

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
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December 29, 2014

To,  
ITD Cementation India Limited  
National Plastic Building, A- Subhash Road,  
Paranjape B Scheme, Vile Parle (East),  
Mumbai - 400057

Kind Attn: Mr. R. C. Daga

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (a) Ordinary Resolution for appointment of Mr. D.E.Udwadia as an Independent Director of the company,
- (b) Ordinary Resolution for appointment of Mr. Per Hofvander as an Independent Director of the company,
- (c) Ordinary Resolution for appointment of Mr. D.P.Roy as an Independent Director of the company and
- (d) Special Resolution for payment of remuneration to Mr. Adun Saraban, Managing Director of the company.

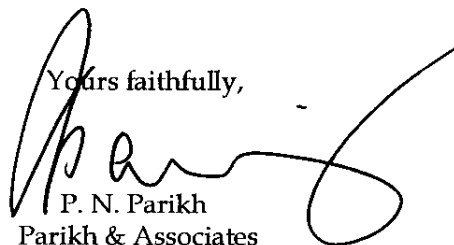
I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Karvy Computershare Private Limited e-voting system in respect of the said resolutions.

I hope you will find the above in order.

Thanking you.



Yours faithfully,  
  
P. N. Parikh  
Parikh & Associates

Encl.: As above.

To  
The Chairman,  
ITD Cementation India Limited  
National Plastic Building, A- Subhash Road,  
Paranjape B Scheme, Vile Parle (East),  
Mumbai - 400057

**Report of Scrutinizer**

I, P. N. Parikh, Company Secretary in whole time practice, having my office at 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (a) Ordinary Resolution for appointment of Mr. D.E.Udwadia as an Independent Director of the company,
- (b) Ordinary Resolution for appointment of Mr. Per Hofvander as an Independent Director of the company,
- (c) Ordinary Resolution for appointment of Mr. D.P.Roy as an Independent Director of the company and
- (d) Special Resolution for payment of remuneration to Mr. Adun Saraban, Managing Director of the company.

I have scrutinized the poll papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

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**Ordinary Resolution for appointment of Mr. D.E.Udwadia as an Independent Director of the company.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
130	1,07,15,829	89.74

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
5	12,25,203	10.26

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
5	637



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**Ordinary Resolution for appointment of Mr. Per Hofvander as an Independent Director of the company.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
131	1,13,66,033	95.18

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
4	5,75,001	4.82

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
5	637



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**Ordinary Resolution for appointment of Mr. D.P.Roy as an Independent Director of the company.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
133	1,13,66,035	95.18

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
3	5,75,000	4.82

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
5	637



**Special Resolution for payment of remuneration to Mr. Adun Saraban, Managing Director of the company.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
118	1,05,60,501	94.83

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
7	5,75,501	5.17

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
8	769

Place: Mumbai



Signature:

Name:

P. N. Parikh

Scrutinizer

Dated: December 29, 2014

FCS: 327

CP: 1228