

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
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July 02, 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 following resolutions:

- a) Ordinary Resolution - Approval to the appointment of Mr. Pankaj I. C. Jain (DIN 0173513) as a Director and as an Independent Director of the Company.
- b) Ordinary Resolution - Approval to the re-appointment of Mr. Adun Saraban (DIN 01312769) as Managing Director for the period from 1<sup>st</sup> January,2019 to 22<sup>nd</sup> April,2019 and his appointment as Whole-time Director designated as Executive Vice Chairman for the period from 23<sup>rd</sup> April,2019 to 31<sup>st</sup> December,2019.
- c) Ordinary Resolution - Approval to the appointment of Mr. Jayanta Basu (DIN 08291114) as a Director of the Company.
- d) Ordinary Resolution - Approval to the appointment of Mr. Jayanta Basu (DIN 08291114) as Deputy Managing Director for the period from 29<sup>th</sup> November,2018 to 22<sup>nd</sup> April,2019 and his appointment as Managing Director for the period from 23<sup>rd</sup> April,2019 to 22<sup>nd</sup> April,2022.
- e) Ordinary Resolution - Approval to the appointment of Mr. Santi Jongkongka (DIN 08441312) as a Director of the Company.
- f) Special Resolution - Approval to the appointment of Mr. Santi Jongkongka (DIN 08441312) as Whole-time Director designated as Executive Director (Operations) for the period from 2<sup>nd</sup> May, 2019 to 21<sup>st</sup> May, 2019 and his appointment and re-designation as Executive Vice Chairman (Designate) with effect from 22<sup>nd</sup> May, 2019.
- g) Special Resolution - Approval to the re-appointment of Mr. D. P. Roy (DIN 00049269) as an Independent Director of the Company for a second term of two years from 6<sup>th</sup> August,2019 to 5<sup>th</sup> August,2021.



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 Karvy Fintech Private Limited ("Karvy") e-voting system in respect of the said Resolution.

Thanking you.



Yours faithfully,

A handwritten signature in blue ink, appearing to be "P. N. Parikh", written over the typed name.

P. N. Parikh  
Parikh & Associates

Encl.: As above.

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, was appointed as the Scrutinizer to conduct the postal ballot/remote e-voting process in respect of the following resolutions:

- a) Ordinary Resolution - Approval to the appointment of Mr. Pankaj I. C. Jain (DIN 0173513) as a Director and as an Independent Director of the Company.
- b) Ordinary Resolution - Approval to the re-appointment of Mr. Adun Saraban (DIN 01312769) as Managing Director for the period from 1<sup>st</sup> January, 2019 to 22<sup>nd</sup> April, 2019 and his appointment as Whole-time Director designated as Executive Vice Chairman for the period from 23<sup>rd</sup> April, 2019 to 31<sup>st</sup> December, 2019.
- c) Ordinary Resolution - Approval to the appointment of Mr. Jayanta Basu (DIN 08291114) as a Director of the Company.
- d) Ordinary Resolution - Approval to the appointment of Mr. Jayanta Basu (DIN 08291114) as Deputy Managing Director for the period from 29<sup>th</sup> November, 2018 to 22<sup>nd</sup> April, 2019 and his appointment as Managing Director for the period from 23<sup>rd</sup> April, 2019 to 22<sup>nd</sup> April, 2022.
- e) Ordinary Resolution - Approval to the appointment of Mr. Santi Jongkongka (DIN 08441312) as a Director of the Company.
- f) Special Resolution - Approval to the appointment of Mr. Santi Jongkongka (DIN 08441312) as Whole-time Director designated as Executive Director (Operations) for the period from 2<sup>nd</sup> May, 2019 to 21<sup>st</sup> May, 2019 and his appointment and re-designation as Executive Vice Chairman (Designate) with effect from 22<sup>nd</sup> May, 2019.
- g) Special Resolution - Approval to the re-appointment of Mr. D. P. Roy (DIN 00049269) as an Independent Director of the Company for a second term of two years from 6<sup>th</sup> August, 2019 to 5<sup>th</sup> August, 2021.



pursuant to the Notice dated May 22, 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 May 17, 2019 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on June 02, 2019 at 10:00 a.m. (IST) and ended on July 01, 2019 at 05:00 p.m. (IST) and the Karvy 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 July 01, 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 - Ordinary Resolution**

**Approval to the appointment of Mr. Pankaj I. C. Jain (DIN 0173513) as a Director and as an Independent Director of the Company.**

(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
122	12,85,76,218	99.99

(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
6	10,278	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
6	10,858



**Resolution 2 - Ordinary Resolution**

**Approval to the re-appointment of Mr. Adun Saraban (DIN 01312769) as Managing Director for the period from 1st January, 2019 to 22nd April, 2019 and his appointment as Whole-time Director designated as Executive Vice Chairman for the period from 23rd April, 2019 to 31st December, 2019.**

(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
120	12,85,74,963	99.99

(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
8	11,726	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
6	10,858



**Resolution 3- Ordinary Resolution**

**Approval to the appointment of Mr. Jayanta Basu (DIN 08291114) as a Director of the Company**

(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
122	12,85,76,238	99.99

(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
7	10,258	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
6	10,858



**Resolution 4- Ordinary Resolution**

**Approval to the appointment of Mr. Jayanta Basu (DIN 08291114) as Deputy Managing Director for the period from 29th November, 2018 to 22nd April, 2019 and his appointment as Managing Director for the period from 23rd April, 2019 to 22nd April, 2022.**

(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
118	12,85,74,761	99.99

(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
10	11,735	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
6	10,858





**Resolution 5 - Ordinary Resolution****Approval to the appointment of Mr. Santi Jongkongka (DIN 08441312) as a Director of the Company**

(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
123	12,85,76,243	99.99

(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
5	10,253	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
6	10,858



**Resolution 6 - Special Resolution**

**Approval to the appointment of Mr. Santi Jongkongka (DIN 08441312) as Whole-time Director designated as Executive Director (Operations) for the period from 2nd May, 2019 to 21st May, 2019 and his appointment and re-designation as Executive Vice Chairman (Designate) with effect from 22nd May, 2019.**

(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
120	12,85,75,171	99.99

(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
8	11,726	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
5	10,450



**Resolution 7- Special Resolution**

**Approval to the re-appointment of Mr. D. P. Roy (DIN 00049269) as an Independent Director of the Company for a second term of two years from 6th August, 2019 to 5th August, 2021.**

(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
109	11,92,41,487	92.73

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

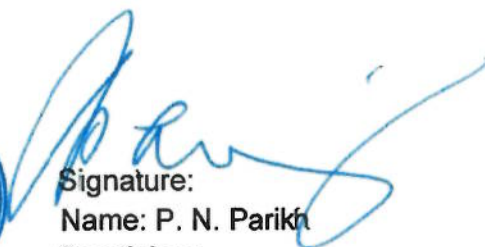
Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
19	93,44,967	7.27

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
6	10,900

Place: Mumbai  
Dated: July 02, 2019



Signature:   
Name: P. N. Parikh  
Scrutinizer  
FCS: 327 CP: 1228

