

Commitment, Reliability & Quality

Dept. of Corporate Services – Corporate Relationship,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

Date	Our Reference No.	Our Contact	Direct Line
5 th April, 2023	SEC/04/2023	RAHUL NEOGI	91 22 67680814 rahul.neogi@itdcem.co.in

Dear Sirs,

SUB: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time (Listing Regulations).

Scrip Code: 509496 (BSE) and ITDCEM (NSE)

We would like to inform you that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Companies (Management and Administration) Amendment Rules, 2015, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”) and other applicable laws, rules and regulations, the Company is seeking assent or dissent of its Members to the proposed Special Resolution as set out below, by means of Postal Ballot only through the remote e-voting process.

- Seeking approval to the re-appointment of Mr. Sunil Shah Singh (DIN 00233918) as an Independent Director of the Company for a term of 3 (three) consecutive years from 11th May, 2023 to 10th May, 2026 (both days inclusive), not liable to retire by rotation, by Special Resolution.

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed Postal Ballot Notice dated 23rd March, 2023 along with Statement Annexed to Notice (Postal Ballot Notice) which have been sent to the Members of the Company whose names appear in the Register of Members as on even date, being the cut-off date, seeking their approval for business as set out in the Postal Ballot Notice (enclosed).

In accordance with the MCA Circulars, the Notice is being sent only through electronic mode to Members, whose names appear in 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 31st March, 2023 (Cut-off Date).

The Company has engaged the services of KFIN Technologies Limited (KFintech) for the purpose of providing e-voting facility to all its Members.

ITD Cementation India Limited

Registered & Corporate Office : 9th Floor, Prima Bay,
Tower - B, Gate No. 5, Saki Vihar Road. Powai. Mumbai - 400 072
Tel.: 91-22-66931600 fax : 91-22-66931628 www.itdcem.co.in
Corporate Identity Number : L61000MH1978PLC020435



Commitment, Reliability & Quality

The Board of Directors of the Company have 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 to conduct the Postal Ballot process in a fair and transparent manner.

In terms of the MCA Circulars, members are requested to vote only through the remote e-voting process. Accordingly, the Company is providing remote e-voting facility to all its members to cast their votes electronically. The remote e-voting period shall commence from Thursday, 6th April, 2023 at 9.00 a.m. (IST) and end on Friday, 5th May, 2023 at 5.00 p.m. (IST). The e-voting facility will be disabled thereafter by KFintech and any voting received after the aforesaid period would be treated as if there has been no voting.

The Scrutinizer shall submit his/her report to the Executive Vice Chairman/ Managing Director/ Company Secretary as may be authorized by the Chairman for this purpose and the results of the Postal Ballot shall be announced on or before Tuesday, 9th May, 2023. Please take the above information on record.

The above referred documents are also being uploaded on the website of the Company at www.itdcem.co.in.

Thanking you,

Yours faithfully,
For ITD Cementation India Limited

(RAHUL NEOGI)
COMPANY SECRETARY

ITD Cementation India Limited

Registered & Corporate Office : 9th Floor, Prima Bay,
Tower - B, Gate No. 5, Saki Vihar Road. Powai. Mumbai - 400 072
Tel.: 91-22-66931600 fax : 91-22-66931628 www.itdcem.co.in
Corporate Identity Number : L61000MH1978PLC020435





Commitment, Reliability & Quality

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, General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), 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) (“Postal Ballot Rules”) that the resolution given below relating to re-appointment of Mr. Sunil Shah Singh (DIN 00233918) as an Independent Director of the Company for a 2nd term of three consecutive years from 11th May, 2023 to 10th May, 2026 (both days inclusive), is proposed to be passed as a Special Resolution by the Members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said Special Resolution setting out the material facts concerning the proposed re-appointment and the reasons thereof is annexed to the Notice and forms part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”) for your consideration.

The Board of Directors of the Company, at its meeting held on 23rd March, 2023, have approved the Postal Ballot Notice containing the proposed 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.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice, instead of being dispatched physically, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent (“RTA”)/ Depositories/ Depository Participants. If your e-mail address is not registered with the Company/ RTA/ Depositories/ Depository Participants, please follow the process provided in the Notes to receive this Postal Ballot Notice and convey your assent or dissent to the proposed resolution electronically. Physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot in view of explanations provided in the MCA Circular(s).

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

In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, other applicable provisions of the Act, MCA Circulars and SEBI Listing Regulations, the Company is pleased to offer e-voting facility to its Members to enable them to give their assent or dissent to the proposed resolution electronically. Members 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.

In terms of the MCA Circulars, Members are requested to vote only through the remote e-voting process. Accordingly, the Company is providing remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The remote e-voting period commences from 9.00 a.m. (IST) on 6th April, 2023 and ends at 5.00 p.m. (IST) on 5th May, 2023. The e-voting facility will be disabled thereafter by KFinTech and any voting received after the aforesaid period would be treated as if there has been no voting.

The Board of Directors of the Company have appointed Mr. P. N. Parikh (Membership No. F 327) or failing him Mr. Mitesh Dhaliwala (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 through remote e-voting process in a fair and transparent manner.

Upon completion of the scrutiny of the Postal Ballot/ e-voting, the Scrutinizer will submit his/her report to the Executive Vice Chairman / Managing Director / Company Secretary, as may be authorized by the Chairman, who shall counter sign the same. The results shall be announced on or before 9th May, 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 its Registered Office 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 Ms. Rajitha C., Dy. Vice President / Mr. Mohan Kumar A, Manager of KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 on KFinTech's toll free No. 1-800-309-4001 or email at inward.ris@kfintech.com.

RESOLUTION:

1. To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED that pursuant to the provisions of Sections 149, 150 (2), 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16(1) (b) and Regulation 17 of the 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, Mr. Sunil Shah Singh (DIN 00233918), Independent Director of the Company who is above the age of Seventy Five (75) years, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three consecutive years from 11th May, 2023 to 10th May, 2026 (both days inclusive).

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby 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: 23rd March, 2023

End: 1) Notes and Statement Annexed to the Notice

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 hereto forms part of this Postal Ballot Notice (“Notice”).
2. In accordance with the MCA Circular(s), the Notice is being sent only in electronic form to those Members whose names appear in the Company’s 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 31st March, 2023 (Cut-off Date) and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. Any recipient of this Notice who has no voting rights as on the cut-off date, should treat the Notice as for intimation only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date, i.e. 31st March, 2023.
3. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body resolution / Authorization etc., authorizing its representative to vote through remote e-voting on its behalf.

The letter of appointment of representative(s) of the President of India or the Governor of a State or the authorisation in respect of representative(s) of the Corporations shall be received by the Scrutinizer / Company on or before close of remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail to the registered e-mail address scrutinizer@itdcem.co.in with a copy marked to einward.ris@kfin.tech.com.

4. Members may note that this Notice will also be available on the Company’s website at <http://www.itdcem.co.in> and on its Notice Board, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and also on the website of KFintech at <http://evoting.kfintech.com>.
5. The Board of Directors have 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, Practising Company Secretaries, as the Scrutinizer for conducting Postal Ballot through remote e-voting process in a fair and transparent manner.
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 the SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9th December, 2020, SEBI Circular dated 13th May, 2022, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of KFintech as the agency to provide e-voting facility to all its Members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
7. The last date of receipt of e-voting i.e. not later than 5.00 p.m. IST on 5th May, 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 the Members.

The Scrutinizer will submit his/her report to the Executive Vice Chairman / Managing Director / Company Secretary, as may be authorised by the Chairman for this purpose, after completion of the scrutiny of the votes cast and the results of the Postal Ballot shall be announced on or before 9th May, 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. The Scrutinizer’s decision on the validity of votes cast will be final.

8. The results 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 re-appointment of Mr. Sunil Shah Singh are provided in the Statement annexed to this Notice and Annexure - A which forms part of the Explanatory Statement.
10. All documents referred to in this Postal Ballot Notice will be available for inspection by the Members electronically until the last date of voting. Members seeking to inspect such documents can send an email to investor.relations@itdcem.co.in.
11. EVEN is 7228

Procedure of E-voting

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated 8th April, 2020, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 of Listing Regulations, as amended, read with SEBI Circular no. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated 9th December, 2020, SEBI Circular no. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated 13th May, 2022 relating to “e-Voting Facility provided by Listed Entities”, the Company is providing facility to the Members to exercise votes through e-voting on the e-voting platform provided by KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 (KFintech) to enable them to cast their votes electronically.
- ii. The e-voting facility will be available during the following period:
 - Commencement of e-voting: 9:00 a.m. (IST) on 6th April, 2023
 - End of e-voting: 5:00 p.m. (IST) on 5th May, 2023

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period.

- iii. The process and manner of e-voting shall be as under:

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

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





Step 1: Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

Step 2: Access to KFintech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

Step 1:

- 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> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.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> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

Type of member	Login Method
	<ul style="list-style-type: none"> iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.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>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </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> <ul 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> <ul 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> <ul 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.

Type of member	Login Method
	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)	A. Instructions for login through Demat Account / website of Depository Participant 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.
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.	
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
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 or 022-23058542-43

Step 2:

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)	A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s) Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process: 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

Type of member	Login Method
	<p>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.</p> <ul style="list-style-type: none"> 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, 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”.
<p>Members whose email IDs are not registered with the Company / Depository Participant(s)</p>	<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> <p>Members, who have not registered their email addresses, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may temporarily get their email addresses and mobile numbers submitted with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/postalballot/registration.aspx</p> <ul style="list-style-type: none"> i) 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. ii) 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. iii) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

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

<p>Members who have forgotten the User ID and password</p>	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>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</p> <p>Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678</p> <p>Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>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.</p> <p>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.</p> <p>iv) Members may call KFintech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
--	--

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 Ms. Rajitha C., Dy. Vice President/ Mr. Mohan Kumar A., Manager KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, on KFintech's toll free No. 1-800-309-4001 or email at einward.ris@kfintech.com.

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

ITEM NO. 1

The Members may note that pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five (5) consecutive years on the board of a company, but shall be eligible for re-appointment for a further term of up to five (5) consecutive years on passing of a special resolution by the Company. Pursuant to Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment specifies the justification for such appointment.

Mr. Sunil Shah Singh (DIN 00233918) (76 years) was appointed as a Non-Executive Independent Director of the Company for a term of 5 consecutive years from 11th May, 2018 to 10th May, 2023 (both days inclusive), not liable to retire by rotation, vide Special Resolution passed by the members of the Company at the 41st Annual General Meeting (AGM) held on 9th August, 2019. Further, at the same AGM, the Members had accorded their approval to the continuance of Mr. Sunil Shah Singh as an Independent Director of the Company beyond the age of 75 (Seventy Five) years during the aforesaid tenure of his directorship up to 10th May, 2023.

The Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, have unanimously recommended the re-appointment of Mr. Sunil Shah Singh (DIN 00233918) (76 years) [Mr. Singh] as an Independent Director of the Company for a second term of three (3) consecutive years from 11th May, 2023 to 10th May, 2026 (both days inclusive), despite his attaining the age of 76 years. The NRC, while recommending the re-appointment of Mr. Singh as an Independent Director, considered various factors viz., the number of Board, Committee and General Meetings attended by him, knowledge & experience in his respective fields; his specific skills in helping the Board and the Company attain its objectives; his participation in the Board/Committee deliberations; summary of his performance evaluation, time devoted by him; his specialised skills and expertise and his independent judgement. In the opinion of the Board, Mr. Singh fulfils the conditions specified in the SEBI Listing Regulations and hence the Board, based on the recommendation of the NRC, has considered and recommended to the Members of the Company, the re-appointment of Mr. Singh for a second term of three consecutive years as aforesaid, not liable to retire by rotation.

Mr. Singh has given his consent to be re-appointed as such director and also provided the confirmation that he is not disqualified to act as an Independent Director in terms of Section 164 of the Act and in terms of SEBI Listing Regulations. Besides, he has also provided a confirmation that he 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. In the opinion of the Board, Mr. Singh as stated herein, fulfils the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and Regulations 16 and 25 of the Listing Regulations and further that he is independent of the management. Mr. Singh has also confirmed that he is in compliance with the applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Singh for appointment as an Independent Director of the Company.

Copy of the draft letter of re-appointment to be issued to the above Independent Director setting out the terms and conditions would be available for inspection electronically, without any fee, by the Members for which they can send an email to investor.relations@itdcem.co.in.

The profile and justification for Mr. Singh's re-appointment as an Independent Director as such, notwithstanding he being above seventy five (75) years of age, is mentioned below:

Mr. Sunil Shah Singh (76 years), had served as the Managing Director of ITD Cementation India Limited from June 2000 to December 2009 and thereafter as its Corporate Advisor from January 2010 to December 2013. Mr. Singh had been the President of Kirloskar Pneumatic Company Limited, Pune and Tetra Pak Processing and also served as Country head of Energy Works India. He has over 55 years of experience in Industry with Engineered product manufacturing and construction companies covering varied fields. He has served on a number of national level industry bodies and on government panels including for 'Standards' setting and 'Industry development' and has been a National Council Member of Construction Federation of India, Construction Industry Development Council and on the Governing Body of National Institute of Construction Management and Research.

He currently serves on the boards of several companies in the position of Chairman/ Director. He is a B.Tech from Indian Institute of Technology, Delhi.

He is also a Director of the following Companies:

1. Kirloskar Pneumatic Company Limited
2. Kirloskar Oil Engines Limited
3. La-Gajjar Machineries Private Limited
4. Kirloskar Chillers Private Limited

Mr. Sunil Shah Singh is not holding any shares of the Company.

In the opinion of the Board, Mr. Sunil Shah Singh is a person of integrity and fulfills the conditions specified in the Act read with the Rules framed thereunder and SEBI Listing Regulations in respect of his re-appointment as an Independent Director and further that he is independent of the Management.

Apart from the above, additional disclosures as required pursuant to Regulation 36 of the 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 re-appointment of Mr. Sunil Shah Singh as an Independent Director, enumerated in his re-appointment letter, are open for inspection electronically. Any member, who wishes to inspect the same, can send an e-mail request to investor.relations@itdcem.co.in

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

The Board, considering the qualification, experience and expertise of Mr. Sunil Shah Singh, 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 Mr. Sunil Shah Singh, being the appointee himself and his relatives) are interested, financially or otherwise, in the Special Resolution as set out in this Notice.

TABLE ANNEXED TO THE NOTICE

The particulars of the Director, who is proposed to be re-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 Mr. Sunil Shah Singh proposed to be re-appointed as Independent Director
Age	76 years
Qualifications	B.Tech from Indian Institute of Technology, Delhi.
Experience (including expertise in specific functional area)/Brief Resume	Mr. Sunil Shah Singh (76 years) was appointed as an Independent Director of the Company in the year 2018. He had earlier served as the Managing Director of ITD Cementation India Limited from June 2000 to December 2009 and thereafter as its Corporate Advisor from January 2010 to December 2013. Mr. Singh has been the President of Kirloskar Pneumatic Company Limited, Pune and Tetra Pak Processing and also served as Country head of Energy Works India. He has over 55 years of experience in Industry with Engineered product manufacturing and construction companies covering varied fields. He has served on a number of national level industry bodies and on government panels including for 'Standards' setting and 'Industry development' and has been a National Council Member of Construction Federation of India, Construction Industry Development Council and on the Governing Body of National Institute of Construction Management and Research.
Terms and Conditions of Appointment	As per the resolution at Item no. 1 of the Notice dated 23rd March, 2023 read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Sitting fees : Rs. 9.6 lakh (as of date: FY 22-23) Commission : Rs. 7.00 lakh (Financial year ended 31 st March 2022)
Remuneration proposed to be paid	Only Sitting Fees and Commission.

Date of first appointment on the Board	22 nd February, 2018
Shareholding in the Company as on date	None
Relationship with other Director / Key Managerial Personnel	Mr. Sunil Shah Singh is not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended	6 (for FY 2022-23)
Listed Entities from which he has resigned as Director in past 3 years	Kirloskar Industries Limited (upon completion of his term as an Independent Director)
Directorships of other Boards	1. Kirloskar Pneumatic Company Limited 2. Kirloskar Oil Engines Limited
Membership/ Chairmanship of Committee of other Boards	1. Kirloskar Pneumatic Company Limited Audit Committee (Chairman) Nomination and Remuneration Committee (Member) Stakeholders Relationship Committee (Member) Corporate Social Responsibility Committee (Member) Risk Management Committee (Member) 2. Kirloskar Oil Engines Limited Audit Committee (Chairman) Stakeholders Relationship Committee (Chairman)
Justification/ Performance Evaluation Report or summary thereof	Mr. Singh has over 55 years of rich and wide experience in Industry with Engineered product manufacturing and construction companies covering varied fields. He has served on a number of national level industry bodies and on government panels including for 'Standards' setting and 'Industry development' and has been a National Council Member of Construction Federation of India, Construction Industry Development Council and on the Governing Body of National Institute of Construction Management and Research and considering his active participation in the Board / Committee deliberations of the Company and time devoted by him, Mr. Singh's re-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: 23rd March, 2023

THIS PAGE IS INTENTIONALLY LEFT BLANK
