



Commitment, Reliability & Quality

Dept. of Corporate Services – Corporate Relationship,  
BSE Limited,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai 400 023  
(Email: corp.relations@bseindia.com)

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

Date  
10<sup>th</sup> August, 2019

Our Reference No.  
SEC/05-1,2 /2019

Our Contact  
RAHUL NEOGI

Direct Line  
91 22 67680814

Dear Sir,

Sub: **Summary of Proceedings of 41<sup>st</sup> Annual General Meeting**  
Ref: Scrip Code No: BSE - 509496 / NSE - ITDCEM

As required under item 13 of Para A of Part A in Schedule III of Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulation,2015, we furnish below the summary of proceedings of 41<sup>st</sup> Annual General Meeting of the Company held on 9<sup>th</sup> August, 2019 at 4.00 p.m.. at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K.M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai- 400 020:

Item No.	Particulars	Resolution required	Mode of Voting	Remarks
1	Adoption of the financial statements of the Company, namely (a) the Audited Standalone and Consolidated Balance Sheets as at 31 <sup>st</sup> March, 2019, (b) the Audited Standalone and Consolidated Statements of Profit and Loss of the Company for the financial period ended on that date, (c) the Standalone and Consolidated Cash Flow Statements for the financial period ended on that date, and (d) Notes annexed to, or forming part of, the documents referred to in (a) to (c) above, the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.
2	Declaration of a dividend for the financial period ended 31st March, 2019.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.
3	Re-appointment of Mr. Piyachai Karnasuta (DIN: 07247974), retiring by rotation.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.

**ITD CEMENTATION INDIA LIMITED**

Registered & Corporate Office : National Plastic Building, A - Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057.  
Tel.: 91-22-66931600 Fax : 91-22-66931628 [www.itdcem.co.in](http://www.itdcem.co.in)  
Corporate Identity Number : L61000MH1978PLC020435

ISO 9001, ISO 14001 & OHSAS 18001

**DNV GL**

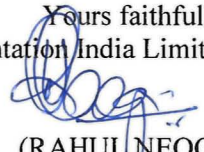


Commitment, Reliability & Quality

Item No.	Particulars	Resolution required	Mode of Voting	Remarks
4	Approval and ratification of payment of remuneration to Mr. Suresh Damodar Shenoy (Membership no. 8318), Cost Accountant, appointed as Cost Auditor for the financial period ending on 31 <sup>st</sup> March, 2020.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.
5	Approval for payment of commission to Non-Executive Directors of the Company.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.
6	Appointment of Mr. Sunil Shah Singh (DIN: 00233918) as an Independent Director of the Company, for a term of 5 (five) consecutive years from 11 <sup>th</sup> May, 2018 to 10 <sup>th</sup> May, 2023 and for continuation of holding of office of Director by him beyond 75 years of his age.	Special Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.
7	Re-appointment of Mrs. Ramola Mahajani (DIN: 00613428) as an Independent Director of the Company for a second term from 6 <sup>th</sup> November, 2019 to 22 <sup>nd</sup> December, 2022.	Special Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.

Thanking you,

Yours faithfully,  
For ITD Cementation India Limited

  
(RAHUL NEOGI)  
COMPANY SECRETARY

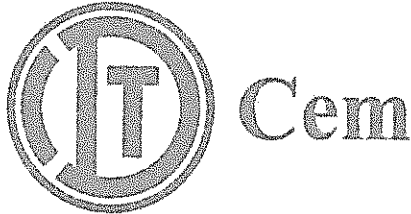


## ITD CEMENTATION INDIA LIMITED

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DNV GL



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Mumbai 400 023  
(Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com))

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

Date  
10<sup>th</sup> August, 2019

Our Reference No.  
SEC/05-08/2019

Our Contact  
RAHUL NEOGI

Direct Line  
91 22 67680814

Dear Sir,

**Sub: Disclosure of Voting Results of 41<sup>st</sup> Annual General Meeting of the Company under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

**Ref: Scrip Code No: BSE 509496 and NSE : ITD CEM**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, enclosed please find voting results of 41<sup>st</sup> Annual General Meeting of the Company held on 9<sup>th</sup> August, 2019 at 4.00 p.m. at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K.M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai- 400 020.

The e-voting including remote e-voting period commenced on Tuesday, 6<sup>th</sup> August, 2019 at 9.00 a.m.(IST) and the same was disabled on Thursday, 8<sup>th</sup> August, 2019 at 5.00 p.m. (IST).

In order to conduct the Ballot in a fair and transparent manner, the Board of Directors of the Company had appointed Mr. P.N. Parikh or failing him Mr. Mitesh Dhabliwala or failing him Ms. Sarvari Shah of M/s Parikh & Associates, Practicing Company Secretaries as Scrutinizer for the e-voting including remote e-voting and voting by Ballot Paper at the venue of the Annual General Meeting. Accordingly, the scrutinizer submitted his report after completion of the Ballot process.

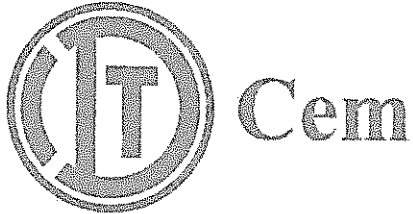
## ITD CEMENTATION INDIA LIMITED

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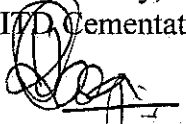
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The details of the voting results are given Annexure – A and Report of the Scrutinizer is annexed as Annexure B.

Please take the above on record.

Thanking you,

Yours faithfully,  
For ITD Cementation India Limited

  
(RAHUL NEOGI)  
COMPANY SECRETARY

Encl: as above

**ITD CEMENTATION INDIA LIMITED**

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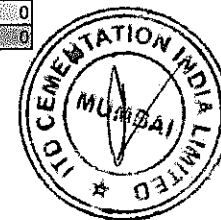
	ITD CEMENTATION INDIA LIMITED
Date of the AGM	09-08-2019
Total number of shareholders on record date	35693
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	54
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the financial statements of the Company, namely (a) the Audited Standalone and Consolidated Balance Sheets as at 31st March, 2019, (b) the Audited Standalone and Consolidated Statements of Profit and Loss of the Company for the financial period ended on that date, (c) the Standalone and Consolidated Cash Flow Statements for the financial period ended on that date, and (d) Notes annexed to, or forming part of, the documents referred to in a to c above and the Reports of the Board of Directors and Auditors thereon.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	80,113,180	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	57,048,284	48,713,295	85.3896	48,713,295	0	100.0000	0.0000	0	35,238	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		48,713,295	85.3896	48,713,295	0	100.0000	0.0000	0	35,238	
Public- Non Institutions	E-Voting	34,626,120	1,317,518	3.8050	1,317,514	4	99.9996	0.0003	0	0	
	Poll		11,671	0.0337	11,671	0	100.0000	0.0000	300	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,329,189	3.8387	1,329,185	4	99.9997	0.0003	300	0	
Total		171,787,584	130,155,664	75.7695	130,155,660	4	100.0000	0.0000	300	35,238	



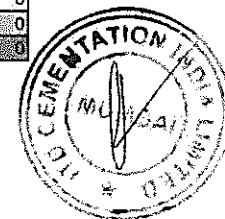
Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of a dividend of Re. 0.40 per equity share of Re. 1- each 40 for the financial period ended 31st March, 2019.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	80,113,180	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	57,048,284	48,748,533	85.4514	48,748,533	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,748,533	85.4514	48,748,533	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	34,626,120	1,317,518	3.8050	1,317,514	4	99.9996	0.0003	0	0
	Poll		11,671	0.0337	11,671	0	100.0000	0.0000	300	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,329,189	3.8387	1,329,185	4	99.9997	0.0003	300	0
Total		171,787,584	130,190,902	75.7860	130,190,898	4	100.0000	0.0000	300	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment Mr. Piyachai Karnasuta DIN 07247974, retiring by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	80,113,180	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	57,048,284	48,748,533	85.4514	48,748,533	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,748,533	85.4514	48,748,533	0	100.0000	0.0000	0	0
Public-Non Institutions	E-Voting	34,626,120	1,317,518	3.8050	1,317,449	69	99.9947	0.0052	0	0
	Poll		11,671	0.0337	11,671	0	100.0000	0.0000	300	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,329,189	3.8387	1,329,120	69	99.9948	0.0052	300	0
Total		171,787,584	130,190,902	75.7860	130,190,833	69	99.9999	0.0001	300	0



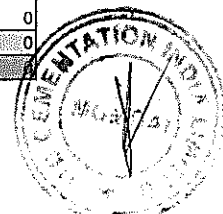
Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval and ratification of payment of remuneration to Mr. Suresh Damodar Shenoy Membership no. 8318, Cost Accountant, appointed as Cost Auditor for the financial period ending 31st March, 2020.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	80,113,180	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	57,048,284	48,748,533	85.4514	48,748,533	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,748,533	85.4514	48,748,533	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	34,626,120	1,317,518	3.8050	1,317,514	4	99.9996	0.0003	0	0
	Poll		11,671	0.0337	11,671	0	100.0000	0.0000	300	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,329,189	3.8387	1,329,185	4	99.9997	0.0003	300	0
Total		171,787,584	130,190,902	75.7860	130,190,898	4	100.0000	0.0000	300	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of payment of commission to non- Executive Directors.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	80,113,180	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	57,048,284	48,748,533	85.4514	48,748,533	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,748,533	85.4514	48,748,533	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	34,626,120	1,317,518	3.8050	1,317,514	4	99.9996	0.0003	0	0
	Poll		11,671	0.0337	11,671	0	100.0000	0.0000	300	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,329,189	3.8387	1,329,185	4	99.9997	0.0003	300	0
Total		171,787,584	130,190,902	75.7860	130,190,898	4	100.0000	0.0000	300	0



Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Sunil Shah Singh DIN 00233918 as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of 5 five consecutive years from 11th May, 2018 upto 10th May, 2023.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	80,113,180	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,113,180</b>	<b>100.0000</b>	<b>80,113,180</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	57,048,284	48,748,533	85.4514	43,398,332	5,350,201	89.0248	10.9751	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>48,748,533</b>	<b>85.4514</b>	<b>43,398,332</b>	<b>5,350,201</b>	<b>89.0248</b>	<b>10.9751</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	34,626,120	1,317,518	3.8050	1,317,449	69	99.9947	0.0052	0	0
	Poll		11,671	0.0337	11,671	0	100.0000	0.0000	300	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,329,189</b>	<b>3.8387</b>	<b>1,329,120</b>	<b>69</b>	<b>99.9948</b>	<b>0.0052</b>	<b>300</b>	<b>0</b>
<b>Total</b>	<b>171,787,584</b>	<b>130,190,902</b>	<b>75.7860</b>	<b>124,840,632</b>	<b>5,350,270</b>	<b>95.8904</b>	<b>4.1096</b>	<b>300</b>	<b>0</b>	

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mrs. Ramola Mahajani as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term from 6th November, 2019 to 22nd December, 2022									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	80,113,180	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		80,113,180	100.0000	80,113,180	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,113,180</b>	<b>100.0000</b>	<b>80,113,180</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	57,048,284	48,748,533	85.4514	48,738,332	10,201	99.9790	0.0209	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>48,748,533</b>	<b>85.4514</b>	<b>48,738,332</b>	<b>10,201</b>	<b>99.9791</b>	<b>0.0209</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	34,626,120	1,317,518	3.8050	1,317,449	69	99.9947	0.0052	0	0
	Poll		11,671	0.0337	11,671	0	100.0000	0.0000	300	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,329,189</b>	<b>3.8387</b>	<b>1,329,120</b>	<b>69</b>	<b>99.9948</b>	<b>0.0052</b>	<b>300</b>	<b>0</b>
<b>Total</b>	<b>171,787,584</b>	<b>130,190,902</b>	<b>75.7860</b>	<b>130,180,632</b>	<b>10,270</b>	<b>99.9921</b>	<b>0.0079</b>	<b>300</b>	<b>0</b>	



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

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Managing Director  
**ITD CEMENTATION INDIA LIMITED**  
National Plastics Building, A- Subhash Road,  
Paranjape B Scheme, Vile Parle (East),  
Mumbai 400057

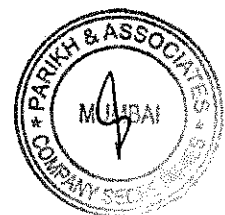
Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and voting through ballot paper at the 41<sup>st</sup> Annual General Meeting of ITD Cementation India Limited held at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai- 400 020 on Friday, August 09, 2019 at 4.00 p.m.**

I, Sarvari Shah, of Parikh & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of ITD Cementation India Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 41<sup>st</sup> Annual General Meeting (AGM) of ITD Cementation India Limited held on Friday, August 09, 2019 at 4.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 09, 2019.

The Notice dated July 03, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by Karvy Fintech Private Limited ("Karvy") for conducting remote e-voting by the shareholders of the Company.

The Company had also provided ballot paper facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, August 01, 2019 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Tuesday, August 06, 2019 at 9:00 a.m. (IST) and ended on Thursday, August 08, 2019 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

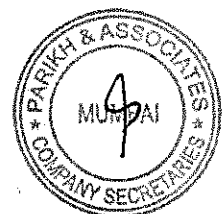
The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system and voting through ballot paper at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and the voting conducted through ballots paper at the venue of the meeting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolutions.

I now submit my Consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

Adoption of Financial Statements of the Company, namely

- (a) the Audited Standalone and Consolidated Balance Sheets as at 31<sup>st</sup> March, 2019,  
 (b) the Audited Standalone and Consolidated Statements of Profit and Loss of the Company for the financial period ended on that date,  
 (c) the Standalone and Consolidated Cash Flow Statements for the financial period ended on that date, and  
 (d) Notes annexed to, or forming part of, the documents referred to in (a) to (c) above, the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

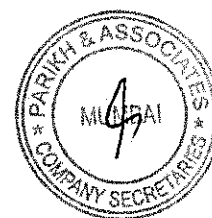
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
70	13,01,55,660	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



**Resolution 2: Ordinary Resolution**Declaration of a dividend for financial period ended 31<sup>st</sup> March, 2019.(i) Voted **in favour** of the resolution:

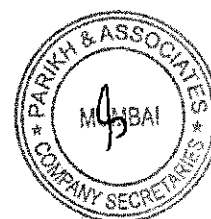
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	13,01,90,898	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



**Resolution 3: Ordinary Resolution**

Re-appointment of Mr. Piyachai Karnasuta (DIN: 07247974), retiring by rotation.

(i) Voted **in favour** of the resolution:

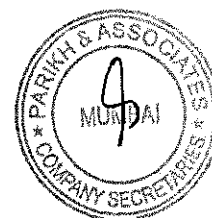
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
70	13,01,90,833	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	69	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



**Resolution 4: Ordinary Resolution**

Approval and ratification of payment of remuneration to Mr. Suresh Damodar Shenoy (Membership No. 8318), Cost Accountant, appointed as Cost Auditor for financial period ending on 31st March, 2020.

(i) Voted **in favour** of the resolution:

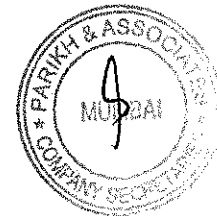
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	13,01,90,898	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



**Resolution 5: Ordinary Resolution**

Approval of payment of Commission to Non-Executive Directors of the Company.

(i) Voted **in favour** of the resolution:

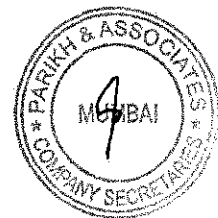
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	13,01,90,898	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



**Resolution 6: Special Resolution**

Appointment of Mr. Sunil Shah Singh (DIN: 00233918) as an Independent Director of the Company, for a term of 5 (five) consecutive years from 11<sup>th</sup> May, 2018 to 10<sup>th</sup> May, 2023 and for continuation of holding of office of Director by him beyond 75 years of his age.

(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
66	12,48,40,632	95.89

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	53,50,270	4.11

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300



**Resolution 7: Special Resolution**

Re-appointment of Mrs. Ramola Mahajani (DIN: 00613428) as an Independent Director of the Company for a second term from 6<sup>th</sup> November, 2019 to 22<sup>nd</sup> December, 2022.

(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
66	13,01,80,632	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
6	10,270	0.01

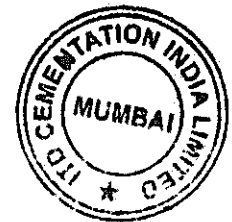
(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	300

Thanking you,  
Yours faithfully,



Sarvari Shah  
Parikh & Associates  
Practising Company Secretaries  
FCS: 9697 CP No.: 11717  
111,11th Floor, Sai Dwar CHS Ltd.,  
Sab TV Lane, Opp.Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai – 400053



**For ITD CEMENTATION INDIA LIMITED**

  
**Company Secretary**

Place: Mumbai  
Dated: August 09, 2019