

ITL Industries Ltd.

27th Annual Report 2014-2015



Technology with Time....

CHAIRMAN'S SPEECH ►

Dear Shareholders,

The Global Scenario

The year 2014-15 continued to be a challenging year. The global economic growth was 3.4%, unchanged over the previous year. The world's largest economy, the US, saw better growth, while the countries in the Euro zone registered marginal growth. There was a marked slowdown in China, and Japan witnessed near stagnation. The key factors that affected the global economy included a steep decline in oil and commodity prices, and monetary easing by central banks in the US, EU and Japan. The global financial markets experienced heightened volatility, largely due to expectations of a tightening of monetary policy by the US Federal Reserve. The impasse on resolving the debt crisis in Greece added to the uncertainty. Geopolitical risks compounded the situation. The IMF has projected economic growth at 3.3% in 2015, marginally lower than the growth recorded in 2014.

The Domestic Scenario

Among all the developing economies, India was a notable exception, with growth increasing to 7.3% in 2014. Agriculture recorded a growth of only 0.2%, given the subnormal monsoon. This was compensated by a more vigorous manufacturing sector, which grew at 7.1% in FY2014-15, compared to 5.3% in FY2013-14. Headline inflation fell sharply to 5%.

On the external front, India's vulnerability has reduced with the current account deficit contained at below 2% of GDP and a relatively stable currency. The monetary policy through the year was largely accommodative.

A slew of initiatives reinforced the positive macro factors. One must particularly mention the deregulation of diesel prices, reforms in the coal and mineral sectors, measures to boost FDI, and faster environmental clearances. The buoyant investor sentiment was manifest in capital inflows of \$73 billion. As infrastructure projects get off the ground, the prospects for a revival of the capital investment cycle seem very strong.

Performance of your Company

The year ended March 2015 was a reasonably good year for your company. The Company during the year recorded a turnover of Rs. 60.57 crores in 2014-15 as against Rs. 45.97 crores in 2013-14 with a net profit after tax at Rs. 2.29 Crores as against Rs. 1.14 Crores. We remain confident that your company will perform well during the current year too.

New Developments

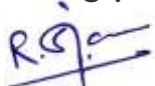
New developments as well as modifications in existing models are necessary to offer value for money to our esteemed customers. New largest CSNC Band saw for cutting up to the size of 3000 x 2000 mm have been further developed during the year. The Department of Scientific and Industrial Research (Ministry of Science and Technology) has accorded recognition to the "In House R&D Unit" of the company. Such accreditation will allow 200% income tax rebate on R&D expenditures made by the company. Export of Carbide Circular Sawing Machines and Bandsaw Machines is expected to rise substantially. Apart from Designing and Manufacturing activities, Company's trading divisions are also expected to perform well.

We remain committed to improve the Shareholders value towards this end, we are continuously looking for the opportunities and are upgrading the infrastructure befitting to the same.

To Our Teams

The support of our Shareholders, Business Associates, Valued Customers, Bank and Financial Institutions has always been a source of strength to us and we thank all of them wholeheartedly for remaining the integral part of our growth story. I also wish to thank all the employees for their devoted efforts in bringing up the company to the present level.

Thanking you,



Rajendra Singh Jain
Chairman

**DIRECTORS**

Manohar Singh Jain	- Non-Executive Director
Rajendra Singh Jain	- Managing Director
Mahendra Singh Jain	- Joint Managing Director
N.Chakraborty	- Non-Executive Director
Dr.S.K.Kapoor	- Non-Executive Director
Dr.Pratima Jain	- Non-Executive Director

CHIEF FINANCIAL OFFICER - Ashok Ajmera

COMPANY SECRETARY - Akhilesh Gautam

AUDITORS

Mahaveer M. Jain & Co.

Chartered Accountants
105, Silver Sanchora Castle
7-8, R.N.T. Marg
INDORE-452001 (M.P.)

REGISTERED OFFICE & WORKS

111, Sector-B, Sanwer Road, Industrial Area,
INDORE-452015 (M.P.)

BANKERS

State Bank of India
Industrial Finance Branch,
Khel Prashal, Race Course Road,
INDORE (M.P.)
Bank of Baroda
Siyaganj Branch,
INDORE (M.P.)

ADVISORS/CONSULTANTS

Mahendra Badjatya & Co.
Chartered Accountants
208, Mourya Centre
Race Course Road, INDORE (M.P.)

DIVISIONS

Indtools Sales & Services
eSupply World
H&S Innovation

REGISTRAR & SHARE TRANSFER AGENT

M/s. Ankit Consultancy Pvt.Ltd.
Plot No.60, Electronic Complex
Pardeshipura
INDORE (M.P.) - 452010
Phone No. : 0731-3198601, 3198602

ISIN (DMAT) NO.: 478D01014

Website : www.itl.co.in

CIN No. : L28939MP1989PLC005037

BSE Scrip Code : 522183

NSIC Rating : SE2B

CONTENTS

Corporate Information	1
Notice of A.G.M.	2
Director's Report and Annexure	9
Secretarial Auditor's Report	20
Management's Discussion & Analysis	22
Corporate Governance Report	23
Auditor's Certificate on Corporate Governance	30
Independent Auditor's Report	31
Balance Sheet	34
Profit and Loss Account	35
Notes Forming Part of Financial Statements.....	36
Cash Flow Statement	46
Statement Regarding Subsidiary Companies	52
Report on Accounts of Subsidiary Companies	55
Consolidated Financial Statements with Auditor's Report	59
Proxy Form and Attendance slip	71



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Members of ITL Industries Limited will be held on Thursday, the 24th day of September, 2015 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 Audited Financial Statement of the Company for the year ended 31st March, 2015 together with the report of the Directors and Auditor's Report thereon.
2. To declare dividend on Equity Shares for the year ended on 31st, March 2015.
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 Ratify the appointment 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 pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s Mahaveer M. Jain & Co., Chartered Accountants (ICAI Registration No. 070966 and FRN : 001749C) as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the financial year ending March 31st, 2016."

Special Business

Special Resolution

5. RE-APPOINTMENT OF SHRI RAJENDRA SINGH JAIN, MANAGING DIRECTOR 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 subject to the provisions of Sections 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 Shri Rajendra Singh Jain, Managing Director (DIN : 00256515) of the Company with effect from 01/02/2016 for a period of 3 (three) years 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 Shri Rajendra Singh 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.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such Acts, Deeds, Matters and other things, as they may in their absolute discretion deem necessary expedient usual and proper."

Special Business

Special Resolution

6. RE-APPOINTMENT OF SHRI MAHENDRA SINGH JAIN, JOINT MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT subject to the provisions of Sections 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 Shri Mahendra Singh Jain, Joint Managing Director (DIN-00256047) of the Company with effect from 01/02/2016 for a period of 3 (three) years 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 Shri Mahendra Singh 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.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such Acts, Deeds, Matters and other things, as they may in their absolute discretion deem necessary expedient usual and proper."

For and on behalf of the Board

Place : Indore
Dated : 14/08/2015

Rajendra Singh Jain
(Managing Director)
DIN - 00256515



NOTES

- 01. 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 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 Friday, the 18th September, 2015 to Thursday, the 24th September, 2015 (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 29th September, 2015 to those members or their mandates whose names stand registered on the Company's Register of Members as on book closure dates 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, 2008, 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, 2015. Members who have not yet encashed their dividend warrants for the financial year ended March 31st 2008 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 6 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 2014-15 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.

13. INSTRUCTIONS FOR E-VOTING

In Compliance of provisions of Section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rule 2014 and Amendment in Rule 20 of the Companies (Management and Administration) Rule 2014 by MCA vide its notification dated March 19, 2015, the Company is pleased to provide members facility to exercise their voting right to vote at the 27th Annual General Meeting of the



Company by electronic means remote e-voting and the business may be transacted through E-voting Services provided by NSDL.

The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be allowed to cast their vote again.

The remote e-voting period commences on September 21, 2015 (9:00 am) and ends on September 23, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:

- (i) Open email and open PDF file viz; ITL. pdf The said PDF file contains your user ID and password/PIN for remote e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) If you login first time, Password change menu appears. Change the password /PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
- (vii) Select "REVEN" of ITL Industries Ltd.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vishnuguptaassociates@yahoo.in with a copy marked to evoting@nsdl.co.in

B. In case Email I.D. of the member is not registered with the depository participant and members holding shares in Physical Form:

- (i) Initial password will be provided/intimated through Letter from our Registrar :

REVEN (Remote E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 18, 2015.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 18, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (Company/RTA email id) However, If you are already registered with NSDL, for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot user Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
- VI. Mr. Vishnu Gupta , Practicing Chartered Accountant (Membership No.075560) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
- VIII. The results of the e-voting are to be submitted to the Stock Exchange within 48 hours of the conclusion of the AGM. The results declared along with Scrutinisers' report shall be placed on the Company's website: www.itl.co.in and website of NSDL.
- IX. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- X. A person, whose name is recorded in the register of member or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting at the meeting through ballot papers.
- XI. The e-voting period commences on September 21, 2015 (9:00 am) and ends on September 23, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2015 may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- XII. For any further queries relating to the shares of the Company, you may contact the share Transfer Agents at the following address : M/s Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, pardeshipura, Indore (M.P.) 452010, Tel:0731-2551745-46, Fax:0731-4065798, E-mail ankit_4321@yahoo.com.

For and on behalf of the Board

Place : Indore
Dated : 14/08/2015

Rajendra Singh Jain
(Managing Director)
DIN:00256515



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

Item No. 5

The term of office of Shri Rajendra Singh Jain, Managing Director of the Company will expire on 31.01.2016. The Board of Director of the Company has reappointed the aforesaid Director for a further period of 3 years w.e.f. 01/02/2016. The remuneration package of the above Director as approved by the Nomination and Remuneration committee. The terms of remuneration payable to Shri Rajendra Singh Jain, Managing Director are set out below:

- (1) Salary band of ₹ 1,50,000/- to ₹ 2,50,000/- 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.
- 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 ₹ 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 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 per 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 Shri Rajendra Singh 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.5 of the notice for your approval.

Besides the individual interest of the above Director to the extent of remuneration payable to him, Shri Manohar Singh Jain the Director of the Company is also interested in the concerned resolution of Shri Rajendra Singh Jain being relative of each other.

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.6**

The term of office of Shri Mahendra Singh Jain, Joint Managing Director of the Company will expire on 31.01.2016. The Board of Director of the Company has reappointed the aforesaid Director for a further period of 3 years w.e.f. 01/02/2016. The remuneration package of the above Director as approved by the Nomination and Remuneration committee. The terms of remuneration payable to Shri Mahendra Singh Jain, are set out below:

- (1) Salary band of ₹ 1,35,000/- to ₹ 2,50,000/- 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.
- 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 ₹ 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 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 per 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 Shri Mahendra Singh 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.6 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.



**DETAILS OF THE DIRECTORS SEEKING
RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING**
(In pursuance of Clause 49 of the Listing Agreements)

Name of Director	Shri Manohar Singh Jain	Shri Rajendra Singh Jain	Shri Mahendra Singh Jain
Category	Non-Executive Director	Executive Director	Executive Director
Inter relationship	Father of Shri Rajendra Jain, Managing Director of the Company	Son of Shri Manohar Singh Jain	Not related
Date of Birth	23rd November, 1929	20th April, 1954	19th October, 1957
Date of Appointment	25th January, 1989	1st February, 1993	1st February, 1993
Qualification	Visharad	B.E. (Mech.), Hon. Ph.D.	M.Com, PGDBM
Expertise in specific Functional areas	Wide experience in Business and promoter Director	Mr. Rajendra Singh Jain is B.E. (Mech.) Hon. Ph.D., and is having 34 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 indigenous 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 able leadership. 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 Singh Jain is a post graduate in Commerce and has done PGDBM. He is ex-banker also and has rich experience of about 31 years in this Industry. He has thorough knowledge in the field of Finance and administration
List of other Public Companies in which Directorships held	NIL	NIL	NIL
Chairman / Member of the Committee of the Board of Directors of the Company (includes only Audit Committee and Shareholders' / Investors' Grievance Committee)	NIL	NIL	NIL
Chairman / Member of Committees of other Public Companies (includes only Audit Committee and Stakeholder Relations Committee)	NIL	NIL	NIL
Shareholdings in the Company	75100	363400	242713