

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
7 th April, 2025	SEC/04/2025	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.

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

We would like to inform you that pursuant to Sections 108,110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, and subsequent Circulars issued in this regard, the latest being General Circular No.09/2024 dated 19th September, 2024, 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, 2015”) and other applicable laws, rules and regulations (including any statutory modifications, amendments or re-enactments thereof for the time being in force) that the Company is seeking assent or dissent of its Members to the proposed Resolutions as set out below, by means of Postal Ballot only through the remote e-voting process.

Ordinary Resolutions:

- (i) Approval to the re-appointment of Mr. Santi Jongkongka (DIN 08441312) to hold the office of Whole-time Director designated as Executive Vice Chairman of the Company for a period of three months commencing from 1st April, 2025 to 30th June, 2025 (both days inclusive), liable to retire by rotation.
- (ii) Approval to the re-appointment of Mr. Jayanta Basu (DIN 08291114) to hold the office of Managing Director of the Company for a period of three years commencing from 1st April, 2025 to 31st March, 2028 (both days inclusive), not liable to retire by rotation.

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



Pursuant to Regulation 30 of SEBI Listing Regulations, 2015, please find enclosed Postal Ballot Notice dated 28th March, 2025 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 4th April, 2025 (Cut-off Date), seeking their approval for businesses 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 on 7th April, 2025, 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 4th April, 2025 (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.

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 Wednesday, 9th April, 2025 at 9.00 a.m. (IST) and end on Thursday, 8th May, 2025 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 Friday, 9th May, 2025. 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,
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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

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

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to Sections 108,110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules,2014, as amended from time to time, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, and subsequent Circulars issued in this regard, the latest being General Circular No.09/2024 dated 19th September, 2024, 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, 2015”), 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 ITD Cementation India Limited (“the Company”) is seeking assent or dissent of its Members to the proposed Resolutions, as set out below, by means of Postal Ballot through remote e-voting System.

Ordinary Resolutions:

- (i) Approval to the re-appointment of Mr. Santi Jongkongka (DIN 08441312) to hold the office of Whole-time Director designated as Executive Vice Chairman of the Company for a period of three months commencing from 1st April, 2025 to 30th June, 2025 (both days inclusive), liable to retire by rotation.
- (ii) Approval to the re-appointment of Mr. Jayanta Basu (DIN 08291114) to hold the office of Managing Director of the Company for a period of three years commencing from 1st April, 2025 to 31st March, 2028 (both days inclusive), not liable to retire by rotation.

The Board of Directors of the Company at its meeting held on 28th March, 2025 have approved the Postal Ballot Notice containing the proposed resolutions, 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 resolutions 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, SS-2 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 compliance with the 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/Depositories/RTA/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 resolutions electronically. Physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot in view of explanations provided in the MCA Circulars.

In accordance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations, 2015 and MCA Circulars read with various SEBI Circulars on e-voting facility provided by the Listed Entities, the Company is pleased to offer e-voting facility to its Members to enable them to give their assent or dissent to the proposed resolutions electronically. All Members holding shares in demat as well as in physical mode 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 to this Postal Ballot Notice so as to cast their vote electronically.

The remote e-voting period commences at 9.00 a.m. (IST) on Wednesday, 9th April, 2025 and ends at 5.00 p.m. (IST) on Thursday, 8th May, 2025. 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 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 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 authorised by the Chairman for this purpose, who shall counter sign the same. The results shall be announced on or before Friday, 9th May, 2025 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., Vice President/ Mr. Mohan Kumar A, Senior Manager of KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad –500032, Telangana, India on KFintech's toll free No. 1-800-309-4001 or email at einward.ris@kfintech.com.

RESOLUTIONS:

1. To consider, and, if thought fit to give your assent or dissent to following **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to the re-appointment of Mr. Santi Jongkongka (DIN 08441312) (“Mr. Santi”) as Whole-time Director designated as Executive Vice Chairman of the Company, liable to retire by rotation, for a period of three months commencing from 1st April, 2025 to 30th June, 2025 (both days inclusive) on the remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment) and other terms and conditions as set out in the statement annexed to the Notice with authority to the Board of Directors or its Committee to alter and vary the terms and conditions of his re-appointment in such manner as may be agreed to between the Board of Directors/Committee and Mr. Santi.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is 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.”

2. To consider, and, if thought fit, to give your assent or dissent, to the following **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to the re-appointment of Mr. Jayanta Basu (DIN 08291114) (“Mr. Basu”) as Managing Director of the Company, not liable to retire by rotation, for a period of three years from 1st April, 2025 to 31st March, 2028 (both days inclusive) on the remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment) and other terms and conditions as set out in the statement annexed to this Notice with authority to the Board of Directors or its Committee to alter and vary the terms and conditions of his re-appointment in such manner as may be agreed to between the Board of Directors /Committee and Mr. Basu.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is 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: 28th March, 2025

Encl.: Notes and Statement Annexed to the Notice.

NOTES:

1. The Statement pursuant to Section 102 (1) of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, setting out the material facts hereto forms part of this Notice.
2. In accordance with the MCA Circulars, the Notice is being sent only in electronic form to those Members, whose names appear 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 Friday, 4th April, 2025 (“the Cut-off Date”) and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants or who will register their e-mail addresses 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 information 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. Friday, 4th April, 2025.
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’s 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 Corporation 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 at scrutinizer@itdcem.co.in with a copy marked to KFintech at inward.ris@kfintech.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, websites of 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 <https://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, Practicing 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, 2015 read with circulars of SEBI on e-Voting Facility provided by Listed Entities, dated 9th December, 2020 and subsequent Circulars issued in this regard, the latest being SEBI Circular dated 3rd October, 2024, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of KFintech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Notice which the members are requested to read carefully before casting their vote.
7. The last date of receipt of e-voting i.e. Thursday, 8th May, 2025, not later than 5.00 p.m. (IST), shall be deemed to be date of passing the proposed resolutions, in the event the resolutions are assented to by the requisite majority of 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, who shall counter sign the same and the results of the Postal Ballot shall be announced on or before Friday, 9th May, 2025 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 result 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, in respect of re-appointments of Mr. Santi Jongkongka and Mr. Jayanta Basu, as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and in terms of para 1.2.5 of SS-2 are provided in the Statement annexed to this Notice as Annexure - A which forms part of the Explanatory Statement.
10. All documents referred to in this Notice and the Explanatory Statement will be available for inspection 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 8755

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 and 17/2020 dated 13th April, 2020, and subsequent Circulars issued in this regard, the latest being General Circular No.09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 of SEBI Listing Regulations, 2015, as amended, read with SEBI Circular no. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated 9th December, 2020 and subsequent Circulars issued in this regard, the latest being SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 on “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, Telangana, India (“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 Wednesday, 9th April, 2025
 - End of e-voting: 5:00 p.m. (IST) on Thursday, 8th May, 2025

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.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> <ol 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.

Type of member	Login Method
	<p>C. NSDL Mobile App</p> <p>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No., from a e-Voting link available on www.cdslindia.com home page.</p> <p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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"> Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, members will be able to view e-voting option. 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. Click on options available against ITD Cementation India Limited or KFintech. 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 022-48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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)	<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 / 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:</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 8755”, 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 / jpg 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”.
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> <ol 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 inward.ris@kfintech.com.

Type of member	Login Method				
Procedure for Registration of email and Mobile: securities in physical mode	<p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes:</p> <p>a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <table border="1" data-bbox="454 641 1490 735"> <tr> <td>Name</td> <td>KFIN Technologies Limited</td> </tr> <tr> <td>Address</td> <td>Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, India.</td> </tr> </table> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx</p> <p>Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html</p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, India.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, India.				

ii. 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> <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 Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 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>
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2. 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., Vice President/ Mr. Mohan Kumar A., Senior Manager, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, at email: einward.ris@kfintech.com; toll free number 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, at its meeting held on 23rd April, 2019, based on the recommendation of the Nomination and Remuneration Committee (“the NRC”), had appointed Mr. Santi Jongkongka (DIN 08441312) (“Mr. Santi”) as an Additional Director and Whole-time Director designated as Executive Director (Operations), liable to retire by rotation, for a period of three years with effect from 2nd May, 2019 to 1st May, 2022 (both days inclusive). Subsequently, Mr. Santi was elevated and re-designated by the Board at its meeting held on 22nd May, 2019, as Executive Vice Chairman (Designate) from Executive Director (Operations), which was duly approved by the shareholders of the Company by way of Postal Ballot dated 1st July, 2019. Thereafter, the Board, at its meeting held on 9th August, 2019, re-designated Mr. Santi as an Executive Vice Chairman from Executive Vice Chairman (Designate) with effect from 1st September, 2019 for the remainder term of his appointment till 1st May, 2022.

Subsequently, the Board, at its meeting held on 11th February, 2022, based on the recommendation of the NRC, re-appointed Mr. Santi as Whole-time Director designated as Executive Vice Chairman, liable to retire by rotation, for a period of 3 years from 2nd May, 2022 to 1st May, 2025 (both days inclusive), which was duly approved by the shareholders of the Company by way of Postal Ballot on 18th July, 2022.

The Board, at its meeting held on 28th March 2025, based on the recommendation of the NRC and subject to the approval of the shareholders in the General Meeting, has re-appointed Mr. Santi as Whole-time Director designated as Executive Vice Chairman, liable to retire by rotation, for a period of 3 (three) months with effect from 1st April, 2025 to 30th June, 2025 (both days inclusive), on the terms and conditions including remuneration as contained in the Agreement dated 28th March, 2025 entered into with Mr. Santi (hereinafter referred to as “the Principal Agreement”), referred to in the text of the Ordinary Resolution at Item 1 of the Notice.

Mr. Santi is a Bachelor of Engineering (Production Engineering), King Mongkut University of Technology Thonburi, Thailand and has also been through the training courses like Director Accreditation Program (DAP) and Director Certification Program (DCP).

He has an experience of over 35 years in Civil Engineering and Construction Project Management. He holds vast experience working in India and is well acquainted with Indian culture and ethos. He was one of the pioneer members representing Italian- Thai Development Public Company Limited (ITD) in India for ITD – SDB JV in the year 2001-2003. After a brief hiatus, he was back in India from the year 2005 to 2012 and was associated with the Company in various capacities like Coordination & Monitoring Executive assisting the Managing Director. During his association with the Company, he monitored and coordinated the execution of works such as the Airport Terminal, Tunnel, Port, Barrage, Spillway, Highway, Elevated Metro System, Underground Metro System, Diaphragm Wall, Box/Pipe Pushing Micro tunnelling, Bored/Precast Pile and foundation. Mr. Santi was last associated with Bangkok Steel Wire Company Limited, Thailand, holding the position of Managing Director for a couple of years.

As on date of this Notice, he holds directorship of ITD Cementation Project India Limited, a wholly owned subsidiary of the Company.

Mr. Santi does not hold any shares in the Company.

The remuneration payable to Mr. Santi on his re-appointment as Whole-time Director designated as Executive Vice Chairman of the Company is in conformity with the requirements of Schedule V of the Act, subject to the approval of the Members.

In case of loss or inadequacy of profits in any financial year of the Company, the remuneration payable to Mr. Santi shall be subject to the provisions of Section 197 read with Part II of Schedule V of the Act or such other limits as may be statutorily prescribed from time to time.

The material provisions of the Principal Agreement are as under:

1. Mr. Santi be re-appointed the Whole-time Director of the Company designated as Executive Vice Chairman for a period of 3 (three) months commencing from 1st April, 2025 to 30th June, 2025 (both days inclusive).
2. Mr. Santi shall serve the Company subject to such orders and directions as may from time to time be given to him by the Board of the Company and subject also to such restrictions as the Board may in their sole and uncontrolled discretion from time to time impose on him. Mr. Santi shall report to the Board and shall be responsible and answerable for all his actions to the Board.
3. Mr. Santi shall have the general control of the business of the Company with power to appoint and dismiss employees, to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all acts and things, which in the ordinary course of business, he may consider necessary or proper in the interest of the Company.

Mr. Santi shall devote the whole of his time, attention and abilities during business hours to the business of the Company and shall, in the performance of his duties and responsibilities, use his best endeavors to promote its interest and welfare.

4. Mr. Santi shall serve the Company at such place or places in India as the Board may determine from time to time. During the period of employment under this Principal Agreement, Mr. Santi shall undertake such travel in India and elsewhere as may be necessary in the interest of the Company’s business and as may, from time to time, be required or directed by the Board in connection with or

in relation to the operations of the Company or as may be necessary for the proper and efficient discharge by him of his duties and responsibilities as Whole-time Director (Executive Vice Chairman).

5. Mr. Santi shall observe and comply with all applicable rules, regulations, policies and code of conduct of the Company, in force for the time being and from time to time.
6. Mr. Santi to be entitled to the remuneration as given below:
 - 6.1 Subject to the overall ceiling provided under Section 197 read with Schedule V of the Companies Act, 2013, the Company shall pay to Mr. Santi in consideration of the proper performance and discharge by him of his duties, obligations and responsibilities as Executive Vice Chairman, the following remuneration:
 - (a) a basic salary of Rs. 27,56,181/- (Rupees Twenty Seven Lakh Fifty Six Thousand One Hundred Eighty One Only) per month with effect from 1st April, 2025, with periodic increases therein as the Board or a Committee of the Board may, from time to time determine;
 - (b) based on the net profits of the Company for each financial year calculated in accordance with Section 198 of the Act, commission of such amount to be determined by the Board or a Committee of the Board;
 - 6.2 In addition to the above, Mr. Santi shall be entitled to:
 - (a) use of furnished residential accommodation taken on lease or on leave and license basis by the Company. The provision of furnished residential accommodation by the Company to Mr. Santi is however conditional upon him continuing in employment with the Company. The use and occupation of which by Mr. Santi shall cease upon he ceasing to be in the employment of the Company for any reason whatsoever;
 - (b) The perquisite not exceeding 4% of annual basic salary of Mr. Santi or pro-rata, as the case may be, for the time being, which shall include the following:
 - i. The Company will pay all charges in connection with the supply of gas, electricity and water consumed and furnishings at Mr. Santi's residence;
 - ii. the use of telephone(s) at the residence of Mr. Santi, the rent, call charges for the Company's business and other outgoings in respect thereof being paid by the Company;
 - iii. reimbursement of medical expenses actually incurred by Mr. Santi;
 - iv. payment of leave travel concession for Mr. Santi once in a year in accordance with the rules of the Company in force for the time being;
 - v. the use of a chauffeur driven motor car for business purpose, all expenses for the running and upkeep of such motor car as also the salary of the chauffeur being borne and paid by the Company;
 - vi. Payment by the Company towards maid/servant cost for furnished residential accommodation provided to Mr. Santi;
 - (c) the benefit of personal accident and mediclaim insurance policies effected by the Company;
 - (d) the benefit of the Company's Provident Fund Scheme in accordance with the rules of the Scheme in force for the time being, provided that the Company's contribution thereto shall not exceed 12% of Mr. Santi's salary as laid down in the Income-tax Rules, 1962 in force for the time being;
 - (e) gratuity at the rate of one half month's basic salary for each completed year of service as per Gratuity Policy of the Company;
 - (f) leave on full remuneration in accordance with the rules of the Company in force for the time being and from time to time. In case of leave not availed of, Mr. Santi shall be entitled to encash the same at the end of his tenure under this Agreement as per the Company's rules in force for the time being;
 - (g) casual/privilege and sick leave on full remuneration including all benefits in accordance with the rules of the Company in force for the time being;
 - (h) reimbursement of travelling and entertainment expenses reasonably incurred by him exclusively for the purpose of the business of the Company.
7. Notwithstanding anything to the contrary herein contained, in case of loss or inadequacy of profits in any financial year of the Company, the remuneration payable to Mr. Santi shall be subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
8. Income-tax, if any, on or in respect of the aforesaid remuneration shall be borne and paid by Mr. Santi.

9. The Board of Directors or Nomination and Remuneration Committee is authorized to fix, alter and/or vary from time to time the quantum / periodicity / composition of the remuneration payable to the Executive Vice Chairman, including the modes of payment, in such manner and to such an extent not exceeding the limits specified in the Act and Schedule V thereto or such other provisions as may be applicable in this regard, as in force from time to time.
10. Mr. Santi not to engage himself directly or indirectly in any other business, occupation or employment whatsoever and whether for or without remuneration, provided that it shall be permissible for Mr. Santi, with the previous sanction of the Board to hold any directorship(s) or share(s) of any other company or companies including directorship in the subsidiary company which he already holds and the holding of any such permitted directorship(s) or share(s) shall not be deemed a contravention of this Clause.
11. If Mr. Santi shall, at any time, be prevented by ill-health or accident or any physical or mental disability from performing and discharging his duties, obligations and responsibilities for a period of 30 (thirty) days, the Company shall be entitled at its absolute discretion to forthwith terminate his employment hereunder.
12. The Company may by notice in writing to Mr. Santi terminate this Agreement if Mr. Santi is guilty of inattention or negligence in the conduct of the business of the Company or of any misconduct or other act or omission inconsistent with his duties, obligations and responsibilities as Whole-time Director or has committed a breach of this Agreement as, in the opinion of the Board, renders his retirement from the office of the Whole-time Director desirable; or if he becomes disqualified as a Director for any reason other than an inadvertent breach of the provisions of Section 167 of the Act.
13. The Company is entitled to terminate the Agreement at any time by giving Mr. Santi 30 (thirty) days' notice in writing without assigning any reason or upon payment to Mr. Santi of salary for a period of 30 (thirty) days' in lieu of such notice.
Mr. Santi shall be entitled to terminate this Agreement at any time by giving to the Company 30 (thirty) days' notice in writing without assigning any reason.
14. In the event the ongoing transaction of sale of investments held by the Promoter, Italian-Thai Development Public Company Limited (ITD, Bangkok), in the Company, is consummated within or before the expiry of the extended period of re-appointment, as mentioned in Recital 1 of this Agreement above, Mr. Santi shall abide by the terms and conditions of the Share Purchase Agreement ("SPA") entered into between ITD, Bangkok and the Acquirer, if any. Upon consummation of the above sale transaction, the SPA shall supersede / prevail over this Agreement, and Mr. Santi shall not claim any compensation under this Agreement, save and except, whatever is payable to him in respect of Gratuity, Provident Fund, Pension, Commission in accordance with the Rules of the Company and Salary as per entitlement.

Apart from the above, additional disclosures as required pursuant to Regulation 36 of the SEBI Listing Regulations, 2015 and as per Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are stated in the table annexed hereto.

Copies of the Principal Agreement and Articles of Association of the Company will be available for inspection electronically until the last date of voting. Members seeking to inspect such Principal Agreement can send an email to investor.relations@itdcem.co.in.

The Board considers that the Remuneration proposed to be paid to Mr. Santi is commensurate with his duties and responsibilities as Whole-time Director designated as Executive Vice Chairman. The approval of the Members is necessary by way of Ordinary Resolution in view of the applicable provisions of Sections 196 and 197 of the Act read with Schedule V thereto.

Further, pursuant to Regulation 17 (1C) (a) of SEBI Listing Regulations, 2015, the Company is required to obtain approval of shareholders for appointment or re-appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment/re-appointment, whichever is earlier. Since, the period of holding the ensuing annual general meeting could exceed the three month period, the approval of members of the Company is sought through postal ballot for the aforesaid re-appointment of Mr. Santi as Whole-time Director designated as Executive Vice Chairman as stated in the resolution at Item No. 1 of the Notice.

Mr. Santi is interested in the Resolution at Item no. 1 of the Notice since it relates to his re-appointment and remuneration.

Except Mr. Santi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 in the accompanying Notice, except to the extent of their respective shareholding in the Company, if any.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for the approval of the Members of the Company.

ITEM NO. 2

The Board of Directors, at its meeting held on 31st October, 2018, based on the recommendation of the Nomination and Remuneration Committee (“the NRC”), had appointed Mr. Jayanta Basu (DIN 08291114) (“Mr. Basu”) as an Additional Director-Whole-time Director designated as Deputy Managing Director for a period of one year, effective from 29th November, 2018. Subsequently, the Board of Directors at its Meeting held on 23rd April, 2019, based on the recommendation of the NRC, appointed Mr. Basu as Managing Director of the Company for a period of 3 years with effect from 23rd April, 2019 till 22nd April, 2022 (both days inclusive), which was duly approved by the shareholders of the Company by way of Postal Ballot dated 1st July, 2019.

Subsequently, the Board of Directors at its Meeting held on 11th February, 2022 based on the recommendation of the NRC, re-appointed Mr. Basu as Managing Director, for a period of 3 years from 23rd April, 2022 to 22nd April, 2025 (both days inclusive), which was duly approved by the shareholders of the Company by way of Postal Ballot on 18th July, 2022.

The Board of Directors at its Meeting held on 28th March, 2025 based on the recommendation of the NRC and subject to the approval of the shareholders in the General Meeting, has re-appointed Mr. Basu as Managing Director, for a period of 3 (three) years from 1st April, 2025 to 31st March, 2028 (both days inclusive), on the terms and conditions including remuneration as contained in the Agreement dated 28th March, 2025 entered into with Mr. Basu (hereinafter referred to as “the Principal Agreement”), referred to in the text of the Ordinary Resolution at Item 2 of the Notice.

Mr. Basu is a graduate of Civil Engineering from the Indian Institute of Engineering Science and Technology (formerly Bengal Engineering College), Calcutta University.

Mr. Basu has over 39 years of hands-on experience in Engineering, Construction, Project Management and Contracts Management of Heavy Civil Engineering Projects. He started his career with the Company as a Graduate Engineer Trainee in 1986 and rose through the ranks to take over the mantle of Chief Operating Officer of ITD Cementation in the year 2017. Mr. Basu is a domain expert in the Engineering and Construction of Maritime Structures, having managed successful execution of intricate infrastructure projects. With extensive experience and knowledge, he has been instrumental in the creation and growth of this sector in the Company.

His core competencies are in the areas of Project Management, Contracts Management, Advancement of Tendering, Estimation models on assigned benchmarks and Business Development. He has a proven track record as an operation strategist to meet growth objectives and leading multiple improvement initiatives within the Company by way of providing strategic direction, diverse perspectives and positive leadership. He has successfully contributed and led the Company to its growth trajectory. He has been a National Council member of the Construction Federation of India (CFI), which is an apex representative body of the leading infrastructure construction firms in the country. He is a Member of the Board of Governors, NICMAR, Mumbai and also a Member of the Infrastructure National Committee of The Bengal Chamber of Commerce & Industry.

As on date of this Notice, Mr. Basu holds directorship of ITD Cementation Project India Limited, a wholly owned subsidiary of the Company.

Mr. Basu does not hold any shares in the Company.

The remuneration payable to Mr. Basu on his re-appointment as Managing Director of the Company is in conformity with the requirements of Schedule V of the Act, subject to the approval of the Members.

In case of loss or inadequacy of profits in any financial year of the Company, the remuneration payable to Mr. Santi shall be subject to the provisions of Section 197 read with Part II of Schedule V of the Act or such other limits as may be statutorily prescribed from time to time.

The material provisions of the Principal Agreement are as under:

1. Mr. Basu be re-appointed the Managing Director of the Company for a period of 3 (three) years commencing from 1st April, 2025 till 31st March, 2028 (both days inclusive).
2. Mr. Basu shall serve the Company subject to such orders and directions as may from time to time be given to him by the Board of the Company, and, subject also to such restrictions as the Board may in their sole and uncontrolled discretion from time to time impose on him.

Mr. Basu shall report to the Board of the Company and shall be responsible for all his actions to the Board. Subject to the superintendence, control and direction of the Board, Mr. Basu shall be entrusted with substantial powers of management of the affairs of the Company and shall also have the general control of the business of the Company with power to appoint and dismiss employees (save and except the Company Secretary), to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all acts and things, which in the ordinary course of business, he may consider necessary or proper in the interest of the Company.

3. Mr. Basu shall devote the whole of his time, attention and abilities during business hours to the business of the Company and shall, in the performance of his duties and responsibilities, use his best endeavors to promote its interest and welfare.

4. Mr. Basu shall serve the Company at such place or places in India as the Board may determine from time to time. During his period of employment under this Agreement, Mr. Basu shall undertake such travel in India and elsewhere as may be necessary in the interest of the Company's business and as may from time to time be required or directed by the Board in connection with or in relation to the business of the Company or as may be necessary for the proper and efficient discharge by him of his duties and responsibilities as Managing Director.
5. Mr. Basu shall observe and comply with all applicable rules, regulations and policies of the Company, in force for the time being and from time to time.
6. Mr. Basu to be entitled to the remuneration as given below:
 - 6.1 Subject to the overall ceiling provided under Section 197 read with Schedule V of the Companies Act, 2013, the Company shall pay to Mr. Basu in consideration of the proper performance and discharge by him of his duties, obligations and responsibilities as Managing Director of the Company, the following remuneration:
 - (a) a basic salary of Rs.12,30,000/- (Rupees Twelve Lakh Thirty Thousand Only) per month with effect from 1st April, 2025 with periodic increases therein as the Board or a Committee of the Board may, from time to time determine;
 - (b) Performance Linked Variable pay – Variable pay is linked to Individual and Business goals, the deciding factor of variable pay are Revenue, PAT, Volume and Safety. Variable Pay is payable on pro rata basis, every year for the previous financial year. Not payable in case of Mr. Basu's resignation/serving notice period of resignation at the time of payment or disbursement.
 - 6.2 In addition to the above, Mr. Basu shall be entitled to:
 - (a) use of furnished residential accommodation taken on lease or on leave and license basis by the Company alongwith supply of electricity at the residence and use of telephone at the residence, electricity charges, the rent, call charges etc. being paid by the Company. The provision of furnished residential accommodation by the Company to Mr. Basu is however conditional upon him continuing in employment with the Company, the use and occupation of which by Mr. Basu shall cease upon he ceasing to be in the employment of the Company for any reason whatsoever;
 - (b) House Maintenance Allowance, subject to a maximum of 50% of his monthly basic salary;
 - (c) Cash perquisite not exceeding 40% of his monthly basic salary, which shall include the following:
 - i. Medical expenses actually incurred by Mr. Basu and his family;
 - ii. Leave travel concession for Mr. Basu and his family once in a year in accordance with the rules of the Company in force for the time being;
 - (d) In addition to the above, he shall be entitled to following allowances:
 - Company Car.
 - Petrol Expenses Rs. 9,800/- per month.
 - Car Washing Expense Rs. 700/- per month.
 - City Allowance Rs. 24,000/- per month.
 - (e) The use of a chauffeur driven motor car for business purpose, all expenses for the upkeep of such motor car as also the salary of the chauffeur being borne and paid by the Company;
 - (f) The benefit of personal accident and mediclaim insurance policies effected by the Company;
 - (g) The benefit of the Company's Provident Fund Scheme in accordance with the rules of the Scheme in force for the time being, provided that the Company's contribution thereto shall not exceed 12% of Mr. Basu's basic salary as laid down in the Income-tax Rules, 1962 in force for the time being;
 - (h) The benefit of the Company's Superannuation Scheme in accordance with the rules of the Scheme in force for the time being provided that the Company's contribution thereto together with the Company's contribution to the Provident Fund shall not exceed 27% of Mr. Basu's basic salary as laid down in the Income-tax Rules, 1962 in force for the time being;
 - (i) Gratuity at the rate of one half month's basic salary for each completed year of service as per gratuity policy of the Company;
 - (j) Leave on full remuneration in accordance with the rules of the Company in force for the time being and from time to time. In case of leave not availed of, Mr. Basu shall be entitled to encash the same at the end of his tenure as per the Company's rules in force for the time being;
 - (k) Reimbursement of travelling and entertainment expenses reasonably incurred by him exclusively for the purpose of the business of the Company.

- 6.3 For the purpose of Clauses 6.2 (c) (i) and (ii) above, the expression “family” shall mean the spouse and the dependent children of Mr. Basu.
7. Notwithstanding anything to the contrary herein contained, in case of loss or inadequacy of profits in any financial year of the Company, the remuneration payable to Mr. Basu shall be subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended from time to time.
 8. Income-tax, if any, on or in respect of the aforesaid remuneration shall be borne and paid by Mr. Basu.
 9. The Board of Directors or Nomination and Remuneration Committee is authorized to fix, alter and/or vary from time to time the quantum / periodicity / composition of the remuneration payable to the Managing Director, including the modes of payment, in such manner and to such an extent not exceeding the limits specified in the Act and Schedule V thereto or such other provisions as may be applicable in this regard, as in force from time to time.
 10. Mr. Basu not to engage himself directly or indirectly, in any other business, occupation or employment whatsoever and whether for or without remuneration, provided that it shall be permissible for Mr. Basu, with the previous sanction of the Board, to hold any directorship(s) or share(s) of any other company or companies including directorship in the subsidiary company which he already holds and the holding of any such permitted directorship(s) or share(s) shall not be deemed a contravention of this Clause.
 11. If Mr. Basu at any time, be prevented by ill-health or accident or any physical or mental disability from performing and discharging his duties, obligations and responsibilities for a period of ninety days, the Company shall be entitled in its absolute discretion to forthwith terminate his employment here under.
 12. The Company may by notice in writing to Mr. Basu terminate this Agreement if Mr. Basu is guilty of inattention or negligence in the conduct of the business or of any other act or omission inconsistent with his duties, obligations and responsibilities as Managing Director or has committed a breach of the Agreement as, in the opinion of the Board, renders his retirement from the office of the Managing Director desirable or if he becomes disqualified as a Director other than an inadvertent breach of the provisions of Section 167 of the Act.
 13. The Company to be entitled to terminate the Agreement at any time by giving Mr. Basu 3 (three) months’ notice in writing without assigning any reason or upon payment to Mr. Basu of salary and other emoluments for a period of 3 (three) months’ in lieu of notice. Mr. Basu to be entitled to terminate the Agreement at any time by giving to the Company 3 (three) months’ notice in writing without assigning any reason.

Apart from the above, additional disclosures as required pursuant to Regulation 36 of the SEBI Listing Regulations, 2015 and as per Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are stated in the table annexed hereto.

Copies of the Principal Agreement and Articles of Association of the Company will be available for inspection electronically until the last date of voting. Members seeking to inspect such Principal Agreement can send an email to investor.relations@itdcem.co.in.

The Board considers that the remuneration proposed to be paid to Mr. Basu is commensurate with his duties and responsibilities as Managing Director. The approval of the Members is necessary by way of Ordinary Resolution in view of the applicable provisions of Sections 196 and 197 of the Act read with Schedule V thereto.

Further, pursuant to Regulation 17 (1C) (a) of SEBI Listing Regulations, 2015, the Company is required to obtain approval of shareholders for appointment or re-appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment/ re-appointment, whichever is earlier. Since the period of holding the ensuing annual general meeting could exceed the three month period, the approval of members of the Company is sought through postal ballot for the aforesaid re-appointment of Mr. Basu as Managing Director as stated in the resolution at Item No. 2 of the Notice.

Mr. Basu is interested in the resolution at Item No. 2 of the Notice since it relates to his re-appointment and his remuneration.

Except Mr. Basu and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 in the accompanying Notice, except to the extent of their respective shareholding in the Company, if any.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for the approval of the Members of the Company.

TABLE ANNEXED TO THE NOTICE

The particulars of the Directors, who are proposed to be re-appointed through this Postal Ballot, are given below, as required pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and also other details as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Item 1 and 2

	Brief resume of Mr. Santi Jongkongka (DIN 08441312) proposed to be re-appointed as Whole-time Director designated as Executive Vice Chairman	Brief resume of Mr. Jayanta Basu (DIN 08291114) proposed to be re-appointed as Managing Director
Age	59 years	61 years
Qualifications	Bachelor of Engineering (Production Engineering), King Mongkut University of Technology Thonburi, Thailand and has also been through the training courses like Director Accreditation Program (DAP) and Director Certification Program (DCP).	Bachelor of Engineering – Civil Engineering from Indian Institute of Engineering Science and Technology (formerly Bengal Engineering College), Calcutta University.
Experience (including expertise in specific functional area) & Brief Resume	Mr. Santi Jongkongka (DIN 08441312) has been appointed as the Director of the Company in May 2019 and is currently the Executive Vice Chairman of the Company. He has experience of over 35 years in Civil Engineering and Construction Project Management. He holds vast experience working in India and is well acquainted with Indian culture and ethos. He was one of the pioneer members representing Italian- Thai Development Public Company Limited (ITD) in India for ITD – SDB JV in the year 2001-2003. After a brief hiatus, he was back in India from the year 2005 to 2012 and was associated with the Company in various capacities like Coordination & Monitoring Executive assisting the Managing Director. During his association with the Company, he monitored and coordinated the execution of works such as the Airport Terminal, Tunnel, Port, Barrage, Spillway, Highway, Elevated Metro System, Underground Metro System, Diaphragm Wall, Box/Pipe Pushing Micro tunnelling, Bored/Precast Pile and foundation. Mr. Santi was last associated with Bangkok Steel Wire Company Limited, Thailand, holding the position of Managing Director for a couple of years.	Mr. Jayanta Basu (DIN 08291114) assumed the position of Managing Director of the Company on 23 rd April, 2019. He has over 39 years of hands-on experience in Engineering, Construction, Project Management and Contracts Management of Heavy Civil Engineering Projects. He started his career with the Company as a Graduate Engineer Trainee in 1986 and rose through the ranks to take over the mantle of Chief Operating Officer of ITD Cementation in the year 2017. Mr. Basu is a domain expert in the Engineering and Construction of Maritime Structures, having managed successful execution of intricate infrastructure projects. With extensive experience and knowledge, he has been instrumental in the creation and growth of this sector in the Company. His core competencies are in the areas of Project Management, Contracts Management, Advancement of Tendering, Estimation models on assigned benchmarks and Business Development. He has a proven track record as an operation strategist to meet growth objectives and leading multiple improvement initiatives within the Company by way of providing strategic direction, diverse perspectives and positive leadership. He has successfully contributed and led the Company to its growth trajectory. He has been a National Council member of the Construction Federation of India (CFI), which is an apex representative body of the leading infrastructure construction firms in the country. He is a Member of the Board of Governors, NICMAR, Mumbai and also a Member of the Infrastructure National Committee of The Bengal Chamber of Commerce & Industry.

Terms and Conditions of re-appointment	As per the resolution at Item no. 1 of the Notice dated 28 th March, 2025 read with explanatory statement thereto.	As per the resolution at Item no. 2 of the Notice dated 28 th March, 2025 read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any) (April 2024 - February 2025)	Salary (including perquisites): Rs. 313.98 Lakh Commission: Rs 217.61 Lakh	Salary (including perquisites): Rs. 265.53 Lakh Commission: Rs 187.21 Lakh
Remuneration proposed to be paid	Salary & perquisites and commission as proposed in the resolution and the statement annexed to the Notice.	Salary & perquisites and commission as proposed in the resolution and the statement annexed to the Notice.
Date of first appointment on the Board	2 nd May, 2019	29 th November, 2018
Shareholding in the Company as on 28 th March, 2025	None	None
Relationship with other Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year 2024-25	5 (out of 5 held)	5 (out of 5 held)
Directorships of other Boards	ITD Cementation Projects India Limited	ITD Cementation Projects India Limited
Listed entities from which the person has resigned in the past three years	None	None
Membership/ Chairmanship of Committee of other Boards	Nil	Nil

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: 28th March, 2025

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