

Annexure - B



October 30, 2023

To,
ITD CEMENTATION INDIA LIMITED
9th Floor, Prima Bay, Tower B, Gate No. 5,
Saki Vihar Road, Powai,
Mumbai 400072

Kind Attn: Mr. Rahul Neogi

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

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- i. Special Resolution for approval to the re-appointment of Mr. Pankaj I.C. Jain (DIN 00173513) as an Independent Director of the Company for a 2nd term of five consecutive years from October 31, 2023 to October 30, 2028 (both days inclusive).
- ii. Ordinary Resolution for approval for Material Related Party Transaction for sub-contracting, by ITD Cementation India Limited – Transrail Lighting Limited Joint Venture to the Company, on a back to back basis, the scope of work to be executed by the Company, in relation to a project awarded by Power Grid Company of Bangladesh Limited to the said Joint Venture.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballot received from shareholders only by voting through electronic means ("remote e-voting").
- b) The register showing the particulars of the e-votes registered on the KFIN Technologies Limited ("KFintech") e-voting system in respect of the said Resolutions.

Thanking you.

Yours faithfully,

Pravinchandra Nahalchand Parikh

P. N. Parikh
FCS: 327 CP: 1228
Parikh & Associates
Encl.: As above.

Office: 111, 11th floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road,
Above Shabari Restaurant, Andheri (West), Mumbai-400 053

Tel.: 26301232/26301233 Email: cs@parikhassociates.com Website: www.parikhassociates.com Firm Unique Code: P1988MH009800



To,
The Chairman
ITD CEMENTATION INDIA LIMITED
9th Floor, Prima Bay, Tower B, Gate No. 5,
Saki Vihar Road, Powai,
Mumbai 400072

Report of Scrutinizer

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400053, was appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process ("remote e-voting") in respect of the following resolutions:

- i. Special Resolution for approval to the re-appointment of Mr. Pankaj I.C. Jain (DIN 00173513) as an Independent Director of the Company for a 2nd term of five consecutive years from October 31, 2023 to October 30, 2028 (both days inclusive).
- ii. Ordinary Resolution for approval for Material Related Party Transaction for sub-contracting, by ITD Cementation India Limited – Transrail Lighting Limited Joint Venture to the Company, on a back to back basis, the scope of work to be executed by the Company, in relation to a project awarded by Power Grid Company of Bangladesh Limited to the said Joint Venture.

Pursuant to the Postal Ballot Notice dated September 27, 2023, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No.10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated September 27, 2023 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode only to those Members whose e-mail addresses were registered with the Company /Depositories.

Continuation Sheet

The Company had engaged the services of KFIN Technologies Limited ("KFintech") to provide remote e-voting facility to its Members.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 22, 2023 were entitled to vote on the resolutions as contained in the Notice.

The remote e-voting period commenced on Saturday, September 30, 2023 at 09:00 a.m. (IST) and ended on Sunday, October 29, 2023 at 05:00 p.m. (IST) and the Kfintech e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked and were counted.

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

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

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

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said resolutions as under:

Resolution 1: Special Resolution

Approval to the re-appointment of Mr. Pankaj I.C. Jain (DIN 00173513) as an Independent Director of the Company for a 2nd term of five consecutive years from October 31, 2023 to October 30, 2028 (both days inclusive).

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
224	10,68,65,492	99.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	15,406	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

Approval for Material Related Party Transaction for sub-contracting, by ITD Cementation India Limited – Transrail Lighting Limited Joint Venture to the Company, on a back to back basis, the scope of work to be executed by the Company, in relation to a project awarded by Power Grid Company of Bangladesh Limited to the said Joint Venture.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
235	2,67,65,565	99.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	2,153	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

Pravinchandra
Nahalchand
Parikh

Digitally signed by Pravinchandra Nahalchand Parikh
DN: cn=Pravinchandra Nahalchand Parikh, o=Parikh & Associates, ou=Practising Company Secretaries, email=pravin@parikh.com, c=India
Date: 2023.10.30 15:08:15 +05'30'

P.N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053
Place: Mumbai
Dated: October 30, 2023
UDIN: F000327E001528777
P/R No.: 1129/2021



For ITD Cementation India Limited


Company Secretary