



Commitment, Reliability & Quality

ITD CEMENTATION INDIA LIMITED

CIN: L61000MH1978PLC020435

Registered Office: National Plastic Building, A – Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai 400 057, Maharashtra, India

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

Email: investors.relation@itdcem.co.in, Website: www.itdcem.co.in

NOTICE

NOTICE is hereby given that the FORTY SECOND ANNUAL GENERAL MEETING (AGM) of the Members of ITD CEMENTATION INDIA LIMITED (the Company) will be held on Wednesday, 23rd September, 2020 at 3:00 p.m.(IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company at National Plastic Building, A-Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai 400057.

Ordinary Business:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, together with the Report of the Auditors thereon.
- To declare a dividend of ₹ 0.30/- per equity share of ₹ 1/- each (30%) for the financial year ended 31st March, 2020.
- To appoint a Director in place of Mr. Piyachai Karnasuta (DIN: 07247974), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business

- To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the payment by the Company of remuneration of ₹ 4,72,500/- (Rupees Four Lakh Seventy Two Thousand Five Hundred Only) per annum plus applicable taxes and out of pocket expenses, if any, actually incurred during the course of audit, to Mr. Suresh Damodar Shenoy, Cost Accountant (Membership Number 8318) appointed by the Board of Directors of the Company as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial

year ending on 31st March, 2021 be and is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Registered Office:

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

Dated: 17th June, 2020

Rahul Neogi

Company Secretary
Membership No.A-10653

NOTES:

- In view of the outbreak of Covid-19 pandemic and the need to maintain social distancing norms as per the directives of the Ministry of Home Affairs, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as MCA Circulars) has permitted the holding of the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC / OAVM,. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company's website www.itdcem.co.in and also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
- In terms of clause 3(A) (II) of General Circular No. 20/2020 dated 5th May, 2020, issued by the MCA, the Special Business appearing at Item No. 4 of the accompanying Notice, is considered to be unavoidable by the Board and therefore forms part of the Notice.

3. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
4. **As the AGM is being held pursuant to the MCA Circulars through VC / OAVM and the requirement of physical attendance of Members has been dispensed with in terms of the MCA circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ("SEBI Circular"), the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed .**
5. Institutional / Corporate Members/ Societies intending to appoint their authorized representative to attend the meeting through VC are required to send a scanned copy (PDF/JPEG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote either through remote e-voting or during the AGM. The said Resolution/ Authorization should be sent electronically through their registered email addresses to the Scrutinizer at scrutinizer@itdcem.co.in with a copy marked to the Company at investor.relations@itdcem.co.in.
6. The Members can join the AGM in VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
7. As per the MCA Circular, the facility of VC/OAVM will be made available to at least 1000 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
8. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In terms of Secretarial Standard-2 (SS-2) relating to General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with clarifications issued by the ICSI on applicability of Secretarial Standards 1 and 2 dated 15th April, 2020, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which is the deemed venue of the AGM.
10. The relative Statement of material facts pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") in respect of the business at Item No. 4 of the Notice, is annexed hereto. The relevant details of the Director seeking re-appointment under Item No. 3 of the Notice, as required by Regulation 26(4) and Regulation 36(3) of the Listing Regulations and SS-2 on General Meetings issued by the Institute of Company Secretaries of India, are also annexed.
11. (a) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 17th September, 2020 to Wednesday, 23rd September, 2020 (both days inclusive) for the purpose of AGM and for determining the names of members eligible for dividend on equity shares, if declared at the AGM.
 - (b) The dividend, if any, that may be declared at the meeting will be paid on 30th September, 2020 to :
 - i) the members in respect of shares held in physical form after giving effect to valid transmission and transposition of shares in respect of valid requests lodged with the Company as of the close of business hours on 16th September 2020, and
 - ii) the members whose names appear as Beneficial Owners in the Register and Index of Beneficial Owners as at the end of the business hours on 16th September, 2020 as per details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.
12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 (the IT Act). In order to enable compliance with TDS requirements, Members were requested, vide Company's e-mail communication dated 13th July 2020, to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants (DPs) or in case shares are held in physical form, with the Company by sending documents through e-mail by 10th September, 2020.
13. In cases where the Members who are unable to receive the dividend directly in their bank accounts through National Electronic Clearing Service (NECS) or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/bankers' cheque/demand draft to such Members, upon normalisation of postal services and other activities.
14. In order to eliminate the risk associated with fraudulent encashment of warrants and to ensure proper receipt of

dividend, members are advised to avail of the facility for receipt of dividend through ECS/NECS. Members holding shares in physical form are requested to send an email in this regard along with following details, registered folio number attaching photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card at einward.ris@kfintech.com and investor.relations@itdcem.co.in.

15. Pursuant to the provisions of Section 124 (5) of the Act, the dividend(s) remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company is/are required to be transferred to the Investor Education and Protection Fund (IEPF), administered by the Central Government. During the year, the dividend declared by the Company for the financial year ended 31st December, 2011, which was unclaimed, has been transferred to IEPF. Further, the dividend declared by the Company for the financial year ended 31st December, 2012, which was unclaimed, is required to be transferred to the IEPF during the current year. The Company has uploaded the details of the unclaimed amounts of dividend(s) of the Members on the website of the Company (www.itdcem.co.in) as per the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016.

Members, who have not yet encashed their dividend(s) pertaining to the financial year ended 31st December, 2013 and onwards, are advised to write to the Company immediately, claiming dividend(s) declared by the Company.

16. Pursuant to the provisions of Section 124 (6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/encashed dividend for the last seven consecutive years, to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company's website at www.itdcem.co.in.

In the event Members do not claim dividend(s) that have remained unpaid/unclaimed upto the Financial Year ended 31st December, 2013, as aforesaid, all the shares in respect of such unpaid/unclaimed dividend(s) would have to be transferred to the IEPF Authority.

17. The Members/claimants whose shares, unpaid dividend, etc. have been transferred to the IEPF Authority, may claim the shares or apply for refund by making an application in Form IEPF-5 web (available on www.iepf.gov.in) along with requisite fee as may be decided by the IEPF Authority from time to time to the IEPF authority.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by

the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without payment of any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 23rd September, 2020. Members seeking to inspect such documents can send an email to investor.relations@itdcem.co.in.

19. In case of joint holders attending the AGM through video conferencing, only such joint holder who is higher in the order of names will be entitled to do the e-Voting.
20. Members who have cast their votes on the resolutions by remote e-voting prior to the AGM can participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote through e-voting on such resolutions again.
21. Members holding shares in physical form are requested to send intimation pertaining to their bank account details, mandates, nominations, address, e-mail address etc. and any changes thereat, if any, immediately to the Company's Registrar and Transfer Agents, KFin Technologies Private Limited at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Tel: +91 40 67162222, Fax : +91 40 23420814, email ID : einward.ris@kfintech.com and / or its Branch Office at 24-B, Raja Bahadur Mansion, Ambalal Doshi Marg, Behind BSE, Fort, Mumbai - 400023, Tel: +91 22 66235454 email ID : irefort@kfintech.com (hereinafter referred to as RTA). Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants only and Member holding shares in physical form must intimate the changes, if any to the RTA.
22. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after March 31, 2019 transfer of securities would not be processed unless the securities are held in dematerialized form with a depository.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode

23. For ease of conduct of AGM, members who would like to ask questions / express their views may send their questions in advance at least three (3) days before the date of AGM mentioning their name, demat account number/ folio number, email id, mobile number at investor.relations@itdcem.co.in. The same will be replied to by the Company.
24. Due to COVID-19 pandemic and difficulties involved in dispatching of physical copies of the Annual Report, MCA, vide its Circular dated 5th May, 2020 and SEBI vide its Circular dated 12th May, 2020 have dispensed with the requirement of printing and dispatch of physical copies of the Annual Report. Accordingly, the Notice of the AGM along with the Annual Report 2019-20 and instructions for e-voting are being sent only by electronic mode to those

Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.itdcem.co.in and on the website of CDSL at www.evotingindia.com. For any communication, the shareholders may send requests to the Company's email-id: investor.relations@itdcem.co.in.

Members holding shares in physical mode are requested to register their email ID with the RTA at https://ris.kfintech.com/email_registration/ for receiving notice and Annual Report by email.

25. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.

26. Voting through electronic means

- a. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

I) INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The e-voting period commences on Sunday, 20th September, 2020 (9.00 a.m. IST) and ends on Tuesday, 22nd September, 2020 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" module.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for ITD Cementation India Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians –Remote Voting.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company through their registered email address to the Scrutinizer at scrutinizer@itdcem.co.in with a copy marked to the Company at investor.relations@itdcem.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

General instruction

1. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date, being 16th September, 2020. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut – off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting.
2. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the AGM through electronic means.

4. Mr P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8831) or failing him Ms. Sarvari Shah (Membership No. FCS 9697) of M/s Parikh & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting prior to the AGM and e-voting during the AGM and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
6. The Results declared alongwith the Scrutinizer's Report(s) will be available on the website of the Company (www.itdcem.co.in) and on CDSL's website (www.evotingindia.com) and communication of the same will be made to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be placed on the Notice Board at the Registered Office of the Company.
7. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at HYPERLINK "<http://www.evotingindia.com>" www.evotingindia.com, under help section or write an email to HYPERLINK "<mailto:helpdesk.evoting@cdslindia.com>" helpdesk. evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).
8. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to HYPERLINK "<mailto:helpdesk.evoting@cdslindia.com>" helpdesk.evoting@cdslindia.com or call on 022- 23058738 / 022-23058542/43.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned

copy of Aadhaar Card) by email to send requests to the Company's email-id: investor.relations@itdcem.co.in. or email ID : einward.ris@kfintech.com or on website of RTA at https://ris.kfintech.com/email_registration/

2. For Demat shareholders - Members who hold their shares in dematerialised form and not updated/registered their email ID may get in touch with their depository participants to update /register their email IDs.

II) INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

III) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

- b) Shareholders are encouraged to join the Meeting

through Laptops / IPads for better experience.

- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) System requirements for VC/OAVM is Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more Microphone and speakers – built-in or USB plug-in or wireless Bluetooth and use Browser of Google Chrome : Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge Chromium: Version 72 or latest Safari: Version 11 or latest Internet.

*Explorer is Not Supported

- e) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- f) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at investor.relations@itdcem.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@itdcem.co.in. These queries will be suitably replied to by the Company.
- g) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict

the number of questions and number of speakers, depending on the availability of the time as regards smooth conduct of the AGM proceedings.

Statement of material facts annexed to the Notice as required under Section 102 (1) of the Companies Act, 2013 ('the Act')

Item 4

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Mr. Suresh Damodar Shenoy, Cost Accountant in Practice (Membership No. 8318), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending on 31st March, 2021, at a remuneration of ₹ 472,500/- (Rupees Four Lakh Seventy Two Thousand Five Hundred Only) per annum plus applicable taxes and out of pocket expenses, if any, actually incurred during the course of audit. In terms of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the payment of the above remuneration to the Cost Auditor needs to be approved and ratified by the Members of the Company.

None of the Directors, Key Managerial Personnel and their respective relatives are concerned in any manner or interested, financially or otherwise, in the Resolution set out at Item 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item 4 of the Notice for approval of the Members of the Company.

By Order of the Board

Registered Office:

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

Dated: 17th June, 2020

Rahul Neogi

Company Secretary
Membership No.A-10653

The particulars of the Director, who is proposed to be re-appointed at this Annual General Meeting, is given below, as required pursuant to Regulation 26(4) and Regulation 36 (3) of the Listing Regulations, 2015 as amended from time to time and also other details as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India:

	Brief resume of Mr. Piyachai Karnasuta proposed to be re-appointed as Director liable to retire by rotation.
Age	45 years
Qualifications	Bachelor of Civil Engineering from Washington University and MBA from Waseda University.
Experience & Justification (including expertise in specific functional area)/Brief Resume	Mr. Piyachai Karnasuta is a Director of the Company since 2015 and has been appointed Chairman of the Company with effect from 1st April, 2019. He has experience and knowledge in Civil Engineering and Construction of over 17 years. He is the Executive Vice President of Italian-Thai Development Public Company Limited, Thailand, the promoter of the Company.
Terms and Conditions of Appointment	As per item 3 of the Notice dated 17th June, 2020.
Remuneration last drawn (including sitting fees, if any)	Commission- ₹ 6.00 Lakh Sitting Fees- ₹ 10.65 Lakh
Remuneration proposed to be paid	Only Sitting Fees and Commission
Date of first appointment on the Board	5th August, 2015
Shareholding in the Company as on 17th June 2020	None
Relationship with other Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	Board: 7 (out of 7 held)
Directorships of other Boards	Nil
Membership/ Chairmanship of Committee of other Boards	Nil

By Order of the Board

Registered Office:

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

Dated: 17th June, 2020

Rahul Neogi

Company Secretary
Membership No.A-10653