ITL Industries Limited

Technology with Time.....

ITL/BSE/2026-27/30 **September 22, 2026**

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

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

Sub. : Submission of Proceedings of 38th Annual General Meeting of the Company held on Tuesday, the 22nd day of September, 2026, pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Dear Sir/Mam,

In Compliance of the Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, we wish to inform you that the 38th Annual General Meeting (AGM) of the Company held on Tuesday, the 22nd day of September, 2026 at the Registered Office of the Company at 111, Sector-B, Sanwer Road, Industrial Area, Indore.

Kindly note that the Voting results of the 38th Annual General Meeting will be announced upon the receipts of Scrutinizers Report and will be submitted as per the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,

Yours faithfully,
For **ITL Industries Limited**

Manoj Maheshwari

Digitally signed by Manoj Maheshwari
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Manoj Maheshwari
Company Secretary
M.N. :FCS-7878
Encl.:a/a

PROCEEDING OF THE 38TH ANNUAL GENERAL MEETING OF ITL INDUSTRIES LIMITED HELD ON TUESDAY, THE 22ND DAY OF SEPTEMBER, 2026 AT THE REGISTERED OFFICE OF THE COMPANY AT 111, SECTOR-B, SANWER ROAD, INDUSTRIAL AREA, INDORE-452015 AT 11:00 A.M. AND CONCLUDED AT 12:15 P.M.

PRESENCE IN THE MEETING:

DIRECTORS

1	Mr. Rajendra Jain	Managing Director
2	Mr. Mahendra Jain	Joint Managing Director
3	Mr. Vinod Kumar Jain	Non-Executive Independent Director
4.	Mr. Rajesh Jain	Non-Executive Independent Director

IN ATTENDANCE:

1	Mr. Ashok Ajmera	Chief Financial Officer
2	Mr. Manoj Maheshwari	Company Secretary

INVITEES:

1	CA Nirdesh Badjatya	Statutory Auditor
2	CA Aditya Jakhetia	Internal Auditor
2	CS Isha Garg	Secretarial Auditor & Scrutinizer

Requisite quorum was present as per the requirement of the Companies Act, 2013.

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PROCEEDING OF THE MEETING:

CS Manoj Maheshwari, Company Secretary & Compliance Officer of the Company, welcomed the Members, Directors, and Auditors to the 38th Annual General Meeting of the Members of ITL Industries Limited held on Tuesday, 22nd September, 2026 at 11:00 A.M. at the Registered Office of the Company at 111, Sector-B, Sanwer Road, Industrial Area, Indore.

The Company Secretary took a roll call of the Directors and introduced the other invitees present.

He further informed the Members that the requisite quorum was present. Accordingly, the Meeting was declared to be in order and the proceedings were commenced.

With the consent of the Members, the Company Secretary requested the election of a Chairman to preside over the Meeting. The Members elected Mr. Rajendra Jain as Chairman of the Meeting, who thereafter took the Chair.

The Chairman delivered his speech to the members at the AGM.

The Company Secretary informed the Members that the Notice dated 26th August 2026, convening the 38th Annual General Meeting, along with the Annual Report for the financial year 2025-26 (ended 31st March 2026), has been sent electronically to those Members whose e-mail addresses are registered with the Company or the Depositories. For Members who have not registered their e-mail addresses, the Company has dispatched a physical intimation letter containing the web link and detailed instructions to access the Annual Report and Notice of the AGM.

It was further informed that the Auditor's Report on the standalone and consolidated financial statements and the Secretarial Auditor's Report for the financial year 2025-26 did not contain any qualification, reservation, adverse remark, or disclaimer.

The statutory registers required to be kept open at the Meeting, along with all other documents referred to in the Notice and were available for inspection by the Members.

The Members were apprised that the Company had provided an opportunity to cast their votes on the resolutions set out in the Notice of AGM by means of remote e-voting. The remote e-voting facility was made available from 9:00 a.m. on 18th September, 2026 and concluded at 5:00 p.m. on 21st September, 2026.

Members who had not cast their votes through remote e-voting were provided the option to vote at the Meeting through Form No. MGT-12 (Polling Paper).

The Board had appointed **CS Isha Garg** as the Scrutinizer for remote e-voting as well as voting at the AGM. The Scrutinizer was responsible for conducting the voting process in a fair and transparent manner.

Thereafter, the following businesses, as set out in the Notice dated 26th August, 2026, were transacted:

Ordinary Business:-

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend of Rs. 1.25/- per Equity Shares for the financial year 2025-2026.

3. To appoint a Director in place of Mr. Mahendra Jain (DIN: 00256047), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. To ratify the remuneration of Cost Auditor for the financial year ending March 31, 2027. (Ordinary Resolution)

   As the remaining items of business were to be taken up, the Chairman, Mr. Rajendra Jain, declared his interest in certain items forming part of the remaining business of the Meeting and, in order to ensure the smooth and orderly conduct of the proceedings, requested the Members to elect an alternative Chairman to preside over the remaining business items.

   Accordingly, **Mr. Rajesh Jain** was elected to act as Chairman for conducting and presiding over the remaining business of the Meeting.

5. Approval of Related Party Transactions with Indore Tools Private Limited (Ordinary Resolution)

6. Adoption of New Set of Memorandum of Association (Special Resolution)

7. Adoption of New Set of Articles of Association. (Special Resolution)

8. Approval for Increase in Remuneration of Mr. Ravish Jain Holding an Office or Place of Profit in the Company. (Ordinary Resolution)

9. Approval for Increase in Remuneration of Mr. Prakhar Jain Holding an Office or Place of Profit in the Company. (Ordinary Resolution)

10. Approval for Increase in Remuneration of Mr. Manish Jain Holding an Office or Place of Profit in the Company. (Ordinary Resolution)

11. Approval for Increase in Remuneration of Mr. Shekhar Jain Holding an Office or Place of Profit in the Company. (Ordinary Resolution)

After the conclusion of this item, Mr. Rajendra Jain resumed the chair and continued to preside over the meeting.

Thereafter, the Chairman invited the Members to raise any questions or queries, which were duly addressed and satisfactorily replied to by him.

The Chairman informed the Members that the results of the voting on the resolutions of the AGM would be declared upon receipt of the Scrutinizer's Report and the same would be submitted in compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results would also be intimated to the Stock Exchange(s) and uploaded on the website of the Company.

The Chairman further informed that as all items of business set out in the Notice had been duly transacted, the 38th Annual General Meeting of the Company stood concluded.

The Chairman expressed his gratitude to all the Members, Directors, Auditors and invitees for their participation and cooperation at the Meeting.

The Company Secretary also extended a vote of thanks to the Members, Directors, and invitees for making the Meeting a success.

For **ITL Industries Limited**

Manoj
Maheshwari

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Date: 2026.09.22 12:38:51 +05'30'

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Company Secretary
M.N. :FCS-7878