



ITD Cementation India Limited

CIN: L61000MH1978PLC020435

Registered Office: 9th Floor, Prima Bay, Tower - B,
Gate No. 5, Saki Vihar Road, Powai, Mumbai-400072

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

Website: <http://www.itdcem.co.in>, **E-mail:** investor.relations@itdcem.co.in

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Postal Ballot Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications, amendments or re-enactments thereof for the time being in force) that ITD Cementation India Limited ("the Company") is seeking assent or dissent of its Members to the proposed Special Resolution as set out hereunder by means of Postal Ballot including e-voting (Postal Ballot).

Special Resolution:

Approval to the appointment of Ms. Jana Chatra (DIN 07149281) as a Director and as an Independent Director of the Company for a term of 5 (five) consecutive years from 9th November, 2022 to 8th November, 2027 (both days inclusive).

The Board of Directors of the Company, at its meeting held on 9th November, 2022, has approved the Postal Ballot Notice containing the proposed special resolution, 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 resolution proposed to be passed by way of Postal Ballot and the Statement annexed to the Notice pursuant to Section 102(1), 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, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and SEBI Listing Regulations, the Company is pleased to offer remote e-voting facility as an alternate means to its Members to enable them to give their assent or dissent to the proposed resolution electronically. E-voting

is optional. In case Members desire to exercise their vote by using e-voting facility, they are required to carefully follow the instructions as given for e-voting under Instructions for e-Voting. The Company has engaged the services of KFIN Technologies Limited ("KFintech") for the purpose of providing e-voting facility to all its Members. However, Members who do not have access to e-voting facility, can send their assent or dissent in writing using the Postal Ballot Form attached herewith.

Members are requested to go through the proposed 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 putting their signature at the place marked in the Postal Ballot Form and return it in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer, not later than 5:00 p.m. IST on 31st January, 2023. ASSENT or DISSENT of any Member received after 5:00 p.m. IST on 31st January, 2023 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 9th November, 2022 has appointed Mr. P. N. Parikh (Membership No. F 327) or failing him Mr. Mitesh Dhabliwala (Membership No. F 8831) or failing him Ms. Sarvari Shah (Membership No. F 9697) of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.

After completion of the scrutiny of the Postal Ballot/ e-voting, the Scrutinizer will submit his/her report to the Executive Vice Chairman / Managing Director / Company Secretary who shall counter sign the same. The results shall be announced on or before 2nd February, 2023 by the Executive Vice Chairman/ Managing Director / Company Secretary, duly authorised by the Chairman for this purpose, at the Registered Office of the Company and shall also be displayed on the Company's website at <http://www.itdcem.co.in> and on its notice board at the Registered Office of the Company and also on the website of KFintech at <http://evoting.kfintech.com> besides

communicating the same to the Stock Exchanges on which the shares of the Company are listed.

Members requiring any clarifications on e-voting may contact Mr. Raju S.V., Dy. Vice President/ Mr. Mohan Kumar A., Manager of KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 on toll free No. 1-800-309-4001 or by e-mail at einward.ris@kfintech.com.

RESOLUTION:

1. To consider, and, if thought fit to give your assent or dissent to the following resolution as a **Special Resolution:**

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee, Ms. Jana Chatra (DIN 07149281), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 9th November, 2022, in terms of Section 161 of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1) (b) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”) and based on the recommendation of the Nomination and Remuneration Committee, Ms. Jana Chatra (DIN 07149281), who meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from 9th November, 2022 to 8th November, 2027 (both days inclusive).

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby severally authorised to do all acts, deeds, matters and things incidental thereto and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

Rahul Neogi
Company Secretary
Membership No.A-10653

Registered Office:

9th Floor, Prima Bay, Tower - B,
Gate No. 5, Saki Vihar Road,
Powai, Mumbai-400072

Dated: 9th November, 2022

- Encl: 1) 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 Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out the material facts for the proposed 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 23rd December, 2022 (cut-off date). 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 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. 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 link <http://www.itdcem.co.in> or <https://evoting.kfintech.com> or seek duplicate Postal Ballot Form from M/s. KFin Technologies Limited (KFinTech), Unit: ITD Cementation India Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, record their assent or dissent by filling up the necessary details and putting his/her/their signature(s) at the marked place in the Postal Ballot Form and send the same by registered post/speed post/courier (at the expense of the Members) so as reach the Scrutinizer not later than 5.00 p.m. IST on 31st January, 2023.
4. For Members whose email addresses are not registered with the Company / KFinTech / Depository Participants, Postal Ballot Notice along with Postal Ballot Form and self-addressed postage pre-paid envelopes are being sent in physical form and they are requested to record their assent or dissent either through remote e-voting facility provided for this Postal Ballot or by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and returning the

duly completed Postal Ballot Form, in the self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 p.m. IST on 31st January 2023. A Member who has not received Postal Ballot Form may download the Postal Ballot Form from the Company's website (www.itdcem.com) or KFintech's website (<https://evoting.kfintech.com>) or seek duplicate Postal Ballot Form from KFintech. The envelopes containing Postal Ballot Forms, if sent by courier/ registered / speed post (at the expense of the shareholders) will also be accepted if received not later than 5.00 p.m. IST on 31st January 2023.

5. The Board of Directors has appointed Mr. P. N. Parikh (Membership No. F 327) or failing him Mr. Mitesh Dhabliwala (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 in a fair and transparent manner. The Postal Ballot Form and self-addressed postage pre-paid Business Reply Envelope are enclosed for use of the Members.
6. 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 SEBI Listing Regulations, as amended from time to time, read with circular of SEBI on e-Voting Facility provided by Listed Entities dated 9th December, 2020, SS-2 and any amendments thereto, the Company is providing remote e-voting facility to all Members of the Company to send their assent or dissent in respect of the proposed resolution to be passed through postal ballot/e-voting contained in the Notice dated 9th November, 2022. KFintech, the Company's Registrar and Transfer Agent, will be facilitating e-voting to enable the Members to cast their votes electronically.
7. 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 self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer not later than 5.00 p.m. IST on Tuesday, 31st January, 2023 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 Executive Vice Chairman / Managing Director / Company Secretary appointed by the Board for this purpose after completion of the scrutiny and the results of Postal Ballot shall be announced on or before Thursday, 2nd February, 2023 by the Executive Vice Chairman / Managing Director/ Company Secretary duly authorized by the Chairman for this purpose, at the Registered Office of the Company at 9th Floor, Prima Bay, Tower - B, Gate No. 5, Saki Vihar Road, Powai, Mumbai-400072.
8. The last date of receipt of Postal Ballot Forms / e-voting i.e. not later than 5.00 p.m. IST on 31st January, 2023 shall be deemed to be the date of passing the proposed

resolution, in the event the 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 KFintech at <https://evoting.kfintech.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.

9. The details as required under Regulation 36(3) of the SEBI Listing Regulations and in terms of para 1.2.5 of SS-2 in respect of appointment of Ms. Jana Chatra are provided in the Statement annexed to this Notice as Annexure - A, which form part of the Explanatory Statement.
10. All documents referred to in this Postal Ballot Notice will be available 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 upto the date of declaration of the result of Postal Ballot except Saturdays, Sundays and Public Holidays. Any member, who wishes to inspect the same, can send a request to the Company Secretary at investor.relations@itdcem.co.in.
11. 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.

INSTRUCTIONS FOR VOTING

CUT-OFF DATE

The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is Friday, 23rd December 2022 (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

DISPATCH OF POSTAL BALLOT NOTICE

1. This Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date, i.e. Friday, 23rd December, 2022 as under:
 - **Electronic form** – Postal Ballot Notice is being sent in electronic form to those shareholders whose email addresses are registered with the Company/ KFintech/ Depository Participants and such shareholders are requested to record their assent or dissent through

remote e-voting facility provided for this Postal Ballot. Shareholders who have received Postal Ballot Notice by email and wish to vote through physical form may download the Postal Ballot Form from the Company's website (www.itdcem.com) or KFintech's website (<https://evoting.kfintech.com>) or seek duplicate Postal Ballot Form from KFintech and record their assent or dissent by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and sending the duly completed Postal Ballot Form by courier/ registered / speed post (at the expense of the shareholders) so as to reach the Scrutinizer not later than 5.00 p.m. IST on 31st January, 2023.

- **Physical form** – Postal Ballot Notice along with Postal Ballot Form and self-addressed postage pre-paid envelope are being sent in physical form to those shareholders whose email addresses are not registered with the Company/ KFintech / Depository Participants and such shareholders are requested to record their assent or dissent either through remote e-voting facility provided for this Postal Ballot or by filling-up the necessary details and putting their signature at the place marked in the Postal Ballot Form and returning the duly completed Postal Ballot Form, in the self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 p.m. IST on 31st January 2023. A shareholder who has not received Postal Ballot Form may download the Postal Ballot Form from the Company's website (www.itdcem.com) or KFintech's website (<https://evoting.kfintech.com>) or seek duplicate Postal Ballot Form from KFintech. The envelopes containing Postal Ballot Forms, if sent by courier/ registered / speed post (at the expense of the shareholders) will also be accepted if received not later than 5.00 p.m. IST on 31st January 2023.
- 2. Kindly note that the shareholders can opt only one mode of voting, i.e. either by physical ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by physical ballot also and vice versa. However, in case the shareholders cast their vote by physical ballot and remote e-voting, then voting done by remote e-voting shall prevail and voting done through valid physical ballot will be treated as invalid.
- 3. A copy of this Postal Ballot Notice, Explanatory Statement, remote e-voting instructions and Postal Ballot Form is available on the Company's website (www.itdcem.co.in), KFintech's website (<https://evoting.kfintech.com>) and also on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
- 4. Members who have still not registered their email IDs are requested to do so at the earliest as under:
 - Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant(s) where they maintain their demat accounts.

- Members holding shares in physical mode or who have not registered / updated their email addresses are requested to register their email IDs with KFintech. Requests can be sent by email to einward.ris@kfintech.com or by logging into <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- Members are requested to support this Green Initiative effort of the Company and get their email IDs registered to enable the Company to send documents such as notices, annual reports and other documents in electronic form. Those members who have already registered their email addresses are requested to keep their email addresses validated with the Company/ KFintech / Depository Participant(s) to enable servicing of notice, annual reports, other documents in electronic form.

REMOTE E-VOTING:





In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR /P/2020/242 dated 9th December 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolution electronically ("remote e-voting"). KFintech, the Company's Registrar and Share Transfer Agent, will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on the resolution proposed to be considered through this Postal Ballot Notice by electronic means.

1. **The remote e-voting period commences on Monday, 2nd January, 2023 (9.00 a.m. IST) and ends on Tuesday, 31st January, 2023 (5.00 p.m. IST).** During this period, the shareholders of the Company as on the Cut-off Date, i.e. Friday, 23rd December 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
2. EVEN is 7133.
3. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. In case they are already registered with KFintech for remote e-voting, they can use their existing User ID and password for e-voting (details of user id and password are printed in the Postal Ballot Notice).
4. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed procedure for remote e-voting is given below.

5. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider (“ESP”), i.e. KFintech, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.

6. The procedure for remote e-voting is as under:

i. Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ul style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsd.com. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e. ‘ITD Cementation India Limited’, or e-voting service provider, i.e. KFintech. vi. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ul style="list-style-type: none"> i. Visit https://eservices.nsd.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsd.com/. iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name, i.e. ITD Cementation India Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period. <p>C. NSDL Mobile App</p> <ul style="list-style-type: none"> i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Type of member	Login Method
Individual members holding securities in demat mode with CDSL	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on New System MyEasi. iii. Login to MyEasi option under quick login. iv. Enter the registered user ID and password for accessing Easi / Easiest. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFintech e-voting portal and will be redirected to the e-voting page of KFintech to cast their vote without any further authentication. <p>B. Instructions for users who have not registered for Easi / Easiest</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. A above to cast your vote. <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit www.cdslindia.com ii. Provide Demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., ‘ITD Cementation India Limited’ or select KFintech. v. Members will be re-directed to the e-voting page of KFintech to cast their vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against ITD Cementation India Limited or KFintech. v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.
<p>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</p>	
<p>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</p>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43

Method of login / access to KFintech’s e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose email IDs are registered with the Company / KFintech / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN No.), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> i) Launch internet browser by typing the URL: https://evoting.kfintech.com/ ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote. iii) After entering these details appropriately, click on “LOGIN”. iv) Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. v) Members would need to login again with the new credentials. vi) On successful login, the system will prompt the member to select the “EVEN”, viz., ‘ITD Cementation India Limited – Postal Ballot’, and click on “Submit”. vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head. viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix) Members may then cast their vote by selecting an appropriate option and click on “Submit”. x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution. xi) Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to scrutinizer@itdcem.co.in with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.

Type of member	Login Method
Members whose email IDs are not registered with the Company / Depository Participant(s)	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced</p> <ul style="list-style-type: none"> i) Members, who have not registered their email address, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may temporarily get their email address and mobile number submitted with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/postalballot/registration.aspx. ii) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com. iii) Alternatively, members may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions. iv) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <ul style="list-style-type: none"> i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890 ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password. iii) Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFintech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting. iv) Members may call KFintech toll free number 1-800-309-4001 for any clarification / assistance that may be required.
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In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact Mr. Raju S.V., Dy. Vice President/ Mr. Mohan Kumar A., Manager KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, by email at: einward.ris@kfintech.com or on toll free No. 1-800-309-4001.

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

ITEM NO. 1

The Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, has appointed Ms. Jana Chatra (DIN 07149281) ("Ms. Chatra") as an Additional Director with effect from 9th November, 2022 to hold office till the date of the ensuing Annual General Meeting pursuant to Section 161 of the Act and Articles of Association of the Company and also as an Independent Director of the Company for a term of 5 (five) consecutive years from 9th November, 2022 to 8th November, 2027(both days inclusive) not liable to retire by rotation, subject to the approval of the Members of the Company. However, pursuant to the newly inserted Regulation 17(1C) of SEBI Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"), as amended, the Company shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since the period of holding the next Annual General Meeting of the Company would exceed the time period of three months, the approval of the Members of the Company to the above appointment, is sought through Postal Ballot.

In terms of Section 149, 150, 152, Schedule IV and other applicable provisions of the Act and as per the criteria set out under Regulation 16(1)(b) of the SEBI Listing Regulations, Ms. Chatra, being eligible, is proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years from 9th November, 2022 to 8th November, 2027(both days inclusive), not liable to retire by rotation. The Company has received a Notice in writing from a Member of the Company proposing the candidature of Ms. Chatra for the office of Independent Director of the Company.

Ms. Chatra, aged 50 years, currently serves in the position of Partner of Excelus Capital Advisers LLP that she has held since 2015. Ms. Chatra had served as Chairperson & Managing Director of Innovassynth Investments Limited from February, 2020 to February, 2022. Previously, she worked as Senior Vice President-Global Sales, Knowledge Services in WNS Global Services and, as Manager, Business Development in Zurich Risk Management Services. She started her career with the consulting firms PwC and KPMG. She has worked in areas such as corporate strategy, business development, process redesign and risk management, across financial services, industrial products and offshoring.

She holds an MMS (MBA) from Narsee Monjee Institute of Management Studies, University of Mumbai, India and B.Sc. (Chemistry) from Women's Christian College, Chennai, India.

As on the date of this Notice, besides being Partner in Excelus Capital Advisers LLP, she does not hold directorships of any company.

Ms. Chatra has consented to act as a Director of the Company. Besides, she has provided a confirmation under Section 149(7) of the Act and regulation 25 (8) and other applicable provisions of the SEBI Listing Regulations that she meets the criteria of independence as prescribed under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the SEBI Listing Regulations and that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Ms. Chatra has confirmed that she is in compliance with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 (the "Rules"), read with the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 in respect of her registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs and further that she will comply with the requirements as specified under Rule 6(4) of the above Rules.

Ms. Chatra is not holding any shares of the Company.

In the opinion of the Board, Ms. Chatra is a person of integrity and fulfills the conditions specified in the Act read with the Rules framed thereunder and the SEBI Listing Regulations in respect of her appointment as an Independent Director and further that she is independent of the Management.

Apart from the above, additional disclosures as required pursuant to Regulation 36 of the SEBI Listing Regulations and as per Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) are stated in the table annexed hereto.

The terms and conditions of appointment of Ms. Chatra as an Independent Director, enumerated in her appointment letter, are open for inspection at the Registered Office of the Company during normal working hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays). Any member, who wishes to inspect the same, can send a request to the Company Secretary at investor.relations@itdcem.co.in.

Having regard to the qualifications, experience and knowledge, her appointment as an Independent Director will be in the interest of the Company.

The Board, considering the qualification, experience and expertise of Ms. Jana Chatra, recommends the Special Resolution as set out in the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives (except Ms. Jana Chatra, being the appointee herself and her relatives) are interested, financially or otherwise, in the Resolution as set out in this Notice.

TABLE ANNEXED TO THE NOTICE

The particulars of the Director, who is proposed to be appointed through this Postal Ballot, are given below, as required pursuant to Regulation 36 (3) of the SEBI Listing Regulations, 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:

Item 1

Brief resume of Ms. Jana Chatra proposed to be appointed as Independent Director	
Age	50 years
Qualifications	MMS (MBA) from Narsee Monjee Institute of Management Studies, University of Mumbai, India and B.Sc. (Chemistry) from Women's Christian College, Chennai, India.
Experience & Justification (including expertise in specific functional area)/Brief Resume	Ms. Chatra, aged 50 years, currently serves in the position of Partner of Excelus Capital Advisers LLP that she has held since 2015. Ms. Chatra had served as Chairperson & Managing Director of Innovassynth Investments Limited from February, 2020 to February, 2022. Previously, she worked as Senior Vice President-Global Sales, Knowledge Services in WNS Global Services and, as Manager, Business Development in Zurich Risk Management Services. She started her career with the consulting firms PwC and KPMG. She has worked in areas such as corporate strategy, business development, process redesign and risk management, across financial services, industrial products and offshoring.
Terms and Conditions of Appointment	As per the resolution at Item no. 1 of the Notice dated 9 th November, 2022 read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Only Sitting Fees and Commission.
Date of first appointment on the Board	9 th November, 2022
Shareholding in the Company as on date	None
Relationship with other Director / Key Managerial Personnel	Ms. Jana Chatra is not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended	None.
Directorships of other Boards	None
Membership/ Chairmanship of Committee of other Boards	None
Justification/ Performance Evaluation Report or summary thereof	Considering her experience in the areas such as corporate strategy, business development, process redesign and risk management, across financial services, industrial products and offshoring, Ms. Jana Chatra's appointment would be beneficial to the Company.

By Order of the Board

Rahul Neogi

Company Secretary

Membership No. A-10653

Registered Office:

9th Floor, Prima Bay, Tower - B,

Gate No. 5, Saki Vihar Road,

Powai, Mumbai-400072

Dated: 9th November, 2022

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