

# ITL Industries Ltd.

ITL/BSE/2019-20/17

May 30, 2019

To,  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street,  
MUMBAI-400001  
Online Filing at:-[listing.bseindia.com](http://listing.bseindia.com)  
Email :- [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
FAX :- 022 22723121,22722039,2272041

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2019.

**Ref. Scrip Code 522183.**

Dear Sir,

Pursuant to SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated February 08, 2019, we hereby submit the Annual Secretarial Compliance Report issued by M/s Raju Chandra Pal & Co., Company Secretaries, Indore for the financial year ended on March 31, 2019.

This is for your information and record.

Thanking you,

Yours faithfully,

For **ITL Industries Limited**

**Akhilesh Gautam**  
**Company Secretary**

Encl:-a/a

Technology with Time .....



## SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019)

**OF**  
**ITL INDUSTRIES LIMITED**  
**CIN: L28939MP1989PLC005037**  
**for the year ended 31<sup>st</sup> March, 2019**

I, Raju Chandra Pal, Practicing Company Secretary have examined:

- all the documents and records made available to us and explanation provided by ITL INDUSTRIES LIMITED CIN: L28939MP1989PLC005037 ("the listed entity").
- The filings/ submissions made by the listed entity to the BSE Limited,
- Website of the listed entity is www.itl.co.in.
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 9<sup>th</sup> November, 2018) and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (effective from 10<sup>th</sup> November, 2018).
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- SEBI (Buyback of Securities) Regulations, 1998 (upto 10<sup>th</sup> September, 2018) and SEBI (Buyback of Securities) Regulations, 2018. (effective from 11<sup>th</sup> September, 2018).
- SEBI (Share Based Employee Benefits) Regulations, 2014;
- SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under as applicable to it. However, the Regulation mentioned above under (d) to (g) are not applicable to the company during the review period, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary.





1.	<b>Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</b>	<b>Number of Members is less than three during the quarter ended on September 30<sup>th</sup>, 2018.</b>	<b>Due to resignation of Independent Director during the quarter ended 30<sup>th</sup> September, 2018, the Company had not complied with the same. In the next quarter Company appointed one Independent Director and complied with said provisions.</b>
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

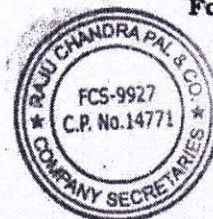
(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
-----NONE-----				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-----NONE-----				

Date: 30.05.2019  
Place: Indore



For Raju Chandra Pal & Co.  
Company Secretaries

*Raju*  
Raju Chandra Pal  
(Proprietor)  
M. No: FCS-9927  
C P No: 14771