**11. For maintenance of Register of members, Index of register and Annual Return at a place other than the registered office of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to section 94 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") approval of the members be and is hereby accorded to maintain and keep the Company's register of members, the index of members, the Register and copies of all its annual returns prepared under section 92 and other applicable provisions, if any, of the Act together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, on and from 27th September, 2014, at M/s Ankit Consultancy Private Ltd, Registrar and Share Transfer Agent of the Company, situated at Plot No. 60, Electronic Complex Pardeshipura, Indore (M.P.) – 452 010."

**12. To approve payment of remuneration to non-executive directors:-**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company be and is hereby authorised to pay remuneration in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, an amount, by way of commission, either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, to any one or more or all of the existing Non-Executive Directors or Non-Executive Directors to be appointed in future, as the Board of Directors may from time to time, determine, and that such remuneration shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof) and subject to an individual limit of remuneration for each of the Non-Executive Directors.

RESOLVED FURTHER that the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to determine the amount, proportion and terms of such payment, in accordance with the provisions of the Act to be made out of profits of the Company for any period or periods.

RESOLVED FURTHER that the Board of Directors of the Company or Committee/s thereof 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".

**For and on behalf of the Board**

**Place : Indore**

**Rajendra Singh Jain**

**Dated : 13/08/2014**

**(Managing Director)**

**Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act.**

**Item No. 5**

Mr. Dinesh Jain (holding DIN : 00256177) was appointed as Director w.e.f. August 19, 1994 and is continuing as Independent Director. In order to comply with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, It is proposed to formally appoint Mr. Dinesh Jain to hold office for 5 (Five) consecutive years for a term up to March 31st, 2019.

It may be noted that Mr. Dinesh Jain has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Further, in the opinion of the Board also, he fulfills the conditions specified in the Companies Act, 2013 for such an appointment. It may also be mentioned that none of the other Directors (other than Mr. Dinesh Jain) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

**Item No. 6**

Dr. S K Kapoor (holding DIN : 00443807) was appointed as Director w.e.f. December 30, 2005 and is continuing as Independent Director. In order to comply with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, It is proposed to formally appoint Dr. S K Kapoor to hold office for 5 (Five) consecutive years for a term up to March 31st, 2019.

It may be noted that Mr. S K Kapoor has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of

Independence as provided in Section 149(6) of the Companies Act, 2013.

Further, in the opinion of the Board also, he fulfills the conditions specified in the Companies Act, 2013 for such an appointment. It may also be mentioned that none of the other Directors (other than Dr. S K Kapoor) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholder.

#### **Item No. 7**

Mr. N. Chakarborty (holding DIN : 00443524 ) was appointed as Director w.e.f. May 1st ,1999 and is continuing as Independent Director. In order to comply with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, it is proposed to formally appoint Mr. N. Chakarborty (holding DIN : 00443524) to hold office for 5 (Five) consecutive years for a term up to March 31st, 2019.

It may be noted that Mr. N. Chakarborty (holding DIN : 00443524) has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Further, in the opinion of the Board also, he fulfills the conditions specified in the Companies Act, 2013 for such an appointment. It may also be mentioned that none of the other Directors (other than Mr. N. Chakarborty) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

#### **Item No. 8**

Dr. Pratima Jain (holding DIN : 06955605) is a Practicing Company Secretary and having 14 years of rich & vast experience in the field of Corporate Law & Finance.

In order to comply with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. Pratima Jain is proposed to be appointed as an Independent Woman Director to hold office for 5 (Five) consecutive years for a term up to September 26th, 2019.

It may be noted that Dr. Pratima Jain has given a declaration under Section 149(7) of the Companies Act, 2013 that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Further, in the opinion of the Board also, she fulfills the conditions specified in the Companies Act, 2013 for such an appointment. It may also be mentioned that none of the other Directors (other than Dr. Pratima Jain) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

#### **Item No. 9 & 10**

The members of the Company at their Annual General Meeting held on September 27, 2008 approved, by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.100 Crores (Rupees Hundred Crore). Section 180(1)(c) of the Companies Act, 2013 effective from September 12, 2013 requires that the Board of Directors shall not borrow monies in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 9 of the Notice, to enable the Board of Directors to borrow monies not exceeding Rs.100 Crores (Rupees Hundred Crores).

Since the mortgage and/or charge/hypothecation to be created as aforesaid may attract the provision of Section 180(1)(a) of the Companies Act, 2013, it is deemed advisable to obtain the approval of the members by way of a Special Resolution under the provisions of the above Section of the said Act. The Directors accordingly recommend the Special Resolutions at item nos. 9 & 10 of the accompanying notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9 & 10.

#### **Item No.11**

Under the provisions of Section 94 of the Companies Act, 2013 ("the Act"), the Register of members, the index of members, the register and copies of all annual returns prepared under sections 92 of the act together with the copies of certificates and documents required to be annexed thereto under Section 92, shall be kept at the Registered Office of the Company or with the approval of the shareholder/members at any other place other than the Registered Office of the Company. The Special resolution at item no. 11 is proposed for the purpose of enabling the Company to keep the records at the M/s Ankit Consultancy Private Ltd, Registrar and Share Transfer Agent of the Company, situated at Plot No. 60, Electronic Complex Pardeshipura, Indore (M.P.) – 452 010, as stated in the resolution.

An advance copy of the proposed special resolution set out in item no.11 will be delivered to the Registrar of Companies, Madhya Pradesh & Chhattisgarh, Gwalior (M.P.) .

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 11.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

#### **Item No. 12**

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from April 1, 2014, it is proposed that the Directors other than Managing Director and the Whole-time Directors be paid remuneration by way of commission or by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other and subject to an individual limit for each of the Non-Executive Directors, in addition to sitting fees for attending the meetings of the Board of Directors or Committees thereof, reimbursement of expenses for participation in the Board and other meetings, as the Board of Directors may from time to time, determine, to any one or more or all of the existing Non-Executive Directors or Non-Executive Directors to be appointed in future.

Approval of the members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration to the Directors other than Managing Director and the Whole-time Directors.

None of the Managing Director (except in the case of Mr. Manohar Singh Jain), Whole Time Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 12. Non-Executive Directors may be deemed to be concerned or interested in the resolution set out at Item No. 12 to the extent of remuneration or fees that may be received by them. The relatives of Non-Executive Directors may be deemed to be interested or concerned in the resolution set out at Item No. 12 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution set out at item No. 12 of the Notice for approval by the shareholders.

## **NOTES**

01. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON APOLLINSTEAD OF HIM AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
02. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, the 20th September, 2014 to Saturday, the 27th September, 2014 (Both days inclusive).
03. (a) Members are requested to send their queries, if any, at least 7 days in advance of the meeting, so that the information can be made available at the meeting.  
(b) Members/proxies should bring the Attendance slip sent herewith, duly filled, for attending the Meeting.  
(c) Members who hold shares in Electronic Form are requested to bring their Depository ID number and client ID number to facilitate easier identification for attendance at the Annual General Meeting.
04. 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.).
05. 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 Certificates to enable the Company to consolidate their holding in one folio.
06. The Dividend, as recommended by the Board, if declared at the meeting will be paid, on or after 3<sup>rd</sup> Oct., 2014 to those members or their mandates whose names stand registered on the Company's Register of Members :  
(a) as Beneficial Owners as at the end of business on 20th September, 2014 as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in Electronic Form, and,  
(b) as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Registrar & Transfer Agent before 21st September, 2014. The Instruments of Share Transfers, complete in all respects, should reach the Registrar & Share Transfer Agent of the Company M/s. Ankit Consultancy Pvt.Ltd. at Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) well before the Book Closure Date as stated above.
07. Shareholders who are still holding physical share certificate (s) are advised to dematerialize their shareholding to avail benefit of dematerialization.
08. (a) Members are requested to notify the change in address if any, the name of Bank(s) with account number(s) for inscribing it on the face of dividend warrant(s) to avoid the fraudulent encashment of the same. Members holding Shares in Electronic Form should send the above information to the respective Depository Participants.  
(b) In case mailing address mentioned on the Annual Report is either without Pin Code or with incorrect Pin Code, members are requested to kindly inform Registrar & Share Transfer Agent of the Company or the respective Depository Participant (s), as the case may be, their Pin Code immediately for speedy and proper delivery.
09. Dividend for the financial year ended March 31st, 2007, 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 31st, 2014. Members who have not yet encashed their dividend warrants for the financial year ended March 31st 2007 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.
10. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of items no. 5 to 12 of the notice as set out above, is annexed hereto.
11. All documents referred to in the notice and explanatory statement will be available for inspection by the members at the registered office of the company between 9.30 a.m. to 5.00 p.m. on all working days from the date hereof up to the date of the meeting.
12. The Notice of AGM along with the Annual Report 2013-14 is being sent by electronic mode to those members whose email address are registered with the Company or the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies are being sent by the permitted mode. To support the "Green Initiative", the members who have not registered their email address are requested to register the same with Registrar of the Company/Depositories.

**For and on behalf of the Board**

**Place : Indore**

**Dated : 13/08/2014**

**Rajendra Singh Jain**

**(Managing Director)**