



Commitment, Reliability & Quality

Dept. of Corporate Services – Corporate Relationship,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 023

(Fax # 2272 3121/ 2037/ 2039/ 2041/ 2061/ 3719)

(Email: corp.relations@bseindia.com)

Date
19th October, 2014

Our Reference No.
SEC/05-1,2 /2014

Our Contact
R.C. Daga

Direct Line
91 22 67680813

Dear Sirs,

Enclosed please find six copies each of Notice dated 6th October, 2015 pursuant to Section 110 of the Companies Act, 2013 alongwith Postal Ballot Forms for your information and record.

Thanking you,

Yours faithfully,
For ITD Cementation India Limited


(R.C. DAGA)
COMPANY SECRETARY

Encl: as above

✓ National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza, C-1 Block 'G'
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051 (Fax # 2659 8237/ 8238)
(Email: cmist@nse.co.in)

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
Corporate Identity Number : L61000MH1978PLC020435

ISO 9001, ISO 14001 & OHSAS 18001

DNV GL



[Signature]
Company Secretary

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof) ("Postal Ballot Rules"), that ITD Cementation India Limited (the "Company") is seeking consent of its Members to pass the following proposed Special Resolution as set out below, by means of Postal Ballot:

1. To authorise the payment of remuneration to Mr. Adun Saraban (DIN 01312769), Managing Director of the Company.

The Board of Directors of the Company at its meeting held on 6th October, 2015, had approved the resolution as set out in the Notice, subject to the further approval of the Members of the Company, as also such other approvals from authorities as may be required.

Therefore, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Postal Ballot Rules and Clause 35B of the Listing Agreement, the consent of the Members to the resolution is sought to be obtained by way of Postal Ballot/e-voting including remote voting ("**Postal Ballot**"). The resolution proposed to be passed by way of Postal Ballot and the Statement Annexed to Notice pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013, 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.

The Company has appointed Mr. P.N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to go through the proposed resolution along with the Statement setting out material facts Annexed to the Notice and carefully read the instructions printed overleaf the Postal Ballot Form and then mark your ASSENT or DISSENT by filling the details and affixing your signature at the marked place in the Postal Ballot Form and return it in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before 19th November, 2015. Your ASSENT or DISSENT received after 19th November, 2015 would be treated as if no reply has been received.

The Company is pleased to offer e-voting/ remote voting facility as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting / remote voting is optional. In case you desire to exercise your vote by using e-voting/ remote voting facility then you are required to carefully follow the instructions as given for e-voting/ remote voting under Instructions for Voting.

Upon completion of the scrutiny of the Postal Ballot, the Scrutinizer shall submit his report to the Chairman/ Managing

Director / Company Secretary. The results of the Postal Ballot shall be announced on 23rd November, 2015 by the Managing Director/ Company Secretary at the Registered Office of the Company and shall also be displayed on the Company's website www.itdcem.co.in, besides communicating to the Stock Exchanges on which the shares of the Company are listed.

SPECIAL BUSINESS:

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

"RESOLVED THAT subject to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such approvals, permissions and sanctions, as may be required, and subject also to such conditions and modifications, as may be prescribed or imposed by any Authority including the Central Government in granting such approvals, permissions and sanctions,

- (a) payment of remuneration of Rs. 89,09,460/- comprising salary, perquisites and cost of furnished residential accommodation and
- (b) Contribution to provident fund and gratuity and encashment of leave as per Company Policy to Mr. Adun Saraban (DIN 01312769), Managing Director of the Company for the financial year ending 31st December, 2015 by the Company in terms of the Agreement dated 27th November, 2012 entered into by the Company with Mr. Saraban for a period of three years with effect from 1st January, 2013 read with Supplemental Agreement dated 11th December, 2014 entered into by the Company with Mr. Saraban, be and the same is hereby confirmed, approved and ratified"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

National Plastic Building,
A-Subhash Road,
Paranjape B Scheme,
Vile Parle (East),
Mumbai - 400057.

By Order of the Board

R.C. DAGA
Company Secretary

Dated: 6th October, 2015

- Encl: 1) Notice and Statement Annexed to Notice
2) Postal Ballot Form
3) Self- addressed Business Reply Envelope.

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed to this Notice.
2. The Notice is being sent to all Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 9th October, 2015. The date of dispatch of this Notice will be announced through advertisement in newspaper(s) and any recipient of this Notice who has no voting rights as on the date should treat the notice as intimation only.
3. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are being sent by Registered Post/Courier along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link <http://www.itdcem.co.in> or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited, Unit: ITD Cementation India Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 008, fill in the details and send the same to the Scrutinizer on or before 19th November, 2015.
4. The Board of Directors have appointed Mr. P.N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, Mumbai, as Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the self-addressed Business Reply Envelope are enclosed for use of the Members.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder and Clause 35B of the Listing Agreement, the Company is offering e-voting including remote voting facility to all Members of the Company to send their assent or dissent in respect of the resolution through postal ballot/e-voting/ remote voting contained in Notice dated 6th October, 2015. Karvy Computershare Private Limited ("Karvy"), our Registrar and Transfer Agent will be facilitating e-voting/ remote voting to enable the Members to cast their votes electronically.
6. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached Business Reply Envelope, so as to reach the Scrutinizer not later than close of working hours on 19th November, 2015 (5.00 p.m.) to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman / Managing Director / Company Secretary appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on 23rd November, 2015 by Managing Director/ Company Secretary, at the Registered Office of the Company at National Plastic Building, A-Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057.

7. The resolution shall be taken as passed effectively on the date of declaration of the result. The result of the Postal Ballot will be posted on the website of the Company at <http://www.itdcem.co.in>
8. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays, Sundays and Public Holidays.
9. Kindly note that Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting/ remote voting. If a Member opts for e-voting/ remote voting, then such Member cannot vote by physical postal ballot and also vice versa. However, in case a Member casts his / her vote by both physical postal ballot and e-voting/ remote voting, then voting done through valid physical postal ballot shall prevail and voting done by e-voting/ remote voting shall be treated as invalid.

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

ITEM 1

Mr. Adun Saraban (Mr. Saraban) was first appointed by the Board at its Meeting held on 29th July, 2009 as a Whole-time Director designated as President and Managing Director (Designate) for the period 12th August, 2009 to 31st December, 2009 and as Managing Director for the period 1st January, 2010 to 31st December, 2012.

Mr. Saraban was re-appointed as Managing Director of the Company for a period of 3 years from 1st January, 2013 to 31st December, 2015. Accordingly, subject to the approval of the shareholders of the Company in General Meeting, the Company entered into an Agreement dated 27th November, 2012 (hereinafter referred to as the Principal Agreement) with Mr. Saraban, Managing Director of the Company. The Members at their meeting held on 10th May, 2013 approved the re-appointment and payment of remuneration including minimum remuneration payable to the Managing Director. Pursuant to Clause 6 of the Principal Agreement, the Board of Directors at its meeting held on 6th November, 2014 increased the salary of Mr. Saraban from Rs. 3,30,000/- to Rs. 3,79,500/ which is within the limit prescribed under the Principal Agreement. Thereupon, the Company entered into a Supplemental Agreement dated 11th December, 2014 giving effect to the increase in salary and perquisite. Clause 7 of the Principal Agreement inter-alia provided that in case of loss or inadequacy of profits in any financial year of the Company, the remuneration payable to Mr. Saraban shall be subject to the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956.

As per the Companies Act, 2013 read with Schedule V, the maximum remuneration payable by the Company to Mr. Saraban in the event the Company has no profits or its profits are inadequate, based on the effective capital of the Company as on 31st December, 2012, would be Rs.60.00 Lakh plus 0.01% of the effective capital in excess of Rs.250 Crore. Provided the above limit shall be doubled if the resolution passed by the shareholders is a special resolution. The payment of such remuneration would however require to be approved by

a resolution passed by the Nomination and Remuneration Committee and also by the Board and by a special resolution of the shareholders of the Company in General meeting for a period not exceeding three years. This is pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 (the "Act"). It is also a requirement of the said Section II of Part II of Schedule V of the Act that a statement in the prescribed form be sent to all shareholders along with the Notice calling the General Meeting and that the statement should contain the information specified therein.

Payment of remuneration of Rs.89,09,460/- to the Managing Director for the year ending 31st December, 2015 has been approved by the Nomination and Remuneration Committee and also by the Board. The approval of the shareholders by a special resolution is being sought to the payment of remuneration of Rs. Rs.89,09,460/- to the Managing Director comprising salary, perquisites and cost of furnished residential accommodation and contribution to provident fund and gratuity and encashment of leave as per Company Policy, in terms of the said Section II of Part II of Schedule V of the Act.

In terms of the Agreement dated 27th November, 2012 read with Supplemental Agreement dated 11th December, 2014 entered into by the Company with Mr. Saraban, the Company agreed to pay to Mr. Saraban a total remuneration of Rs.89,09,460/- comprising salary, perquisites and cost of furnished residential accommodation for the year ending 31st December, 2015.

Accordingly, approval of the shareholders is sought to the payment of remuneration of Rs. Rs.89,09,460/- to Mr. Saraban as Managing Director for the financial year ending 2015. The Directors consider the payment of the aforesaid remuneration to Mr. Saraban is appropriate looking to his duties and responsibilities as Managing Director of the Company.

The information required to be provided to the shareholders in the Notice of Postal Ballot in terms of Schedule V of the Act is set out below:-

I GENERAL INFORMATION:

1. Nature of industry	Construction Industry		
2. Date or expected date of commencement of commercial production	The Company has been in the business for many years (since 1st January, 1979)		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4. Financial performance based on given indicators (Rs. in lakhs)	2012	2013	2014
Turnover	1,28,053.15	1,22,475.67	1,35,240.84
Net Profit / (Loss) (as computed under Section 197)	2,951.66	1,678.78	(5,952.64)
Net Profit / (Loss) as per profit and loss account	2,672.37	934.61	2,795.04
Amount of Dividend paid (excluding tax)	230.32	115.16	Nil
Rate of Dividend declared	20%	10%	Nil
Earning before interest, depreciation and taxes	16,617.85	15,839.69	17,733.28
% of EBITD to turnover	12.98%	12.93%	13.11%
5. Foreign investments or collaborators, if any, as on 31.12.2014	Italian-Thai Development Public Company Limited, (holding Company) (Promoter), holds 51.63% of the paid up equity share capital of the Company.		

II INFORMATION ABOUT THE APPOINTEE:

1. Background details			
Name	Mr. Adun Saraban		
Designation	Managing Director		
Father's Name	Mr. Prapa Saraban		
Nationality	Thai		
Date of Birth	15/05/1959		
Qualifications	Bachelor's Degree in Civil Engineering from King Mongkut's University of Technology, Thonburi, Thailand. He has over 32 years experience in Civil Engineering and Project Construction Management.		
Experience			
2. Past remuneration	2012	2013	2014
	Rs.	Rs.	Rs.
Salary	3,300,000	3,960,000	4,554,000
Commission	900,000	Nil	Nil
Perquisites (including cost of furnished residential accommodation)	3,209,800	3,745,280	4,355,460
Retirement Benefits	396,000	475,200	546,480
3. Recognition of awards	Nil		
4. Job profile and his suitability	Subject to the supervision of the Board of Directors, the Managing Director shall 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. Considering the above and having regard to his age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.		
5. Remuneration proposed	Payment of remuneration of Rs. 89,09,460/- comprising salary, perquisites and cost of furnished residential accommodation during the year ending 31 st December, 2015. In addition to this remuneration, the Managing Director is also entitled to provident fund, gratuity and encashment of leave as per Company Policy		
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Compared to the remuneration with respect to the industry, size of the Company, etc. the remuneration proposed to be paid to Mr. Saraban is lower than industry standard.		
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Saraban has no other pecuniary relationship with the Company or with any Director / Key Managerial Personnel except to the extent of the remuneration being paid to him as Managing Director of the Company.		

III OTHER INFORMATION:

1. Reasons for loss or inadequate profits	The Indian Economy, particularly infrastructure sector (construction), is passing through one of its most challenging phases. High costs of funds coupled with overall economic slowdown have impacted profitability adversely for the sector. Delays in payments from the clients have affected cashflows and this, coupled with overrun due to delay in Right of Way, supply of drawings / design, etc. by clients have impacted costs of execution which in turn have had an adverse effect on revenues and profitability. Compensation for cost overruns are being pursued with the clients, wherever possible.
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During the quarter ended March 31, 2015, the Company has signed a definitive agreement with the National Highways Authority of India (NHAI) under which both parties had agreed to settle all awards received, claims under consideration at various forums, pending disputes and amounts outstanding in the Company's and joint venture's books of account under trade receivables and unbilled work-in-progress in respect of all the contracts executed by the company and Joint Venture. Pursuant to this settlement the Company including its share in Joint Venture has accounted for the resultant loss on the settlement of Rs.12,397 lakhs which has been disclosed as an exceptional item during the quarter ended March 31, 2015. While the work in hand has substantially improved, the new contracts have not yet commenced in full earnest, thereby not contributing to the turnover / profitability of the current year 2015.

2. Steps taken or proposed to be taken for improvement
- The Indian economy has started its recovery and market sentiments has improved considerably. Inflation has started coming down. This should result in increase in industrial production and expected reduction in interest rate.

The Company is pursuing compensation for such projects. The results of this are expected to come through on completion of the settlement process. Orders inflow has shown visible sign of improvement. The Company's foray into industrial structures foresees good opportunities to grow in this area. With improvement in orders inflow, the revenues and profitability will improve in future.

3. Expected increase in productivity and profits in measurable terms
- We expect an improving trend in turnover and profits with a fuller return to normative numbers over time.

IV DISCLOSURES:

- All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors
None of the Directors (except the Managing Director, Mr. Adun Saraban) are paid any remuneration package such as salary, benefits, bonuses, stock options, pension, etc. Non Executive Independent Directors are paid sitting fees for attending meetings of the Board or Committees thereof and are entitled to commission, as approved by the shareholders, based on profits of the Company upto a maximum of Rs.2,00,000/- per year.
- Details of fixed component and performance linked incentives along with the performance criteria
The remuneration payable consists of fixed salary and perquisites and commission, based on profits, as approved by the shareholders and determined by the Board.
- Service contracts, notice period and severance fees
Service contract is for a period of three years from 1st January, 2013 to 31st December, 2015. Notice period is six months and no severance fees is payable on termination of appointment.
- Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable
Nil

V Additional Information of the Appointee :

No. of Board Meetings held and attended

	Held	Attended
Upto 30th September, 2015	6	6

No. of shares held in the Share Capital of the Company

- NIL

Other Directorships

- ITD Cementation Projects India Limited

Other Membership/ Chairmanship of Committee

- NIL

Copy of the aforesaid Agreements will be available for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturday, Sunday and Public Holidays.

Mr. Saraban is interested in the Special Resolution at Item 1 of the Notice in so far as it relates to payment to him of remuneration and contribution to provident fund, gratuity and leave encashment as envisaged therein.

Registered Office:

National Plastic Building,
A-Subhash Road,
Paranjape B Scheme,
Vile Parle (East),
Mumbai - 400057.

By Order of the Board

R.C. DAGA
Company Secretary

Dated: 6th October, 2015

INSTRUCTIONS FOR VOTING

Voting through Physical Mode

Postal Ballot Form

- Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer, before 19th November, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is at all permitted.

Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

E-Voting / Remote Voting

The instructions for e-voting/ remote voting are as under:

(a) Procedure & instructions for E-voting/ remote voting

- Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio / DP ID and Client ID will be your User-ID

User-ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company.
Password	Your Unique Password is printed on the Postal Ballot Form.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) Please contact our toll free No. **18003454001** for any further clarifications.
- (iv) Members can cast their vote online from 20th October, 2015 (10.00 a.m.) and ends on 19th November, 2015 (5.00 p.m.).
- (v) After entering these details appropriately, click on "LOGIN".
- (vi) Members holding Shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that company opts for e-voting/ remote voting through Karvy Computershare Private Limited e-Voting/ remote voting platform. System will prompt you to change your password and update any contact details like mobile, email ID, etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) You need to login again with the new credentials.
- (viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- (ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your existing login id and password are to be used.
- (x) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate / Institutional Members (Corporate / FIs/ FII/ Trust / Mutual Funds / Banks, etc.) are required to send scan (PDF Format) of the relevant Board Resolution to the Scrutinizer through e-mail to scrutinizer@itdcem.co.in with copy to einward.ris@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name Event No."
- (b) In case of Shareholders' receiving Postal Ballot Form by Post :**
- (i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting/remote voting Event Number)	USER ID	PASSWORD / PIN



ITD CEMENTATION INDIA LIMITED

CIN : L61000MH1978PLC020435

Registered Office: National Plastic Building, A - Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400057, Maharashtra.

Phone No: 022-66931600. **Fax No:** 022-66931628. **Website:** www.itdcem.co.in **Email:** investors.relation@itdcem.co.in

POSTAL BALLOT FORM

(Please read the Instructions printed overleaf carefully before completing this form)

Sr. No.

CERTIFIED TRUE COPY

- (1) Name Registered Address of the Sole/First named Member

For ITD CEMENTATION INDIA LIMITED

[Signature]
Company Secretary

- (2) Name(s) of the joint holders, (if any)
IN BLOCK LETTERS

- (3) DP ID No. / Client ID No.*/ Registered Folio No.
(* applicable to investors holding shares in dematerialised form)

- (4) No. of Shares held

- (5) Postal Ballot No.

- (6) I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 6th October, 2015 of ITD Cementation India Limited (the 'Company') by conveying / sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) at the appropriate column below:

Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution: To authorize payment of remuneration of Mr. Adun Saraban (DIN 01312769), Managing Director of the Company.			

Place :

Date :

Signature of the Member

E-mail: _____

Tel. / Mobile No. _____

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Notes:

Please read the instructions printed overleaf carefully before exercising your vote.

Last date for Receipt of Postal Ballot Form by the Scrutinizer : 19th November, 2015 (5.00 p.m.).

P.T.O.

INSTRUCTIONS

1. A Member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Member(s) will also be accepted.
2. Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company/ R & T A or Depository Participants, in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form together with duly attested specimen signature (s) of the authorised signatories. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer i.e. Mr. P.N. Parikh (Membership No. FCS 327), M/s Parikh & Associates, Practicing Company Secretaries appointed by the Company so as to reach the Scrutinizer not later than the close of working hours on or before 19th November, 2015 (i.e. 5.00 p.m.). Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member(s) has not been received.
7. A Member can apply for duplicate Postal Ballot Form through an email at raju.sv@karvy.com if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before 19th November, 2015 (i.e. 5.00 p.m.). For any clarification(s), please contact M/s Karvy Computershare Private Limited on toll free number: 1800 3454001.
8. The right of voting by Postal Ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) on the cut off date i.e. 9th October, 2015.
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
15. The Company is pleased to offer e-voting/ remote voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting/ remote voting is optional. The detailed procedure of e-voting/ remote voting is enumerated in the Notes to the Postal Ballot Notice.
16. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website at : <http://www.itdcem.co.in> for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.