



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
12th May, 2017

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

Our Contact
RAHUL NEOGI

Direct Line
91 22 67680814

Dear Sir,

Sub: **Summary of Proceedings of 39th Annual General Meeting**

Ref: Scrip Code No: BSE - 509496 / NSE - ITDCEM

As required under item 13 of Para A of Part A in Schedule III of Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulation,2015, we furnish below the summary of proceedings of 39th Annual General Meeting of the Company held on 11th May, 2017 at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K.M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai- 400 020:

Item No.	Particulars	Resolution required	Mode of Voting	Remarks
1	Adoption of 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 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.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.
2	Declaration of dividend for the year 2016.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.
3	Re-appointment of Mr Premchai Karnasuta (DIN: 00233779), retiring by rotation.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority. .

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

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4	Re-appointment of M/s Walker Chandiook & 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 44th AGM.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.
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 31st December, 2017.	Ordinary Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.
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.	Special Resolution	By E-voting including Remote e-voting and By Ballot	Passed with requisite Majority.

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

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BSE Limited,
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Mumbai 400 023

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

(Email: corp.relations@bseindia.com)

Date
12th May, 2017

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

Our Contact
RAHUL NEOGI

Direct Line
91 22 67680814

Dear Sir,

Sub: Disclosure of Voting Results of 39th Annual General Meeting of the Company under Regulation 44(3) of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015

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

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, enclosed please find voting results of 39th Annual General Meeting of the Company held on 11th May, 2017 at 3.00 p.m. at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K.M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai- 400 020.

The e-voting including remote e-voting period commenced from Monday, 8th May, 2017 at 10.00 a.m.(IST) and the e-voting including remote e-voting module was disabled at 5.00 p.m. (IST) on 10th May, 2017.

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 of M/s Parikh & Associates, Practicing Company Secretaries as Scrutinizer for the e-voting including remote e-voting and voting by Ballot Paper at the venue of the Annual General Meeting. Accordingly, the scrutinizer submitted his report after completion of the Ballot process.

ITD CEMENTATION INDIA LIMITED

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

Please take the above on record.

Thanking you,

Yours faithfully,
For ITD Cementation India Limited

A handwritten signature in blue ink, appearing to read 'Rahul Neogi'.

(RAHUL NEOGI)
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)

ITD CEMENTATION INDIA LIMITED

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Date of the AGM/EGM	ITD CEMENTATION INDIA LIMITED
Total number of shareholders on record date	11-05-2017
No. of shareholders present in the meeting either in person or through proxy:	23304
Promoters and Promoter Group:	1
Public:	67
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1											
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of 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 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.											
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes											
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		0	0.0000	00	0	0.0000	0.0000				
	Poll	80113180	80113180	100.0000	80113180	0	100.0000	0.0000				
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000				
	Total		80113180	100	80113180	0	100	0				
	E-Voting		34189930	84.6245	34189930	0	100.0000	0.0000				
	Poll	40401926	0	0.0000	00	0	0.0000	0.0000				
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000				
	Total		34189930	84.6245	34189930	0	100	0				
Public- Institutions	E-Voting		5355	0.0155	5355	0	100.0000	0.0000				
	Poll	34642794	18305	0.0528	18301	4	99.9781	0.0218				
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000				
	Total		23660	0.0683	23656	4	99.9831	0.0169				
	Total	155157900	114326770	73.6841	114326766	4	100.0000	0.0000				



Resolution No.	ORDINARY - Declaration of dividend for the year 2016.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	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	0	0.0000	00	0	0.0000	0.0000				0.0000
	Poll	80113180	100.0000	80113180	0	100.0000	0.0000				0.0000
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000				0.0000
	Total	80113180	100	80113180	0	100	0				0
Public- Institutions	E-Voting	34189930	84.6245	34189930	0	100.0000	0.0000				0.0000
	Poll	0	0.0000	00	0	0.0000	0.0000				0.0000
	Postal Ballot (if applicable)	40401926									
	Total	34189930	84.6245	34189930	0	100	0				0
Public- Non Institutions	E-Voting	5355	0.0155	5355	0	100.0000	0.0000				0.0000
	Poll	18235	0.0526	18231	4	99.9780	0.0219				0.0219
	Postal Ballot (if applicable)	34642794									
	Total	23590	0.0681	23586	4	99.983	0.017				0.017
	Total	114326700	73.6841	114326696	4	100.0000	0.0000				0.0000



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Resolution No.	ORDINARY - Re-appointment of Mr Premchai Karnasuta (DIN: 00233779), retiring by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	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	0	0.0000	00	0	0.0000	0.0000			
	Poll	80113180	100.0000	80113180	0	100.0000	0.0000			
	Postal Ballot (if applicable)	80113180	0	0.0000	00	0.0000	0.0000			
Public- Institutions	Total	80113180	100	80113180	0	100	0			
	E-Voting	34189930	84.6245	28658180	5531750	83.8205	16.1794			
	Poll	0	0.0000	00	0	0.0000	0.0000			
Public- Non Institutions	Postal Ballot (if applicable)	40401926	0	0.0000	00	0.0000	0.0000			
	Total	34189930	84.6245	28658180	5531750	83.8205	16.1795			
	E-Voting	5355	0.0155	5355	0	100.0000	0.0000			
Public- Non Institutions	Poll	18305	0.0528	18301	4	99.9781	0.0218			
	Postal Ballot (if applicable)	34642794	0	0.0000	00	0.0000	0.0000			
	Total	23660	0.0683	23656	4	99.9831	0.0169			
	Total	114326770	73.6841	108795016	5531754	95.1615	4.8385			



Resolution No.	ORDINARY - 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 commencing from the conclusion this AGM till the conclusion of 44th AGM.									
Resolution required: (Ordinary/ Special)	ORDINARY - 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 commencing from the conclusion this AGM till the conclusion of 44th AGM.									
Whether promoter/ promoter group are interested in the agenda/resolution?	ORDINARY - 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 commencing from the conclusion this AGM till the conclusion of 44th AGM.									
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		0	0.0000	00	0	0.0000	0.0000		
	Poll	80113180	80113180	100.0000	80113180	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		80113180	100	80113180	0	100	0		
Public- Institutions	E-Voting		34189930	84.6245	34189930	0	100.0000	0.0000		
	Poll	40401926	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		34189930	84.6245	34189930	0	100	0		
Public- Non Institutions	E-Voting		5355	0.0155	5355	0	100.0000	0.0000		
	Poll	34642794	18305	0.0528	18301	4	99.9781	0.0218		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		23660	0.0683	23656	4	99.9831	0.0169		
	Total	155157900	114326770	73.6841	114326766	4	100.0000	0.0000		



ASHU

Resolution No.	6										
Resolution required: (Ordinary/ Special)	ORDINARY - 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.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
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		0	0.0000	00	0	0.0000	0.0000			
	Poll	80113180	80113180	100.0000	80113180	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		80113180	100	80113180	0	100	0			
Public- Institutions	E-Voting		34189930	84.6245	29420903	4769027	86.0513	13.9486			
	Poll	40401926	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		34189930	84.6245	29420903	4769027	86.0514	13.9486			
Public- Non Institutions	E-Voting		5355	0.0155	5355	0	100.0000	0.0000			
	Poll	34642794	18305	0.0528	18021	284	98.4485	1.5514			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		23660	0.0683	23376	284	98.7997	1.2003			
	Total	155157900	114326770	73.6841	109557459	4769311	95.8284	4.1716			



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

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the Annual General Meeting of ITD Cementation India Limited held on Thursday, May 11, 2017 at 3.00 p.m.

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of ITD Cementation India Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 39th Annual General Meeting (AGM) of ITD Cementation India Limited held on Thursday, May 11, 2017 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on May 11, 2017.

The notice dated February 21, 2017 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



The Company had availed the e-voting facility offered by Karvy Computer Share Private Limited ("Karvy") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Thursday, May 04, 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, May 08, 2017 at 10:00 a.m. (IST) and ended on Wednesday, May 10, 2017 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

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 and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system and voting through ballot paper at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and the voting conducted through physical ballots at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through physical ballots at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution**Adoption of 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 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.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
91	11,43,26,766	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 2: Ordinary Resolution**Declaration of dividend for the year 2016.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
90	11,43,26,696	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	70



Resolution 3: Ordinary Resolution**Re-appointment of Mr. Premchai Karnasuta (DIN 00233779), retiring by rotation**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
75	10,87,95,016	95.16

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
20	55,31,754	4.84

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 4: Ordinary Resolution

Re-appointment of M/s Walker Chandiok & Co LLP, Mumbai (Firm Registration No. 001076N/N500013) as Auditors of the Company for a consecutive period of 5 years from conclusion of this AGM until the conclusion of 44th AGM.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
91	11,43,26,766	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 5: Ordinary Resolution

Approval and ratification of payment of remuneration to Mr. Suresh Damodar Shenoy (Membership No. 8318), Cost Accountants appointed as Cost Auditors for the financial year ending on 31st December, 2017.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
91	11,43,26,766	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 6: Special Resolution

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.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
78	10,95,57,459	95.83

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	47,69,311	4.17

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,


P.N. Parikh
Parikh & Associates

Practising Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp.LaxmiIndl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai - 400053



For ITD CEMENTATION INDIA LIMITED


Managing Director

Place: Mumbai

Dated: 11 May, 2017