



Commitment, Reliability & Quality

ITD Cementation India Limited

Registered Office: National Plastic Building, A-Subhash Road, Paranjape B Scheme,
Vile Parle (East), Mumbai – 400 057

NOTICE is hereby given that the THIRTY-SIXTH ANNUAL GENERAL MEETING of the Members of ITD CEMENTATION INDIA LIMITED will be held at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Vachha Road, Mumbai - 400 020 on Thursday 8th May, 2014 at 2.30 p.m. to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st December, 2013 and the Audited Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Per Hofvander, who retires by rotation, and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. D.P. Roy, who retires by rotation, and, being eligible, offers himself for re-appointment.
5. To appoint Messrs Walker, Chandiook & Co., Chartered Accountants, Mumbai, as Auditors and to authorise the Board of Directors to fix their remuneration.

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Dated: February 26, 2014

By Order of the Board

R.C. DAGA

Company Secretary

ITD Cementation India Limited

NOTES:

(a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, PROXY FORMS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**

(b) Pursuant to Section 205A of the Companies Act, 1956, all unclaimed / unpaid Dividends upto the Financial Year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members who have so far not claimed their Dividends for the said periods may claim the same by submitting an application in Form No. II, prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978, to the Registrar of Companies, Maharashtra, Mumbai.

Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, unclaimed / unpaid Dividends upto the Financial Year ended 31st December, 2003 have been transferred to the Investor Education and Protection Fund.

(c) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 30th April, 2014 to Thursday, 8th May, 2014 (both days inclusive).

(d) The Dividend, if any, that may be declared at the Meeting will be paid on 16th May, 2014 to those Members whose names appear in the Register of Members of the Company on 8th May, 2014.

The Dividend in respect of shares held in the dematerialized form will be paid to the beneficial owners of the shares whose names appear in the Register and Index of Beneficial Owners as on close of business hours on 29th April, 2014 as per details furnished by the depositories for this purpose.

(e) Members are requested to notify any change in address to Karvy Computershare Private Limited, the Company's Registrars and Share Transfer Agents at Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad 500 081 and / or its Branch Office at 7, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai 400 053, email ID : einward.ris@karvy.com.

(f) Members/proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

(g) Members are requested to bring their copies of the Annual Report at the time of attending the Meeting.

(h) Green Initiative in Corporate Governance – Service of Documents in electronic mode

As you are aware, Ministry of Corporate Affairs, Government of India (MCA), vide its circular Nos. 17 and 18 dated 21st April, 2011 and 29th April, 2011, respectively, has now allowed the companies to send the General Meeting Notices, Annual Report comprising Balance Sheet, Profit and Loss Account, Auditors' Report, Directors' Report and Explanatory Statement and other documents, to their shareholders electronically as a part of its green initiatives in corporate governance.



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Keeping in view the aforesaid initiative of MCA, your Company shall send the Annual Report to its shareholders in electronic mode at the email address provided by them. In case of any change in your e-mail address, you are requested to please inform the same to your Depository. Shareholders holding shares in physical form shall have to send their updations/ changes to the Registrars and Share Transfer Agents, Karvy Computershare Private Limited, through email einward.ris@karvy.com .

Please note that the Annual Report will be made available by the Company on its website www.itdcem.co.in . The physical copies of the same shall also be made available for inspection, during office hours, at the Registered Office of the Company. Further upon receipt of a request from a Member, the Company shall also furnish such Member the physical copy of the same free of cost.

- (i) The equity shares of the Company are listed at: (a) Bombay Stock Exchange Limited, (b) The Calcutta Stock Exchange Association Limited and (c) National Stock Exchange of India Limited. The listing fee for these Exchanges has been paid.

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INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 (IV) (G) OF THE LISTING AGREEMENT

The particulars of Directors who are proposed to be appointed / re-appointed at this Annual General Meeting, are given below, as required pursuant to Clause 49 (IV) (G) of the Listing Agreement:

1. (a) A brief resume of the director:

Name : Mr. Per Hofvander

Qualifications : M.Sc. Civil Engineer

Director of the Company since 30th April, 2005

(b) Nature of his expertise in specific functional areas: Experience of over 32 years in construction industry.

(c) Names of other companies in which he holds directorship and membership of the Committees of the Board:

Other Directorships: None in any Indian company

Other Committee Membership: Nil

(d) No. of shares held in the Share Capital of the Company : Nil

2. (a) A brief resume of the director:

Name : Mr. Deba Prasad Roy

Qualifications : M.Sc., CAIIB, FICA

Director of the Company since 31st July, 2007

(b) Nature of his expertise in specific functional areas:

He was Ex- Chairman of SBI Capital Markets Ltd. He has rich and wide experience in Corporate,

International and Investment Banking Sectors of over 40 years. He held various senior executive and managerial posts in State Bank of India like Deputy Managing Director and Group Executive (International Banking), President and CEO New York and Country Manager USA, Deputy Managing Director and Group Executive (Associates and Subsidiaries), Manager in SBI London, etc. He is also certified Associate of the Indian Institute Bankers and Fellow of India Council of Arbitration and is actively engaged in Arbitration in NSE, BSE, MCX and ICA. He is also on the advisory committee of Central Bank of India.

(c) Names of the other companies in which he holds directorship and membership of the Committees of the Board:

Other Directorships

ICRA Management Consultancy Services Limited

Escorts Investment Trust Limited

Microsec Financial Services Limited

Other Committee Membership :

ICRA Management Consultancy Services Limited

Microsec Financial Services Limited

(d) No. of shares held in the Share Capital of the Company : Nil