



## ITD CEMENTATION INDIA LIMITED

CIN: L61000MH1978PLC020435

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

**Phone No:** 022-66931600. Fax No.: 022-66931628.

**Website:** <http://www.itdcem.co.in>, **E-mail:** [investors.relation@itdcem.co.in](mailto:investors.relation@itdcem.co.in)

### NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modifications, amendments or re-enactments thereof for the time being in force) ("Postal Ballot Rules"), that ITD Cementation India Limited (the "**Company**") is seeking assent or dissent of its Members to the proposed Special Resolution as set out below, by means of Postal Ballot including e-voting ("**Postal Ballot**"):

For continuation of holding of office of Non-Executive Independent Director of the Company, by Mr. D. P. Roy (DIN 00049269) who has attained the age of above 75 years, from 1<sup>st</sup> April, 2019 upto the expiry of his present term of office of 5 years i.e. upto 5<sup>th</sup> August, 2019.

The Board of Directors of the Company, at its meeting held on 11<sup>th</sup> February, 2019, has approved the proposed Special Resolution as set out in the Notice, subject to the approval of the Members of the Company and also such other approvals from the authorities as may be required in this behalf.

The Special Resolution proposed to be passed by way of Postal Ballot and the Statement annexed to the Notice pursuant to Section 102(1) of the Act, read with Section 110 of the Act, and the prescribed rules including the Postal Ballot Rules, setting out the material facts and reasons thereof, are appended below for consideration of the Members.

In accordance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate means to its Members to enable them to give their assent or dissent to the proposed special resolution electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case Members desire to exercise their vote by using e-voting facility, they are kindly required to carefully follow the instructions as given for e-voting under Instructions for Voting. The Company has engaged the services of Karvy Fintech Private Limited (Karvy) for the purpose of providing e-voting facility to all its Members.

Members are requested to go through the proposed Special Resolution along with the Statement setting out material facts annexed to the Notice and carefully read the instructions printed overleaf the Postal Ballot Form and then mark their ASSENT or DISSENT by filling the details and affixing their signature at the place marked in the Postal Ballot Form and return it in the enclosed postage pre-paid self-addressed Business Reply Envelope so as to reach the Scrutinizer, not later than 5.00 p.m. IST on or before 26<sup>th</sup> March 2019. ASSENT or DISSENT of any Member received after 26<sup>th</sup> March, 2019, 5.00 p.m. IST would be treated as if no reply has been received. A Postal Ballot Form sent by courier or by Registered Post/Speed Post at the expense of the Member(s) will also be accepted.

The Board of Directors of the Company, at its meeting held on 11<sup>th</sup> February, 2019, has appointed Mr. P. N. Parikh (Membership No F 327) or failing him Mr. Mitesh Dhabiwala (Membership No. F 8831 ) or failing him Ms. Sarvari Shah (Membership No F 9697) of M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

Upon completion of the scrutiny of the Postal Ballot/ e-voting, the Scrutinizer will submit his report to the Chairman/ Managing Director / Deputy Managing Director / Company Secretary appointed by the Board for this purpose who shall counter sign the same. The results of the Postal Ballot shall be announced on or before Thursday, 28<sup>th</sup> March, 2019 by the Managing Director/ Deputy Managing Director/ Company Secretary at the Registered Office of the Company and shall also be displayed on the Company's website at <http://www.itdcem.co.in> and also on the website of Karvy at <http://evoting.karvy.com> besides communicating the same to the Stock Exchanges on which the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

Members requiring any clarifications on voting by Postal Ballot including e-voting may contact Mr. S.V. Raju of Karvy on Toll Free No.: 18003454001 or by email at [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

### **SPECIAL BUSINESS:**

#### **Item No. 1**

To consider, and, if thought fit, to give your assent or dissent, to the following **Special Resolution:**

“RESLOVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1<sup>st</sup> April, 2019, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, approval of the Members be and is hereby accorded to Mr. D. P. Roy (DIN - 00049269), Non-Executive Independent Director of the Company, who was appointed by the Members of the Company for a term of 5 years with effect with from 6<sup>th</sup> August, 2014 to 5<sup>th</sup> August, 2019 and who has attained the age of above 75 years, for continuing to be a Non-Executive Independent Director of the Company for the remainder of the above term of his appointment.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

#### **Registered Office:**

National Plastic Building, A-Subhash Road,  
Paranjape B Scheme, Vile Parle (East),  
Mumbai - 400 057.

#### **By Order of the Board**

**Rahul Neogi**  
**Company Secretary**  
Membership No. A-10653

Dated: 11<sup>th</sup> February, 2019

End: 1) Notice and Statement Annexed to the Notice

2) Postal Ballot Form

3) Self- addressed Postage Pre-paid Business Reply Envelope.

## NOTES:

1. The Statement pursuant to Section 102 (1) of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended, setting out the material facts for the proposed Special Resolution is annexed to this Notice.
2. The Notice is being sent to all Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 15<sup>th</sup> February, 2019. The date of dispatch of this Notice will be announced through advertisement in newspaper(s) and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the notice as for intimation only.
3. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are being sent by Registered Post/Courier along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the website <http://www.itdcem.co.in> or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s. Karvy Fintech Private Limited, Unit: ITD Cementation India Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, fill in the details and send the same to the Scrutinizer on or before 26<sup>th</sup> March, 2019, 5.00 p.m. IST.
4. The Board of Directors has appointed Mr. P. N. Parikh (Membership No F 327) or failing him Mr. Mitesh Dhabiwala (Membership No. F 8831) or failing him Ms. Sarvari Shah (Membership No F 9697) of M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and postage pre-paid self-addressed Business Reply Envelope are enclosed for use of the Members.
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting including remote e-voting facility to all Members of the Company to send their assent or dissent in respect of the special resolution to be passed through postal ballot/e-voting contained in the Notice dated 11<sup>th</sup> February, 2019. Karvy, our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically.
6. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached Business Reply Envelope, so as to reach the Scrutinizer not later than close of working hours on 26<sup>th</sup> March, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman / Managing Director / Deputy Managing Director / Company Secretary appointed by the Board for this purpose, after completion of the scrutiny and the results of postal ballot/ e-voting will be announced on or before Thursday, 28<sup>th</sup> March, 2019 by the Managing Director/Deputy Managing Director/Company Secretary, at the Registered Office of the Company at National Plastic Building, A-Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057.
7. The last date of receipt of Postal Ballot Forms/e-voting i.e. 26<sup>th</sup> March, 2019, shall be deemed to be the date of passing the Special Resolution, in the event the Special Resolution is assented to by the requisite majority of members.

The result of the Postal Ballot alongwith the Scrutinizer's Report shall be posted on the website of the Company at <http://www.itdcem.co.in> and also on the website of M/s. Karvy Fintech Private Limited at <http://evoting.karvy.com> besides communicating the same to the Stock Exchanges on which the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

8. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays, Sundays and Public Holidays.
9. Kindly note that Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If a Member opts for e-voting, then such Member cannot vote by physical postal ballot and also vice versa. However, in case a Member casts his / her vote by both physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical postal ballot shall be treated as invalid.

### **Statement Annexed to Notice Under Section 102(1) of the Companies Act, 2013**

#### **ITEM NO. 1**

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulations 2018 notified on 9<sup>th</sup> May, 2018, inter-alia, provides that with effect from 1<sup>st</sup> April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Members of the Company had approved the appointment of Mr. D. P. Roy as a Non-Executive Independent Director of the Company for a consecutive term of 5 years with effect from 6<sup>th</sup> August, 2014 to 5<sup>th</sup> August, 2019 vide ordinary resolution passed through Postal Ballot on 30<sup>th</sup> December, 2014.

Mr. D. P. Roy will be above the age of 75 years as on 1<sup>st</sup> April, 2019. It is therefore proposed to pass Special Resolution at Item No. 1 of the Notice for his continuation as Non-Executive Independent Director on the Board of the Company beyond 1<sup>st</sup> April, 2019 for the remainder of the above term of his appointment in compliance with the abovementioned Regulation.

#### **Mr. D. P. Roy, Non – Executive Independent Director**

Mr. D. P. Roy, 77, has been a Non-Executive Independent Director of the Company since 2007. He was the former Executive Chairman of SBI Capital Markets Limited and has a rich and wide experience in Corporate, International and Investment Banking Sectors of over 40 years. He held various senior executive and managerial posts in State Bank of India like Deputy Managing Director and Group Executive (International Banking), President and CEO New York office and Country Manager USA, Deputy Managing Director and Group Executive (Associates and Subsidiaries), Manager in SBI London, etc. He is also a certified Associate of the Indian Institute of Bankers and Fellow of Indian Council of Arbitration and he is actively engaged in Arbitration in NSE, BSE, MCX, NCDEX and ICA and is also on the advisory committee of Central Bank of India.

He is also a Director in the following companies :

1. Sastasunder Ventures Ltd.
2. Landmark Capital Advisors Private Limited
3. Escorts Securities Limited
4. SICOM Limited

Mr. Roy does not hold any shares in the Company.

Save and except Mr. D. P. Roy and his relatives to the extent of their shareholding, if any, none of the other Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

The Board is of the opinion that having regard to the knowledge and experience of Mr. D.P. Roy, his continuance on the Board as a Non-Executive Independent Director of the Company upto 5<sup>th</sup> August, 2019, by the date on which his appointment expires, would be beneficial to the Company and therefore recommends the Resolution at Item No. 1 of the accompanying Notice for the approval of Members of the Company.

**Registered Office:**

National Plastic Building, A-Subhash Road,  
Paranjape B Scheme, Vile Parle (East),  
Mumbai - 400 057.

**By Order of the Board**

**Rahul Neogi**  
**Company Secretary**  
Membership No. A-10653

Dated: 11<sup>th</sup> February, 2019

## INSTRUCTIONS FOR VOTING

### Voting through Physical

#### Postal Ballot Form

- 1) Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, on or before 26<sup>th</sup> March, 2019, 5.00 p.m. IST to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- 2) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is at all permitted.

Envelopes containing Postal Ballot Form if deposited in person or sent by Courier or Registered /Speed Post at the expense of the Members will also be accepted.

#### E-Voting including Remote e-voting

The instructions for e-voting are as under:

**(a) Procedure & instructions for E-voting**

- (i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- (ii) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio / DP ID and Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) Please contact our toll free No. 18003454001 for any further clarifications.
- (iv) Members can cast their vote online from 25<sup>th</sup> February, 2019 (10.00 a.m. IST) and ends on 26<sup>th</sup> March, 2019 (5.00 p.m. IST).
- (v) After entering these details appropriately, click on "LOGIN".
- (vi) Members holding Shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email ID, etc. on 1<sup>st</sup> login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) You need to login again with the new credentials.
- (viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- (ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and had cast your vote earlier for any company, then your existing login id and password are to be used.
- (x) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST' for voting. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate / Institutional Members (Corporate / Fls/ Flls/ Trust / Mutual Funds / Banks, etc.) are required to send scan (PDF Format) of the relevant Board Resolution to the Scrutinizer through e-mail to [scrutinizer@itdcem.co.in](mailto:scrutinizer@itdcem.co.in) with copy to [einward.ris@karvy.com](mailto:einward.ris@karvy.com) The file scanned image of the Board Resolution should be in the naming format "Corporate Name Event No."

**(b) In case of Shareholders' receiving Postal Ballot Form by Post :**

- (i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to (xii) of (a) above, to cast vote.

3. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://evoting.karvy.com> or contact Karvy Fintech Private Limited on Toll Free No.: 18003454001.
4. If you are already registered with Karvy Fintech Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
5. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. Kindly note that the Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting.

However, in case Members cast their vote by both physical Postal Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.

7. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed postage pre-paid Business Reply Envelope to the Scrutinizer, so as to reach the Scrutinizer not later than 5.00 p.m. IST on or before 26<sup>th</sup> March, 2019. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Member(s) will also be accepted. Assent / Dissent of the Member received after 26<sup>th</sup> March, 2019 (5.00 p.m. IST) would be strictly treated as if reply from the Members has not been received.

8. The e-voting period commences on 25<sup>th</sup> February 2019 (10.00 a.m. IST) and ends on the close of working hours on 26<sup>th</sup> March, 2019 (5.00 p.m. IST). The e-voting module shall also be disabled by M/s. Karvy Fintech Private Limited for voting thereafter.
9. The voting rights of Members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e. 15<sup>th</sup> February, 2019.
10. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, details of dispatch of Notice and Postal Ballot Form to the Members will be published in at least one English language and one vernacular language newspaper circulating in Mumbai and the notice of Postal Ballot shall be placed on the website of the Company.
11. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding. The Scrutinizer will submit his report to the Chairman / Managing Director / Deputy Managing Director / Company Secretary appointed by the Board for this purpose after completion of the scrutiny of the Postal Ballot Forms received in electronic and physical mode.
12. The last date of receipt of Postal Ballot Forms/e-voting i.e. 26<sup>th</sup> March, 2019, shall be deemed to be the date of passing the Special Resolution, in the event the Special Resolution is assented to by the requisite majority of members.

The result of the Postal Ballot alongwith the Scrutinizer's Report shall be posted on the website of the Company at <http://www.itdcm.co.in> and also on the website of M/s. Karvy Fintech Private Limited at <http://evoting.karvy.com> besides communicating the same to the Stock Exchanges on which the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.