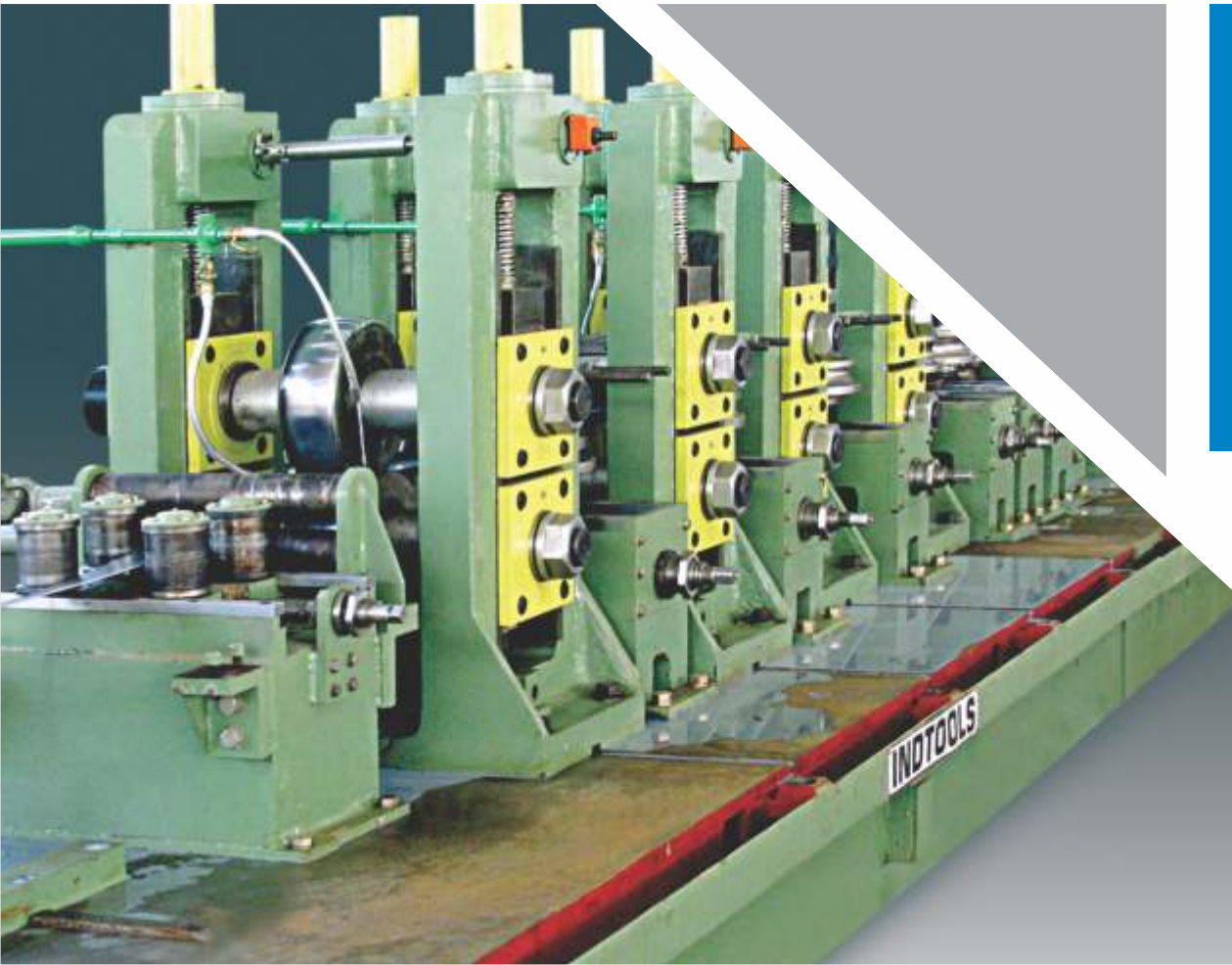




ITL Industries Ltd.



Technology with Time...

29th
ANNUAL
REPORT 2016
2017



Message to the Members

Dear Shareholder,

Global Economy

The global economy continued to be subdued in 2016. The slowdown in the advanced economies of the West adversely impacted growth levels, resulting in the slowing of the world economic growth to 3.1% from 3.4% in the earlier year. The growth in emerging markets and developing economies was encouraging. However, China and India experienced a deceleration. Financial markets reflected a broad uptrend, notwithstanding Brexit and the rate hikes by the US Fed. Recent data reveals that the global economy is gaining momentum. The IMF has projected global growth to notch up to 3.5% in 2017 from 3.1% last year. Growth in the advanced economies is estimated at 2%, with US growth 2.3%, the Euro area at 1.7% and Japan at 1.2%. Growth in the emerging markets is pegged at 4.5%, driven largely by China, India and the ASEAN region. Latin America is expected to grow only 1.1%, affected by the weak trend in Brazil.

Indian Economy

India is on a roll. There is a buzz about India, as the fastest growing economy in the world at 7.1%. The trade deficit in 2016-17 was USD 106 billion, lower by 11% over the previous year. The current account deficit has been significantly pared. India's foreign exchange reserves as at March end 2017 were USD 370 billion. Investors are bullish. Foreign investment flows, which were at over USD 60 billion in FY-17 are scaling new records. Markets are buoyant. Stock index is at a historic peak. India's global ranking has jumped up in competitiveness and on the innovation index. The various initiatives and reforms of the Modi Government have built the platform for a quantum leap ahead. Going forward the nation expected to grow at 7.5% to 8%. The Government has taken many steps, including a sharp focus on improving ease of doing business, speeding of green clearances and stepping up public sector outlays for infrastructure.

Performance of your Company

The year ended March 2017 was a good year for your company. The Company during the year recorded a turnover of Rs.74.95 crores in 2016-17 as against Rs. 60.57 crores in 2015-16 with a net profit after tax at Rs.482.81 laks as against Rs.275.41 laks. We remain confident that your company will also 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. Two new larger size models of CSNC Carbide Circular Saw Machine for Steel cutting have been further developed during the year. The company had made break through into export markets this year and exported few machines.

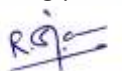
The domestic demand for company's products is expected to remain better. Apart from Designing and Manufacturing activities, Company's Trading divisions are also expected to perform well.

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, Banks 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
Managing Director
DIN-00256515

**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
Indore Saws & Tools
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

BSE Scrip Code : 522183

Website : www.itl.co.in

CIN No. : L28939MP1989PLC005037

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Members of ITL Industries Limited will be held on Thursday, the 28th day of September, 2017 at 3.30 P.M. at the Registered Office of the Company at 111 Sector "B" Sanwer Road, Industrial Area, Indore - 452015 to transact the following business.

Ordinary Business :-

1. To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2017 and 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 2017.
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 New Statutory Auditor of the Company in place of retiring Statutory Auditor of the Company 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 & Board of Directors in their meeting held on May 30th, 2017, the Board be and is hereby accord their approval for appointment of M/s Mahendra Badjatya & Co. Chartered Accountants, (ICAI FRN 001457C) as the new Statutory Auditor of the Company for a period of five consecutive years (commencing from April 01st, 2017) from the conclusion of this Annual General Meeting (AGM) till the conclusion of 34th Annual General Meeting of the Company, subject to ratification at every Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company, in place of M/s. M K Jain & Co. Chartered Accountants (ICAI FRN 001749C), the retiring statutory auditor of the Company."

For and on behalf of the Board

Rajendra Singh Jain
(Managing Director)
DIN: 00256515

Place : Indore
Dated : 11/08/2017



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 22nd September, 2017 to Thursday, the 28th September, 2017 (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 3rd October, 2017 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, 2010, 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, 2017. Members who have not yet encashed their dividend warrants for the financial year ended March 31st 2010 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. All documents referred to in the notice 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 2016-17 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 with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and



Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (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 25th September, 2017 (9:00 am) and ends on 27th September, 2017 (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 21st September, 2017, 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 process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- I. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - 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. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. 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 "EVEN" of "ITL Industries Limited".
 - 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 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.co.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.

NOTE: Shareholders who forgot the User Details/Password can use “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

- III. In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- IV. 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).
- V. 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 21st September, 2017.
- VI. 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. 21st September, 2017, 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.
- VII. 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.
- VIII. 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.
- IX. 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.
- X. 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.
- XI. 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.
- XII. The remote e-voting period commences on 25th September, 2017 (9:00 am) and ends on 27th September, 2017 (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 21st September, 2017, 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.
- XIII. 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 : 11/08/2017**

**Rajendra Singh Jain
(Managing Director)
DIN: 00256515**



**DETAILS OF THE DIRECTORS SEEKING
RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING**
(Under Regulations 36 of the SEBI [LODR] Regulation 2015)

Name of Director	Shri Manohar Singh Jain
DIN	00256131
Category	Non-Executive Director
Inter relationship	Father of Shri Rajendra Jain, Managing Director of the Company
Date of Birth	23rd November, 1929
Date of Appointment	25th January, 1989
Qualification	Visharad
Expertise in specific Functional areas	Wide experience in Business and promoter Director
List of other Public Companies in which Directorships held	NIL
Chairman / Member of the Committee of the Board of Directors of the Company (includes only Audit Committee and Shareholders' /Investors' Grievance Committee	NIL
Chairman / Member of Committees of other Public Companies (includes only Audit Committee and Shareholders' /Investors' Grievance Committee	NIL
Shareholdings in the Company	75100



DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 29th Annual Report of the Company and the Audited statement of accounts for the year ended 31st March, 2017.

01. FINANCIAL RESULTS :

(Amount in ₹)

		Financial year ended 31.03.2017	Financial year ended 31.03.2016
a)	Sales & Other Income	759918111	618544551
b)	Profit before interest, Depreciation & Tax	79729143	59445678
c)	Less : - Interest and Finance Charges - Depreciation	22752154 8755575	21879036 10019522
d)	Profit before Tax	48221414	27547120
e)	Less : Provision for Tax Current year	10000000	5800000
f)	Less : Deferred Tax Liabilities	1370000	-145000
g)	Less : Income Tax earlier year	- 549741	859322
h)	Profit after Tax	37401155	21032798
i)	Profit brought forward from previous year	9181193	9311049
j)	Profit available for appropriations	46582348	30343847
k)	Transferred to General Reserve	40000000	19235000
l)	Proposed Dividend	1601600	1601600
m)	Provision for Dividend Distribution Tax	277141	326054
n)	Balance carried to Balance Sheet	4703607	9181193

02. DIVIDEND :

Your Directors are pleased to recommend Dividend at the rate of Rs. 0.50 Per share (previous year Rs. 0.50 per share) for the year ended 31st March, 2017 subject to approval of the members in the ensuing Annual General Meeting.

03. OPERATIONS :

During the year under review, the sales & other Income of Company increased from Rs. 6185.45 Lacs to Rs. 7599.18 Lacs showing a growth of 22.85% & profit after Tax of the Company for the year under review has increased from Rs. 210.33 lacs to Rs. 374.01 Lacs showing a growth of 77.82%.

04. FUTURE OUTLOOK :

The growth outlook for the Indian economy in the near term remains positive on account of inter-alia, the following factors: (a) expectations that the industrial sector would remain buoyant; (b) increase in corporate sales and profitability; (c) pick-up in order books and capacity utilization as per different survey results; (d) turnaround in exports with improving global conditions; (e) pick-up in lead services indicators for transportation, telecommunication and construction and; (f) revival in credit demand from the private sector.

05. DIRECTORS :

Shri Manohar Singh Jain, retire by rotation and being eligible, offers himself for re-appointment.

06. DIRECTORS' RESPONSIBILITY STATEMENT :

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:



- a) that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

07. PUBLIC DEPOSIT:

During the year under review, your company has neither invited nor accepted any deposit under the provisions of Section 73 of the Companies Act, 2013 and rules made there under.

08. AUDITORS :

08.1 - STATUTORY AUDITORS

In the Board Meeting held on May 30th, 2017 recommended appointment of M/s Mahendra Badjatya & Co. Chartered Accountants, (ICAI FRN 001457C) as the new Statutory Auditor of the Company for a period of five consecutive years (commencing from April 01st, 2017) from the conclusion of the upcoming Annual General Meeting (AGM) till the conclusion of 34th AGM of the Company, subject to ratification at every Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company, in place of M/s. M K Jain & Co. Chartered Accountants (ICAI FRN 001749C), the retiring statutory auditor of the Company."

08.2 - SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Raju Chandra Pal, Practicing Company Secretary (CP No.:14771 & ACS:24927), to undertake the secretarial audit of the company. The Secretarial Audit Report is given in the Annexure forming part of this report.

08.3 - INTERNAL AUDITORS

Mrs. Pratibha Kothari, Chartered Accountant performs the duties of internal auditor of the company and her report is reviewed by the audit committee from time to time.

09. TRANSFER OF AMOUNT OF INVESTOR EDUCATION AND PROTECTION FUND :

Pursuant to provisions of section 125 (1) of the Companies Act 2013, and relevant amount which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund.

10. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE :

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 is given in the Annexure forming part of this report.

11. INDUSTRIAL RELATIONS :

Industrial relations of the Company remained cordial during the year.

12. SUBSIDIARY COMPANY:

M/s. M.M. Metals Pvt. Ltd. is subsidiary of your Company. The business operations of the said companies have not been commenced.

The Statement pursuant to the Companies Act, 2013, in respect of the Subsidiary Company is separately annexed and forms part of the Annual Report.

13. RELATED PARTY TRANSACTIONS :

All related party transactions that are entered into during the last financial year were on arms length basis and were in the