

**ITD CEMENTATION INDIA LIMITED**

CIN NO L61000MH1978PLC020435

Registered Office: National Plastic Building, A - Subhash Road, Paranjape B Scheme, Vile Parle (East),  
Mumbai, 400057 Maharashtra

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**Date of the AGM:** 13<sup>th</sup> May, 2015  
**Total number of shareholders on record date:** 10978

**No. of Shareholders present in the meeting either in person or through proxy:** 63

**Promoters and Promoter Group: Present in Person: 1 Present Through Proxy: 0**  
**Public: Present in Person: 60 Present Through Proxy: 2**

**No. of Shareholders attended the meeting through Video Conferencing**

**Promoters and Promoter Group:** N.A.

**Public:** N.A.

**Result of the Annual General Meeting Date:** 13<sup>th</sup> May, 2015

**(Agenda-wise)**

**Detail of the Agenda:**

**Agenda No. 1**

**(Item No.1 of Annual General Meeting Notice)**

**“RESOLVED THAT** the Audited Balance Sheet as at 31st December, 2014, and Audited Statement of Profit and Loss of the Company and Cash flow statement for the year ended on that date together with Notes annexed thereto and the Reports of the Directors and the Auditors attached thereto, be and are hereby received, approved and adopted.”

**Resolution required:** Ordinary

**Mode of voting:** E-voting/Ballot paper

**In case of ~~Postal~~ E-voting/Ballot paper:**

Promoter / Public	No. of Shares held	No. of votes Poll/E-voting	% of Votes Poll/E-voting on outstanding shares	No. of Votes - in favour	No. of votes - against	% of Votes in favour on votes Poll/E-voting	% of Votes against on votes Poll/E-voting
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	8011318	8011318	100	8011318	NIL	100	NIL
Public Institutional holders	4270624	3389852	79.376	3364657	25195	99.2568	0.7432
Public – Other	3233848	1582	0.0489	1582	NIL	100	NIL

<i>Total</i>	15515790	11402752	73.49	11377557	25195	99.78	0.22

The above resolution was passed with requisite majority

**Agenda No. 2**

**(Item No.2 of Annual General Meeting Notice)**

“RESOLVED THAT Mr. Premchai Karnasuta (DIN: 00233779), who retires by rotation, and, is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

**Resolution required:** Ordinary

**Mode of voting:** E-voting/Ballot paper

**In case of ~~Postal ballot~~ E-voting/Ballot paper:**

<i>Promoter / Public</i>	<i>No. of Shares held</i>	<i>No. of votes Poll/E-voting</i>	<i>% of Votes Poll/E-voting on outstanding shares</i>	<i>No. of Votes - in favour</i>	<i>No. of votes - against</i>	<i>% of Votes in favour on votes Poll/E-voting</i>	<i>% of Votes against on votes Poll/E-voting</i>
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
<i>Promoter and Promoter Group</i>	8011318	8011318	100	8011318	NIL	100	NIL
<i>Public Institutional holders</i>	4270624	3389852	79.376	2846137	543715	83.9605	16.0395
<i>Public – Other</i>	3233848	1582	0.0489	1582	NIL	100	NIL
<i>Total</i>	15515790	11402752	73.49	10859037	543715	95.23	4.77

The above resolution was passed with requisite majority

**Agenda No. 3**

**(Item No.3 of Annual General Meeting Notice)**

“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 Chandio& 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.”

**Resolution required:** Ordinary

**Mode of voting:** E-voting/Ballot paper

**In case of Postal-E-voting/Ballot paper:**

Promoter / Public	No. of Shares held	No. of votes Poll/E-voting	% of Votes Poll/E-voting on outstanding shares	No. of Votes - in favour	No. of votes - against	% of Votes in favour on votes Poll/E-voting	% of Votes against on votes Poll/E-voting
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	8011318	8011318	100	8011318	NIL	100	NIL
Public Institutional holders	4270624	3389852	79.376	3389852	NIL	100	NIL
Public – Other	3233848	1582	0.0489	1582	NIL	100	NIL
Total	15515790	11402752	73.49	11402752	NIL	100	NIL

The above resolution was passed with requisite majority

**Agenda No. 4**

**(Item No.4 of Annual General Meeting Notice)**

“RESOLVED THAT Mrs. RamolaMahajani (DIN:00613428) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6thNovember 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.”

**Resolution required:** Ordinary

**Mode of voting:** E-voting/Ballot paper

**In case of Postal-E-voting/Ballot paper:**

Promoter / Public	No. of Shares held	No. of votes Poll/E-voting	% of Votes Poll/E-voting on outstanding shares	No. of Votes - in favour	No. of votes - against	% of Votes in favour on votes Poll/E-voting	% of Votes against on votes Poll/E-voting
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter	8011318	8011318	100	8011318	NIL	100	NIL

<i>Group</i>							
<i>Public Institutional holders</i>	4270624	3389852	79.376	3389852	NIL	100	NIL
<i>Public – Other</i>	3233848	1577	0.0488	1577	NIL	100	NIL
<i>Total</i>	15515790	11402747	73.49	11402747	NIL	100	NIL

The above resolution was passed with requisite majority

**Agenda No. 5**

**(Item No.5 of Annual General Meeting Notice)**

**“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.”

**Resolution required:** Ordinary

**Mode of voting:** E-voting/Ballot paper

**In case of ~~Postal~~ E-voting/Ballot paper:**

<i>Promoter / Public</i>	<i>No. of Shares held</i>	<i>No. of votes Poll/E-voting</i>	<i>% of Votes Poll/E-voting on outstanding shares</i>	<i>No. of Votes - in favour</i>	<i>No. of votes - against</i>	<i>% of Votes in favour on votes Poll/E-voting</i>	<i>% of Votes against on votes Poll/E-voting</i>
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
<i>Promoter and Promoter Group</i>	8011318	8011318	100	8011318	NIL	100	NIL
<i>Public Institutional holders</i>	4270624	3389852	79.376	3389852	NIL	100	NIL
<i>Public – Other</i>	3233848	1577	0.0488	1577	NIL	100	NIL
<i>Total</i>	15515790	11402747	73.49	11402747	NIL	100	NIL

The above resolution was passed with requisite majority

**Agenda No. 6**

**(Item No.6 of Annual General Meeting Notice)**

**“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 Rs.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."

**Resolution required:** Ordinary

**Mode of voting:** E-voting/Ballot paper

**In case of ~~Postal~~ E-voting/Ballot paper:**

Promoter / Public	No. of Shares held	No. of votes Poll/E-voting	% of Votes Poll/E-voting on outstanding shares	No. of Votes - in favour	No. of votes - against	% of Votes in favour on votes Poll/E-voting	% of Votes against on votes Poll/E-voting
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	8011318	8011318	100	8011318	NIL	100	NIL
Public Institutional holders	4270624	3389852	79.376	3389852	NIL	100	NIL
Public – Other	3233848	1577	0.0488	1577	NIL	100	NIL
Total	15515790	11402747	73.49	11402747	NIL	100	NIL

The above resolution was passed with requisite majority

**Agenda No. 7**

**(Item No.7 of Annual General Meeting Notice)**

**"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 Rs.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 Rs.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.”

*Resolution required: Ordinary*

*Mode of voting: E-voting/Ballot paper*

*In case of ~~Postal~~ E-voting/Ballot paper:*

Promoter / Public	No. of Shares held	No. of votes Poll/E-voting	% of Votes Poll/E-voting on outstanding shares	No. of Votes - in favour	No. of votes - against	% of Votes in favour on votes Poll/E-voting	% of Votes against on votes Poll/E-voting
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	8011318	8011318	100	8011318	NIL	100	NIL
Public Institutional holders	4270624	3389852	79.376	3389852	NIL	100	NIL
Public – Other	3233848	1582	0.0489	1549	33	97.914	2.086
Total	15515790	11402752	73.49	11402719	33	100*	0.00#

\*Rounded Off

#Nearest to Zero

The above resolution was passed with requisite majority

#### **Agenda No. 8**

##### **(Item No.8 of Annual General Meeting Notice)**

**“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 Rs.30,00,00,000/- divided into 30,00,00,000 equity shares of Re.1/- 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.”

**Resolution required:** Ordinary  
**Mode of voting:** E-voting/Ballot paper

**In case of ~~Postal~~ E-voting/Ballot paper:**

Promoter / Public	No. of Shares held	No. of votes Poll/E-voting	% of Votes Poll/E-voting on outstanding shares	No. of Votes - in favour	No. of votes - against	% of Votes in favour on votes Poll/E-voting	% of Votes against on votes Poll/E-voting
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	8011318	8011318	100	8011318	NIL	100	NIL
Public Institutional holders	4270624	3389852	79.376	3389852	NIL	100	NIL
Public – Other	3233848	1582	0.0489	1549	33	97.914	2.086
<b>Total</b>	<b>15515790</b>	<b>11402752</b>	<b>73.49</b>	<b>11402719</b>	<b>33</b>	<b>100*</b>	<b>0.00#</b>

\*Rounded Off

#Nearest to Zero

The above resolution was passed with requisite majority

**Agenda No. 9**  
**(Item No.9 of Annual General Meeting Notice)**

**“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.”

**Resolution required:** Special  
**Mode of voting:** E-voting/Ballot paper

**In case of ~~Postal~~ E-voting/Ballot paper:**

Promoter / Public	No. of Shares held	No. of votes Poll/E-voting	% of Votes Poll/E-voting on outstanding shares	No. of Votes - in favour	No. of votes - against	% of Votes in favour on votes Poll/E-voting	% of Votes against on votes Poll/E-voting
	(1)	(2)	(3)=	(4)	(5)	(6)=	(7)=

			$\frac{[(2)/(1)]^*}{100}$			$\frac{[(4)/(2)]}{*100}$	$\frac{[(5)/(2)]}{*100}$
<i>Promoter and Promoter Group</i>	8011318	8011318	100	8011318	NIL	100	NIL
<i>Public Institutional holders</i>	4270624	3389852	79.376	3389852	NIL	100	NIL
<i>Public – Other</i>	3233848	1532	0.0474	1499	33	97.846	2.154
<i>Total</i>	15515790	11402702	73.49	11402669	33	100*	0.00#

*\*Rounded Off*

*#Nearest to Zero*

The above resolution was passed with requisite majority

ADUN SARABAN

(MANAGING DIRECTOR)

*Place: Mumbai*

*Date: 14<sup>th</sup> May, 2015*