



Commitment, Reliability & Quality

Dept. of Corporate Services – Corporate Relationship,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 023
(Fax # 2272 3121/ 2037/ 2039/ 2041/ 2061/ 3719)
(Email: corp.relations@bseindia.com)

Date
14th April, 2017

Our Reference No.
SEC/05-1 & 2/2017

Our Contact
RAHUL NEOGI

Direct Line
91 22 67680814

Dear Sirs,

**Sub: Notice of the 39th Annual General Meeting
Sub Code No: 509496(BSE) and ITDCEM (NSE)**

Enclosed please find Notice of the 39th Annual General Meeting dated 21st February, 2017 alongwith Attendance Slip and Proxy Form.

You are requested to take the same on record. Notice of the 39th Annual General Meeting dated 21st February, 2017 alongwith Attendance Slip and Proxy Form are being also available on the Company's website www.itdcem.co.in.

Thanking you,

Yours faithfully,
For ITD Cementation India Limited


(RAHUL NEOGI)
COMPANY SECRETARY

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)

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



ITD CEMENTATION INDIA LIMITED

CIN : L61000MH1978PLC020435

Registered Office: National Plastic Building, A - Subhash Road, Paranjape B Scheme,
Vile Parle (East), Mumbai - 400 057, Maharashtra, India
Phone No: 022-66931600 Fax No.: 022-66931628
Email: investors.relation@itdcem.co.in Website: www.itdcem.co.in

NOTICE

NOTICE is hereby given that the THIRTY-NINTH ANNUAL GENERAL MEETING of the Members of ITD CEMENTATION INDIA LIMITED will be held at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai-400 020 on Thursday, 11th May, 2017 at 3:00 p.m. to transact the following businesses:

1. To receive, consider and adopt the financial statements of the Company, namely (a) the Audited Standalone and Consolidated Balance Sheets as at 31st December, 2016, (b) the Audited Standalone and Consolidated Statements of Profit and Loss of the Company for the financial year ended on that date, (c) the Standalone and Consolidated Cash Flow Statements for the financial year ended on that date, (d) Notes annexed to, or forming part of, the documents referred to in (a) to (c) above and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 0.30 per equity share of ₹ 1/- each (30%) for the financial year ended 31st December, 2016.
3. To appoint a Director in place of Mr. Premchai Karnasuta (DIN: 00233779), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
4. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment of the Act or Rules for the time being in force) and pursuant to the acceptance by the Board of Directors of the recommendations of the Audit Committee, M/s Walker Chandio & Co LLP, Mumbai (Firm Registration No. 001076N/N500013), who will complete a term of five consecutive years as Statutory Auditors of the Company at the conclusion of this Annual General Meeting be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 44th Annual General Meeting subject to ratification of the appointment by the Members at every Annual General Meeting held after this Annual General Meeting on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee plus applicable taxes and out of pocket expenses actually incurred by them during the course of audit."

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) of the Act or Rules for the time being in force), the payment by the Company of remuneration of ₹ 4.50 Lakh (Rupees Four Lakh Fifty Thousand Only) per annum plus service tax and out of pocket expenses, if any, incurred during the course of Audit to Mr. Suresh Damodar Shenoy, Cost Accountant (Membership Number 8318) appointed as the Cost Auditor of the Company for the audit of the cost accounting records of the Company for the financial year ending on 31st December,

2017 be and is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) 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."

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

"RESOLVED THAT pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules made thereunder and other applicable laws, if any, approval be and is hereby granted to the Company to confer an option to Scheduled Commercial Banks/Institution (hereinafter collectively called "the Lenders") to convert on one or more occasions the entire loans (including unpaid interest) or part thereof advanced by them to the Company into equity shares of the Company as required by the Lenders under and in accordance with the Strategic Debt Restructuring Scheme ("SDR") Notification dated 8th June, 2015 issued by the Reserve Bank of India as amended from time to time subject to the Lenders' respective total shareholding in the Company conforming to the statutory limits in terms of the applicable provisions of the Banking Regulation Act, 1949 in the event of the Company being unable to achieve the viability milestones and/or adhere to the critical conditions as stipulated in the restructuring package under the SDR so that the Lenders acquire a majority shareholding in the Company; the equity shares so issued and allotted by the Company to the Lenders pursuant to such conversion to rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the conversion price of the equity shares issued and allotted by the Company to the Lenders as aforesaid shall be determined as follows:

Conversion of outstanding debt (principal as well as unpaid interest) into equity instruments should be at 'Fair Value' as of the date on which the Lenders decide to exercise their conversion option which will not exceed the lowest of the following, subject to the floor of 'Face Value' (restriction under section 53 of the Companies Act, 2013):

- a) Market value: Average of the closing prices of the instrument on a recognized stock exchange during the ten trading days preceding the aforesaid date;
- b) Break-up value: Book value per share to be calculated from the Company's latest audited balance sheet (without considering 'revaluation reserves', if any) adjusted for cash flows and financials post the earlier restructuring, the balance sheet should not be more than a year old. In case the latest balance sheet is not available this break-up value shall be ₹ 1/-.

Upon receipt of notice of conversion from the Lenders, the Company shall issue and allot the requisite number of fully paid-up equity shares to the Lender(s), from the date of the exercise of the option for the conversion at the conversion price of the equity shares determined as above in satisfaction of the amount so stipulated in the Lender's notice of conversion. The amount so converted shall cease to carry interest and/or further interest as from the Conversion Date and the amount of the loan and other amounts due and repayable by the Company to the Lenders shall thereupon stand correspondingly reduced.

RESOLVED FURTHER THAT the Board (including any Committee of the Board) be and is hereby authorized to do such acts, deeds, matters and things as may be necessary, usual or expedient to give effect to the above resolution.”

Registered Office:

National Plastic Building,
A-Subhash Road,
Paranjape B Scheme,
Vile Parle (East),
Mumbai – 400 057.

By Order of the Board

RAHUL NEOGI
Company Secretary
Membership No. – A10653

Dated : 21st February, 2017

NOTES:

- 1. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. A Proxy Form for the AGM is enclosed herewith.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members / Societies intending to send their authorized representative to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolutions authorizing their representative to attend and vote on their behalf at the AGM.
3. The relative Statement of material facts annexed to the Notice pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) in respect of the businesses at Items 5 and 6 of the Notice, is annexed hereto. The relevant details of director seeking re-appointment under Item 3, of the Notice, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereafter referred as the “Listing Regulations, 2015”) are also annexed.
4. a. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 5th May, 2017, to Thursday, 11th May, 2017 (both days inclusive).
b. The dividend, if any, that may be declared at the AGM will be paid on 16th May, 2017, to those Members whose names appear in the Register of Members of the Company as on 11th May, 2017.

The dividend in respect of shares held in dematerialization form will be paid to the beneficial owners of the shares whose names appear in the Register and Index of Beneficial Owners as on the close of business hours of 4th May, 2017 as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

5. The Company has transferred to the Investor Education and Protection Fund (IEPF) all unclaimed / unpaid dividends in respect of the financial years 1995-96 to 31st December, 2008.

The Company has uploaded the details of the unclaimed amounts of Dividend of the shareholders as on 12th May, 2016 (date of last Annual General Meeting) on the website of the Company (www.itdcem.co.in) as per the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012.

In terms of Section 124(5) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs with effect from 7th September, 2016, the Company is required to transfer the dividend which remains unpaid or unclaimed by the shareholders of the Company for a period of seven consecutive years, to the IEPF Account established by the Central Government. Such shareholders who have not encashed their dividend Warrant(s) within the aforesaid period of seven consecutive years can claim the transferred dividends from the IEPF, details of which are available at www.iepf.gov.in.

6. Members/proxies attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
7. Members are requested to bring their copies of the Annual Report and Attendance Slip signed at the time of attending the meeting.
8. All relevant documents referred to in the accompanying Notice and the Statement Annexed to Notice shall be open for inspection at the Registered Office of the Company during normal business hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the AGM of the Company.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, immediately to the Company’s Registrar and Share Transfer Agent i.e. M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 008, Tel: +91 40 67162222, Fax : +91 40 23420814, email ID : einward.ris@karvy.com and / or its Branch Office at 24-B, Raja Bahadur Mansion, Ambalal Doshi Marg, Behind BSE, Fort, Mumbai - 400 023, Tel: +91 22 66235454 email ID : ircfort@karvy.com (hereinafter referred to as “RTA”). Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants only.
11. Members desirous of seeking any information relating to the annexed Audited Financial Statements of the Company for the financial year ended 31st December, 2016, may write to the Company at its Registered Office, Attention Mr. S. Ramnath, Chief Financial Officer, at least seven days in advance of the date of AGM so that requisite information can be made available at the AGM.
12. Pursuant to the provisions of Section 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the Listing Regulations, 2015, electronic copy of the Annual Report for 2016 is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copy of the Annual Report for 2016 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 39th AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of the 39th AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
14. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit

their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.

15. The Notice of AGM will be displayed on the website of the Company www.itdcem.co.in and on the website of the RTA.
16. The route map of the venue of the meeting is given in the Notice. The prominent landmark for easy location of the venue of the meeting is Churchgate.
17. **Voting through electronic means**

I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, 2015, the Company is pleased to provide the Members with the facility to cast their vote electronically on all Resolutions set forth in this Notice. The Company has an agreement with KARVY COMPUTERSHARE PRIVATE LIMITED (Karvy) for facilitating e-voting to enable the shareholders to cast their votes electronically. E-voting is optional.

The facility for voting, through ballot or polling paper, shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by e-voting/ remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for Members for e-voting are as under:

- A. In case a Member receives an email from Karvy** [for Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent / Depository Participant(s)]:
- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

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	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is provided in the enclosed Attendance Slip / E-Voting Form for the AGM.
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) After entering these details appropriately, click on "**LOGIN**".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login and such details may be used for sending future communication(s). You may also enter

a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- (v) You need to login again with the new credentials.
- (vi) On successful login with new credentials, the system will prompt you to select the EVENT i.e. **ITD Cementation India Limited**.
If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and had cast your vote earlier for any company, then your existing login id and password are to be used for casting your vote.
- (vii) Now you are ready for e-voting as Cast Vote page opens.
- (viii) 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, 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 as on the cut off date.
- (ix) You may then cast your 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 you click OK, the message "Vote cast successfully" will be displayed and thereafter, you will not be allowed to modify your vote.

During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- (xi) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (xii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (xiii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolutions / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), who are authorized to vote, to the Scrutinizer at e-mail ID: scrutinizer@itdcem.co.in They may also upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case a Member receives physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) **User ID and initial password** as provided in the enclosed Attendance Slip / E-Voting Form for the AGM.
- (iii) Please follow all steps from Sr. No. (i) to (xiii) as mentioned in I (A) above, to cast your vote.

II. Other Instructions

- (i) The e-voting period commences on Monday, 8th May, 2017 (10.00 a.m. IST) and ends on Wednesday, 10th May, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 4th May, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the AGM. However, they can attend the meeting and participate in the discussion, if any. Since the Company is providing e-voting facility there will be no voting on a show of hand.

- (ii) In case of any query/grievance(s), the Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Pvt. Ltd. at 040 67162222 or call at 1800 345 4001 (toll free).
- (iii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date, being 4th May, 2017. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut – off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting.
- (iv) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 4th May, 2017, may obtain the login ID and password by sending a request at einward.ris@karvy.com However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on <https://evoting.karvy.com>.
- (v) Mr. P. N. Parikh or failing him Mr. Mitesh Dhaliwala of M/s Parikh & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (vi) The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (vii) The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company (www.itdcem.co.in) and on Karvy’s website (<https://evoting.karvy.com>) within two (2) days of passing of the Resolutions at the AGM of the Company and communication of the same will be made to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Statement of material facts annexed to the Notice as required under Section 102 (1) of the Companies Act, 2013 (‘the Act’)

Item 5

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Mr. Suresh Damodar Shenoy, Cost Accountant in Practice (Membership No. 8318), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending on 31st December, 2017, at remuneration of ₹ 4.50 Lakh (Rupees Four Lakh Fifty Thousand only) per annum plus service tax and out of pocket expenses, if any. In terms of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the payment of the above remuneration to the Cost Auditor needs to be confirmed and ratified by the Members of the Company.

The Board recommends the Ordinary Resolution as set out in Item 5 of the Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution at Item 5 of the Notice, except to the extent of their respective shareholding in the Company, if any.

Item 6

For the purpose of its business, subject to limits approved by the shareholders under section 180(1)(a) and 180(1)(c) of the Act, the

Company has been availing and will continue to avail Working Capital Facilities/Equipment Finance/ Term Loan (“Loans”) from various Scheduled Commercial Banks/Institution (“Lenders”) comprising fund based and non-fund based facility from time to time.

Under the Loan agreements executed by the Company with Lenders and as required by the Reserve Bank of India (“RBI”), vide its notification dated 8th June, 2015, the Lenders have been provided an option to convert the entire loan or part thereof (including any unpaid interest thereon) into equity shares in the Company in accordance with the Strategic Debt Restructuring Scheme of RBI (“SDR”) referred to in the said Notification as amended from time to time, in the event the borrower is unable to achieve the viability milestones and/or adhere to ‘critical conditions’ as stipulated in the restructuring package and which equity shares shall rank pari passu with the other existing equity shares of the Company in all respects. The conversion price of the equity shares issued and allotted by the Company to the Lenders will be determined in terms of the SDR as set out in the text of the Special Resolution.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and the Rules framed thereunder and other applicable laws, if any, issuance of new shares upon exercising of the rights of Lender(s) to convert the entire loan or part thereof into equity share capital of the Company caused by the exercise of an option as a term attached to the loan agreement(s) would require the shareholders’ approval by way of Special Resolution. Hence, the Special Resolution at Item 6 of the Notice.

The option to convert the loan into equity shares would be exercisable by the Lenders only in the event of the Company being unable to achieve the viability milestones and/or adhere to ‘critical conditions’ as stipulated in the restructuring package and not in any other case.

The Board recommends the Special Resolution as set out at Item 6 of the Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item 6 of the Notice, except to the extent of their respective shareholding in the Company, if any.

Registered Office:

National Plastic Building,
A-Subhash Road,
Paranjape B Scheme,
Vile Parle (East),
Mumbai – 400 057.

By Order of the Board

RAHUL NEOGI
Company Secretary
Membership No. – A10653

Dated : 21st February, 2017

The particulars of Director, who is proposed to be re-appointed at this Annual General Meeting, 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:

- (a) A brief resume of the Director:
Name : Mr. Premchai Karnasuta
Qualifications : MBA, B.Sc in Mining Engineering
Director of the Company since 4th November, 2004.
- (b) Nature of his expertise in specific functional areas: Experience of over 38 years in construction industry.
- (c) Disclosure of relationships between directors inter-se: None
- (d) Names of other companies in which he holds directorship and membership of the Committees of the Board:
Other Directorships: None in any Indian company
Other Committee Membership: Nil
- (e) No. of shares held in the Share Capital of the Company : Nil



ITD CEMENTATION INDIA LIMITED

CIN : L61000MH1978PLC020435

Registered Office: National Plastic Building, A - Subhash Road, Paranjape B Scheme,
Vile Parle (East), Mumbai-400 057, Maharashtra, India

Phone: +91 22 6693 1600; Fax: +91 22 6693 1628

Email: investors.relation@itdcem.co.in Website: www.itdcem.co.in

ATTENDANCE SLIP

**39TH ANNUAL GENERAL MEETING
11TH MAY, 2017 AT 3.00 P.M.**

I/We hereby record my/our presence at the 39th Annual General Meeting of the Company to be held at at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai-400 020 on Thursday, 11th May, 2017 at 3:00 p.m.

Serial No.:

Name and Registered Address of the Shareholder :

Name(s) of the joint Shareholder(s), if any :

Registered Folio No. / DP ID No. & Client ID :

Number of Shares held :

Name of the Proxy / Representative, if any :

Signature of Member(s) / Proxy : _____

Signature of the Representative : _____

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT
OVER AT THE ENTRANCE**

FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the User ID and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Detailed instructions for e-voting are given in the notes to the AGM Notice.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Even Number)	User ID	Password

Route Map to the venue of the Annual General Meeting





ITD CEMENTATION INDIA LIMITED

CIN : L61000MH1978PLC020435

Registered Office: National Plastic Building, A - Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai-400 057, Maharashtra, India

Phone: +91 22 6693 1600; Fax: +91 22 6693 1628

Email: investors.relation@itdcem.co.in; Website: www.itdcem.co.in

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
E-mail ID	
DP ID No. and Client ID No./ Folio No.	

I/We, being the Member(s) holding Shares of ITD Cementation India Limited, hereby appoint

1.	Name : E-Mail ID
	Address :
	Signature : _____

Or failing him/her

2.	Name : E-Mail ID
	Address :
	Signature : _____

Or failing him/her

3.	Name : E-Mail ID
	Address :
	Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai- 400 020 on Thursday, 11th May, 2017 at 3:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

1.	Adoption of the financial statements of the Company, namely (a) the Audited Standalone and Consolidated Balance Sheets as at 31 st December, 2016, (b) the Audited Standalone and Consolidated Statements of Profit and Loss for the financial year ended on that date, (c) the Standalone and Consolidated Cash Flow Statements for the financial year ended on that date, (d) Notes annexed to, or forming part of the documents referred to in (a) to (c) above and the Reports of the Board of Directors and Auditors thereon.
2.	Declaration of dividend for the year 2016.
3.	Re-appointment of Mr Premchai Karnasuta (DIN: 00233779), retiring by rotation.
4.	Re-appointment of M/s Walker Chandio & Co LLP, Mumbai (Firm Registration No. 001076N/N500013) as Auditors of the Company for a consecutive period of 5 years from the conclusion of this AGM until the conclusion of 44 th AGM.
5.	Approval and ratification of payment of remuneration to Mr. Suresh Damodar Shenoy (Membership no. 8318), Cost Accountant, appointed as Cost Auditor for the financial year ending on 31 st December, 2017.
6.	Approval for conversion of loan into equity shares of the Company on the occurrence of default by the Company, if any, in repayment of loan and/or interest thereon.

Signed this day of 2017

Signature of Member Signature of Proxy holder(s)

Affix Revenue Stamp of Re. 1

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.