

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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

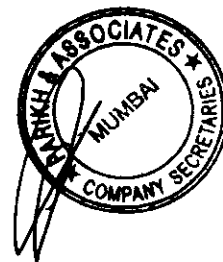
Dear Sir,

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 by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the 40th 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 Thursday, May 10, 2018 at 4.00 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, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 40th Annual General Meeting (AGM) of ITD Cementation India Limited held on Thursday, May 10, 2018 at 4.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on May 10, 2018.

The notice dated February 22, 2018 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 Computer Share 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 Thursday, May 03, 2018 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 07, 2018 at 10:00 a.m. (IST) and ended on Wednesday, May 09, 2018 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 physical ballots 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 physical ballots 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 December, 2017,

(b) the Audited Standalone and Consolidated Statements of Profit and Loss for the year ended on that date,

(c) the Standalone and Consolidated Cash Flow Statements 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:

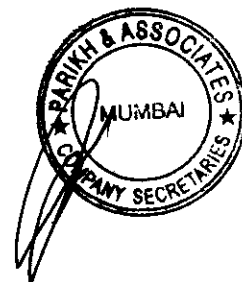
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
96	13,16,02,495	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	10	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	2,54,708



Resolution 2: Ordinary Resolution**Declaration of dividend for financial year 2017.****(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
98	13,18,52,505	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	4,708



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
89	12,52,46,107	94.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	66,06,398	5.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	4,708



Resolution 4: Ordinary Resolution

Ratification of appointment of M/s Walker Chandok & 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 year 2019.

(i) Voted in favour of the resolution:

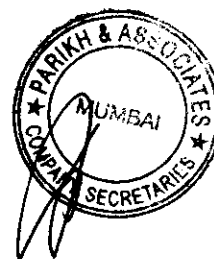
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
97	13,18,52,495	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	4,718



Resolution 5: Ordinary Resolution

Approval and ratification of payment of remuneration to Mr. Suresh Damodar Shenoy (Membership No. 8318), Cost Accountants appointed as Cost Auditors for the financial year ending on 31st March, 2019.

(i) Voted in favour of the resolution:

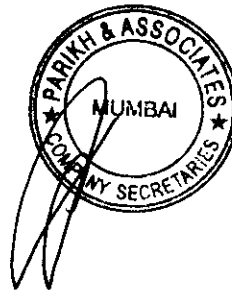
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
97	13,18,52,495	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	4,718



Resolution 6: Ordinary Resolution

**Approval for payment of remuneration to Mr. Adun Saraban (DIN: 01312769)
Managing Director of the company for the calendar year 2018.**

(i) Voted in favour of the resolution:

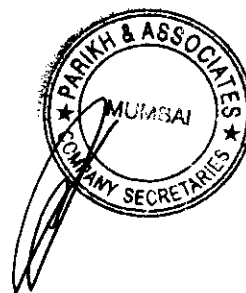
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
98	13,18,52,505	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	4,708



Resolution 7: Ordinary Resolution

Appointment of Mr. Sunil Shah Singh (DIN: 00233918) as a Director 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
98	13,18,52,505	100.00

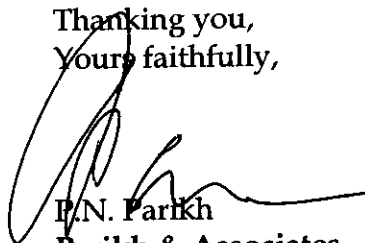
(ii) Voted against the resolution:

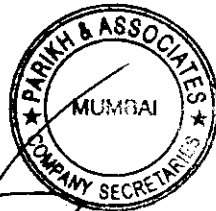
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	4,708

Thanking you,
Yours faithfully,


P.N. Parikh
Parikh & Associates
Practising Company Secretaries
 FCS: 327 CP No.: 1228
 111,11th Floor, Sai Dwar CHS Ltd
 Sab TV Lane, Opp.LaxmiIndl. Estate,
 Off Link Road, Above Shabari Restaurant,
 Andheri West, Mumbai - 400053



Place: Mumbai
Dated: 10 May, 2018