

To,
The Managing Director
ITD CEMENTATION INDIA LIMITED
National Plastics Building, A- Subhash Road,
Paranjape B Scheme, Vile Parle (East),
Mumbai 400057

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and voting through ballot paper at the 41st Annual General Meeting of ITD Cementation India Limited held at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai- 400 020 on Friday, August 09, 2019 at 4.00 p.m.

I, Sarvari Shah, of Parikh & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of ITD Cementation India Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 41st Annual General Meeting (AGM) of ITD Cementation India Limited held on Friday, August 09, 2019 at 4.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 09, 2019.

The Notice dated July 03, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by Karvy Fintech Private Limited ("Karvy") for conducting remote e-voting by the shareholders of the Company.

The Company had also provided ballot paper facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, August 01, 2019 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Tuesday, August 06, 2019 at 9:00 a.m. (IST) and ended on Thursday, August 08, 2019 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system and voting through ballot paper at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and the voting conducted through ballots paper at the venue of the meeting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolutions.

I now submit my Consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution

Adoption of Financial Statements of the Company, namely

- (a) the Audited Standalone and Consolidated Balance Sheets as at 31st March, 2019,
 (b) the Audited Standalone and Consolidated Statements of Profit and Loss of the Company for the financial period ended on that date,
 (c) the Standalone and Consolidated Cash Flow Statements for the financial period ended on that date, and
 (d) Notes annexed to, or forming part of, the documents referred to in (a) to (c) above, the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
70	13,01,55,660	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



Resolution 2: Ordinary Resolution

Declaration of a dividend for financial period ended 31st March, 2019.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	13,01,90,898	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



Resolution 3: Ordinary Resolution

Re-appointment of Mr. Piyachai Karnasuta (DIN: 07247974), retiring by rotation.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
70	13,01,90,833	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	69	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



Resolution 4: Ordinary Resolution

Approval and ratification of payment of remuneration to Mr. Suresh Damodar Shenoy (Membership No. 8318), Cost Accountant, appointed as Cost Auditor for financial period ending on 31st March, 2020.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	13,01,90,898	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



Resolution 5: Ordinary Resolution

Approval of payment of Commission to Non-Executive Directors of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	13,01,90,898	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



Resolution 6: SpecialResolution

Appointment of Mr. Sunil Shah Singh (DIN: 00233918) as an Independent Director of the Company, for a term of 5 (five) consecutive years from 11th May, 2018 to 10th May, 2023 and for continuation of holding of office of Director by him beyond 75 years of his age.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66	12,48,40,632	95.89

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	53,50,270	4.11

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



Resolution 7: Special Resolution

Re-appointment of Mrs. Ramola Mahajani (DIN: 00613428) as an Independent Director of the Company for a second term from 6th November, 2019 to 22nd December, 2022.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66	13,01,80,632	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	10,270	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300

Thanking you,
Yours faithfully,



Sarvari Shah
Parikh & Associates
Practising Company Secretaries
FCS: 9697 CP No.: 11717
111,11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp.Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053



For ITD CEMENTATION INDIA LIMITED


Company Secretary

Place: Mumbai
Dated: August 09, 2019