

NOTICE

NOTICE is hereby given that the THIRTY-SEVENTH 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 Wednesday, 13th May, 2015 at 3.00 p.m. to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st December 2014, the Audited Statement of Profit and Loss of the Company and Cash flow statement for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Premchai Karnasuta (DIN: 00233779), who retires by rotation, and, being eligible, offers himself for re-appointment.
3. To consider, and, if thought fit, give assent or dissent to the following Ordinary Resolution:
"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the retiring Auditors, Messrs. Walker Chandiook & Co. LLP, Mumbai (Firm Registration No.N500013), be and are hereby re-appointed as Auditors of the Company to hold office of a period of two years from the conclusion of the Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company (subject to ratification of their appointment at the next following Annual General Meeting) and to authorize the Board to determine their remuneration based on recommendation of the Audit Committee."
4. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:
"RESOLVED THAT Mrs. Ramola Mahajani (DIN: 00613428) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th November 2014 and who holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."
5. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:
"RESOLVED THAT pursuant to Section 149, 152 and other applicable provision, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Ramola Mahajani (DIN: 00613428), a non-executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years from 6th November, 2014 to 5th November, 2019."
6. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:
"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent be and is hereby granted the payment by the Company of remuneration of ₹ 4,00,000 (Rupees Four Lakh Only) per annum excluding service tax and out of pocket expenses, if any, to Mr. Suresh Damodar Shenoy, Cost Accountant (Membership Number 8318) appointed as the Cost Auditor of the Company for audit of the cost accounting records of the Company for the financial year ending December 31, 2015.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."
7. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:
"RESOLVED THAT pursuant to Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the applicable provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents and sanctions as may be necessary from the concerned

statutory authority(ies), each Equity Share of the Company having a face value of ₹ 10 each fully paid-up be sub-divided into 10 (Ten) Equity Shares of the face value of Re.1 each fully paid-up.

RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10 each held in physical form shall be deemed to have been automatically cancelled without any further act or deed and be of no effect on and from the Date to be determined by the Board (the Record Date) and the Company may, without requiring the surrender of the existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

8. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by replacing the following new paragraph for the present first paragraph of the existing Clause V of the Memorandum of Association.

“The authorized share capital of the Company is 75,00,00,000/- comprising of (a) equity share capital of ₹ 30,00,00,000/- divided into 30,00,00,000 equity shares of Re.1/- each and (b) redeemable preference share capital of ₹ 45,00,00,000/- divided into 4,50,00,000/- redeemable preference shares of ₹ 10 each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

9. To consider, and, if thought fit, to give assent or dissent to the following Special Resolution:

“RESOLVED THAT the new set of Articles of Association placed before the meeting and initialed by the Chairman for the purpose of identification be and the same is adopted in substitution for, and to the exclusion of, the present set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Registered Office:

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

Dated: April 2, 2015

By Order of the Board

R.C. DAGA
Company Secretary

NOTES

1. **A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. A Proxy Form for the AGM is enclosed herewith.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members / Societies intending to send their authorized representative to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. The relative Statement of material facts Annexed to Notice pursuant to section 102 (1) of the Companies Act, 2013 (“the Act”) in respect of the businesses under Items 4 to 9 of the Notice, is annexed hereto. The

relevant details of directors seeking appointment / reappointment under Items 2, 4 and 5 of the Notice, as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 7th May, 2015 to Wednesday, 13th May, 2015 (both days inclusive).
5. The Company has transferred to the IEPF all unclaimed / unpaid dividends in respect of the financial years 1995-96 to 31st December, 2003.

The Company has uploaded the details of the unclaimed amounts of Dividend of the shareholders as on 8th May, 2014 (date of last Annual General Meeting) on website of the Company (www.itdcem.co.in) as per Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Company) Rules 2012.

6. Members/proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
7. Members are requested to bring their copies of the Annual Report at the time of attending the Meeting.
8. All relevant documents referred to in the accompanying Notice and the Statement Annexed to Notice shall be open for inspection by Members at the Registered Office of the Company during normal business hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the AGM of the Company.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, immediately to the Company's Registrar and Share Transfer Agent i.e. M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 008, 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. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants only.
11. Members desirous of seeking any information relating to the annexed Audited Financial Statements of the Company for the financial year ended December 31, 2014, may write to the Company at its Registered Office, Attention Mr. S. Ramnath, Chief Financial Officer, at least seven days in advance of the AGM so that requisite information can be made available at the AGM.
12. In terms of Clause 32 of the Listing Agreement, Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2014 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 37th AGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37th AGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent i.e. M/s Karvy Computershare Private Limited.

15. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with Stock Exchanges, the Company is pleased to provide members with the facility to cast their votes through e-voting (including remote e-voting) on all Resolutions set forth in this Notice. The Company has agreement with KARVY COMPUTERSHARE PRIVATE LIMITED for facilitating e-voting to enable the shareholders to cast their votes electronically. E-voting is optional.

The facility for voting, through ballot or polling paper shall also be made available at the meeting and members

attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the Meeting.

The instructions for members for e-voting are as under:

I. A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent / Depository Participant(s)]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • EVENT NO. followed by Folio Number registered with the Company
Password	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is provided in the enclosed Attendance Slip for the AGM.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on “**LOGIN**”.
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password (not applicable for Existing Password). The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login and such details may be used for sending future communication(s). You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login with new credentials, the system will prompt you to select the EVENT i.e. **ITD Cementation India Limited**
- (vii) Now you are ready for e-voting as Cast Vote page opens.
- (viii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date.
- (ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you click OK, the message “Vote cast successfully” will be displayed and thereafter, you will not be allowed to modify your vote.
During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xi) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (xii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (xiii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), who are authorized to vote, to the Scrutinizer at e-mail ID: scrutinizer@itdcem.co.in They may also upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format “Corporate Name_ EVENT NO.”

B. **In case a Member receives physical copy of the Annual General Meeting Notice by Post** [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii **User ID and initial password** as provided in Attendance Slip for the AGM
- iii. Please follow all the steps from (ii) to (xiii) as mentioned in (I).A. above, to cast your vote.

II. Other Instructions

- (i) The e-voting period commences on Sunday, 10th May, 2015 (10.00 a.m. IST) and ends on Tuesday, 12th May, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 6th May, 2015, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the AGM. However, you can attend the meeting and participate in the discussion, if any. Since the Company is providing e-voting facility there will be no voting on a show of hand.
- (ii) 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 <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Pvt. Ltd. at 040 67161500 or at 1800 345 4001 (toll free).
- (iii) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. 6th May, 2015. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting.
- (iv) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 6th May, 2015, may obtain the login ID and password by sending a request at einward.ris@karvy.com However, if you are already registered with Karvy 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 <https://evoting.karvy.com>.
- (v) Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327), has been appointed as the Scrutinizer to scrutinize the e-voting process (including count the votes cast at the AGM).
- (vi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's 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 countersign the same.
- (vii) The Results on Resolutions shall be declared at or after the AGM of the Company and the Resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (viii) The Results declared along with the Scrutinizer's Report will be available on the website of the Company (www.itdcem.co.in) and on Karvy's website (<https://evoting.karvy.com>) within 2 (two) days of passing of the Resolutions at the AGM of the Company and communication of the same to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Statement of material facts Annexed to Notice as required under Section 102 (1) of the Companies Act, 2013 ('the Act')

Items 4 and 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Ramola Mahajani as an Additional Director with effect from 6th November, 2014 to hold office till the date of the forthcoming Annual General Meeting pursuant to Section 161 of the Act and Articles of Association of the Company.

Mrs. Ramola Mahajani, 67 years, has considerable knowledge and experience of over 40 years in Human Resources Development and Management. Her areas of expertise include application of the principles of Occupational Psychology in Employee Selection, Training, Management Development and HR Planning, Excellent Project Management and Leadership skills, ability to work in team environments and extensive experience interacting with internal as well as external customers.

As on date of this Notice, she holds directorships of :

1. Human Edge Consulting Private Limited
2. The Ravalgaon Sugar Farm Limited

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under Clause 49 of the Listing Agreement, Mrs. Ramola Mahajani, being eligible, is proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto 5th November, 2019, not being liable to retire by rotation. The Company has received a Notice in writing from a Member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Ramola Mahajani for the office of Director of the Company.

Mrs. Ramola Mahajani has consented to act as a Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mrs. Ramola Mahajani fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and she is independent of the management.

The terms and conditions of appointment of Mrs. Ramola Mahajani as an Independent Director are open for inspection by Members at the Registered Office of the Company during normal working hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays).

Having regard to the qualifications, experience and knowledge, her appointment as Independent Director will be in the interest of the Company. The Board recommends the Resolutions as set out at Items 4 and 5 of the accompanying Notice for the approval by the members of the Company by way of Ordinary Resolutions. She is not related to any other Director of the Company.

Except Mrs. Ramola Mahajani, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Items 4 and 5 in the accompanying Notice.

The Explanatory Statement may be regarded as a disclosure under Clause 49 of the Listing Agreement.

Item 6

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Suresh Damodar Shenoy, Cost Accountant in Practice (Membership No.8318), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending December 31, 2015, at a remuneration of ₹ 4,00,000 (Rupees Four Lakh Only) per annum excluding service tax and out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor needs to be approved by the Members of the Company.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution as set out at Item 6 of this Notice.

The Board recommends the Resolution set out at Item 6 of the accompanying Notice for the approval of the Members of the Company.

Items 7 and 8

The Equity Shares of your Company are listed and traded on the BSE Limited and National Stock Exchange of India Limited. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its Meeting held on February 24, 2015 considered and approved the sub-division of one Equity Share of the Company having a face value of ₹ 10/- each into 10 (ten) Equity Shares of face value of Re. 1/- each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

Presently, the Authorised Share Capital of your Company is ₹ 75,00,00,000/- comprising of:

- (a) equity share capital of ₹ 30,00,00,000/- divided into 3,00,00,000 equity shares of ₹ 10/- each and
- (b) redeemable preference share capital of ₹ 45,00,00,000/- divided into 4,50,00,000 redeemable preference shares of ₹ 10 each.

The sub-division as aforesaid would require consequential amendments to the capital Clause V of the present Memorandum of Association and Article 3 of the present Articles of Association of the Company to reflect the change in face value of each Equity Share from ₹ 10/- each to Re. 1/- each.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said Resolution as set out at Items 7 and 8 of this Notice.

The Board recommends the Resolution set out at Items 7 and 8 of the accompanying Notice for the approval of the Members of the Company.

Item 9

Following the enactment of the Companies Act, 2013, and the repeal of the Companies Act, 1956 it is necessary to alter the Articles of Association of the Company to bring them fully in conformity with the applicable /corresponding provisions of the Companies Act, 2013.

In view of the foregoing, it is proposed to substitute a new set of Articles of Association for the present set of Articles of Association; rather than making piecemeal alterations in various provisions contained in the existing Articles of Association.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the new set of Articles of Association would require to be approved by the Shareholders in general meeting by way of Special Resolution. Hence, the Special Resolution at Item 9 of the Notice.

The following are the material alterations made to the existing Articles of Association. These are occasioned by the enactment of the new Companies Act, 2013 and the applicable provisions thereof:

- 1) The existing Article 13(a) relating to further issue of capital has been replaced by new Article 6 in view of the provisions of Section 62 of the Act.
- 2) The existing Article 8 relating to reduction of capital has been replaced by a new Article 8 in view of the provisions of Section 66 of the Act.
- 3) The existing Article 23A relating to Buy-Back of shares has been replaced by a new Article 12 in conformity with Sections 68 to 70 of the Act.
- 4) New Article 13 relating to Sweat equity shares has been inserted to reflect the provisions of Section 54 of the Act.
- 5) Existing Article 28 relating to Notice of calls has been suitably altered in conformity with the applicable provisions of the Act. The corresponding Article is Article 26.
- 6) Article 61 relating to Compliance of Estate Duty Act, 1953 has been deleted since Estate Duty Act, 1953 was repealed several years ago.
- 7) Existing Article 65A relating to Nomination has been replaced by new Article 57 to conform to Section 72 of the Act.
- 8) Existing Article 67 relating to Power to Borrow has been replaced by new Article 58 in view of the provisions of Sections 179 and 180 of the Act.
- 9) Existing Articles 72 and 73 relating to Conversion of shares into Stock and Reconversion has been deleted.
- 10) Existing Article 74 relating to Annual General Meeting has been replaced by new Article 63, in view of Section 96 of the Act.
- 11) Existing Article 79 relating to twenty-one days' notice of meeting to be given has been replaced by new Article 68, in view of Section 101 of the Act.
- 12) Existing Article 111 relating to First Directors has been deleted.
- 13) New Article 103 relating to right of Italian-Thai to appoint Directors has been inserted which corresponds to existing Article 111A.
- 14) New Article 114 relating to Managing Director has been inserted. It corresponds to existing Article 137.
- 15) New Article 120 relating to Chairman has been inserted. It corresponds to existing Article 146.
- 16) Existing Article 149 relating to Directors may appoint Committees has been replaced by new Article 123, in view of the provisions of Section 179 of the Act.
- 17) The existing Article 180 relating to Accounts to be audited has been replaced by new Article 145, in view of the provisions of Sections 139 to 146.

None of the Directors and Key Management Personnel and their relatives are, in any way, concerned or interested in the Special Resolution as set out at Item 9 of the Notice.

A copy of the existing Articles of Association and of the proposed new set of Articles of Association will be open for inspection by Members at the Registered Office of the Company during normal working hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays).

Registered Office:

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

Dated: April 2, 2015

By Order of the Board

R.C. DAGA
Company Secretary

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 (VIII) (E) of the Listing Agreement:

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

Name : Mr. Premchai Karnasuta
Qualifications : MBA, B.Sc in Mining Engineering
Director of the Company since 4th November, 2004.

(b) Nature of his expertise in specific functional areas : Experience of over 27 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 : Mrs. Ramola Mahajani
Qualifications : M.Sc., M.A., Chartered Psychologist and Associate Fellowship of the British Psychological Society
Director of the Company since 6th November, 2014.

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

Mrs. Mahajani has considerable knowledge and experience in Human Resources Development and Management of over 40 years. Her areas of expertise include application of the principles of Occupational Psychology in Employee Selection, Training, Management Development and HR Planning, Excellent Project Management and Leadership skills, ability to work in team environments and extensive experience interacting with internal as well as external customers.

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

Other Directorships : Human Edge Consulting Private Limited
The Ravalgaon Sugar Farm Limited
Other Committee Membership : Nil

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



ITD CEMENTATION INDIA LIMITED

CIN: L61000MH1978PLC020435

Registered Office: National Plastic Building, A- Subhash Road, Paranjape B Scheme,
Vile Parle (East), Mumbai - 400 057, Maharashtra
Phone No.: +91 22 66931600. Fax No.: +91 22 66931628
Email: investors.relation@itdcem.co.in website: www.itdcem.co.in

Serial No.:

ATTENDANCE SLIP

**ANNUAL GENERAL MEETING
13TH MAY, 2015 AT 3:00 P.M.**

Ref. No.:

Name of Member(s) :
(including joint holders, if any)
IN BLOCK LETTER

Registered Address of the Sole / :
First Named Member

Registered Folio No. / DP ID / Client ID :

Number of Shares held :

Name of Representative / Proxy, if any :

I/We hereby record my presence at the 37th Annual General Meeting of the Company to be held at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Vachha Road, Mumbai - 400 020 on Wednesday, May 13, 2015 at 3:00 p.m.

Signature of Member/Representative/Proxy Present _____

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT
OVER AT THE ENTRANCE**

FOR ATTENTION OF THE MEMBER

Members may please note the User ID and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Detailed instructions for e-voting are given in the notes to the AGM Notice.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Even Number)	User ID	Password



ITD CEMENTATION INDIA LIMITED

CIN: L61000MH1978PLC020435

Registered Office: National Plastic Building, A- Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057, Maharashtra
Phone No.: +91 22 66931600. Fax No.: +91 22 66931628
Email: investors.relation@itdcem.co.in website: www.itdcem.co.in

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :
Registered Address :
E-mail ID : DP ID No. and Client ID No./ Folio No.:

I/We, being the member(s) holding..... Shares of ITD Cementation India Limited, hereby appoint

1.	Name :	E-Mail ID :
	Address :	
	Signature : _____	

Or failing him /her

2.	Name :	E-Mail ID :
	Address :	
	Signature : _____	

Or failing him/her

3	Name :	E-Mail ID :
	Address :	
	Signature : _____	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **37th Annual General Meeting** of the Company, to be held at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Vachha Road, Mumbai- 400 020 on Wednesday, May 13, 2015 at 3:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

1	Adoption of the Audited Balance Sheet as at 31 st December 2014, the Audited Statement of Profit and Loss of the Company and Cash flow statement for the year ended on that date and the Reports of the Directors and Auditors thereon.
2	Re-appointment of Mr. Premchai Karnasuta, retiring by rotation.
3	Appointment of M/s. Walker Chandiook & Co. LLP as Statutory Auditors of the Company for two consecutive years and to fix their remuneration.
4	Appointment of Mrs. Ramola Mahajani as a Director.
5	Appointment of Mrs. Ramola Mahajani as an Independent Director.
6	Approve payment of remuneration to Mr. Suresh Damodar Shenoy, Cost Accountant, as Cost Auditor for the financial year ending 31 st December, 2015.
7	Approve Sub-division of Equity Shares.
8	Alteration of Capital Clause of the Memorandum of Association of the Company.
9	Adoption of new Articles of Association of the Company.

Signed this day of 2015.

Affix
Revenue
Stamp of
Re. 1

Signature of Member Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.