

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 26, 2016

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 Special Resolution to give loan(s) to any person or other body corporate(s); give any guarantee(s) or provide any security(ies) in connection with a loan to any other body corporate or person; acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s), in an aggregate for an amount not exceeding Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only), under Section 186 of the Companies Act, 2013 read with Rules framed thereunder.

I now enclose the following:

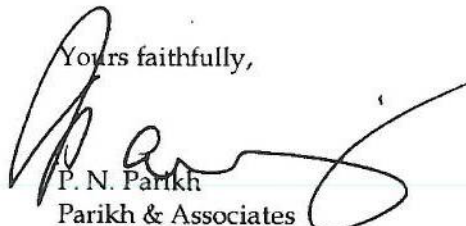
- a) My report to the Managing Director of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes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

I hope you will find the above in order.

Thanking you.



Yours faithfully,


P. N. Parikh
Parikh & Associates

Encl.: As above.

To
The Managing Director,
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, of M/s. Parikh & Associates, Practicing Company Secretaries, having my office at 111, 11th Floor, SaiDwar 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 Special Resolution to give loan(s) to any person or other body corporate(s); give any guarantee(s) or provide any security(ies) in connection with a loan to any other body corporate or person; acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s), in an aggregate for an amount not exceeding Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only), under Section 186 of the Companies Act, 2013 read with Rules framed thereunder.

The shareholders of the company holding shares as on the "cut-off" date of November 18, 2016 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Friday, November 25, 2016 at 10:00 a.m. (IST) and ended on Saturday, December 24, 2016 at 05:00 p.m. (IST) and the Karvy Computershare Private Limited e-voting module was disabled thereafter.

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. Votes cast through Physical ballot forms received up to Saturday, December 24, 2016 at 05:00 p.m. (IST) were also considered.

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 and the physical ballot forms received respectively and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

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 Resolution.



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Special Resolution to give loan(s) to any person or other body corporate(s); give any guarantee(s) or provide any security(ies) in connection with a loan to any other body corporate or person; acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s), in an aggregate for an amount not exceeding Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only), under Section 186 of the Companies Act, 2013 read with Rules framed thereunder.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
505	11,39,48,274	94.11

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
32	71,33,658	5.89

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
8	4,185

Place: Mumbai

Dated: December 26, 2016

Signature:
Name:

FCS: 327

P. N. Parikh
Scrutinizer

CP: 1228

Counter signed by

(Adun Saraban)
Managing Director