



Commitment, Reliability & Quality

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

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

Date  
27<sup>th</sup> March, 2019

Our Reference No.  
SEC/12/2019

Our Contact  
RAHUL NEOGI

Direct Line  
91 22 67680814

Dear Sir,

**Sub: Disclosure of Voting Results of Postal Ballot of the Company under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time.**

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

Pursuant to Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration), Rules, 2014 including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot seeking consent of the members of the Company for passing a Special Resolution through Postal Ballot as specified in the Postal Ballot Notice dated 11<sup>th</sup> February, 2019.

In order to conduct the Ballot in a fair and transparent manner, the Board of Directors of the Company had appointed Mr. P.N. Parikh or failing him Mr. Mitesh Dhabiwala or failing him Ms. Sarvari Shah of M/s Parikh & Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot Process through e-voting including remote e-voting and voting by Postal Ballot Form. The Scrutinizer has submitted his Report on 27<sup>th</sup> March, 2019.

On the basis of the Scrutinizer Report, results of the Postal Ballot were declared by the Company today at the Registered Office of the Company at National Plastic Building, A-Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057. The results of the postal ballot have been posted on the website of the Company at [www.itdcem.co.in](http://www.itdcem.co.in) and also on the website of the Registrar and Transfer Agents, M/s. Karvy Computershare Private Limited at <http://evoting.karvy.com>. Further, the results have also been displayed on the Notice Board of the Company.

## ITD CEMENTATION INDIA LIMITED

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

ISO 9001, ISO 14001 & OHSAS 18001

**DNV GL**



*Commitment, Reliability & Quality*

The Special Resolution as set out in the Postal Ballot Notice has been approved by the shareholders of the Company by requisite majority.

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

Please take the above on record.

Thanking you,

Yours faithfully,  
For ITD Cementation India Limited

  
(RAHUL NEOGI)  
COMPANY SECRETARY

Encl: as above

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**DNV GL**

Company Name	ITD CEMENTATION INDIA LIMITED
Date of the AGM/EGM	26th March, 2019 (Postal Ballot)
Total number of shareholders on record date	35974
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - For continuation of holding of office of Non-Executive- Independent Director of the Company, by Mr. D.P. Roy (DIN 00049269) who has attained the age of above 75 years, from 1st April, 2019 upto the expiry of his present term of office of 5 years i.e. upto 5th August, 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	80113180	0	0.0000	00	0	0.0000	0.0000
	Poll	80113180	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	80113180	80113180	100.0000	80113180	0	100.0000	0.0000
Public- Institutions	E-Voting	56723269	47504576	83.7480	41079383	6425193	86.4745	13.5254
	Poll	56723269	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	56723269	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	34951135	1330739	3.8074	1328817	1922	99.8555	0.1444
	Poll	34951135	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	34951135	60295	0.1725	57043	3252	94.6065	5.3934
Total		171787584	129008790	75.0979	122578423	6430367	95.0156	4.9844

R/S





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

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

March 27, 2019

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

**Kind Attn: Mr. Rahul Neogi**

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

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special resolution for continuation of holding of office of Non- Executive Independent Director of the Company, by Mr. D.P. Roy (DIN 00049269) who has attained the age of above 75 years, from 1<sup>st</sup> April, 2019 upto the expiry of his present term of office of 5 years i.e. upto 5<sup>th</sup> August, 2019.

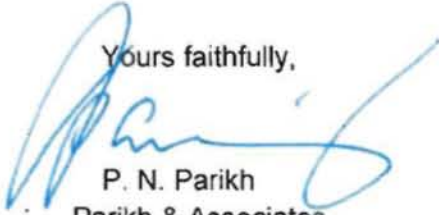
I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical mode and e-voting done through electronic mode.
- b) The register showing the particulars of the physical postal ballots received and processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the M/s. Karvy Fintech Private Limited ("Karvy") e-voting system in respect of the said Resolution.

Thanking you.



Yours faithfully,

  
P. N. Parikh  
Parikh & Associates

Encl.: As above.



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

**Report of Scrutinizer**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400053, have been appointed as the Scrutinizer to conduct the postal ballot/ remote e-voting process in respect of the Special resolution for continuation of holding of office of Non- Executive Independent Director of the Company, by Mr. D.P. Roy (DIN 00049269) who has attained the age of above 75 years, from 1<sup>st</sup> April, 2019 upto the expiry of his present term of office of 5 years i.e. upto 5<sup>th</sup> August, 2019 pursuant to the Notice dated February 11, 2019, issued under Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration), Rules, 2014, as amended from time to time.

The Notice along with statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the above mentioned resolution passed through Postal Ballot.

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

The shareholders of the Company holding shares as on the "cut-off" date of February 15, 2019 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on February 25, 2019 at 10:00 a.m. (IST) and ended on March 26, 2019 at 05:00 p.m. (IST) and the Karvy e-voting module was disabled thereafter.

- 1-



A handwritten signature in blue ink, appearing to be "P. N. Parikh".



The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received up to March 26, 2019 at 05:00 p.m. (IST) were also considered.

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

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

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

I now submit my consolidated Scrutinizer Report on the results of the voting by postal ballot in physical and electronic mode in respect of the said resolution:





**Resolution 1.Special Resolution**

For continuation of holding of office of Non- Executive Independent Director of the Company, by Mr. D.P. Roy (DIN 00049269) who has attained the age of above 75 years, from 1<sup>st</sup> April, 2019 upto the expiry of his present term of office of 5 years i.e. upto 5<sup>th</sup> August, 2019.

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

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
117	12,25,78,423	95.02

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


Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
28	64,30,367	4.98

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
2	1445

Place: Mumbai  
Dated : March 27, 2019



Signature:   
Name: P. N. Parikh  
Scrutinizer

FCS: 327 CP: 1228

