

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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To,
The Chairman
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 and voting by ballot at the Thirty Seventh Annual General Meeting of the members of ITD Cementation India Limited held on Wednesday, May 13, 2015 at 03.00 p.m.

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of ITD Cementation India Limited, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the Thirty Seventh Annual General Meeting of the members of ITD Cementation India Limited held on Wednesday, May 13, 2015 at 03.00 p.m.

I was also appointed as Scrutinizer to conduct the process in respect of the voting taken by ballot at the said Annual General Meeting held on May 13, 2015.

The Notice dated April 02, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions proposed at the Thirty Seventh Annual General Meeting of the members of the Company.

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



The Annual General Meeting had also provided voting facility to the shareholders present at the 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 May 06, 2015 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 Sunday, May 10, 2015 at 10:00 a.m. (IST) and ended on Tuesday, May 12, 2015 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 the said voting taken 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 Computershare Private Limited e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting through ballot in respect of the said Resolutions.



Resolution No. 1 :-

Adoption of Audited Balance Sheet as at 31st December, 2014, the Audited Statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

	Total number of members present and exercised their votes (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	20	28,52,453	--
Voting at the meeting	32	85,25,104	--
Total	52	1,13,77,557	99.78

(ii) Voted against the resolution:

	Total number of members present and voting (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	3	25,195	--
Voting at the meeting	--	--	--
Total	3	25,195	0.22

(iii) Invalid votes:

	Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of Votes cast by them (Shares)
Remote e-voting	--	--
Voting at the meeting	--	--
Total	NIL	N.A.



Resolution No. 2:-

Re-appointment of Mr. Premchai Karnasuta (DIN 00233779), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

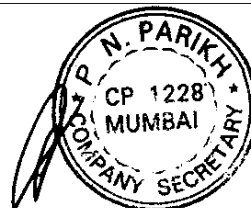
	Total number of members present and exercised their votes (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	18	28,46,148	--
Voting at the meeting	30	80,12,889	--
Total	48	1,08,59,037	95.23

(ii) Voted against the resolution:

	Total number of members present and voting (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	5	31,500	--
Voting at the meeting	2	5,12,215	--
Total	7	5,43,715	4.77

(iii) Invalid votes:

	Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of Votes cast by them (Shares)
Remote e-voting	--	--
Voting at the meeting	--	--
Total	NIL	N.A.



Resolution No. 3:-

Appointment of M/s. Walker Chandiook & Co, LLP, Mumbai, Chartered Accountants (Firm Registration No. N500013), as Statutory Auditors of the Company, to hold office for a period of two (2) years from the conclusion of this Annual General Meeting until the conclusion of the 39th Annual General Meeting.

(i) Voted in favour of the resolution:

	Total number of members present and exercised their votes (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	23	28,77,648	--
Voting at the meeting	32	85,25,104	--
Total	55	1,14,02,752	100.00

(ii) Voted against the resolution:

	Total number of members present and voting (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	--	--	--
Voting at the meeting	--	--	--
Total	NIL	N.A.	N.A.

(iii) Invalid votes:

	Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of Votes cast by them (Shares)
Remote e-voting	--	--
Voting at the meeting	--	--
Total	NIL	N.A.



Resolution No. 4:-

Appointment of Mrs. Ramola Mahajani (DIN: 00613428) as a Director of the Company.

(i) Voted in favour of the resolution:

	Total number of members present and exercised their votes (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	23	28,77,648	--
Voting at the meeting	31	85,25,099	--
Total	54	1,14,02,747	100.00

(ii) Voted against the resolution:

	Total number of members present and voting (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	--	--	--
Voting at the meeting	--	--	--
Total	NIL	N.A.	N.A.

(iii) Invalid votes:

	Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of Votes cast by them (Shares)
Remote e-voting	--	--
Voting at the meeting	1	5
Total	1	5



Resolution No. 5:-

Appointment of Mrs. Ramola Mahajani (DIN: 00613428) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

	Total number of members present and exercised their votes (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	23	28,77,648	--
Voting at the meeting	31	85,25,099	--
Total	54	1,14,02,747	100.00

(ii) Voted against the resolution:

	Total number of members present and voting (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	--	--	--
Voting at the meeting	--	--	--
Total	NIL	N.A.	N.A.

(iii) Invalid votes:

	Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of Votes cast by them (Shares)
Remote e-voting	--	--
Voting at the meeting	1	5
Total	1	5



Resolution No. 6:-

Payment of remuneration to the Cost Auditors of the Company for the financial year ending December 31, 2015.

(i) Voted in favour of the resolution:

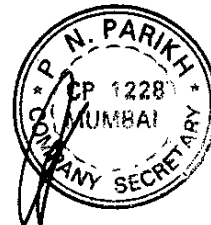
	Total number of members present and exercised their votes (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	23	28,77,648	--
Voting at the meeting	31	85,25,099	--
Total	54	1,14,02,747	100.00

(ii) Voted against the resolution:

	Total number of members present and voting (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	--	--	--
Voting at the meeting	--	--	--
Total	NIL	N.A.	N.A.

(iii) Invalid votes:

	Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of Votes cast by them (Shares)
Remote e-voting	--	--
Voting at the meeting	1	5
Total	1	5



Resolution No. 7:-

Sub-division of each Equity Share of the Company having face value of Rs. 10/- each into 10(Ten) Equity Shares of the face value of Re.1 each fully paid up.

(i) Voted in favour of the resolution:

	Total number of members present and exercised their votes (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	23	28,77,648	--
Voting at the meeting	30	85,25,071	--
Total	53	1,14,02,719	100.00*(Rounded-off)

(ii) Voted against the resolution:

	Total number of members present and voting (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	--	--	--
Voting at the meeting	2	33	--
Total	2	33	0.00#

(iii) Invalid votes:

	Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of Votes cast by them (Shares)
Remote e-voting	--	--
Voting at the meeting	--	--
Total	NIL	N.A.

*Voted in favour of the resolution:- 99.9997

#Voted against the resolution:- 0.0003



Resolution No. 8:-

Alteration of Clause V of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

	Total number of members present and exercised their votes (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	23	28,77,648	--
Voting at the meeting	30	85,25,071	--
Total	53	1,14,02,719	100.00*(Rounded-off)

(ii) Voted against the resolution:

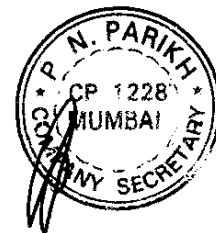
	Total number of members present and voting (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	--	--	--
Voting at the meeting	2	33	--
Total	2	33	0.00#

(iii) Invalid votes:

	Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of Votes cast by them (Shares)
Remote e-voting	--	--
Voting at the meeting	--	--
Total	NIL	N.A.

*Voted in favour of the resolution:- 99.9997

#Voted against the resolution:- 0.0003



Resolution No. 9:-

Adoption of New Set of Articles of Association of the Company.

(i) Voted in favour of the resolution:

	Total number of members present and exercised their votes (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	23	28,77,648	--
Voting at the meeting	29	85,25,021	--
Total	52	1,14,02,669	100.00*(Rounded-off)

(ii) Voted against the resolution:

	Total number of members present and voting (in person or proxy)	Total number of Votes cast by them (Shares)	% of total number of valid votes cast
Remote e-voting	--	--	--
Voting at the meeting	2	33	--
Total	2	33	0.00#

(iii) Invalid votes:

	Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of Votes cast by them (Shares)
Remote e-voting	--	--
Voting at the meeting	1	50
Total	1	50

*Voted in favour of the resolution:- 99.9997


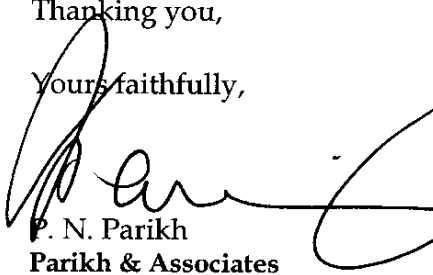
#Voted against the resolution:- 0.0003



The Register, all other papers and relevant records relating to remote e-voting and voting at the meeting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CPNo.: 1228
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp Laxmi Indl Estate,
Off Link Road, Andheri (West)
Mumbai - 400053

Place: Mumbai
Dated: May 14, 2015