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 FORTIETH 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, 10th May, 2018 at 4:00 p.m. to transact the following business:

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, 2017, (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 ₹ 0.40 per equity share of ₹ 1/- each (40%) for the financial year ended 31st December, 2017.

3. To appoint a Director in place of Mr. Piyachai Karnasuta (DIN: 07247974), 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 the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s Walker Chandiok & Co LLP, Mumbai (Firm Registration No. 001076N/N500013) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the year 2019, be and is hereby ratified and the Board be and is hereby authorised to determine and fix their remuneration based on the recommendation of the Audit Committee."

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 thereof, 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 applicable taxes and out of pocket expenses, if any, actually incurred during the course of audit to Mr. Suresh Damodar Shenoy, Cost Accountant (Membership Number 8318) appointed by the Board of Directors of the Company 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 March, 2019 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 authorised 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 Ordinary Resolution:
   "RESOLVED THAT subject to the provisions of Sections 196 and 197 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, permissions and sanctions as may be required, and subject also to such conditions and modifications as may be prescribed or imposed by any Authority including the Central Government when granting such approvals, permissions or sanctions, the payment of remuneration to Mr. Adun Saraban (DIN: 01312769), Managing Director of the Company for the period 1st January, 2018 to 31st December, 2018 in the manner and to the extent set out in the Second Supplemental Agreement executed between the Company and Mr. Adun Saraban on 17th January, 2018 approved by the Board of Directors placed on the table based on the recommendation of the Nomination and Remuneration Committee of the Board 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 authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

   "**RESOLVED THAT** Mr. Sunil Shah Singh (DIN: 00233918) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd February, 2018 on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 ("the Act") and the Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

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

By Order of the Board

RAHUL NEOGI
Company Secretary
Membership No. – A10653

Dated : 22nd February, 2018

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 business at Items 5 to 7 of the Notice, is annexed hereto. The relevant details of the directors seeking re-appointment/ appointment under Items 3 and 7 of the Notice, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are also annexed.

4. (a) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 4th May, 2018 to Thursday, 10th May, 2018 (both days inclusive).

   (b) The dividend, if any, that may be declared at the meeting will be paid on 16th May, 2018 to those Members:

      i) whose names appear as Members in the Register of Members of the Company on 10th May, 2018 after giving effect to valid shares transfers in physical form lodged on or before 3rd May, 2018 with the Company/its Registrar and Transfer Agents, and

      ii) whose names appear as Beneficial Owners in the Register and Index of Beneficial Owners as at the end of the business hours on 3rd May, 2018 as per details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.

5. Pursuant to the provisions of Section 124 (5) of the Act, the dividend(s) remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund (IEPF), administered by the Central Government. During the financial year, the dividend declared by the Company for the financial year ended 31st December, 2009, which was unclaimed, has been transferred to IEPF. The Company has uploaded the details of the unclaimed amounts of dividend(s) of the Members 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.

   Members, who have not yet encashed their dividend(s) pertaining to the financial year ended 31st December, 2010, are advised to write to the Company immediately, i.e. before 10th May, 2018 claiming dividend(s) declared by the Company.

6. Pursuant to the provisions of Section 124 (6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto , the Company has transferred the shares in respect of Members who have not claimed/encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company's website at www.itdcem.co.in.

   In the event Members do not claim dividend(s) that have remained unpaid/unclaimed upto the Financial Year ended 31st December, 2010, as aforesaid, all the shares in respect of such unpaid/unclaimed dividend(s) would have to be transferred to the IEPF Authority.

7. The Members/claimants whose shares, unpaid dividend, etc. have been transferred to the IEPF Authority, may claim the shares or apply for refund by making an application in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as may be decided by the IEPF Authority from time to time. Mr. Rahul Neogi, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.

8. Members/proxies attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

9. Members are requested to bring their copies of the Annual Report and Attendance Slip signed at the time of attending the meeting.

10. A copy of the Second Supplemental Agreement dated 17th January, 2018 referred to in the resolution at item 6 of the Notice and copies of documents referred therein 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) upto the date of the AGM of the Company.

11. 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.

12. 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 - 500 032, 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 - 400023, 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.

13. Members desirous of seeking any information relating to the annexed Audited Financial Statement soft the Company for the financial year ended 31st December, 2017, may write to the Company at its Registered Office, Attention Mr. Prasad Patwardhan, 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.

14. 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 2017 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 2017 is being sent in the permitted mode.

15. Electronic copy of the Notice of the 40th AGM of the Company, interalia, indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form are 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 address, physical copies of the Notice of the 40th 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.

16. 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.

17. The Notice of AGM will be displayed on the website of the Company www.itdcem.co.in and on the website of the RTA.

18. The route map of the venue for the meeting is given in the Notice. The prominent landmark for easy location of the venue for the meeting is Churchgate.

19. **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 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 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 DPID followed by 8 Digits Client ID b) For CDSL:-16 digits beneficiary ID c) 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 where in 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 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 above mentioned 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, 7th May, 2018 (10.00 a.m. IST) and ends on Wednesday, 9th May, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 3rd May, 2018, 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. S. V. Raju Computer share Pvt. Ltd. at 04067162222 or call at 18003454001 (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 3rd May, 2018. 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 become a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 3rd May, 2018, 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 Ms. Sarvari Shah 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 alongwith 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. The results shall also be placed on the Notice Board at the Registered Office of the Company.

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 March, 2019, at a remuneration of ₹ 4.50 Lakh (Rupees Four Lakh Fifty Thousand Only) per annum plus applicable taxes and out of pocket expenses, if any, actually incurred during the course of audit. 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 approved and ratified by the Members of the Company.

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

None of the Directors, Key Managerial Personnel and their respective relatives are concerned in any manner or interested, financially or otherwise, in the Resolution set out at Item 5 of the Notice.

Item 6

The Board of Directors of the Company at its meeting held on 5th November, 2015, re-appointed Mr. Adun Saraban ("Mr. Saraban") as Managing Director of the Company for a period of three years from 1st January 2016 to 31st December 2018 at the remuneration and perquisites stated in the Agreement with Mr. Saraban entered on 30th November 2015 ("the Principal Agreement"). Subsequently, the Members of the Company at its 38th Annual General Meeting held on 12th May 2016, approved the aforesaid reappointment of Mr. Adun Saraban on the terms stated in the Principal Agreement.

The Principal Agreement was amended by the Supplemental Agreement dated 23rd December 2016 between the Company and Mr. Saraban whereby the remuneration payable to Mr. Saraban for the period 1st January 2017 to 31st December 2017 was increased within the limits approved by the Members at the above Annual General Meeting and specified in the Principal Agreement.

Pursuant to the recommendation of the Nomination and Remuneration Committee of Directors at its meeting held on 8th November 2017, the Board of Directors at its meeting held on 8th November 2017, increased the remuneration payable to Mr. Saraban for the period 1st January 2018 to 31st December 2018 as stated in the Second Supplemental Agreement referred to in the Resolution at item 6 from ₹ 821,250/- per month to ₹ 944,437.50 per month with effect from 1st January 2018, subject to the approval of the Members in General Meeting as it exceeds the limit which was approved by the Members at the above Annual General Meeting held on 12th May, 2016.

The increase in the remuneration payable to Mr. Saraban for the period 1st January 2018 to 31st December 2018 as set out in the Second Supplemental Agreement is in conformity with Schedule V to the Companies Act 2013 and as such no approval of the Central Government is required to the aforesaid increase.

The material provisions of the aforesaid Second Supplemental Agreement are as under:

1. Clause 6.1(a) of the Principal Agreement, as amended by the Supplemental Agreement shall be substituted by the following new Clause 6.1(a):

   "The Company shall, subject to the approval of the shareholders of the Company in General meeting, pay to Mr. Saraban in consideration of the proper performance and discharge by him of his duties, obligations and responsibilities as Managing Director in accordance with the Principal Agreement as amended by the Supplemental Agreement:

   A monthly salary of ₹ 944,437.50 (Rupees Nine Lakh Forty Four Thousand Four Hundred Thirty Seven and paise Fifty only) for the period 1st January 2018 to 31st December 2018 (both days inclusive)

2. The aforesaid further amendment to the Principal Agreement as amended by the Supplemental Agreement shall come into effect from 1st January 2018.

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

   Mr. Adun Saraban is interested in the resolution at item no. 6 to the extent of remuneration payable to him as above, None of the other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned in any manner or interested, financially or otherwise, in the Resolution set out at Item 6 of the Notice.

Item 7

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sunil Shah Singh as an Additional Director with effect from 22nd February 2018 to hold office upto the date of the next Annual General Meeting to be held on 10th May 2018, pursuant to Section 161 of the Act and Articles of Association of the Company.

Mr. Sunil Shah Singh has vast knowledge and experience of over 50 years as senior management executive with major Engineered product manufacturing and Construction companies covering various fields. He has considerable knowledge of the Company's business and processes vast experience in varied fields such as purchase, materials management, manufacturing, marketing and overall business operations. He was the Managing Director of the Company from June 2000 to December 2009 and thereafter

as its Corporate Advisor from January 2010 to December 2013. He is hence well conversant with the business, operations and activities of the Company. The Board therefore recommends his appointment as a Director in terms of the resolution at item 7, it being in the best interests of the Company.

Particulars of Mr. Sunil Shah Singh are set out in the attachment to the Notice.

Mr. Sunil Shah Singh is interested in the resolution at Item 7 of the Notice which relates to his appointment as a Director. No other Director or any Key Managerial Personnel of the Company or their relatives are concerned in any manner or interested, financially or otherwise in the above Resolution.

The Statement of Material Facts attached may be regarded as a disclosure under Regulation 36 (3) of the Listing Regulations, 2015.

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

By Order of the Board

RAHUL NEOGI
Company Secretary
Membership No. – A10653

Dated: 22nd February, 2018

The particulars of the Directors, who are proposed to be re-appointed/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:

1. (a) A brief resume of the Directors:

   Name : Mr. Piyachai Karnasuta

   Qualifications : A degree in Civil Engineering from Washington University and MBA from Waseda University.

   Director of the Company since: 5th August, 2015.

   (b) Nature of his expertise in specific functional areas: Experience and knowledge in Civil Engineering and Construction of over 15 years. He is an Executive Vice President of Italian-Thai Development Public Company Limited, Thailand (Promoter of the Company).

   (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: None

   Other Directorships: None in any Indian company

   Other Committee Membership : Nil

   (e) No. of shares held in the Share Capital of the Company : Nil

2. A) Name : Mr. Sunil Shah Singh
   Qualifications : B. Tech
   Director of the Company since: 22nd February, 2018.

   (b) Nature of his expertise in specific functional areas: Around 50 years of experience as senior management executive with major Engineered product manufacturing and Construction companies covering various fields. He has considerable knowledge of the Company's business and possesses vast experience in varied fields such as purchase, materials management, manufacturing, marketing and overall business operations.

   (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:
   - Kirloskar Industries Limited
   - Kirloskar Pneumatic Company Limited

   Other Committee Membership:
   - Kirloskar Industries Limited: Audit Committee
   - Kirloskar Pneumatic Company Limited: Audit Committee and Stakeholders' Relationship Committee

   (e) No. of shares held in the Share Capital of the Company : Nil

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Commitment, Reliability & Quality

Making the Right Move

ITD Cementation India Limited

Annual Report 2017

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Caution regarding forward-looking statements:
This document contains statements about expected future events and financial and operating results of ITD Cementation India Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of ITD Cementation India Limited Annual Report 2017.