

ITL Industries Limited

ITL/BSE/2025-26/5

May 27, 2025

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

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

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2025.

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 I G & Associates, Company Secretaries, Indore for the financial year ended on March 31, 2025.

This is for your information and record.

Thanking you,

Yours faithfully,

For and on behalf of the Board
ITL Industries Limited

Manoj Maheshwari
Company Secretary
Encl:-a/a



Technology with Time

ITL Industries Limited (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 +91 731-7104412-15, Sales +91 731-7104416
E-mail : info@itl.co.in, Website : www.itl.co.in. CIN No. : L28939MP1989PLC005037 GSTIN : 23AAACI3932N1ZK

IG & Associates

Company Secretaries

Office: 608-A, The One, 5, R.N.T. Marg, Indore-452001(MP)

Ph: 0731-4041303 Mob: 09009403008

e-mail: igassociatescs@gmail.com

Date: 26.05.2025

ISHA GARG

B.Sc, MBA, FCS

To,
The Board of Directors
M/s ITL Industries Limited
111-Sector-B, Sanwar Road,
Industrial Area, Indore (MP)
CIN: L28939MP1989PLC005037

Sub: Annual Secretarial Compliance Report for the year ended March 31st, 2025 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") of M/s ITL Industries Limited.

Dear Sir,

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 08, 2019, Please find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2025.

It is the responsibilities of the management of the company, to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are operating effectively.


Our responsibilities is to verify compliance by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon and our examination was limited to the verification of procedures on test basis.

We have not verified the correctness, eligibility, appropriateness and validity of the certificates issued by any professionals and information submitted by the company as per SEBI (LODR) Regulations, 2015 and any other certificates and reports required to be submitted with the public portal for the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time.

We have obtained the Management Representation about the compliance of all applicable, SEBI laws, rules regulations/circulars/guidelines and happening of events etc.

Our report of even date is to be read along with this letter.

For I G & ASSOCIATES
COMPANY SECRETARIES
F.R.No.: I2013MP1054000


ISHA GARG
(Proprietor)
M. NO: FCS 9955 CP: 12184
PEER REVIEW NO.: 914/2020

IG & Associates

Company Secretaries

Office: 608-A, The One, 5, R.N.T. Marg, Indore-452001(MP)
Ph: 0731-4041303 Mob: 09009403008
e-mail: igassociatescs@gmail.com

ISHA GARG
B.Sc, MBA, FCS

SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with various circular issued by SEBI)

OF

ITL INDUSTRIES LIMITED

CIN: L28939MP1989PLC005037

FOR THE YEAR ENDED 31ST MARCH, 2025

I, Isha Garg, Practicing Company Secretary have examined:

- all the documents and records made available to us and explanation provided by M/s ITL Industries Limited CIN: L28939MP1989PLC005037.
- the filings/ submissions made by the listed entity to the BSE Limited at www.bseindia.com.
- website of the listed entity i.e. <https://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 31st March 2025 ("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 thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not applicable to the listed entity during the period under review);*
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the listed entity during the period under review);*
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not applicable to the listed entity during the period under review);*
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not applicable to the listed entity during the period under review);*
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- other regulations as applicable and circulars/ guidelines issued there under;

and based on the above examination, We 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, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
-----NIL-----										

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

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 2024.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
-----NIL-----						

I, hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entities.	Yes	



	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. https://www.itl.co.in Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes Yes Yes	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of Material Subsidiary Companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	N.A Yes	<p>As confirmed by the Management of the Company does not have any Material Subsidiary as per the provisions of Regulations 24 of SEBI (LORD) Regulation, 2015.</p> <p>M.M. Metals Private Limited CIN: U46909MP1983PTC002 163 having its register office at Plot No.103-B Sanwer Road Indore, Madhya Pradesh 452003 India is a Subsidiary Company and M/s ITL Industries Limited holding 52.55 % Equity Shares of the Subsidiary Company.</p>
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	



7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p>	<p>Yes</p> <p>NA</p>	It is observed that, prior approval of Audit Committee has been obtained, whenever it was required.
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p><u>No action(s) has been taken</u> against the listed entity/ its Promoters/ Directors/ Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	



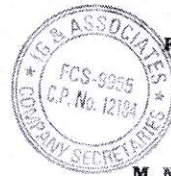
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of the Auditor of the Company during the period under review.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. NOT APPLICABLE.

Assumptions & Limitations of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information's furnished are the responsibilities of the managements of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

DATE : 26.05.2025
PLACE : INDORE



**FOR I G & ASSOCIATES
COMPANY SECRETARIES
F.R.NO.: I2013MP1054000**

Shagun
**CS ISHA GARG
(PROPRIETOR)**

**M. NO: FCS 9955 COP: 12184
PEER REVIEW NO.: 914/2020
UDIN: F009955G000442706**