

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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To,
The Chairman
ITD Cementation India Limited
National Plastic 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 by Companies (Management and Administration) Amendment Rules, 2015 and voting by Ballot at the Thirty-Eighth Annual General Meeting of the members of ITD Cementation India Limited held on Thursday, May 12, 2016 at 3.00 p.m.

I, P.N.Parikh of M/s. Parikh & Associates, Practicing 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 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the Thirty-Eighth Annual General Meeting of the members of ITD Cementation India Limited held on Thursday, May 12, 2016 at 3.00 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 12, 2016.

The Notice dated February 24, 2016 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 passed at the Thirty-Eighth Annual General Meeting 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 Company had also provided voting 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 May 05, 2016 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 Monday, May 09, 2016 at 10:00 a.m. (IST) and ended on Wednesday, May 11, 2016 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 Computershare Private Limited ("Karvy") e-voting system.

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



Resolution 1: Ordinary Resolution

Adoption of the financial statements of the Company, namely:

- (a) the Audited Standalone and Consolidated Balance Sheet as at 31st December, 2015
 (b) the Audited Standalone and Consolidated Statement of Profit and Loss for the year ended on that date,
 (c) the Standalone and Consolidated Cash Flow Statement for the year ended on that date
 (d) Notes annexed to, or forming part of the documents referred to in (a) to (c) above and the Reports of the Board of Directors and Auditors thereon.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 69 | 11,58,14,856 | 98.22 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 21,04,042 | 1.78 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 2 | 1,50,500 |



Resolution 2: Ordinary Resolution**Re-appointment of Mr. Pathai Chakornbundit (DIN: 00254312), retiring by rotation****(i) Voted in favour of the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 63 | 11,50,77,716 | 97.47 |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 17 | 29,90,162 | 2.53 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 5 | 1,520 |



Resolution 3: Ordinary Resolution

Ratification of appointment of M/s Walker Chandiook & Co LLP, Mumbai (Firm Registration No. 001076N/N500013) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the financial year 2017 and to authorise the Board to determine their remuneration.

(i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 82 | 11,80,68,896 | 100.00(Rounded off) |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 2 | 2 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 1 | 500 |



Resolution 4: Ordinary Resolution

Appointment of Mr. Piyachai Karnasuta (DIN: 07247974) as Director of the Company who was appointed as an Additional Director in the Company

(i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 71 | 11,61,44,868 | 98.37 |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 13 | 19,24,030 | 1.63 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 1 | 500 |



Resolution 5: Ordinary Resolution

Approval for payment of remuneration to Mr. Suresh Damodar Shenoy (Membership No. 8318), Cost Accountant, appointed as Cost Auditor of the Company for the financial year ending 31st December, 2016

(i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 82 | 11,80,68,896 | 100.00(Rounded off) |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 2 | 2 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 1 | 500 |



Resolution 6: Ordinary Resolution

Payment of commission to the Non-Executive Directors in India subject to a maximum of Rs. 5 Lakh per annum to each Director for each of the five financial years of the Company commencing on and from 1st January, 2016

(i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 81 | 11,80,68,026 | 100.00(Rounded off) |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 3 | 872 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 1 | 500 |



Resolution 7: Special Resolution

Re-appointment of and payment of remuneration to Mr. Adun Saraban (DIN: 01312769) as Managing Director of the Company for a period of 3 years from 1st January, 2016 to 31st December, 2018

(i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 82 | 11,80,68,896 | 100.00(Rounded Off) |

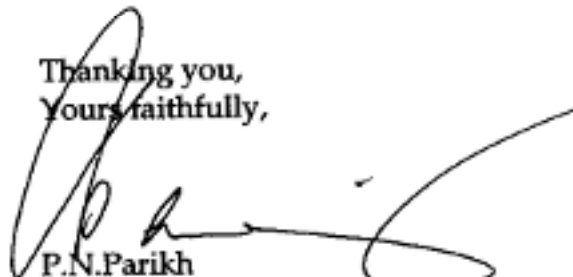
(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 2 | 2 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 1 | 500 |

Thanking you,
Yours faithfully,


P.N.Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 8331 CP No.: 9511
111,11th Floor, SaiDwar CHS Ltd
Sab TV Lane, Opp.LaxmiIndl. Estate,
Off Link Road, Above ShabariRestaurant,
Andheri West, Mumbai - 400053



Place: Mumbai
Dated: May 13, 2016