

# ITL Industries Ltd.

ITL/BSE/2020-21/37

September 25, 2020

To,  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001  
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**Sub. : Disclosure of Remote E-voting and E-voting Results in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in relation to 32<sup>nd</sup> Annual General Meeting of the Company held on September 24<sup>th</sup>, 2020.**

**scrip Code - 522183.**

Dear Sir,

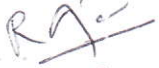
Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and, we are enclosing herewith the details of Voting Results (Remote E-voting and E-voting ) of 32<sup>nd</sup> Annual General Meeting of the Company held on September 24<sup>th</sup>,2020 through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The Annual General Meeting of the Company commenced at 11:30 a.m. and concluded at 12:08 a.m. The said results along with the consolidated report of the Scrutinizer are also being uploaded on the website of the Company at [www.itl.co.in](http://www.itl.co.in) and National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

We are also uploading the above mentioned Voting Results (Remote E-voting and E-voting) in XBRL mode.

This is for your information and record purpose.

Thanking You,

Yours faithfully,  
For **ITL Industries Limited**

  
**Rajendra Jain**  
**Chairman of 32<sup>nd</sup> Annual General Meeting &**  
**Managing Director**  
**(DIN - 00256515)**



### Details of Voting Results

**As per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, the Voting Results of the 32<sup>nd</sup> Annual General Meeting of the Company are as follows**

Sr. No.	Description	Particulars
5.	Venue, Date and Time of the Annual General Meeting	Annual General Meeting held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for which purpose the registered office of the company shall be deemed as the venue of the meeting.  24.09.2020  11.30 A.M
6.	Total No. of Shareholders as on record date i.e. September 17 <sup>th</sup> , 2020 for the purpose of determine shareholders eligible to vote at Annual General Meeting	3736
7.	Number of Shareholders present in the Annual General Meeting either in person or proxy:  Promoters and Promoters Group:  Public:	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through Video Conferencing/ Other Audio-Visual Means
8.	Number of Shareholders attend the Annual General Meeting through video conferencing:  Promoters and Promoters Group:  Public: (Including Speaker Shareholder)	  12  10





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RCP/ITL/2020

September 25, 2020

To  
The Chairman of the Board of Directors/AGM of  
ITL Industries Limited  
111 Sector "B", Sanwer Road,  
Industrial Area, Indore -452015 (MP)

**Sub: Submission of the Consolidated Scrutinizer's Report for Remote E-Voting and E-Voting at the 32<sup>nd</sup> Annual General Meeting (AGM) pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies Management and Administration Rules, 2014 for the 32<sup>nd</sup> AGM held on Thursday, 24<sup>th</sup> day of September, 2020 at 11.30 A.M. through Video Conferencing ("VC")/OAVM.**

Dear Sir,

We refer to our appointment as scrutinizer by the Board of Directors of ITL Industries Limited (The Company) vide Board Resolution dated 12<sup>th</sup> August, 2020, to scrutinize the remote E-Voting and E-voting at the 32<sup>nd</sup> AGM conducted in a fair and transparent manner in respect of the below mentioned resolution as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with the Rule 20 and Rule 21 of the Companies Management and Administration Rules, 2014 (the rule), as amended, and the circular issued by the Ministry of Corporate Affairs on 8<sup>th</sup> April 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 for the 32<sup>nd</sup> AGM of ITL Industries Limited held on Thursday, 24<sup>th</sup> day of September, 2020 at 11.30 A.M. through Video Conferencing ("VC") and OAVM for which purposes the registered office situated at 111 Sector "B", Sanwer Road, Industrial Area, Indore -452015 (MP) was deemed as the venue for the meeting and the proceedings of the 32<sup>nd</sup> AGM made thereat.

We have carried out the work as scrutinizer of the 32<sup>nd</sup> AGM, commenced at 11.30 A.M. and concluded at 12.08 PM. on Thursday the 24<sup>th</sup> day of September, 2020 and we had scrutinized and reviewed the voting through remote E-Voting and voting by electronic mode at the 32<sup>nd</sup> AGM through the platform organized by NSDL for recording of attendance and voting and other technical support at the 32<sup>nd</sup> AGM.

Our responsibility as a Scrutinizer for the remote e-voting and vote through electronic mode is to make a consolidate scrutinizers' report of the vote cast in "Favour" or "Against" or "Invalid" for the resolution stated in the notice of the 32<sup>nd</sup> AGM dated 12<sup>th</sup> day of August, 2020 based on the reports as generated and provided by the NSDL, the authorized agency to provide remote e-voting facility and facility at the 32<sup>nd</sup> AGM and for conducted meeting through VC/OAVM.





I, CS Raju Chandra Pal proprietor of M/s Raju Chandra Pal & Co., Company Secretaries, Indore, submit my consolidated report for remote e-voting and e-voting at the 32<sup>nd</sup> AGM along with the relevant listings as under:

1. The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting process and allotted EVEN113767 for the same.
2. The notice of the 32<sup>nd</sup> AGM (held through video conferencing and voting through the electronic mode) dated 12<sup>th</sup> August, 2020, as confirmed by the Company/RTA was sent to shareholders whose e-mail address are available with the Company/Depositories, in compliance with the MCA Circular dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, (collectively referred to as "MCA Circular") and SEBI Circular dated 12<sup>th</sup> May, 2020 and the same was placed on the website of the Company [www.itl.co.in/](http://www.itl.co.in/) and BSE.
3. Notice of the 32<sup>nd</sup> AGM through VC/OAVM was also published by the Company on 4<sup>th</sup> September, 2020 in Free Press Journal (English) and 4<sup>th</sup> September, 2020 in Choutha Sansar, (Hindi) and as per requirement of the Rules and Circular of the MCA.
4. The voting rights were reckoned as on 17<sup>th</sup> September, 2020 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting through electronic mode at the 32<sup>nd</sup> AGM.
5. As on the cut-off date, there were 3736 members holding total 3204300 equity shares of Rs. 10/- each and there was requirement of 15 Members present at the meeting to have valid quorum. Out of them 22 members were present at the 32<sup>nd</sup> AGM through the VC/OAVM as per the attendance report generated by me from NSDL portal. Therefore adequate quorum was present at the 32<sup>nd</sup> AGM.
6. The facility was provided for remote e-voting for the 32<sup>nd</sup> AGM which was commenced on Monday, 21<sup>st</sup> September 2020 at 9.00 AM (IST) remained open for 3 days ended on Wednesday, 23<sup>rd</sup> September 2020 at 5.00 PM (IST). The NSDL remote e-voting facility was blocked thereafter. The Company has also provided e-voting facilities to the shareholders present at the AGM through VC/OAVM and who has not casted their vote earlier.
7. After the closure of e-voting at the 32<sup>nd</sup> AGM, the report on voting done at the 32<sup>nd</sup> AGM and votes cast under remote e-voting facility prior to 32<sup>nd</sup> AGM were unblocked in the presence of Ms. Isha Garg and Mr. Vijay Mohan Garg, witness who are not in the employment of the Company.
8. I have Scrutinize and reviewed the e-voting prior and during the 32<sup>nd</sup> AGM and votes tendered therein based on the data downloaded from NSDL e-voting system and validated with the list of members as on cut-off date 17<sup>th</sup> September, 2020 provided by Ankit Consultancy Pvt. Ltd. the Register and Share Transfer Agent.





9. The registers all other papers and other relevant records relating to electronic voting shall remain in our safe custody until the chairman considers approved and declare the results for 32<sup>nd</sup> AGM and the same shall thereafter be handed over to the Chairman/Company Secretary of the Company for safe keeping.

10. I, Now submit the Consolidated Result of the remote e-voting and e-voting at the 32<sup>nd</sup> AGM in respect of the resolutions places before the 32<sup>nd</sup> AGM as per Annexure-A with this report.

**For Raju Chandra Pal & Co.  
Company Secretaries  
FRN: I2015MP1294800**

*Raju*  
**Raju Chandra Pal  
Proprietor  
Mem. No. FCS-9927  
COP:14771  
UDIN: F009927B000768861**



### Consolidated Result of Remote E-Voting and E-Voting at the 32<sup>nd</sup> AGM

#### Item No.1 Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statement for the year ended 31<sup>st</sup> March, 2020 and together with the report of the Directors and Auditor's Report thereon.

Particular	Remote E-Voting		E-Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	35	1458900	0	0	35	1458900	100.0
Against	1	1	0	0	1	1	0
Total	36	1458901	0	0	36	1458901	100.0

Result of Voting: The aforesaid ordinary resolutions were passed with the requisite majority.

#### Item No.2 Ordinary Resolution:

To declare dividend on Equity Shares for the year ended on 31<sup>st</sup>, March 2020.

Particular	Remote E-Voting		E-Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	35	1458900	0	0	35	1458900	100.0
Against	1	1	0	0	1	1	0
Total	36	1458901	0	0	36	1458901	100.0

Result of Voting: The aforesaid ordinary resolutions were passed with the requisite majority.

#### Item No.3 Ordinary Resolution:

To elect a Director in place of Mr. Manohar Singh Jain (DIN: 00256131), who retire by rotation and being eligible, offers himself for re-appointment.

Particular	Remote E-Voting		E-Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	34	1458800	0	0	34	1458800	100.0
Against	2	101	0	0	2	101	0
Total	36	1458901	0	0	36	1458901	100.0

Result of Voting: The aforesaid ordinary resolutions were passed with the requisite majority.

#### Item No.4 Special Resolution:

To consider and approve payment of Remuneration of Mr. N. Chakarborty (DIN 00443524) Non Executive & Independent Director in excess of the limits prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard, pass the following resolution as Special Resolution:

Particular	Remote E-Voting		E-Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	34	1458800	0	0	34	1458800	100.0
Against	2	101	0	0	2	101	0
Total	36	1458901	0	0	36	1458901	100.0

Result of Voting: The aforesaid Special Resolutions were passed with the requisite majority.





**Item No.5 Special Resolution:**

To consider and approve proposed remuneration of Mr. Rajendra Jain (DIN -00256515), Managing Director of the Company:

Particular	Remote E-Voting		E-Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	35	1458900	0	0	35	1458900	100.0
Against	1	1	0	0	1	1	0
Total	36	1458901	0	0	36	1458901	100.0

Result of Voting: The aforesaid Special Resolutions were passed with the requisite majority.

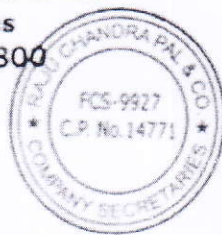
**Item No.6 Special Resolution:**

To consider and approve proposed remuneration of Mr. Mahendra Jain (DIN-00256047), Joint Managing Director of the Company:

Particular	Remote E-Voting		E-Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	35	1458900	0	0	35	1458900	100.0
Against	1	1	0	0	1	1	0
Total	36	1458901	0	0	36	1458901	100.0

Result of Voting: The aforesaid Special Resolutions were passed with the majority.

For Raju Chandra Pal & Co.  
Company Secretaries  
FRN: I2015MP1294800



*[Signature]*  
Raju Chandra Pal  
Proprietor  
Mem. No. FCS-9927  
COP:14771  
UDIN: F009927B000768861

We the undersigned witnessed that the votes were unblocked/finalized from the e-voting website of NSDL (www.evoting.nsdl.com) and the votes were reckoned after the conclusion of the 32nd AGM of the Company in our presence on 24th September, 2020.

*[Signature]*  
ISHA GARG

*[Signature]*  
VIJAY MOHAN GARG