



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
11th August, 2014

Our Reference No.
SEC/05-1,2 & 3/2014

Our Contact
R.C. DAGA

Direct Line
91 22 67680813

Dear Sir,

Disclosure of voting results by listed entities

Pursuant to Clause 35A of the Listing Agreement, enclosed please find Disclosure of Voting Results of the Postal Ballot declared on 11th August, 2014 in the prescribed format.

Thanking you,

Yours faithfully,
For ITD Cementation India Limited


(R.C. DAGA)
COMPANY SECRETARY

Encl: as above

The Secretary,
The Calcutta Stock Exchange Association Limited,
7, Lyons Range,
Calcutta 700 001 (Fax # 033 4025 3030) (email: listing@cse-india.com)

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza, C-1 Block 'G'
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051 (Fax # 2659 8238/ 8348) (email: cmlist@nse.co.in)

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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



ITD CEMENTATION INDIA LIMITED

Date of the AGM: *N.A.*

Total number of shareholders on record date: *NA*

No. of Shareholders present in the meeting either in person or through proxy:

N.A.

Promoters and Promoter Group:

Public:

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: N.A.

Public: N.A.

Result of the Postal Ballot Date: 11th August, 2014

(Agenda-wise)

Detail of the Agenda:

Agenda No. 1

(Item No.1 of Postal Ballot Notice)

“RESOLVED THAT the authorized share capital of the Company of Rs.75,00,00,000/- (Rupees Seventy Five Crores) comprising (a) equity share capital of Rs.15,00,00,000/- divided into 1,50,00,000 equity shares of Rs. 10/- each and (b) redeemable preference share capital of Rs. 60,00,00,000/- divided into 6,00,00,000 redeemable preference shares of Rs. 10/- each, be and is hereby re-classified into equity share capital of Rs. 30,00,00,000/- divided into 3,00,00,000 equity shares of Rs.10/- each and (b) redeemable preference share capital of Rs.45,00,00,000/- divided into 4,50,00,000 redeemable preference shares of Rs. 10/- each”

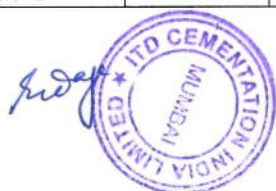
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”

Resolution required: *Ordinary*

Mode of voting: *Postal Ballot*

In case of Poll/Postal ballot / E-voting:

| <i>Promoter / Public</i> | <i>No. of Shares held</i> | <i>No. of votes postal ballot</i> | <i>% of Votes postal ballot on outstanding shares</i> | <i>No. of Votes - in favour</i> | <i>No. of votes - against</i> | <i>% of Votes in favour on votes postal ballot</i> | <i>% of Votes against on votes postal ballot</i> |
|-------------------------------------|---------------------------|-----------------------------------|---|---------------------------------|-------------------------------|--|--|
| | <i>(1)</i> | <i>(2)</i> | <i>(3)= [(2)/(1)]*100</i> | <i>(4)</i> | <i>(5)</i> | <i>(6)= [(4)/(2)]*100</i> | <i>(7)= [(5)/(2)]*100</i> |
| <i>Promoter and Promoter Group</i> | 8011318 | 8011318 | 100% | 8011318 | NIL | 100% | - |
| <i>Public Institutional holders</i> | 228129 | 223529 | 97.98% | 223529 | Nil | 100% | - |



| | | | | | | | |
|----------------|----------|---------|--------|---------|--------|--------|--------|
| Public – Other | 3276343 | 675293 | 20.61% | 100078 | 575215 | 14.82% | 85.18% |
| Total | 11515790 | 8910140 | 77.37% | 8334925 | 575215 | 93.54% | 6.46% |

Agenda No. 2
(Item No.2 of Postal Ballot Notice)

“RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the Para 1 of existing Clause V by the following as Para 1:

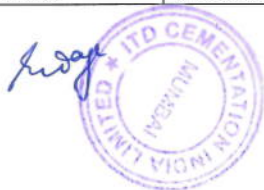
“1. The authorized share capital of the Company is Rs. 75,00,00,000/- comprising (a) equity share capital of Rs. 30,00,00,000/- divided into 3,00,00,000 equity shares of Rs. 10/- each and (b) redeemable preference share capital of Rs. 45,00,00,000/- divided into 4,50,00,000 redeemable preference shares of Rs. 10/- each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”

Resolution required: Ordinary
Mode of voting: Postal Ballot

In case of Poll/Postal ballot / E-voting:

| Promoter / Public | No. of Shares held | No. of votes postal ballot | % of Votes postal ballot on outstanding shares | No. of Votes - in favour | No. of votes - against | % of Votes in favour on votes postal ballot | % of Votes against on votes postal ballot |
|------------------------------|--------------------|----------------------------|--|--------------------------|------------------------|---|---|
| | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 8011318 | 8011318 | 100% | 8011318 | NIL | 100% | - |
| Public Institutional holders | 228129 | 223529 | 97.98% | 223529 | Nil | 100% | - |
| Public – Other | 3276343 | 675293 | 20.61% | 100078 | 575215 | 14.82% | 85.18% |
| Total | 11515790 | 8910140 | 77.37% | 8334925 | 575215 | 93.54% | 6.46% |



Agenda No. 3
(Item No.3 of Postal Ballot Notice)

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by substituting the existing Article 3 by the following Article 3:

“3. The authorized share capital of the Company is Rs. 75,00,00,000/- comprising (a) equity share capital of Rs. 30,00,00,000/- divided into 3,00,00,000 equity shares of Rs.10/- each and (b) redeemable preference share capital of Rs.45,00,00,000/- divided into 4,50,00,000 redeemable preference shares of Rs.10/- each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”

Resolution required: Special
Mode of voting: Postal Ballot

In case of Poll/Postal ballot / E-voting:

| Promoter / Public | No. of Shares held | No. of votes postal ballot | % of Votes postal ballot on outstanding shares | No. of Votes - in favour | No. of votes - against | % of Votes in favour on votes postal ballot | % of Votes against on votes postal ballot |
|------------------------------|--------------------|----------------------------|--|--------------------------|------------------------|---|---|
| | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 8011318 | 8011318 | 100% | 8011318 | NIL | 100% | - |
| Public Institutional holders | 228129 | 223529 | 97.98% | 223529 | Nil | 100% | - |
| Public – Other | 3276343 | 675293 | 20.61% | 100293 | 575000 | 14.85% | 85.15% |
| Total | 11515790 | 8910140 | 77.37% | 8335140 | 575000 | 93.55% | 6.45% |

Agenda No. 4
(Item No.4 of Postal Ballot Notice)

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s) thereto or modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, and in accordance with the regulations/guidelines issued by the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”) and / or any other competent authorities and clarifications thereof, issued from time to time, the applicable provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) as amended, the Foreign Exchange management (Transfer or issue of Security by a Person Resident Outside India)



Regulations, 2000, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended up to date and subject to such approvals, consents, permissions and sanctions of the Government of India (GOI), SEBI, RBI, Stock Exchanges and all other appropriate authorities, institutions or bodies and subject to such conditions and modification(s) as may be prescribed by them while granting such approvals, consents, permissions and sanctions, to the extent applicable, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which expressions shall be deemed to include any committee(s), constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) the Board is hereby authorized on behalf of the Company to create, issue, offer and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted) either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares of the Company with a face value of Rs 10/- (Rupees Ten Only) each (the **"Equity Shares"**), global depository receipts, foreign currency convertible bonds and/ or other financial instruments convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and / or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as the **"Securities"**) or any combination of Securities, in one or more tranches, through public and / or private offerings or any combination thereof or by issue of prospectus and / or placement document / or other permissible / requisite offer document to any eligible person(s), including but not limited to Qualified Institutional Buyers in accordance with Chapter VIII (**"Qualified Institutional Placement" or "QIP"**) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended from time to time (**"SEBI ICDR Regulations"**), or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / or multilateral financial institutions, mutual funds, pension funds, and / or any other categories of investors (collectively called the **"Investors"**) whether or not such Investors are Members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 150 crores (Rupees One Fifty Crores Only) , inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s), private placement(s), or a combination thereof at such a time or times, at a discount or a premium permitted under applicable laws, as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Securities considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue.

The relevant date (**Relevant Date**) for the purpose of arrival of the Floor Price of the QIP shall be in accordance with chapter VIII of the SEBI ICDR Regulations respectively."

"RESOLVED FURTHER that in the event the Equity Shares are issued in the course of a QIP under Chapter VIII of the SEBI ICDR Regulations, the pricing shall be in accordance with regulation 85 of Chapter VIII of the SEBI ICDR Regulations. The Board may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under the SEBI ICDR Regulations. Further the Placement, in this financial year, shall not exceed five times the net worth of the Company as per the audited balance sheet as at December 31, 2013."

"RESOLVED FURTHER that if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations."



"RESOLVED FURTHER that in pursuance of this resolution, the securities to be, created, issued, offered and allotted shall be subject to the following terms and conditions:

- (a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of this resolution and the issue
- (b) In case of Equity Shares, they shall rank *pari passu* in all respects with the existing Equity Shares of the Company.
- (c) The number and/ or price of the Securities or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares, shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring."

"RESOLVED FURTHER that the Board be and is hereby authorized to finalize and approve the offering circular / placement document for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular / placement document, and any amendments and supplements thereto with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required."

"RESOLVED FURTHER that in the event of issue of Securities by way of QIP the Relevant Date on the basis of which the price of the Securities shall be determined as specified under SEBI Regulations, shall be the date of the meeting in which the Board decides to open the proposed issue of Securities or such other time as may be decided by the Board and as permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Securities."

"RESOLVED FURTHER that subject to the applicable laws, for the purpose of giving effect to the issuance of Securities, the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Securities, including, without limitation to the following:

- (a) decide the date for the opening and closing of the issue of Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
- (b) finalisation of the allotment of the Securities on the basis of the subscriptions received;
- (c) finalisation of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (d) approval of the preliminary and final offering circulars/ placement document/prospectus/Offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Manager(s)/Underwriter(s)/Advisor(s), in accordance with all applicable rules, regulations and guidelines;
- (e) appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/



MoUs/ documents with any such agencies, in connection with the proposed offering of the Securities;

(f) approval of the Deposit Agreement(s), the Purchase/Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBS/other Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

(g) finalisation of the basis of allotment in the event of over-subscription;

(h) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;

(i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;

(j) seeking the listing of the Securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;

(k) deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ADRs, as per applicable laws, regulations or guidelines;

(l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries or demat accounts as may be required in connection with the aforesaid issue; and

(m) all such acts, deeds, matters and things as the Board of Directors may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board of Directors, may deem fit and proper in its absolute discretion to be most beneficial to the Company."

"RESOLVED FURTHER that the Common Seal of the Company be affixed on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in the presence of any two Directors of the Company or in the presence of any one Director and the Company Secretary or Mr. S. Ramnath, Authorised Signatory, who shall sign the same in token thereof."

"RESOLVED FURTHER that the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets."

"RESOLVED FURTHER that without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities. Provided that the issue of all equity shares referred to above shall rank pari passu with the existing equity shares of the Company in all respects."



"RESOLVED FURTHER that the Company and /or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other Securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India)."

"RESOLVED FURTHER that for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of Directors, any other one or more Director(s) of the Company to give effect to the aforesaid resolution and thereby such committee of Directors or one or more such Directors as authorised are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard."

Resolution required: Special

Mode of voting: Postal Ballot

In case of Poll/Postal ballot / E-voting:

| Promoter / Public | No. of Shares held | No. of votes postal ballot | % of Votes postal ballot on outstanding shares | No. of Votes - in favour | No. of votes - against | % of Votes in favour on votes postal ballot | % of Votes against on votes postal ballot |
|------------------------------|--------------------|----------------------------|--|--------------------------|------------------------|---|---|
| | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 8011318 | 8011318 | 100% | 8011318 | NIL | 100% | - |
| Public Institutional holders | 228129 | 223529 | 97.98% | 223529 | Nil | 100% | - |
| Public – Other | 3276343 | 675293 | 20.61% | 100028 | 575265 | 14.81% | 85.19% |
| Total | 11515790 | 8910140 | 77.37% | 8334875 | 575265 | 93.54% | 6.46% |



Agenda No. 5
(Item No.5 of Postal Ballot Notice)

“**RESOLVED** that in supersession of the earlier Resolution passed under Section 293(1)(a) of the Companies Act, 1956 on 30th April, 2008 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and any applicable rules and regulations, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on them by this Resolution) of such mortgages and / or charges as may be necessary on all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and / or future and / or the whole or any part of any undertaking of the Company in such manner as the Board may determine, to or in favour of the lender(s), agents, trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency), working capital facilities, debentures, bonds, equipment credit scheme, leasing credit facilities or other facilities, from time to time on such terms and conditions as the Board may determine, together with interest and the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, all other costs, charges, expenses including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), or any other document entered into / to be entered into between the Company and the lender(s)/ agents/ trustee(s) in relation to such loans, working capital facilities, debentures, bonds, and other facilities.

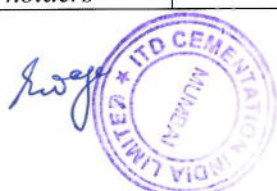
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities.”

Resolution required: Special
Mode of voting: Postal Ballot

In case of Poll/Postal ballot / E-voting:

| Promoter / Public | No. of Shares held | No. of votes postal ballot | % of Votes postal ballot on outstanding shares | No. of Votes - in favour | No. of votes - against | % of Votes in favour on votes postal ballot | % of Votes against on votes postal ballot |
|------------------------------|--------------------|----------------------------|--|--------------------------|------------------------|---|---|
| | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 8011318 | 8011318 | 100% | 8011318 | NIL | 100% | - |
| Public Institutional holders | 228129 | 223529 | 97.98% | 223529 | Nil | 100% | - |



| | | | | | | | |
|-------------------|----------|---------|--------|---------|--------|--------|--------|
| Public – Other | 3276343 | 675293 | 20.61% | 99955 | 575338 | 14.80% | 85.20% |
| Total | 11515790 | 8910140 | 77.37% | 8334802 | 575338 | 93.54% | 6.46% |

Agenda No. 6
(Item No.6 of Postal Ballot Notice)

“RESOLVED THAT in supersession of all earlier resolutions passed under Section 293(1)(d) of the Companies Act, 1956 on 27th April, 2010 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and any applicable rules and regulations, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include, any committee thereof for the time being exercising the powers conferred on them by this Resolution), to borrow from time to time as the Board may think fit any sum or sums of monies, in one or more tranches, which together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained or to be obtained from the Company’s bankers in ordinary course of business) from any Bank and/or Public Financial Institution as defined under Section 2(72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/ authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board an aggregate amount not exceeding at any time the sum of Rs. 1200 Crore (Rupees Twelve Hundred Crore only), or its rupee equivalent, over and above the aggregate of its then applicable paid up share capital and free reserves, on such terms and conditions as Board may deem fit, notwithstanding that the moneys to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, as defined under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities.”



Resolution required: Special
Mode of voting: Postal Ballot

In case of Poll/Postal ballot / E-voting:

| Promoter / Public | No. of Shares held | No. of votes postal ballot | % of Votes postal ballot on outstanding shares | No. of Votes - in favour | No. of votes - against | % of Votes in favour on votes postal ballot | % of Votes against on votes postal ballot |
|--------------------------------------|--------------------------|-------------------------------------|--|--------------------------------|------------------------------|--|--|
| | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)] *100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 8011318 | *8011318 | 100% | 8011318 | NIL | 100% | - |
| Public Institutional holders | 228129 | 223529 | 97.98% | 223529 | Nil | 100% | - |
| Public – Other | 3276343 | 675293 | 20.61% | 98975 | 576318 | 14.66% | 85.34% |
| Total | 11515790 | 8910140 | 77.37% | 8333822 | 576318 | 93.53% | 6.47% |

Place: Mumbai

Date: 11th August, 2014

For ITD CEMENTATION INDIA LIMITED


Company Secretary