

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
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March 27, 2019

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

Kind Attn: Mr. Rahul Neogi

Sub. : Report on Postal Ballot Voting of ITD CEMENTATION INDIA LIMITED

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special resolution 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 1st April, 2019 upto the expiry of his present term of office of 5 years i.e. upto 5th August, 2019.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical mode and e-voting done through electronic mode.
- b) The register showing the particulars of the physical postal ballots received and processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the M/s. Karvy Fintech Private Limited ("Karvy") e-voting system in respect of the said Resolution.

Thanking you.

Yours faithfully,



P. N. Parikh
Parikh & Associates

Encl.: As above.



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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

Report of Scrutinizer

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400053, have been appointed as the Scrutinizer to conduct the postal ballot/ remote e-voting process in respect of the Special resolution 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 1st April, 2019 upto the expiry of his present term of office of 5 years i.e. upto 5th August, 2019 pursuant to the Notice dated February 11, 2019, issued under Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration), Rules, 2014, as amended from time to time.

The Notice along with statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the above mentioned resolution passed through Postal Ballot.

The Company had availed the e-voting facility offered by M/s. Karvy Fintech Private Limited ("Karvy") for conducting e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of February 15, 2019 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on February 25, 2019 at 10:00 a.m. (IST) and ended on March 26, 2019 at 05:00 p.m. (IST) and the Karvy e-voting module was disabled thereafter.

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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 March 26, 2019 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the Karvy e-voting system and the physical ballot forms received and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a consolidated Scrutinizer's Report of the votes cast in favour or against the said resolution.

I now submit my consolidated Scrutinizer Report on the results of the voting by postal ballot in physical and electronic mode in respect of the said resolution:



Resolution 1.Special Resolution

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 1st April, 2019 upto the expiry of his present term of office of 5 years i.e. upto 5th August, 2019.

(iii) 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
117	12,25,78,423	95.02

(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
28	64,30,367	4.98

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
2	1445

Place: Mumbai
Dated : March 27, 2019



Signature:

Name: P. N. Parikh
Scrutinizer

FCS: 327 CP: 1228

