



ITL Industries Ltd.



Technology with Time...



30th ANNUAL REPORT
2017-2018

Message to the Members

Dear Shareholders,

Global Economy

The global economy is on a rebound. The International Monetary Fund (IMF) estimates indicate that global real GDP grew 3.8% in 2017. This is the highest growth pace over the last six years. This impetus from the supportive monetary policy was further buoyed by the revival of investment spending in advanced economies. The expansionary fiscal and monetary policies in the US led to improved growth prospects. The US economy grew at 2.3% in 2017 as against 1.5% in 2016. Growth accelerated in Europe and Asia too. For the current and the next year, strong growth at 3.9% is projected. This positive outlook is somewhat clouded. Increased trade protectionism, rising international crude oil prices, geo-political risks and the uncertainty about normalization of monetary policies in advanced economies from highly accommodative conditions in the past, are some of the factors that dim the outlook.

Indian Economy

India's economy is emerging strongly from the transitory effects of demonetization and implementation of Goods and Services Tax (GST). Although India's GDP growth slowed from 7.1% in FY17 to 6.7% in FY18, the economy recorded a seven-quarter high GDP growth of 7.7% in the exit quarter of FY18. This reflects momentum. India's macroeconomic indicators remain healthy. The fiscal deficit has been cut to 3.5% of GDP. India's foreign exchange reserves at March end stood at a comfortable level of \$424 Billion.

Investors seem to be positive on India's economic prospects. The Foreign Direct Investment (FDI) flows continue to be encouraging. India's global ranking on the ease of doing business notched up to 100 from 142 in barely four years, while that on global competitiveness index has climbed from 71st in FY 15 to 39th in FY 17. The prevailing sense of optimism accentuates India's continuing economic growth in future as well. It is attributable to the country's solid fundamentals, such as deleveraging by corporates, resulting in much stronger balance sheets, better capacity utilization with consumption demand becoming stronger, and insolvency and bankruptcy process weeding out non-performing assets, among others.

The Government's unwavering push for infrastructure projects, metros, affordable housing, urbanization, smart cities and digitalization are excellent stimulators for the economy's growth in the medium term. At the same time, we cannot ignore near-term challenges. The bucket of concerns consist of rising oil prices, hardening inflation, firming bond yields and widening current account deficit. The ongoing global trade frictions, particularly between the US and China, are worrisome and can have a spillover negative effect on countries like India. So the terrain ahead could be a tad bumpy depending on the economic and geopolitical environment.

Performance of your Company

The year ended March 2018 was a good year for your company. The Company during the year recorded a turnover of Rs.83.82 crores in 2017-18 as against Rs.70.42 crores in 2016-17 with a net profit after tax at Rs.513.01 laks as against Rs.374.01 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 have been made to suit Chinese and Russian market where ITL Machines were exhibited in prestigious International machine Tool Shows. Similarly, new low cost automation have been added to the machines with Robotics for Indian and Overseas Customers. Development in Pipe and Tube Manufacturing machine division will result entry in the Exports market too. New "Industry 4.0" standard will be necessary in future Machine Tools hence necessary developmental activities have been started.

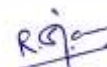
The domestic demand for Company's products is expected to remain better. Apart from Designing and Manufacturing activities, Company's Trading divisions are also expected to perform well.

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

**ITL INDUSTRIES LIMITED****DIRECTORS**

Manohar Singh Jain	- Non-Executive Director
Rajendra Singh Jain	- Managing Director
Mahendra Singh Jain	- Joint Managing Director
N.Chakraborty	- Non-Executive & Independent Director
Dr.S.K.Kapoor	- Non-Executive & Independent Director (Up to 13.08.2018)
Dr.Pratima Jain	- Non-Executive & Independent Director

CHIEF FINANCIAL OFFICER

- Ashok Ajmera

COMPANY SECRETARY

- Akhilesh Gautam

AUDITORS

Mahendra Badjatya & Co.
Chartered Accountants
208, Mourya Centre
Race Course Road, INDORE (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
Website : itl.co.in

BSE Scrip Code : 522183

CIN No. : L28939MP1989PLC005037

CONTENTS

Notice of A.G.M.	1
Director's Report and Annexure	9
Secretarial Auditor's Report	22
Management's Discussion & Analysis	26
Corporate Governance Report	27
Auditor's Certificate on Corporate Governance	35
Independent Auditor's Report	36
Standalone Balance Sheet	42
Standalone Profit and Loss Account	43
Standalone Cash Flow Statement	45
Notes Forming Part of Financial Statements.....	46
Statement Regarding Subsidiary Companies	65
Report on Accounts of Subsidiary Companies	70
Consolidated Financial Statements with Auditor's Report	77
Proxy Form and Attendance slip	103
Route Map	104



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the Members of ITL Industries Limited will be held on Thursday, the 27th day of September, 2018 at 11.30 A.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, 2018 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 2018.
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 Mahendra Badjatya & Co. Chartered Accountants, (ICAI FRN 001457C) 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 GST 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 31, 2019."

Special Business

Special Resolution

5. RE-APPOINTMENT OF SHRI RAJENDRASINGH 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 01/02/2019 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."

Special Business

Special Resolution

6. RE-APPOINTMENT OF SHRI MAHENDRASINGH 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 01/02/2019 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."

For and on behalf of the Board

Rajendra Singh Jain
Managing Director
DIN: 00256515

Place : Indore
Dated : 13/08/2018

**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 21st September, 2018 to Thursday, the 27th September, 2018 (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 2nd October, 2018 to those members or their mandates whose names stand registered on the Company's Register of Members as on book clouser 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, 2011, 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, 2018. Members who have not yet encashed their dividend warrants for the financial year ended March 31st 2011 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 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 2017-18 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 Obligation and Disclosure Requirement) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th 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 24th September, 2018 (9:00 am) and ends on 26th September, 2018 (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 20th September, 2018, 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:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vishnuguptaassociates@yahoo.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in



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.

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).

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 20th September, 2018.

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. 20th September, 2018, 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.

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.

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.

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.

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.

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.

The remote e-voting period commences on 24th September, 2018 (9:00 am) and ends on 26th September, 2018 (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 20th September, 2018, 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.

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 : 13/08/2018

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 has expired on 31.01.2019. The Board of Director of the Company has reappointed the aforesaid Director for a further period of 3 years w.e.f. 01/02/2019. The revised 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 Rs. 2,50,000/- to Rs. 4,00,000/- 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 of 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 at 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 has expired on 31.01.2019. The Board of Director of the Company has reappointed the aforesaid Director for a further period of 3 years w.e.f. 01/02/2019. The revised 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 Rs. 2,30,000/- to Rs. 4,00,000/- 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 of 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 at 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.