



ITD CEMENTATION INDIA LIMITED

CIN NO L61000MH1978PLC020435

Commitment, Reliability & Quality

Registered Office: National Plastic Building, A-Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai 400057 Maharashtra
Phone No: 022-66931600. Fax No: 022-66931628. Website: www.itdcem.co.in
Email: investors.relation@itdcem.co.in

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014.

Dear Members,

Notice is hereby given to the members, pursuant to Section 110 and the applicable provisions of the Companies Act, 2013 and prescribed rules including the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) ("**Postal Ballot Rules**"), as amended from time to time, that ITD Cementation India Limited (the "**Company**") is seeking consent of its members to-

(A) pass the proposed Ordinary Resolutions as set out below, by means of Postal Ballot:

- 1) To alter the Authorised Share Capital of the Company.
 - 2) To alter the Memorandum of Association of the Company.
- (B) pass the proposed Special Resolutions as set out below, by means of Postal Ballot:
- 3) To alter the Articles of Association of the Company.
 - 4) To authorise the Board of Directors to raise funds through further issue of Equity Shares of an amount not exceeding Rs. 150 Crore.
 - 5) To create charge on movable and immovable properties of the Company, both present and future.
 - 6) To authorize the Board of Directors to borrow an aggregate amount not exceeding Rs. 1200 Crore over and above the aggregate of paid up share capital and free reserves of the Company.

The Board of Directors of the Company at its meeting held on 1st July, 2014, has approved the resolutions as set out in the Notice, subject to the further approval of the members of the Company, as also such approvals from authorities as may be required.

Therefore, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Postal Ballot Rules and Clause 35B of the Listing Agreement, the consent of the members to the resolutions is sought to be obtained by way of Postal Ballot/e-voting ("**Postal Ballot**"). The Resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (setting out the material facts and reasons thereof) read with Section 110 of the Companies Act, 2013, and prescribed rules including the Postal Ballot Rules, setting out the material facts of the Resolution is appended below for consideration of the members.

The Company has appointed Mr. P.N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

You are requested to go through the proposed Resolutions along with the Explanatory Statement and carefully read the instructions printed overleaf of the Postal Ballot Form and then mark your ASSENT or DISSENT by filling the details and affixing your signature at the marked place in the Postal Ballot Form and return it in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before 9th August, 2014. Your ASSENT or DISSENT received after 9th August, 2014 would be strictly treated as if no reply has been received. Upon completion of the scrutiny of the Postal Ballots, the Scrutinizer shall submit his report to the Chairman/ Managing Director / Company Secretary. The results of the Postal Ballots shall be announced on 11th August, 2014 by the

Managing Director of the Company at the Registered Office of the Company and shall also be displayed on the Company's website www.itdcem.co.in, besides communicating to the Stock Exchanges on which the shares of the Company are listed.

The Company is pleased to offer e-voting facility as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on the Postal Ballot Form.

SPECIAL BUSINESSES:

1. To consider and, if thought fit, to give your assent or dissent to the following Resolution as an **Ordinary Resolution**:

Alteration of Authorised Share Capital of the Company.

"**RESOLVED THAT** the authorized share capital of the Company of Rs.75,00,00,000/- (Rupees Seventy Five Crore) comprising (a) equity share capital of Rs.15,00,00,000/- divided into 1,50,00,000 equity shares of Rs. 10/- each and (b) redeemable preference share capital of Rs. 60,00,00,000/- divided into 6,00,00,000 redeemable preference shares of Rs. 10/- each, be and is hereby re-classified into equity share capital of Rs. 30,00,00,000/- divided into 3,00,00,000 equity shares of Rs.10/- each and (b) redeemable preference share capital of Rs.45,00,00,000/- divided into 4,50,00,000 redeemable preference shares of Rs. 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".

2. To consider and, if thought fit, to give your assent or dissent to the following Resolution as an **Ordinary Resolution**:

Alteration of the Memorandum of Association of the Company:

"**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 substituting the Para 1 of existing Clause V by the following as Para 1:

"1. The authorized share capital of the Company is Rs. 75,00,00,000/- comprising (a) equity share capital of Rs. 30,00,00,000/- divided into 3,00,00,000 equity shares of Rs. 10/- each and (b) redeemable preference share capital of Rs. 45,00,00,000/- divided into 4,50,00,000 redeemable preference shares of Rs. 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".

3. To consider and, if thought fit, to give your assent or dissent to the following Resolution as a **Special Resolution**:

Alteration of the Articles of Association of the Company:

"**RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by substituting the existing Article 3 by the following Article 3:

"3. The authorized share capital of the Company is Rs. 75,00,00,000/- comprising (a) equity share capital of Rs. 30,00,00,000/- divided into 3,00,00,000 equity shares of Rs.10/- each and (b) redeemable preference share capital of Rs.45,00,00,000/- divided into 4,50,00,000 redeemable preference shares of Rs.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"

4. To consider and, if thought fit, to give your assent or dissent to the following Resolution as a **Special Resolution**:

FURTHER ISSUE OF EQUITY SHARES UNDER SECTIONS 42 AND 62(1)(c) OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s) thereto or modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) (the "**Act**") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, and in accordance with the regulations/ guidelines issued by the Government of India ("**GOI**"), the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**") and / or any other competent authorities and clarifications thereof, issued from time to time, the applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") as amended, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended up to date and subject to such approvals, consents, permissions and sanctions of the GOI, SEBI, RBI, Stock Exchanges and all other appropriate authorities, institutions or bodies and subject to such conditions and modification(s) as may be prescribed by them while granting such approvals, consents, permissions and sanctions, to the extent applicable, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which expressions shall be deemed to include any committee(s), constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) the Board be and is hereby authorized by the Company to create, issue, offer and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted) either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares of the Company with a face value of Rs 10/- (Rupees Ten Only) each (the "**Equity Shares**"), global depository receipts, foreign currency convertible bonds and/ or other financial instruments convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and / or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as the "**Securities**") or any combination of Securities, in one or more tranches, through public and / or private offerings or any combination thereof or by issue of prospectus and / or placement document and / or other permissible / requisite offer document to any eligible person(s), including but not limited to Qualified Institutional Buyers in accordance with Chapter VIII ("**Qualified Institutional Placement**"

or "**QIP**") of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended from time to time ("**SEBI ICDR Regulations**"), or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / or multilateral financial institutions, mutual funds, pension funds, and / or any other categories of investors (collectively called the "**Investors**") whether or not such Investors are Members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 150 Crore (Rupees One Hundred Fifty Crore Only), inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s), private placement(s), or a combination thereof at such a time or times, at a discount or a premium permitted under applicable laws, as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Securities considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue.

The relevant date (**Relevant Date**) for the purpose of arrival of the Floor Price of the QIP shall be in accordance with chapter VIII of the SEBI ICDR Regulations respectively."

"RESOLVED FURTHER that in the event the Equity Shares are issued in the course of a QIP under Chapter VIII of the SEBI ICDR Regulations, the pricing shall be in accordance with regulation 85 of Chapter VIII of the SEBI ICDR Regulations. The Board may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under the SEBI ICDR Regulations. Further the Placement, in this financial year, shall not exceed five times the net worth of the Company as per the audited balance sheet as at December 31, 2013."

"RESOLVED FURTHER that if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations."

"RESOLVED FURTHER that in pursuance of this Resolution, the Securities to be created, issued, offered and allotted shall be subject to the following terms and conditions:

- The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of this Resolution and the issue
- In case of Equity Shares, they shall rank *pari passu* in all respects with the existing Equity Shares of the Company.
- The number and/ or price of the Securities or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares, shall be appropriately adjusted for corporate

actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.”

“RESOLVED FURTHER that the Board be and is hereby authorized to finalize and approve the offering circular / placement document for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular / placement document, and any amendments and supplements thereto with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.”

“RESOLVED FURTHER that in the event of issue of Securities by way of QIP the Relevant Date on the basis of which the price of the Securities shall be determined as specified under SEBI Regulations, shall be the date of the meeting in which the Board decides to open the proposed issue of Securities or such other time as may be decided by the Board and as permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Securities.”

“RESOLVED FURTHER that subject to the applicable laws, for the purpose of giving effect to the issuance of Securities, the Board (including any committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Securities, including, without limitation to the following:

- (a) decide the date for the opening and closing of the issue of Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
- (b) finalisation of the allotment of the Securities on the basis of the subscriptions received;
- (c) finalisation of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (d) approval of the preliminary and final offering circulars/ placement document/prospectus/offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Manager(s)/Underwriter(s)/Advisor(s), in accordance with all applicable rules, regulations and guidelines;

- (e) appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ MoUs/ documents with any such agencies, in connection with the proposed offering of the Securities;
- (f) approval of the Deposit Agreement(s), the Purchase/ Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBS/other Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (g) finalisation of the basis of allotment in the event of over-subscription;
- (h) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- (i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- (j) seeking the listing of the Securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- (k) deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/ GDRs/ADRs, as per applicable laws, regulations or guidelines;
- (l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries or demat accounts as may be required in connection with the aforesaid issue; and
- (m) all such acts, deeds, matters and things as the Board of Directors may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board of Directors, may deem fit and proper in its absolute discretion to be most beneficial to the Company.”

“RESOLVED FURTHER that the Common Seal of the Company be affixed on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in the presence of any two Directors of the Company or in the presence of any one Director and the Company Secretary or Mr. S. Ramnath, Authorised Signatory, who shall sign the same in token thereof.”

“RESOLVED FURTHER that the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.”

“RESOLVED FURTHER that without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

Provided that the issue of all equity shares referred to above shall rank pari passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER that the Company and /or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other Securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).”

“RESOLVED FURTHER that for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of Directors, any other one or more Director(s) of the Company to give effect to the aforesaid Resolution and thereby such committee of Directors or one or more such Directors as authorised are empowered to take such steps and to do all such acts, deeds,

matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.”

5. To consider and, if thought fit, to give your assent or dissent to the following Resolution as a **Special Resolution:**

Creation of charge on movable and immovable properties of the Company, both present and future

“RESOLVED that in supersession of the earlier Resolution passed under Section 293(1)(a) of the Companies Act, 1956 on 30th April, 2008 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s) thereto or modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time), and any applicable rules and regulations, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on them by this Resolution) of such mortgages and / or charges as may be necessary on all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and / or future and / or the whole or any part of any undertaking of the Company in such manner as the Board may determine, to or in favour of the lender(s), agents, trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency), working capital facilities, debentures, bonds, equipment credit scheme, leasing credit facilities or other facilities, from time to time on such terms and conditions as the Board may determine, together with interest and the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, all other costs, charges, expenses including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), or any other document entered into / to be entered into between the Company and the lender(s)/ agents/ trustee(s) in relation to such loans, working capital facilities, debentures, bonds, and other facilities.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this Resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities.”

6. To consider and, if thought fit, to give your assent or dissent to the following Resolution as a **Special Resolution:**

The Company to borrow an aggregate amount not exceeding Rs. 1200 Crore over and above the aggregate of paid up share capital and free reserves of the Company:

“RESOLVED THAT in supersession of all earlier Resolutions passed under Section 293(1)(d) of the Companies Act, 1956 on 27th April, 2010 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s) thereto or modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time), and any applicable rules and regulations, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being exercising the powers conferred on them by this Resolution), to borrow from time to time as the Board may think fit any sum or sums of monies, in one or more tranches, which together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained or to be obtained from the Company’s bankers in ordinary course of business) from any Bank and/or Public Financial Institution as defined under Section 2(72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/ authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board an aggregate amount not exceeding at any time, the sum of Rs. 1200 Crore (Rupees Twelve Hundred Crore only) or its rupee equivalent, over and above the aggregate of its then applicable paid up share capital and free reserves, on such terms and conditions as Board may deem fit, notwithstanding that the moneys to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, as defined under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this Resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities”.

Registered Office:

National Plastic Building,
A-Subhash Road,
Paranjape B Scheme,
Vile Parle (East),
Mumbai - 400057.

Dated: 1st July, 2014

Encl.: 1) Notice and Explanatory Statement

2) Postal Ballot Form

3) Self- addressed Business Reply Envelope.

By Order of the Board

R.C. DAGA

Company Secretary

NOTE:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed to this Notice.
2. The Notice is being sent to all members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited as on 4th July, 2014. The date of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the date should treat the notice as intimation only.
3. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are being sent by Registered Post/Courier along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link <http://www.itdcem.co.in> or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited, Unit: ITD Cementation India Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad 500081, fill in the details and send the same to the Scrutinizer on or before 9th August, 2014.
4. The Board of Directors have appointed Mr. P.N. Parikh of M/s. Parikh & Associates, Mumbai, as Scrutinizer to receive and scrutinize the completed Ballot Papers received from the members in a fair and transparent manner. The postal ballot form and the self addressed business reply envelope are enclosed for use of the members.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all members of the Company to send their assent or dissent in respect of the resolutions through postal ballot/e-voting contained in Notice dated 1st July, 2014. Karvy Computershare Private Limited, our Registrars and Transfer Agents will be facilitating e-voting to enable the members to cast their votes electronically.
6. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer not later than close of working hours on 9th August, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his report to the Chairman / Managing Director / Company Secretary appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on 11th August, 2014 by the Managing Director of the Company, at the Registered Office of the Company at National Plastic Building, A-Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057.
7. The Resolutions shall be taken as passed effectively on the date of declaration of the result. The result of the Postal Ballot will be posted on the website of the Company at <http://www.itdcem.co.in>.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the

Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays, Sundays and public holidays.

9. Kindly note that the members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot and also vice versa. However, in case members cast their vote by both physical postal ballot and e-voting, then voting done through valid physical postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 (1) of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 sets out all material facts relating to the business mentioned in the accompanying Notice dated 1st July, 2014:-

Items 1, 2 & 3

The Company proposes to alter the Company's Memorandum and Articles of Association for the purpose of enabling the further issue of Securities as proposed under Item 4 hereinbelow, to augment the finances of the Company.

This will require re-classification of the Company's Authorised Share Capital from the existing Rs.75,00,00,000/- (Rupees Seventy Five Crore) comprising (a) equity share capital of Rs.15,00,00,000/- divided into 1,50,00,000 equity shares of Rs.10/- each and (b) redeemable preference share capital of Rs.60,00,00,000/- divided into 6,00,00,000 redeemable preference shares of Rs.10/- each into equity share capital of Rs.30,00,00,000/- divided into 3,00,00,000 equity shares of Rs.10/- each and (b) redeemable preference share capital of Rs.45,00,00,000/- divided into 4,50,00,000 redeemable preference shares of Rs.10/- each, as stated in the Resolution at Item 1 of the Notice and for this purpose, respective capital clause in the Memorandum of Association and Articles of Association of the Company are proposed to be altered.

The Resolutions at Items 2 and 3 of the Notice are for alteration of Clause V of the Company's Memorandum of Association and Article 3 of the Company's Articles of Association respectively, in order to reflect the change in the authorized share capital as set out in the Resolution at Item 1. Both these Resolutions are consequential to the Resolution at Item 1. The Resolution at Item 3 is being proposed as a Special Resolution in view of Section 14 of the Companies Act, 2013 and the Board of Directors recommends the Resolution as set out in Item 3.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in these Resolutions.

The Board of Directors of the Company recommends the Resolutions as set out in Items 1 and 2 for the approval of the members as Ordinary Resolutions.

A copy of the Company's Memorandum and Articles of Association together with proposed amendments referred to in the Resolutions at Items 1, 2 and 3 of the Notice respectively, are available for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day except Saturdays, Sundays and Public Holidays.

Item 4

The Special Resolution contained in the Notice relates to a Resolution by the Company enabling the Board to create, offer, issue and allot Securities as stated in the Resolution at such price as may be deemed appropriate

by the Board (inclusive of such premium, as may be determined by the Board in one or more tranche(s), subject to Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended from time to time ("**SEBI ICDR Regulations**") and other applicable laws, rules and regulations) in its absolute discretion including the discretions to determine the categories of investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with merchant bankers, advisors, underwriters, etc.

The Resolution enables the Board to issue Securities for an aggregate amount not exceeding Rs.150 Crore or its equivalent in any foreign currency.

Subject to applicable laws, the Company intends to use the proceeds from the issue of Securities to meet its long term working capital and capital expenditure requirements, in connection with the Company's business ventures/projects, general corporate purposes and for such other purposes as may be permitted by applicable laws.

The Special Resolution authorizes the Board of Directors of the Company for issuance of further Securities of the Company in accordance with the terms and nature of the Securities through private placement or through Qualified Institutional Placement (QIP) in terms of Chapter VII and VIII respectively of SEBI ICDR Regulations or through public issue, rights issue and/or private offerings in domestic and/or one or more international market(s), whether by way of direct issue of equity shares or through depository receipts, whether Global Depository Receipts or American Depository Receipt or Foreign Currency Convertible Bonds (FCCBs) and/or any instrument or securities convertible into equity shares at the option of the Company or the holder(s), which are convertible or exchangeable with equity shares of the Company at a later date by way of an issue of Securities from time to time in one or more tranches to Domestic/Foreign Investor/Institutional Investor/Foreign Institutional Investor, Non Resident Indians, Companies or Bodies Corporate whether incorporated in India, or abroad, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals, or otherwise, whether shareholders of the Company or not in consultation with the Lead Manager(s) etc.

The detailed terms and conditions for the offer will be determined by the Board, in consultation with the Lead Manager(s) and other Advisors, Merchant Bankers, Underwriters and such other authority or authorities as may be required under the guidelines / regulations, issued by the Securities and Exchange Board of India (SEBI) and capital market conditions/practices from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The consent of the members is sought pursuant to the provisions of the Sections 42 and 62(1)(c) and to the applicable provisions of the Companies Act, 2013 (the "Act") including any rules made thereunder and any other provision of the Act, as may be applicable and the relevant provisions of the listing agreement with the Stock Exchanges and any other applicable laws. The Special Resolution as set out in Item 4, if passed, will have the effect of permitting the Board to issue and allot Securities to Investor, who may or may not be existing members of the Company in the matter as set out in Resolution at Item 4.

The Board believes that the proposed Special Resolution is in the interest of the Company and therefore recommends the Resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Items 5 & 6

The Company already has the approval of the members of the Company under Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956.

Under Section 180 of the Companies Act, 2013 ("the Act"), notified as on September 12, 2013, the powers of the Board are required to be exercised only with the consent of the company by a Special Resolution. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolution passed under Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act i.e. upto September 11, 2014.

Accordingly, the Company is required to pass fresh resolutions for creation of charge and/ or to borrow.

The borrowings of the Company are generally required to be secured by suitable mortgage or charge on all or any of the moveable and/or immovable properties of the Company in favour of the lender(s) on such terms as may be determined by the Board of Directors of the Company, in consultation with lender(s). The loans proposed to be taken from Banks, financial institutions or other parties would require to be secured by mortgaging or charging the moveable and / or immovable properties of the Company.

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a company shall not except with the consent of the shareholders in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company has more than one undertaking of the whole, or substantially the whole of any such undertaking. It is, therefore, proposed to seek fresh enabling authorisation from the members of the Company.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, a company can borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with the approval of members of the Company by way of a Special Resolution. It is, therefore, proposed to seek fresh enabling authorisation from the members of the Company.

The Resolutions at Items 5 and 6 of the Notice are of an enabling nature. None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in these Resolutions.

The Board of Directors of the Company recommends the Resolutions as set out in Items 5 and 6 for the approval of the members as Special Resolutions.

Registered Office:

National Plastic Building,
A-Subhash Road,
Paranjape B Scheme,
Vile Parle (East),
Mumbai - 400057.
Dated: 1st July, 2014

By Order of the Board

R.C. DAGA
Company Secretary

INSTRUCTIONS FOR VOTING

Voting through Physical

Postal Ballot Form

- 1) The members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, before 9th August, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- 2) The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the members will also be accepted.

E-Voting

The instructions for e-voting are as under:

(a) Procedure & instructions for E-voting

- (i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- (ii) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio / DP ID and Client ID will be your User-ID.

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	Your Unique password is printed on the Postal Ballot Form.
Captcha	Enter the Verification code i.e., please enter the alpha-bets and numbers in the exact way as they are displayed for security reasons.

- (iii) Please contact our toll free No. **18003454001** for any further clarifications.
- (iv) Members can cast their vote online from 10th July, 2014 (10.00 a.m.) and ends on 9th August, 2014 (5.30 p.m.).
- (v) After entering these details appropriately, click on "LOGIN".
- (vi) Members holding Shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID, etc. on 1st login. You may also enter the Secret Question and Answer

of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) You need to login again with the new credentials.
- (viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- (ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- (x) On the voting page, you will see Resolution Description and against the same the option 'FOR AGAINST' for voting. Enter the number of shares (which represents number of votes) 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. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate / Institutional Members (Corporate / FIs/ FII/ Trust / Mutual Funds / Banks, etc.) are required to send scan (PDF Format) of the relevant Board Resolution to the Scrutinizer through e-mail to Scrutinizer@itdcem.co.in with copy to einward.ris@karvy.com The file scanned image of the Board Resolution should be in the naming format "Corporate Name Event No."

(b) In case of Members' receiving Postal Ballot Form by Post :

(i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to (xii) of (a) above, to cast vote.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of https://evoting.karvy.com or contact Karvy Computershare Private Limited at the Telephone No.: (Toll Free No.: **18003454001**)
- 4. If you are already registered with Karvy Computershare Private

Limited for e-voting then you can use your existing user ID and password for casting your vote.

- 5. 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).
- 6. Kindly note that the members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa. However, in case members cast their vote by both physical Postal Ballot and e-voting, then voting done through valid physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
- 7. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 5.30 p.m.) on 9th August, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. Assent / Dissent received after 9th August, 2014 would be strictly treated as if reply from the member has not been received.
- 8. The voting period commences on 10th July, 2014 (at 10.00 a.m.) and ends on the close of working hours (i.e. 5.30 p.m.) on 9th August, 2014. The e-voting module shall also be disabled by M/s Karvy Computershare Private Limited for voting thereafter.
- 9. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 4th July, 2014.
- 10. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of Notice and Postal Ballot Form to the members will be published in at least one English language and one vernacular language newspaper circulating in Mumbai.
- 11. The Scrutinizer will submit his report to the Chairman / Managing Director / Company Secretary within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website http://www.itdcem.co.in and shall be communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.