ITD Cementation India Limited

Commitment, Reliability & Quality

ADDING STRENGTH TO STRUCTURE

2018-19
Annual Report

ITD Cementation Annual Report 2018-19

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 2018-19.

WHAT'S INSIDE

Corporate Overview

Statutory Reports

Financial Statements

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http://www.itdcem.co.in/investors/financial/annual-reports/

ADDING STRENGTH TO STRUCTURE

WITH COMMITMENT, RELIABILITY & QUALITY

At ITD Cementation, we pride ourselves on our integrated approach to project management and delivery enabling us to construct some of the most iconic, largest and complex infrastructure projects across India. Be it maritime structures, railways, elevated and underground metro rail, airports, tunnels, dams, bridges, highways, industrial buildings, large commercial and institutional buildings, viaducts, piling and specialist engineering, water and wastewater treatment plants, pumping stations, water conveying piping and utilities – we have a wide array of prestigious and vital projects to showcase.

Our robust execution capabilities, visionary management, strong pre-qualification credentials and global parentage add strength to our corporate structure. The strength of our Company also stems from the dedication and skills of our people. Leveraging our unique capabilities and proven track record, we continue to strengthen our order book year-on-year. At all times, we remain steadfast to protect the strength of our balance sheet by working on select and most profitable projects.

The external environment is also to our advantage. A continued trend of steady growth in all the verticals that we are present in, emboldened by the continued thrust on infrastructure development by the government, public and private organisations, play to our strength.

Every day, in everything we do, our structures and **our Company carry a common purpose: commitment, reliability and quality.** This propels us to execute with excellence, deliver projects on schedule and ensure safety. Staying focussed on this greater purpose, we will continue to add strength to our structures, both on the field and internally, to drive sustainable growth and stakeholder value.

ABOUT US

ITD Cementation India Limited (ITD Cem) is a leading Construction Company in India operating for over eight decades with proven expertise and an excellent track record of delivering integrated services in design, engineering, procurement and construction across multiple lines of business.

Together with the expertise of its Parent Company, Italian Thai Development Public Company Limited, Thailand (ITD), one of the largest civil engineering contractors in South East Asia, ITD Cementation has successfully maintained its position as a market leader.

ITD Cementation is a Construction Company with MNC Parentage, listed on the Indian Stock Exchange. It has been assiduously working towards building stronger infrastructure throughout the country.

ITD Cementation has developed a strong brand recall among Clients including Government Authorities, Port Authorities, Public Sector Undertaking, large Private Sector Companies and State Boards amongst others.

One of our most distinguishing features is our unwavering commitment to quality and environment, safety and health (ESH) principles. Our integrated management systems, aligned to global standards, across the value chain of our operations, ensure sustained adherence to the highest benchmarks.

The Company's headquarters is located in Mumbai, with a strategic network of offices in Delhi, Kolkata and Chennai. Our 2,111 employees, comprising qualified engineers, skilled operators and management professionals, are dedicated to creating value for our clients, partners, investors and the communities we serve.

Our Business Verticals

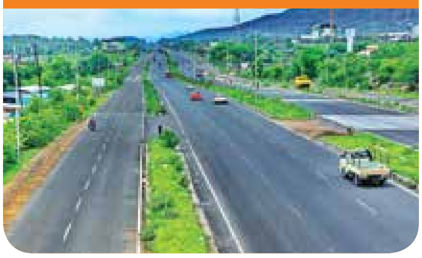
ITD Cementation is currently operating in five verticals and operational strengths span in the major areas of infrastructure development with a clear vision in leadership position in some of the key divisions of growth.

Marine Structures

Urban Infrastructure / Mass Rapid Transit System (MRTS)

Tunnel Engineering

Highways/Bridges & Flyovers



Industrial Structures/Buildings

Hydro/Tunnels/Irrigation Projects

Water & Wastewater Treatment

Our Mission

To make ITD Cementation India Limited the country's leading construction company in customer choice, quality and safety.

Our Vision

Our aim is a satisfied client, a strong and proactive workforce and quality product finished on time maintaining highest safety standard and to budget.

Our Core Principles

- Customers come first.
- Employees are our most important asset – working conditions and training must enable them to give their best.
- Our quality, health and safety standards will be second to none.
- Timely commencement and completion of projects.
- Good plant and machinery is our wealth. We ensure that these are always well maintained and in good working order.
- We have implemented the world class SAP-ERP S4Hana for the entire operations across India.
- Environmental awareness and care for the world in which we live will be part of our business philosophy.
- Our competitive edge is maintained through specialist skills and commitment to both – training and R&D.

THE FOUNDATION OF OUR STRUCTURE

Our core strengths of robust execution capabilities, visionary management, strong credentials and MNC parentage are the foundation of our business. We leverage these competencies to deliver on complex projects, drive efficiencies, solidify our client relationships and win more work.

Excellence in execution

Our integrated and efficient project execution capabilities, driven by collaborative relationships with vendors, suppliers and employees and supported by a fleet of modern construction equipment, ensure on-time project delivery with stringent adherence to our commitment, reliability and quality.

Visionary management

We are led by a team of professionals at the helm, having deep domain experience and expertise. The disciplined approach demonstrated towards risk management and good organisational processes enables us to better control costs and schedules, leading to satisfied clients.

Strong credentials

Our proficiency in project execution, strong experience and financial performance enable us to meet the qualification requirements for large and complex projects. Our strong credentials also allow us to enter into joint ventures and partnerships, especially when a project requires to meet specific eligibility requirements. By participating in joint ventures, we share expertise, risk and resources leading to better results.

MNC parentage

Our parent company, Italian-Thai Development Company Limited, is the largest construction company in Thailand and one of the largest in South East Asia. The geographic spread of the parent company includes Bangladesh, Cambodia, Laos, Indonesia, Myanmar, Philippines, Madagascar and Taiwan other than India. Our global pedigree provides us access to the latest technologies and know-how, international design and engineering organisations as well as skilled personnel to augment our local strength.

ADDING STRENGTH TO OUR VALUE PROPOSITION

Over the past eight decades, we have reinforced our core strengths through steady infusion of industry-leading capabilities. Together with our strong foundation, these competitive differentiators provide a compelling value proposition for our clients and help us deliver long-term sustainable growth for our stakeholders.

Technological prowess

In complex construction environments, technology prowess makes the difference between success and failure.

With our technology edge, we have entrenched our reputation as leading provider of infrastructure construction services for large and challenging projects. In addition to deploying state-of-the-art technology at our construction sites, we are also leveraging technology for project monitoring. In the year under review, we implemented SAP-ERP solutions to provide comprehensive enterprise-wide visibility on our projects. By spanning the entire project lifecycle, SAP solutions will further enforce quality, safety and completion of projects within timeline and budgets.

Professional team

Infrastructure projects require rock solid teams that can put in rigorous and coordinated efforts for smooth execution.

Our experienced, resourceful and motivated team has always risen to meet challenges and will continue to do what it takes to ensure successful project execution. Our Company culture promotes growth, leadership and teamwork. Training systems and modules are designed for our employees to align them with the evolving industry needs. We also embrace collaborative approach while working with our joint-venture partners, sub-contractors, suppliers, clients, community and all other stakeholders. Our close way of working and professional approach ensure seamless execution and on-time project completion with total quality adherence.

State-of-the-art facilities

Multi-domain infrastructure development demands large and well-maintained fleet of equipment.

We have acquired and built a state-of-the-art repository of plant and equipment, which is centrally handled by a senior professional team. The team ensures all projects are catered to the highest standards. Dedicated access to a large pool of construction equipment enables us to compete more effectively by ensuring availability and maximising returns on investment of the equipment.

Conformity to ISO

Sustainable construction that will last for generations while adhering to the highest employee safety and health standards is imperative.

We are one of the few construction companies to conform to ISO standards 'ISO 9001:2015, ISO 14001:2015 & OHSAS 18001:2007' for Quality Management Systems, Environmental Management Systems and Occupational Health and Safety Management Systems. We are the first Indian Construction Company to be accredited with Quality Management System in Ports & Harbour domain. Our strict adherence to the highest benchmarks of Quality and ESH principles has strengthened our reputation as a responsible construction company.

Our endeavour is to always stay focussed on client needs and deliver a valued experience. This means that even while our projects are big, we will ensure attention to every small detail. In our ongoing Mumbai Metro project, we were the first contractors to start tunnelling; the first one to get a tunnel boring machine (TBM). Our proactive and integrated approach have enabled us to achieve significant speed of progress with 40% tunnelling completed already. We also adapted secant piles successfully at all the four underground metro locations.

STRONGER STRUCTURE WITH ROBUST REVENUE BASE

We have been consistently ensuring a robust and diversified order book across infrastructure verticals, clients and geographies, which adds to the underlying strength and reliability of our business. As of 31 March 2019, we have an order book of ₹ 9,993 crore, executable over a period of 30 months.

Clear focus on where we should concentrate adds strength to our order book

Selective bidding

We rigorously evaluate projects and choose to bid for those that offer better cash flows and higher returns while balancing risks appropriately.

Quality orders with decent margins

We are geared towards high-value, technologically advanced projects that provide strong margin opportunities due to limited competition.

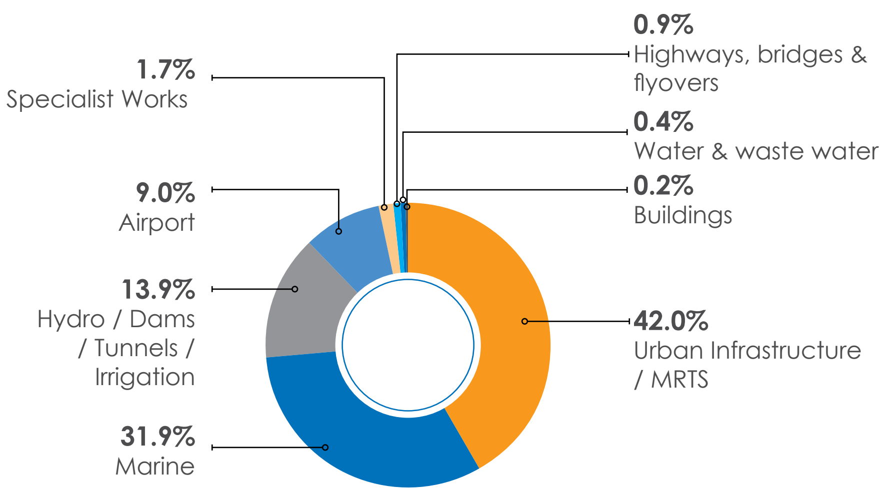
Core expertise areas

We pursue select opportunities in verticals and geographies where we can bring unique value through our domain expertise leading to greater earnings potential.

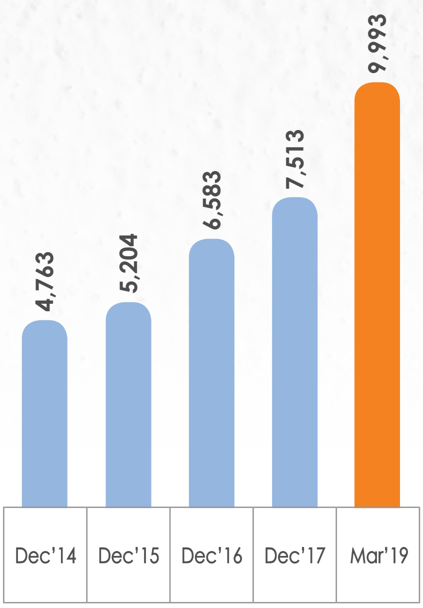
Vertical-wise Order Break-up as on 31 March 2019

As on 31 March 2019	Order book (₹ in crore)	No. (major)	%
Urban Infrastructure / MRTS	4,187	13	42.0%
Marine	3,192	14	31.9%
Hydro / Dams / Tunnels / Irrigation	1,391	7	13.9%
Airport	900	2	9.0%
Specialist Works	173	6	1.7%
Highways, bridges & flyovers	88	1	0.9%
Water & waste water	38	3	0.4%
Buildings	23	2	0.2%
Industrial	1	1	-
Total	**9,993**	**49**	

Vertical-wise Order Break-up as on 31 March 2019



Consolidated Order Book



Marquee Clientele Adding Strength to our Credentials

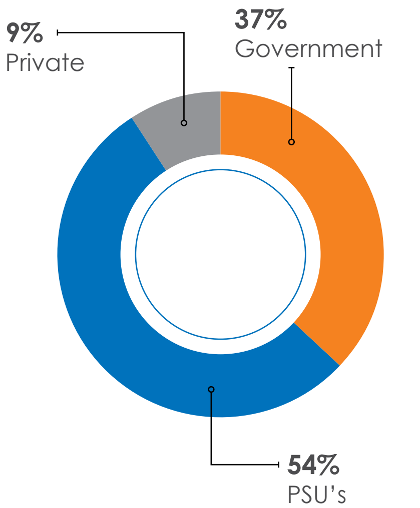
GOVERNMENT AND PSUs

- Bangalore Metro Rail Corporation Limited
- Delhi Metro Rail Corporation Limited
- Kolkata Metro Rail Corporation Limited
- Mumbai Metro Rail Corporation Limited
- Nagpur Metro Rail Corporation Limited
- Rail Vikas Nigam Limited
- National Highways Authority of India
- Mazagon Dock Shipbuilders Limited
- Garden Reach Shipbuilders & Engineers Limited
- Airports Authority of India
- Indian Railways
- Government of Telangana
- Rites Limited
- Central Public Works Department, Noida
- Kamarajar Port Limited (erstwhile Ennore Port Limited)
- Nuclear Power Corporation of India Limited
- Kolkata High Court
- Inland Waterways of India
- Tamil Nadu Generation and Distribution Corporation Limited
- Indian Railway Construction Company Limited (IRCON) Limited
- Vizag Port Trust
- Mumbai Port Trust
- Andaman Lakshadweep Harbour Works

PRIVATE

- IHI Corporation, Japan
- Nhava Sheva International Terminal Limited
- Tata Power Limited
- Port of Singapore Authority (Singapore)
- Dubai Ports International
- Adani Group
- China Kun Lun Contracting & Engineering Corporation
- Jindal Steel and Power Limited
- Samsung Group
- Reliance Industries Limited
- Gangavaram Port Limited

Client-wise Order Break-up as on 31 March 2019



ADDING STRENGTH WITH DIVERSIFICATION

We continue to increase the diversity of our business by working on many types of infrastructure projects, as well as expanding our client base and geographies we serve. This strategy of maintaining a good mixture within our business portfolio allows us to focus on the best market opportunities and capitalise on cyclical markets when the environment is favourable. Our flexible approach also helps us to mitigate downturns in a specific segment by shifting focus to areas that are buoyant.

Vertical diversity

We have a diversified presence across several infrastructure verticals. Our unique strength of being able to easily shift between the key segments of infrastructure growth, particularly between Urban Infrastructure and Maritime Structures, insulates us from the cyclic fluctuations in any one segment. At the same time, it also enables us to unlock opportunities in attractive segments offering higher returns.

Geographic diversity

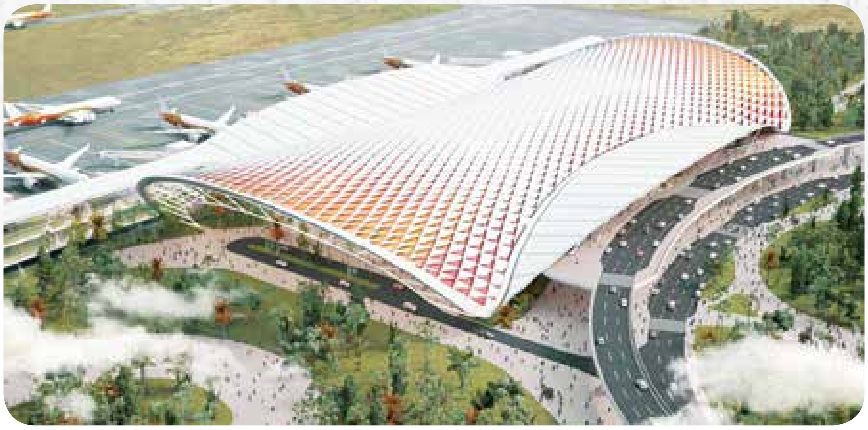
We have been able to spread our presence across the length and breadth of the country. Our geographic diversity gives us the valuable experience of working in different terrains and conditions and thus strengthens our ability to win more projects. It also makes us more resilient to unique challenges in any particular region.

Client diversity

Our client base is a favourable mix of government organisations, port authorities, public sector undertakings, international clients, large private sector companies, state boards, amongst others. This helps insulate us from the risk of disruption of revenue associated with overdependence on limited clients or client categories.

Resource diversity

We procure our raw materials from a diversified resource base of vendors and suppliers. This enables us to ensure market competitive rates as well as timely and uninterrupted supply of our inputs. Resource diversity also reduces price escalation.



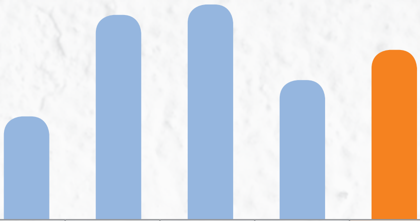
Our diversified business profile is a springboard for a stable and sustainable growth.

FINANCIAL PERFORMANCE

STANDALONE FINANCIALS

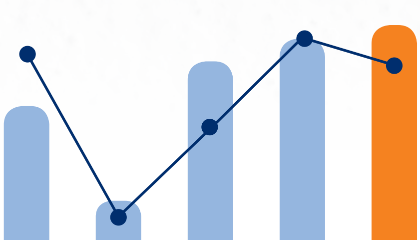
(₹ crore)

Revenue from Operations



	2014	2015	2016	2017	15M Mar'19
Revenue	1,369	2,744	2,917	1,873	2,283

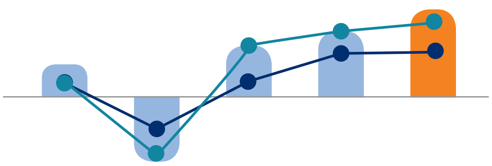
EBITDA



	2014	2015	2016	2017	15M Mar'19
EBITDA	177	51*	234	265	282
(%)	13.1	1.9	8.0	14.2	12.3

*After exceptional item

PAT & EPS



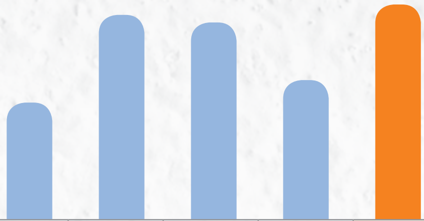
	2014	2015	2016	2017	15M Mar'19
PAT	19	(59)*	51	73	82
PAT (%)	1.4	(2.2)	1.7	3.8	3.6
EPS	1.5	(3.8)	3.3	4.7	4.8

*After exceptional item

CONSOLIDATED FINANCIALS

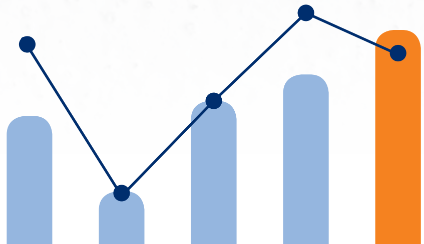
(₹ crore)

Revenue from Operations



	2014	2015	2016	2017	15M Mar'19
Revenue	1,719	3,071	2,938	2,061	3,165

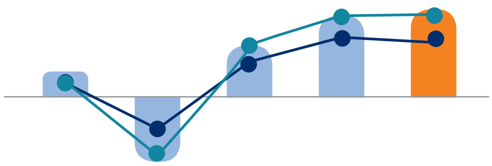
EBITDA



	2014	2015	2016	2017	15M Mar'19
EBITDA	205	90*	235	271	341
(%)	11.9	2.9	7.9	13.2	10.8

*After exceptional item

PAT & EPS



	2014	2015	2016	2017	15M Mar'19
PAT	19	(59)*	51	73	83
PAT (%)	1.1	(1.9)	1.7	3.5	2.6
EPS	1.5	(3.8)	3.3	4.7	4.8

*After exceptional item

(Figures for the years 2019 (15M), 2017 and 2016 are as per Ind AS, while figures for 2015 and 2014 are as per IGAAP.)

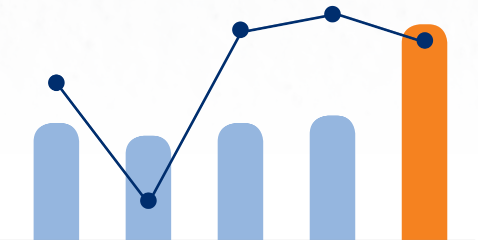
STANDALONE FINANCIALS

(₹ crore)

Debt

	2014	2015	2016	2017	Mar'19
Debt	671	488	356	489	220
D/ERatio	1.2	0.9	0.6	0.8	0.2
Net D/E Ratio	1.2	0.7	0.4	0.6	0.2

Net Worth



	2014	2015	2016	2017	Mar'19
Net Worth	568	508	552	617	1,021
RoE (%)	4.0	(11.0)	9.4	12.1	9.9

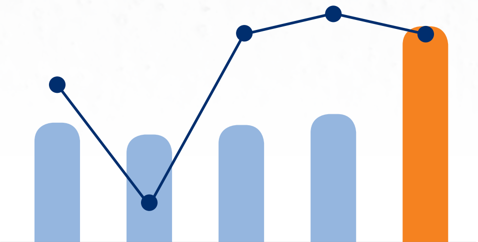
CONSOLIDATED FINANCIALS

(₹ crore)

Debt

	2014	2015	2016	2017	Mar'19
Debt	765	601	356	489	532
D/ERatio	1.4	1.2	0.6	0.8	0.5
Net D/E Rati	1.3	0.9	0.4	0.6	0.4

Net Worth



	2014	2015	2016	2017	Mar'19
Net worth	568	508	553	618	1,023
RoE (%)	4.0	(11.0)	9.4	12.1	10.0

(Figures for the years 2019 (15M), 2017 and 2016 are as per Ind AS, while figures for 2015 and 2014 are as per IGAAP.)

MESSAGE FROM THE CHAIRMAN

A strong order backlog, good progress in new orders, a buoyant opportunity landscape and a healthy balance sheet kept us in good stead.

Dear Shareholders,

It is indeed a matter of great privilege for me to address you as the Chairman of the Company and it gives me immense pleasure to communicate with you through our Annual Report for the Financial Year 2018-19. In these past few months, I believe that our strategy and our capabilities have put us on a path of achieving sustainable growth and profitability focussed on the interest of all our stakeholders.

A strong order backlog, good progress in new orders, a buoyant opportunity landscape and a healthy balance sheet kept us in good stead.

Factors Contributing to Growth

The Indian economy continues to retain its tag as the world's fastest-growing major economy. As per World Bank estimates, India is projected to grow at 7.5% in the next three years supported by robust investment and private consumption. Strong credit growth amidst accommodative monetary policy and low inflation is likely to aid growth.

Infrastructure remains a key priority for the Government for several reasons. It is a vital ingredient for the country's GDP growth. Fast tracking of India's infrastructural network is a vital step in its economic development. Infrastructural development provides better access to services and ease of transportation. The Government recognises the significance of a reliable and swift infrastructural network in India and the role it plays in influencing economic development.
The Government's ambitious infrastructure programmes - Bharatmala Pariyojana and Sagarmala, involve investments of ₹ 5.35 lakh crore and ₹ 8 lakh crore, respectively. Easing of policies and fast-tracking of other infrastructure projects such as MRTS, Port Developments, Airports, Smart Cities, Waste and Water Segment, Railways, Northeast Infra Development under Act East Policy are contributing to the positive outlook.

Banking on our Inherent Strengths

Our integrated approach to project management / delivery involves clients, JV partners, sub-contractors and all stakeholders in a comprehensive way, to make sure the impact of our construction activities on the environment and community is positive. Our presence across multiple lines of business including marine structures, Mass Rapid Transit Systems, airports, hydro-electric power, tunnels, dams and irrigation, bridges and flyovers and various others, lends us a competitive edge in the marketplace. Over the years, we have built a strong pre-qualification in segments like airports, underground tunnelling, elevated structures in MRTS and marine.

Future Outlook

With a healthy order book and a buoyant opportunity landscape, we remain focussed on selective bidding and gaining quality orders, backed by our core areas of expertise. Our endeavour is to follow a risk-mitigated strategy of financial prudence, operational excellence and robust risk management.

Poised for Growth

Going forward, we stand to benefit from the strong upcoming opportunities in Tunnelling, Marine and Urban Infrastructure projects. We remain optimistic about Government-led initiatives in the infrastructure sector and also hope to benefit from the pick-up in order activity. With economic growth projected to improve, we expect the infrastructure sector to benefit positively.

Further, at ITD Cementation, in order to enable sustainable growth and to become future ready, we are focussing on developing the next level of leadership. We are confident this will enable the Company to sustain its growth momentum.

Way Forward

As we head into FY 2019-20 and beyond, we are poised for an exciting future with a stable mandate from the elected Government which is positive for the infrastructure push. With a strong belief in ourselves, I am confident that we will continue to deliver growth, and take this opportunity to thank you for your continued trust, confidence, support and encouragement that you have always provided to the Company.

Looking forward to a great FY 2019-20 and beyond.

Warmest Regards,

Piyachai Karnasuta
Chairman

ADDING STRENGTH IN EVERY BUSINESS VERTICAL

URBAN INFRASTRUCTURE • MRTS • AIRPORTS

How we add strength

Mass Rapid Transit Systems (MRTS) have emerged as the most competent way of addressing the challenge of growing traffic congestion in India's cities. MRTS is also a more economical, faster and environmentally friendly way of commuting. In the aviation sector, India plans to construct 100 new airports with an investment of close to USD 60 billion in the next 10-15 years, to bolster the infrastructure aligned with fast-growing passenger traffic.

We entered the MRTS space through parental support and since then have considerably enhanced our strengths in this vertical. Today, we have significant expertise in this segment having been associated with the MRTS projects in Delhi, National Capital Region, Kolkata, Jaipur and Bangalore, Mumbai and Nagpur. Our forte is the use of pioneering methods and our robust experience to meet time bound targets and deliver projects without causing major disruption in surrounding areas. Drawing upon the expertise of our parent, we also entered the aviation sector for the construction of integrated passenger terminals and allied services at airports.

Major key projects completed in 2018-19

- Design and construction of tunnels by shield TBM, Palam Station and I.G.D. Airport Underground Stations between Palam on Janakpuri West – Kalindi Kunj Corridor under Delhi MRTS Project of Phase-III, New Delhi
- Tunnels for Konkan Railway Corporation in Jammu & Kashmir

Major projects under execution

- Projects of Bangalore Metro, Kolkata Metro, Mumbai Metro and Nagpur Metro
- Upgradation of Passenger Terminal New Building, Trichy
- New Integrated Terminal Building, Reconstruction of Old Terminal Building at Pune Airport
- Biman Bunder Underground Works, Kolkata

Three-year order book comparison (In ₹ crore)

2,300	4,547	5,087
31 December 2016	31 December 2017	31 March 2019

Our enhanced focus on MRTS projects has resulted in significant increase in its contribution to our order book. This year, we also won two projects in the airport space. As of 31 March 2019, we have 15 major projects in different stages of construction, comprising nearly 51% of our order book.

CASE STUDY: KOLKATA UNDERGROUND METRO

Project

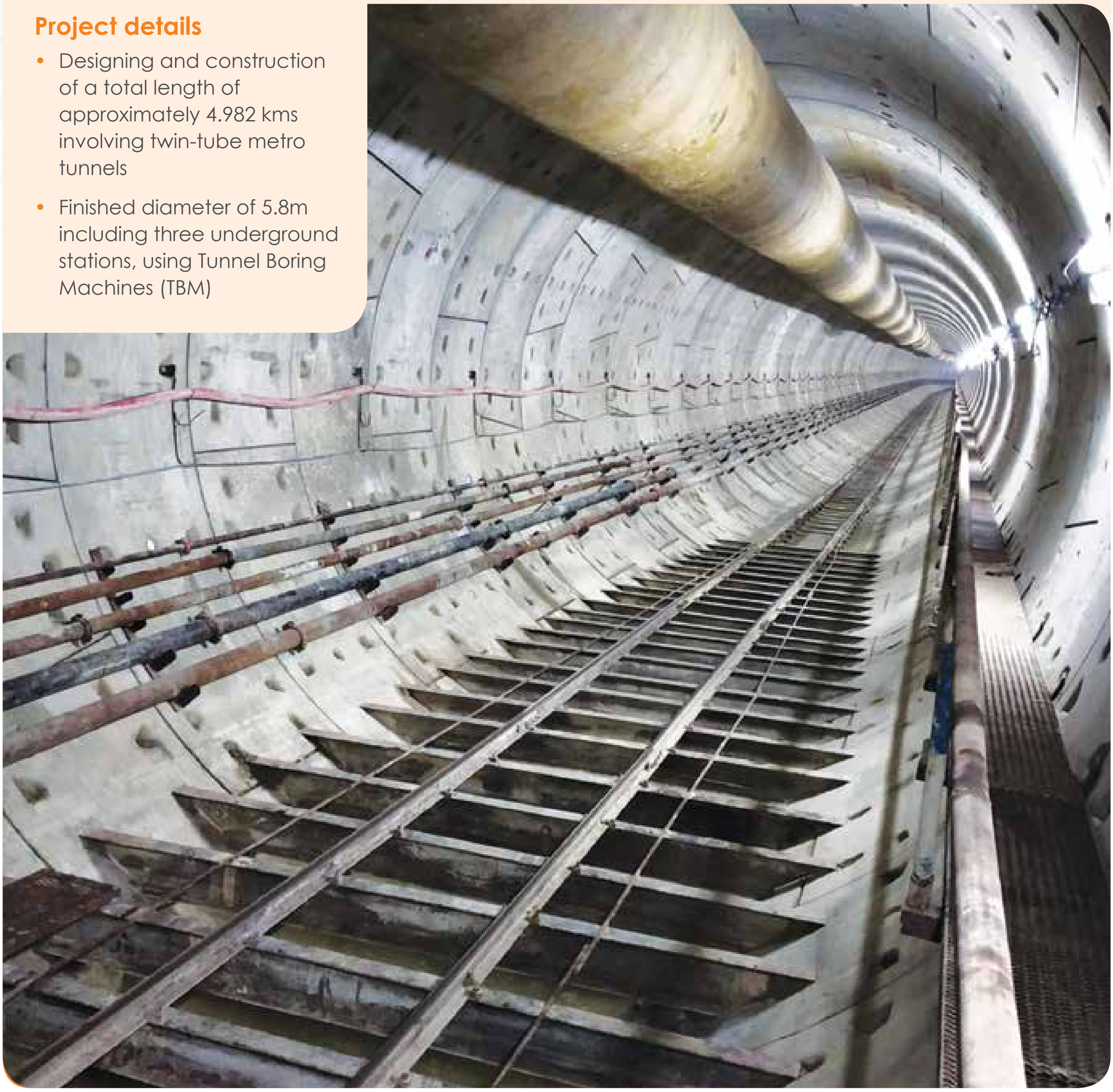
Design and Construction of Underground Section from Central station to Subhas Sarobar for Kolkata Metro Rail Corporation Limited.

How we are adding strength

The most challenging part of a 1 km stretch, out of the total 4.9 km, has been successfully overcome recently with the TBM. It comprised 110 buildings, including three buildings 'condemned' by the Kolkata Municipal Corporation. A condemned building is distinct from an unsafe one in that there is no provision for repairs once that label is stuck on a property.

Project details

- Designing and construction of a total length of approximately 4.982 kms involving twin-tube metro tunnels
- Finished diameter of 5.8m including three underground stations, using Tunnel Boring Machines (TBM)



ADDING STRENGTH IN EVERY BUSINESS VERTICAL

CASE STUDY: SIMULTANEOUS EXECUTION OF THREE CONTRACTS FOR NAGPUR METRO RAILWAY PROJECT

Project 1

Construction of 17 elevated metro station for Reach 2 & Reach 3.

Project details

- Pile foundation
- RCC framed Structure
- Precast PSC Girders casting and erection
- PEB Roof work including sheeting.
- MEP works
- Architectural works

Project 2

Design and construction of metro elevated viaduct of 7.65 Km of Reach 4.

Project details

- The viaduct portion comprises precast prestressed single cell box type girder in super structure by segmental construction technique using Launching Girders
- Other structures include Cable duct, Railing, Elastomeric Bearings, POT +PTFE Bearings, Omega Seal Type Expansion Joints, etc.
- Balance Cantilever Span (CLC) of 231m over Main Railway Line near Nagpur Railway station
- 3 steel bridges viz. two 43.0M spans at Pardi Square above NHAI Flyover which is also under construction
- 1 span of 36m over Prajapati Nagar Railway Crossing.

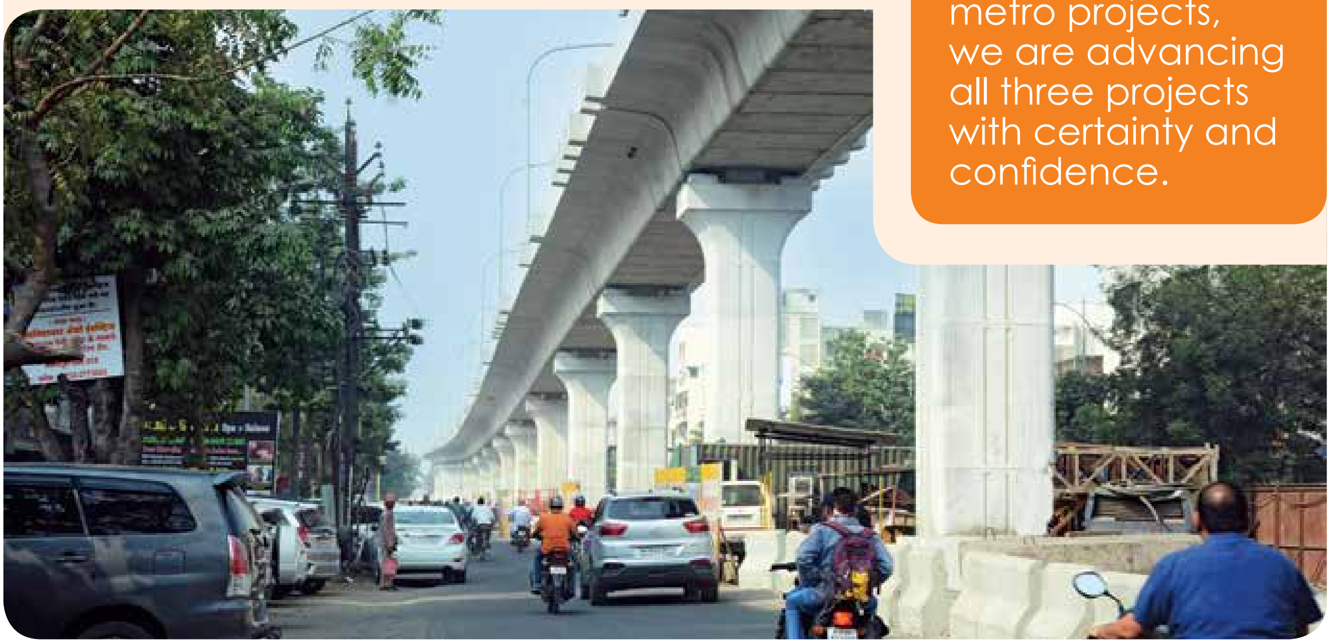
Project 3

Construction of 9 elevated metro stations for Reach 4.

Project details

- Pile foundation
- RCC framed Structure
- Precast PSC Girders casting and erection
- PEB Roof work including sheeting.
- MEP works
- Architectural works

Based on our deep experience in the realm of metro projects, we are advancing all three projects with certainty and confidence.



CASE STUDY: PUNE AIRPORT

Project

Construction of New Integrated Terminal Building, reconstruction of Old Terminal Building and modification of Existing Expanded Terminal Building at Civil Enclave Pune Airport, Maharashtra.

Project details

- Construction of Terminal Building with the following facilities:
  - Basement, ground floor, first floor, mezzanine floor, roof structure and roof sheeting
  - Passenger boarding bridge
  - Masonry, waterproofing and flooring works
  - Architectural work including façade, glazing, false ceiling, railing etc.
  - Services like plumbing and sanitation, HVAC works, firefighting, electrical works etc.
  - Construction of service yard
- Construction of pump room and tunnel
- Area development
- EPC work
- Building management and passenger facilities

Challenges

- Execution of activities adjacent to existing operational airport terminal and runway
- Congested site conditions and space constraints
- Excavation of hard rock with safety challenges

How we are adding strength

Pune has become one of the major technical hubs of India, attracting thousands of passengers each day. In order to facilitate and accommodate this rapid influx of passengers, the decision to build the New International Terminal Building and reconstruct and modify the Existing Terminal Buildings was taken by the Airports Authority of India. Through our strong calibre in airport infrastructure construction, we are improving the safety, security and quality of the passenger terminal at this airport.

We are proud to be entrusted with this airport project and leveraging our total capabilities, we remain committed to gift Pune its integrated airport infrastructure.

ADDING STRENGTH IN EVERY BUSINESS VERTICAL

MARITIME STRUCTURES

How we add strength

Ports in India handle around 95% of international trade volume of the country. Increasing investments in port infrastructure and high cargo traffic are expected to fuel the growth of the Indian ports sector.

We are the leaders in Maritime Structures, having worked in all the major ports and majority of the minor ports of the country. We were the first Indian Construction Company to be accredited with Quality Management System in Ports & Harbour domain. We undertake the construction of Port Development & Maritime structures, Jetty, Wharfs, Breakwater, Dredging and Reclamation, Ship Lift, Dry Docks, Wet Basin, Slipways.

Major key projects completed in 2018-19

- Dredging and reclamation works for development of 4th container terminal in Jawaharlal Nehru Port (JNP)-Phase-I for Port of Singapore Authorities
- Container Berth for Jindal Steelworks along with Civil Works for LNG
- Berth for WQ7 & WQ8 for Vizag Port Trust
- Marine Structures for Adani, Hazira, Gujarat

Major projects under execution

- Establishment of Captive Coal Jetty, Breakwater and Conveyor System for Udangudi Supercritical Thermal Power Project for Tamil Nadu Generation and Distribution Corp. Ltd. (TANGEDCO)
- Construction of Multi Modal IWT Terminal for Haldia, West Bengal
- Improving the Capacity Utilisation of OR-I & OR-II Berths for Visakhapatnam Port Trust
- Development of Refit Jetty and Allied Facilities at Port Blair
- Construction of Breakwater at Vizhinjam Port, Kerala
- Construction of LNG & LPG Jetties at Dhamra Port, Odisha

Three-year order book comparison (In ₹ crore)

31 December 2016	31 December 2017	31 March 2019
2,726	1,631	3,192

With our experience, capability and equipment to provide quality workmanship on a variety of Maritime Structures, we continue to be the preferred contractors for Port Trusts, Government and Private Developers and International Developers. As of 31 March 2019, we have 14 major projects in different stages of construction under this vertical, comprising nearly 32% of our order book.

CASE STUDY: 4TH CONTAINER TERMINAL AT JAWAHARLAL NEHRU PORT

Project

Phase-1 Dredging and Reclamation Works for the development of the 4th Container Terminal at Jawaharlal Nehru Port (JNPT), awarded by Bharat Mumbai Container Terminals Private Limited, concessioner of JNPT.

Challenges

- Volume of fill materials handled for the project was huge (93L cubic metre of murrum used to reclaim the 90 Ha. of land).
- Collection and overall management of fill material by road with dumpers was challenging to execute keeping the harmony of the region in perspective
- Construction of ONGC Bridge over existing live ONGC pipelines required extreme precaution and safety measures

How we are adding strength

Initially, it was planned to construct a perimeter bund partly by marine mode and fill it upto reclaim the land as per standard method of execution for this kind of job. However, at the time of execution, the method of construction was changed entirely to end-on filling method. Our contrarian approach saved considerable time in execution to win client's complete satisfaction.

Completed Project ahead of contractual schedules

The JNPT project is a part of the Government's Sagarmala Project which seeks to enhance the performance of the country in the logistics sector. The flagship project envisages unlocking the potential of waterways and the coastline to minimise infrastructural investments required to meet these targets. Through flawless project execution, we are proud to have contributed to the national infrastructure and development in the region.

The timely and efficient construction of the JNPT Terminal, one of the largest projects to be executed by us, once again demonstrates our industry-leading capabilities in the sphere of maritime structures.

ADDING STRENGTH IN EVERY BUSINESS VERTICAL

CASE STUDY: UDANGUDI PROJECT

Project

Establishment of captive port with unloading facilities and pipe conveyor for 2 x 660 MW Udangudi Super Critical Thermal Power Project in the state of Tamil Nadu. We were awarded this project by Tamil Nadu Generation and Distribution Corporation Limited. It is one of the single largest projects for the Company in recent times.

Project details

Design-Build EPC Contract having the following components:

- Offshore jetty of 550m length to be constructed in the deep-water level of (-) 18m located 8.0 km from the shoreline
- Island breakwater of 915m to protect the coal jetty
- Approach trestle of 8km length, connecting jetty from shore
- Two ship unloaders of 2,000 TPH each
- Two pipe conveyors of 3,000 TPH having a length of 9100m each
- Associated building, road, and services like firefighting, electrical, instrumentation & control, etc.

Challenges

- Breakwater and main jetty to be constructed at a depth of (-) 18m and located 8.0 km from the shoreline under high swell waves, making it the first island breakwater in India
- Offshore erection of material handling systems, including ship unloader in open sea conditions
- 9.10 km long and 600 mm diameter, pipe conveyor for the first time in India

How we are adding strength

The Udangudi Power Project is slated to be of national and regional importance as it will generate electricity once it is completed. The power project is also expected to create substantial employment opportunities and provide impetus to industrial development in nearby region. With our in depth understanding and experience of maritime structures, we are using innovative solutions for the design and construction of 8 km long offshore approach trestle to connect the coal jetty with the shore and also to construct 915 m island Breakwater at 18 m depth of water.

Breakwater and main jetty to be constructed at a depth of (-) 18m and located 8.0 km from the shoreline under high swell waves using innovative engineering solutions.

INDUSTRIAL STRUCTURES & BUILDINGS

How we add strength

Industrial structures comprise the infrastructure of our power, petrochemical, agriculture, and manufacturing sectors. These structures support and contain highly extreme processes of heat, pressure, corrosive or toxic materials and thus require specialised expertise.

We are an active participant in the construction of industrial infrastructure including civil works for refineries, petrochemicals, power plants, steel and fertiliser plants. Major industrial projects in the country have been constructed by us through our ability to handle complex interfaces. Leveraging our experience, we are also well positioned to meet the needs for newer structures like shopping malls, metro and rail stations, educational institutes, IT parks, R&D labs, hospitals, hotels and smart cities.

Major key projects completed in 2018-19

- Civil, Structural Fabrication & Erection, Water Supply & Drainage, Plumbing, Electric Lighting and Earthing for Indian Oil Refinery, Paradip
- Haj Tower, Kolkata
- Construction of Super Structure (G+15) for Unified Academic Campus of Bose Institute, Salt Lake, Kolkata, West Bengal.

Projects under execution in 2018-19

- Construction of Different Buildings for IIT Ropar, Punjab
- Construction of 6 Elevated Station Buildings for Kolkata Metro

Three-year order book comparison (In ₹ crore)

251	79	24
31 December 2016	31 December 2017	31 March 2019

We have been intently pursuing prospects in the construction of industrial structures as well as newer structures.

ADDING STRENGTH IN EVERY BUSINESS VERTICAL

FOUNDATION & SPECIALIST ENGINEERING

How we add strength

With infrastructure development being a key driver for the growth of the Indian economy, demand for ground and specialist engineering continues to be strong and long-term. Comprehensive engineering solutions are also needed for restoration and protection of aged infrastructure such as dams, mines, bridges, among others.

By introducing new and improved technologies, we offer the most modern and comprehensive range of specialist engineering techniques. Our array of services include construction of Piles and Diaphragm Walls, Ground Improvement, Drilling & Grouting Works, Rock Anchors, Slope Stabilisation and Rehabilitation Work. Our commitment and execution excellence have earned us the status of being the customer's first choice for any Geotechnical Engineering application.

Major key projects completed in 2018-19

- Piling works for Toshiba
- Piling work for Indian Oil Corporation Refinery
- Drilling & Grouting work for Karnataka Power Corporation Limited
- Band Drain works for Port of Singapore Authority Concessionaire (BMCT)
- Box Pushing work for Eastern Railways at Naihati

Major projects under execution

- Piling Work at Bangalore Metro Rail Corporation
- Piling Work at Nagpur Metro Rail Corporation
- Piling & Diaphragm Wall at Biman Bunder, Kolkata and Kolkata Metro
- Ground Improvement for Nuclear Power Corporation of India Limited
- Construction of 2 nos. Subway through track by Box pushing at Shalimar Railway station
- Secant Pile Wall Works for Mumbai Metro Line-3 Package – 4
- Drilling & Curtain Grouting for Dam in Karnataka

Three-year order book comparison (In ₹ crore)

152	83	173
31 December 2016	31 December 2017	31 March 2019

We continue to win opportunities for specialist engineering for new, large projects as well to support renewal of stressed infrastructure in dams and rehabilitation projects. As of 31 March 2019, we have 6 major projects in different stages of construction under this vertical.

CASE STUDY: GORAKHPUR HARYANA ANU VIDYUT PARIYOJANA (GHAVP)

Project

Nuclear Power Corporation of India Limited (NPCIL) has an ambitious growth plan and is currently constructing Nuclear Power Plants at four locations which together will add another 6,200 MW to their existing operational capacity of 6,780 MW.

Project details

2 X 700 MW Nuclear Power Plant Central Haryana.

Being built on a 560-hectare (1,400 acres) area.

Envisaged ground improvement to a depth of 17 metres utilising Deep Soil Mixing technique which is being adopted for the first time in India to support the most critical and settlement sensitive structures of the Project.

Challenges

- Since the deep soil mixing technology was being used for the first time, no standard soil cement mixing equipment was available which could meet all the required parameters.

How are we adding strength

ITD Cem had to work with manufacturers of Road Building equipment in India for necessary modifications and improvements.

Equipment so manufactured is currently being utilised for the purpose and is giving the required productivity after undergoing further fine tuning in the field.

ITD Cem lowered the Ground Water Table from 3 to 18-metre depth using multi-stage well point dewatering system. A 510 m X 370 m area was excavated down to 17 metres, the material was mixed with cement and placed back in compacted layers to result in a much improved soil cement mix capable to meet the desired technical requirements.

ITD Cem managed to create compacted layers resulting into soil cement mix to meet the desired technical requirements.

ADDING STRENGTH IN EVERY BUSINESS VERTICAL

HIGHWAYS, BRIDGES AND FLYOVERS

How we add strength

The Indian road sector, replete with its highways, bridges and flyovers drives steady growth by connecting the entire nation. Backed by the budgetary allocations, the Ministry of Road Transport and Highways is putting greater emphasis than ever at building quality roads, highways, bridges and flyovers.

Entering the road construction sector in 2001, we have implemented five Golden Quadrilateral road projects undertaken by National Highways Authority of India, connecting four metro cities with four-lane highways, and East–West as well as North–South Corridors. We are also engaged in the construction of flyovers, underpasses and river bridges using specialised foundation techniques.

Major key projects completed in 2018-19

- Elevated & Flyover for NOIDA Authority
- Elevated Viaducts for Delhi Metro
- Construction of 6 Laning of Pune-Satara Road (NH 4)

Projects under execution in 2018-19

- Additional work on the Pune-Satara Highway

Three-year order book comparison (In ₹ crore)

239	46	88
31 December 2016	31 December 2017	31 March 2019

We envision to execute our role in implementing the national goal of building exceptional road infrastructure, especially by undertaking complex projects warranting specialised construction methods. As of 31 March 2019, we have the 6 lane Pune-Satara highway underway, worth ₹ 87.8 crore.

HYDRO • DAMS • TUNNELS • IRRIGATION

How we add strength

India is blessed with immense amount of economically exploitable hydro-electric power potential, which is expected to become a major power generating sector with added emphasis on generating power from renewable sources. The tunnelling sector is also at the threshold of rapid growth with newer technologies like micro-tunnelling showing promise.

Powered by our cutting-edge knowhow, project management competencies and ability to execute projects irrespective of its size, scope, location or complexity, we have built a significant presence in this segment. We also undertake projects for construction of earthfill embankment, concrete and masonry dams, irrigation and hydro tunnels, micro-tunnelling, hydropower stations and irrigation canal structures.

Major key projects completed in 2018-19

- Laying of Sewer Line along Diamond Harbour Road by Micro-tunnelling Method in Kolkata.
- Micro-tunnelling for Vadodara Municipal Corporation.

Major projects under execution

- Design and execution of water conveyor system consisting of lined gravity canals and tunnels for Telangana Government.
- Laying of Trunk Sewer along James Long Sarani by Micro-tunneling Method, Kolkata
- Development and Laying of trunk sewer by micro tunnelling method and construction of Churial Extension Pumping Station for Kolkata Municipal Corporation.
- Providing and Laying Sewage Trunk main by Micro tunneling Method for Ahmedabad Municipal Corporation
- Construction of Adits 6 in Connection with New Single Broad-Gauge Rail Link between Rishikesh and Karanprayag (125Km) - Uttarakhand

Three-year order book comparison (In ₹ crore)

769	1,052	1,391
31 December 2016	31 December 2017	31 March 2019

With our intricate understanding of this segment, strong capabilities and in-house resources, we continue to win multiple projects from this segment, thus increasing our credibility as one of the dominant players steadily. As of 31 March 2019, we have 6 major projects in different stages of construction under this vertical worth ₹ 1,390.8 crore.

ADDING STRENGTH IN EVERY BUSINESS VERTICAL

WATER AND WASTEWATER

How we add strength

India is in dire need of a robust water and wastewater management industry to take charge of the immense industrial and domestic waste generated each day. With major government initiatives to treat waste, conserve the rivers and directives for industries to regulate or treat their waste, this sector is witnessing rapid growth. In many cities, the sewer systems are in appalling condition – or simply non-existing and need extensive maintenance or replacement.

Our presence in this area encompasses design, construction, supply, installation, commissioning of pipelines including mechanical and electrical equipment, and operation work for Water Treatment Plant & Wastewater Treatment Plants and Pumping Stations. We are using the latest technology and state-of-the-art methods to ensure work is executed with minimal disruption to normal life as most projects are in congested zones.

Major key projects completed in 2018-19

- Water transmission line at Tallah Palta for Kolkata Municipal Corporation
- Water Treatment Plants in Agartala

Projects under execution in 2018-19

- Rehabilitation and Refurbishment of Water Works at Palta and Garden Reach
- Designing, Providing, Constructing, Erecting, Testing and Commissioning of Intake Channel, Jackwell, Pump House, Break Pressure Tank and other related works for Bhama Askhed Water Supply Scheme, Pune

Three-year order book comparison (In ₹ crore)

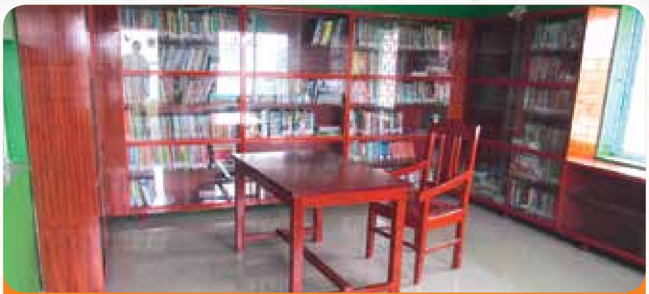
31 December 2016	31 December 2017	31 March 2019
146	75	38

Channelling clean water is imperative for our earth. Aiming to play an important role in water and wastewater treatment, we are steadily increasing our focus in this segment of Government's initiatives. As of 31 March 2019, we have 2 projects in the pipeline, worth ₹ 38.3 crore.

ADDING STRENGTH TO COMMUNITIES

As a responsible corporate citizen, we undertake socially relevant programmes for the sustainable welfare of the communities in the localities where we operate. During the year, in the same robust spirit of our infrastructural ventures, we implemented welfare initiatives in the areas of health and education. All these initiatives comply with the provisions under the Companies Act of 2013.

CSR AT HALDIA, WEST BENGAL



Newly Constructed Library Room with Furniture

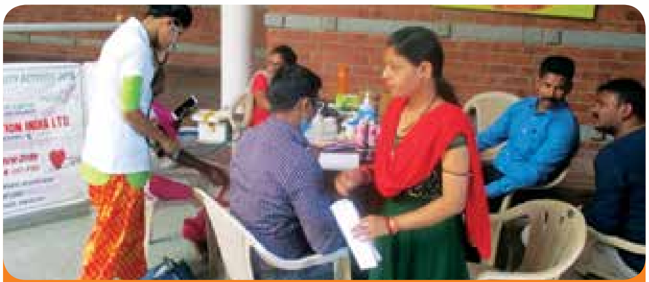
CSR AT NAGPUR, MAHARASHTRA

RO water purification plant and borewell for extracting water

CSR AT SAVROLI, MAHARASHTRA

School Infrastructure facilities at Zilla Parishad, Savroli, Tribal Region in Maharashtra

CSR AT ATTIBELE, BANGALORE



Medical Camp at Ramana Maharshi Ashram at Attibele, Old Chandapura, Bangalore

List of Activities

1. Construction of Library, Toilets, Installation of tube well for drinking water facilities at Haldia Punarbasan Vidyaniketan (High School), Govt. of West Bengal, Durgachak, Haldia.
2. Construction of Toilets for Sri Jayabharati Co-operative High School, Attibele, old Chandanpura, Bangalore and Medical Camp in the Health Centre of Ramana Maharshi Ashram at Attibele, old Chandanpura, Bangalore.
3. Providing Water and Sanitation facilities for Adarsh Vidya Mandir School near Viaduct Pier 115, Gandhibag C.A. Road, Nagpur.
4. Upgradation of the existing facilities of the school infrastructure at Zilla Parishad School Savroli Maharashtra, creating infrastructure for rural women empowerment including welfare centre, toilets, drinking water and street lights for villagers.
5. Construction of Toilets and Urinal, providing one 500 Ltr water tank with installation and washing area, Construction of School boundary wall at Hindi Bhashi High School, Near Cotton Market Station, Nagpur.
6. Construction of Washroom, Providing & Installation of Borewell for drinking water, seating arrangement for school children in the school premises, water purifier for safe drinking water for school children, providing and installation of computer in the school at Govt. Technical High School, Nagpur.

ADDING STRENGTH TO OUR ACHIEVEMENTS

ITD Cementation has achieved an excellent performance with high quality work and won several Awards for excellence from many apex bodies.

Construction Times Awards 2018 for Delhi Metro Underground Project CC – 32 under the category 'Best Executed Metro Project of the Year 2018.

11th CIDC Vishwakarma Awards 2019 Medal and Scroll of Commendation was presented for EPC of Multimodal IWT Terminal, Haldia (West Bengal).

The National Safety Council of India awarded ITD Cementation 'Safety Award' for Dredging & Reclamation Works done for Bharat Mumbai Container Terminals Pvt. Ltd. (JNPT).

BOARD OF DIRECTORS

Standing Left to Right
Mr. Pankaj I. C. Jain | Mr. Sunil Shah Singh | Mr. Deba Prasad Roy | Mr. Jayanta Basu | Mr. Santi Jongkongka

Sitting Left to Right
Mr. Adun Saraban | Mrs. Ramola Mahajani | Mr. Piyachai Karnasuta

MANAGEMENT TEAM

Mr. Prasad Patwardhan
Senior Executive Vice President & CFO

Mr. Ashwin Parmar
Executive Vice President & CBO

Mr. Rupak Sarkar
Joint Executive Vice President & COO

Mr. Manish Kumar
Joint Executive Vice President & CTO

Mr. S. L. Chanchlani
Senior Vice President & CCO

Mr. Rahul Neogi
Company Secretary

BOARD OF DIRECTORS

Mr. Piyachai Karnasuta

Chairman

Mr. Piyachai Karnasuta is a Director of the Company since 2015. He has been appointed as the Non-Executive Chairman of the Company with effect from 1 April 2019. He has experience and knowledge in Civil Engineering and Construction of over 16 years. He is the Executive Vice President of Italian-Thai Development Public Company Limited, Thailand, the promoter of the Company. He holds a Bachelor's degree in Civil Engineering from Washington University and a Masters in Business Administration from Waseda University.

Mr. Deba Prasad Roy

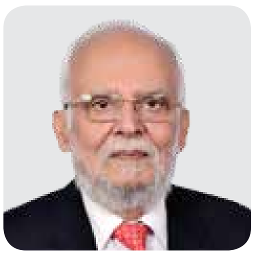
Independent Director

Mr. D.P. Roy is a Director of the Company since 2007. He was the former Executive Chairman of SBI Capital Markets Limited and has a rich and wide experience in Corporate, International and Investment Banking Sectors of over 41 years. He held various senior executive and managerial posts in State Bank of India like Deputy Managing Director and Group Executive (International Banking), President and CEO New York office and Country Manager USA, Deputy Managing Director and Group Executive (Associates and Subsidiaries), Manager in SBI London, etc. He is also a certified Associate of the Indian Institute of Bankers and Fellow of Indian Council of Arbitration and is actively engaged in Arbitration in NSE, BSE, MCX, NCDEX and ICA and is also on the advisory committee of Central Bank of India. He is an Independent Director on other boards. He participates actively in the proceedings of the Board and Committee meetings as an Independent Director. He holds a Degree in M.Sc Chemistry from Jadavpur University, Calcutta.

Mrs. Ramola Mahajani

Independent Director

Mrs. Ramola Mahajani is a Director of the Company since 2014. She is a Human Resources Development and Management professional with 40+ years of experience in The Indian Hotels Company Ltd. and extended experience in Consulting as Managing Director of SHL, South Asia. She has her own Consulting firm. She holds two Masters' Degrees in advanced Applied Psychology and is a Chartered Occupational Psychologist as also an Associate Fellow of the British Psychological Society. Her areas of expertise include application of the principles of Occupational Psychology in Employee Selection, Training, Management Development and HR Planning. She is a winner of British Council Award (UK); Qimpro Silver Standard Award, Indira Group of Institutes' Super Achiever Award, Lifetime Achievement Award at World HRD Congress; Nominee of the Government of Maharashtra: World Trade Centre Management Council; Convener – Human Resources Sub Committee: Bombay Gymkhana Limited; Member – Ladies Wing, Vision Foundation of India; President: Rotary Club of Bombay Seaface. She is a Key Associate with "insightGURU", a technology driven people Assessment Company. She serves as a Non-Executive Independent Director on the Boards of several listed companies. She participates actively in the proceedings of the Board and Committee Meetings as an Independent Director.



Mr. Sunil Shah Singh

Independent Director

Mr. Sunil Shah Singh has served as the Managing Director of ITD Cementation India Limited from June 2000 to December 2009 and thereafter as its Corporate Advisor from January 2010 to December 2013. Mr. Singh has been the President of Kirloskar Pneumatic Company Limited, Pune and Tetra Pak Processing and also served as Country head of Energy Works India. He has over 51 years of experience in Industry with Engineered product manufacturing and construction companies covering varied fields. He has served on a number of national level industry bodies and on government panels including for 'Standards' setting and 'Industry development' and has been a national council member of Construction Federation of India, Construction Industry Development Council and on the governing body of National Institute of Construction Management and Research.

He was on the development panel of Director General of Trade and Development for pumps and currently serves on the Boards of several companies in the position of Chairman/Director. He is a B.Tech. from Indian Institute of Technology, Delhi.

Mr. Pankaj I. C. Jain

Independent Director

Mr. Pankaj I. C. Jain has been appointed as an Independent Director of the Company in the year 2018. He is the Managing Partner at Khandelwal Jain & Company – Chartered Accountants. He has wide knowledge of Tax Litigation, Tax Advisory & Audits of large Corporates, Stock Exchanges, Government Corporations, Financial Institutes, Banks & Insurance Companies. He was a Council member of the Institute of Chartered Accountants of India from 2001 to 2016. He is holding Directorship in several Companies and has been a Member in many Committees constituted by SEBI, RBI, ICAI etc. He is a B. Com. Graduate and an F.C.A.

Mr. Adun Saraban

Whole-Time Director - Executive Vice Chairman

Mr. Adun Saraban is a Director of the Company since 2009 and has been the Managing Director of the Company from 1 January 2010 till 22 April 2019. He is currently the Executive Vice Chairman of the Company with effect from 23 April, 2019.He holds a rich experience of more than three decades in Civil Engineering and Construction Project Management and also brings in vast exposure to global best modern construction methodologies. He holds a Bachelor's Degree in Civil Engineering from the King Mongkut's University of Technology, Thonburi, Thailand.

Mr. Santi Jongkongka

Whole-Time Director – Executive Vice Chairman (Designate)

Mr. Santi Jongkongka has been appointed as the Director of the Company in May 2019 and is currently the Executive Vice Chairman (Designate) of the Company. He is a Bachelor of Engineering (Production Engineering), King Mongkut University of Technology, Thonburi, Thailand and also been through the training courses like Director Accreditation Program (DAP) and Director Certification Program (DCP). He has experience of over 29 years in Civil Engineering and Construction Project Management. He holds a vast experience of working in India and is well acquainted with Indian culture and ethos. In fact, he is one of the pioneer members representing Italian-Thai Development Public Company Limited (ITD) in India for ITD – SDB JV in the year 2001-2003. After a brief hiatus, he was back in India from the year 2005 to 2012 and was associated with the Company in various capacities like coordination & monitoring executive to assisting Managing Director. During his association with the Company, he had monitored and coordinated execution of work such as Airport Terminal, Tunnel, Port, Barrage, Spillway, Highway, Mass Transit System, Diaphragm Wall, Box/Pipe Pushing Micro tunnelling, Bored/Precast Pile and foundation. Mr. Jongkongka was last associated with Bangkok Steel Wire Company Limited, Thailand holding a position of Managing Director.

Mr. Jayanta Basu

Managing Director

Mr. Jayanta Basu has been associated with the Company since 1986. He joined as Trainee Engineer and his last designation before appointment as Managing Director was Deputy Managing Director of the Company and prior to that, he was Senior Executive Vice President of the Company designated as Chief Operating Officer heading the entire operations of Company and responsible for Project Profit & Loss, Safe execution with required Quality and upto the satisfaction of the Customer. Having extensive knowledge on customers in Indian market, able to extend and guide Business Development and estimation, Mr. Jayanta Basu is one of the few experts in the marine segment and has been instrumental in the growth of the Marine Segment of the Company. He has worked extensively in all marine projects of the Company and has also experience in other segments too. His core competencies are in the area of Planning, Execution, Business Development, Commercial Tendering & Estimation, Resource Utilisation etc. He has a good reputation for achieving corporate growth objectives through providing strategic direction, diverse perspectives and positive leadership, thereby increasing organisational efficiencies and improving sustainable revenue while reducing costs. Mr. Basu is a proven operations strategist with a track record in leading complex improvement initiatives and applying solid technical, research and analytical abilities. Mr. Basu holds a Bachelor's degree in Civil Engineering from Indian Institute of Science and Technology (formerly Bengal Engineering College), Calcutta University.

KEY PERFORMANCE INDICATORS

Consolidated Financials*

(₹ crore)

Particulars	15 months ended	12 months ended			
	2019	2017	2016	2015	2014
Order book	9,992.5	7,513.2	6,583.5	5,204.3	4,763.0
Revenue from operations	3,165.1	2,060.5	2,937.7	3,070.9	1,718.9
PBT (before exceptional item)	134.5	147.6	99.1	39.4	(68.6)
PBT (after exceptional item)	134.5	125.7	99.1	(84.6)	26.9
EBITDA	341.3	271.1	234.5	89.8	205.1
EBITDA margin (%)	10.8	13.2	7.9	2.9	11.9
Net profit	82.0	71.0	49.8	(59.3)	19.4
Net profit margin (%)	2.6	3.4	1.7	(1.9)	1.1
Net worth	1,023.0	618.2	552.8	508.2	567.8
Total debt	532.3	488.6	356.2	600.7	765.3
Debt Equity ratio	0.5	0.8	0.6	1.2	1.4
Book value per share (Face value of ₹1 each)	59.6	39.8	35.6	32.8	36.6
Earnings per share (₹)	4.8	4.7	3.3	(3.8)	1.5
Return on capital employed (%)	15.5	15.7	14.6	6.4	12.3
Return on equity (%)	10.0	12.1	9.4	(11.0)	4.0

* Figures for the years 2019 (15M), 2017 and 2016 are as per Ind AS, while figures for 2015 and 2014 are as per IGAAP.

Standalone Financials*

(₹ crore)

Particulars	15 months ended	12 months ended			
	2019	2017	2016	2015	2014
Order book	6,167.0	3,472.2	4,329.0	4,387.5	3,638.0
Revenue from operations	2,283.5	1,872.9	2,917.4	2,743.5	1,369.4
PBT (before exceptional item)	134.4	146.2	99.0	35.2	(67.6)
PBT (after exceptional item)	134.4	124.4	99.0	(88.8)	27.9
EBITDA	281.8	265.1	233.6	51.2	177.3
EBITDA margin (%)	12.6	14.2	8.0	1.9	13.1
Net profit	80.7	70.9	49.4	(59.3)	19.4
Net profit margin (%)	3.6	3.8	1.7	(2.2)	1.4
Net worth	1,020.9	617.3	552.0	508.2	567.8
Total debt	220.3	488.6	356.2	488.4	670.8
Debt Equity ratio	0.2	0.8	0.6	0.9	1.2
Book value per share (Face value of ₹1 each)	59.4	39.8	35.6	32.8	36.6
Earnings per share (₹)	4.8	4.7	3.3	(3.8)	1.5
Return on capital employed (%)	13.5	15.5	14.6	5.0	11.9
Return on equity (%)	9.9	12.1	9.4	(11.0)	4.0
Dividend per Share (face value of ₹1 each)	0.4	0.4	0.3	-	-

* Figures for the years 2019 (15M), 2017 and 2016 are as per Ind AS, while figures for 2015 and 2014 are as per IGAAP.

STATUTORY REPORTS

BOARD'S REPORT

The Directors present herewith their Report and the Audited Financial Statements for the 15 months period ended 31st March, 2019 ("financial period").

FINANCIAL HIGHLIGHTS

(₹ in lakh)

Particulars	Standalone		Consolidated	
	Financial period ended March 31, 2019	Year ended December 31, 2017	Financial period ended March 31, 2019	Year ended December 31, 2017
Revenue from Operations	**228,345.92**	**187,292.02**	**316,506.94**	**206,050.89**
Profit after exceptional item, before Depreciation and Finance costs,	**28,178.80**	**26,509.69**	**34,141.98**	**28,488.80**
Depreciation and amortisation expense	6,958.39	5,520.30	8,244.86	5,774.33
Profit before finance costs	**21,220.41**	**20,989.39**	**25,897.12**	**22,714.47**
Finance costs	7,784.57	8,553.80	12,432.31	8,757.67
Profit before share of profit/(loss)of joint ventures and tax	**13,435.84**	**12,435.59**	**13,464.81**	**13,956.80**
Share of profit/ (loss) from joint ventures	-	-	(14.55)	(1,382.66)
Profit before Tax	**13,435.84**	**12,435.59**	**13,450.26**	**12,574.14**
Less: Tax Expense	5,248.44	5,153.95	5,134.42	5,281.55
Profit after Tax	**8,187.40**	**7,281.64**	**8,315.84**	**7,292.59**
Add: Other Comprehensive Income	(121.03)	(195.63)	(121.03)	(195.63)
Total Comprehensive income for the period carried to Other Equity	**8,066.37**	**7,086.01**	**8,194.81**	**7,096.96**

Pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on 22nd February, 2018, approving the change in financial year of the Company from January- December to April- March, the current financial statements of the Company have been prepared for a 15 months financial period ended 31st March, 2019. Accordingly, the figures for the financial period are not comparable with previous year.

DIVIDEND

The Directors are pleased to recommend dividend for the financial period of ₹ 0.40 per share on 171,787,584 equity shares (previous year ended 2017- ₹ 0.40 on 171,787,584 equity shares) of Re 1/- each fully paid up. The above dividend, together with tax thereon, if approved, will represent 10.12% of distributable profits of ₹ 8,187.40 lakh for the financial period.

TRANSFER TO RESERVE

The Company has not transferred any amount to the reserves during the financial period.

REVIEW OF OPERATIONS

Standalone performance

Revenue from operations for the financial period ended 31st March 2019 is ₹ 228,345.92 lakh. The Company made a profit after exceptional item, before depreciation and financial costs of ₹ 28,178.80 lakh, which is 12.34% of revenue from operation. The Company made a profit before tax of ₹ 13,435.84 lakh and profit after tax of ₹ 8,187.40 lakh for the financial period.

Consolidated performance

Revenue from operations for the financial period ended 31st March 2019 is ₹ 316,506.94 lakh. The Company made a profit after exceptional item, before depreciation and financial costs of ₹ 34,141.98 lakh, which is 10.79% of revenue from operation. The Company made a profit before tax of ₹ 13,450.26 lakh and profit after tax of ₹ 8,315.84 lakh for the financial period.

After a review of the position of outstanding debts, your Directors have decided to write off bad debts during the financial period amounting to ₹ 1,824.38 lakh (previous year ended 2017- ₹ 13,323.35 lakh).

Total value of new contracts including our share in Joint Ventures secured during the financial period aggregated ₹ 519,592 lakh (previous year ended 2017 – ₹ 353,855 lakh).

Major contracts secured during the financial period are as under –

- Ballastless Trackwork Andheri to Dahisar (East), Mumbai Metro Rail Project
- OR-I and OR-II Berths, Visakhapatnam Port Trust.
- Coal Jetty for Udangudi Super Critical Thermal Power Project , Tamilnadu
- Refit Jetty and Allied Facilities at Port Blair, Andaman LNG Jetty at Dhamra, Odisha,
- Passenger Terminal Building and Airside Facilities at Trichy International Airport.
- Construction Of New Integrated Terminal, Reconstruction of Old Terminal, Modification of Existing Terminal Building at Pune Airport, Maharashtra.
- Providing & Laying of sewage trunk by Mirco TBM for Ahmedabad Municipal Corporation, Gujarat
- Construction of Adits on tunnel between Rishikesh and Karanprayag for Rail Vikas Nigam, Uttarakhand
- Underground RCC Box tunnel for Metro Railway Kolkata
- Ground Improvement & Earthwork for NPCIL at Gorakhour, Haryana

During the financial period under report, a number of major contracts were completed including-

- WQ 7 & WQ 8 Berth In Inner Harbour of Visakhapatnam Port Container Berths (3A, 3B & 4A) for JSW Jaigarh Port Limited, Jaigarh.
- LNG Berth at JSW Jaigarh Port.
- Building for Bose Institute, Kolkata
- Micro Tunnel for Vadodara Mahanagar Seva Sadan, Gujarat
- Microtunneling for Kolkata Environmental Improvement Investment Programme, Kolkata
- CC26R - Elevated Via-Duct and Stations for Delhi Metro Rail Corporation
- Flyover at Noida for New Okhla Industrial Development Authority
- Piling Works for JSW Steel Plant at Dolvi , Pen, Maharashtra
- Various piling, Box pushing and Civil works in Maharashtra, West Bengal, UP etc.

RAISING OF FUNDS THORUGH QUALIFIED INSTITUTIONS PLACEMENT (“QIP”) AND UTILIZATION THEREOF

In February 2018, the Company issued and allotted 16,629,684 fully paid up equity shares of face value of ₹ 1/- each at a price of ₹ 202.55 (including premium of ₹ 201.55) per share, aggregating to ₹ 33,683.42 lakh through Qualified Institutions Placement (QIP). The shares were allotted on 2nd February, 2018 and the paid up share capital of the Company increased from ₹ 155,157,900 divided into 155,157,900 equity Shares of ₹ 1/- each fully paid up to ₹ 171,787,584 divided into 171,787,584 equity Shares of ₹ 1/- each fully paid up. The funds so raised were utilised to meet the Company’s long term working capital and capital expenditure requirements in connection with the Company’s business, repayment of debts and general corporate purposes.

PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY AND JOINT VENTURES

As required under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred to as ‘Listing Regulations’) and Section 129 of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the Consolidated Financial Statements, which have been prepared by the Company in accordance with the applicable provisions of the Act and the applicable Accounting Standards, form part of this Annual Report.

The performance and financial position of the Company’s subsidiary and joint ventures are summarized herein below:

(₹ in lakh)

Name	Total income	Profit/ (Loss) for the financial period	% share	Share of Profit/ (Loss)
Subsidiary: ITD Cementation Projects India Limited	0.14	(0.20)	100%	(0.20)
Joint Ventures:				
• ITD Cemindia JV	90,096.08	(1,775.91)	80%	(1,895.98) *
• ITD-ITD Cem JV	39,400.99	(3,211.06)	49%	(1,573.42)
• ITD- ITD Cem JV (Consortium of ITD - ITD Cementation)	-	(225.49)	40%	(90.19)
• ITD Cem-Maytas Consortium	2,461.85	130.85	95%	124.31
• CEC-ITD Cem-TPL JV	60,899.18	2,748.43	60%	1,649.06

** Share of profit/ loss recognized based on control exercised by the Company.*

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of the performance and financial position of the said Subsidiary and Joint Ventures as required under Rule 5 of the Companies (Accounts) Rules, 2014 as amended, is provided in Form AOC-1 - marked as Annexure 1 and forms part of the Consolidated Financial Statements.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company https://www.itdcem.co.in/investors and The audited financial statements of the Subsidiary Company will be made available to any Member of the Company seeking such information at any point of time and are also available for inspection by any Member of the Company at the Registered Office of the Company on any working day during business hours up to the date of the Annual General Meeting.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company lays significant emphasis on improvements in methods and processes in its areas of construction and operations. The primary focus of this effort is to continually refine the frequently used systems at our project sites to derive optimization, reduction in the breakdowns, improve effectiveness and efficiency of use and hence provide a competitive edge for any project. Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith and marked as Annexure 2.

STATUTORY AUDITORS

Messrs Walker Chandiok & Co LLP, Chartered Accountants, Mumbai, having Firm Registration No. 001076N/N500013 were re- appointed as the Auditors of the Company at the 39th Annual General Meeting (AGM) held on 11th May, 2017 for a period of five years from the conclusion of the 39th AGM until the conclusion of the 44th AGM pursuant to the provisions of Section 139 of the Act, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Key Managerial Personnel (KMP)

In accordance with the provisions of Section 203 of the Act, the following persons were designated as KMP of the Company as at 31st March, 2019:

Name of the KMP	Designation
Mr. Adun Saraban@	Managing Director
Mr. Jayanta Basu*	Deputy Managing Director
Mr. Prasad Patwardhan	Chief Financial Officer
Mr. Rahul Neogi	Company Secretary

@Mr. Adun Saraban was appointed as Wholetime Director designated as Executive Vice Chairman with effect from 23rd April, 2019.

* Mr. Jayanta Basu was appointed as an Additional Director-Deputy Managing Director with effect from 29th November, 2018 and was subsequently appointed as Managing Director with effect from 23rd April, 2019.

b) Directors

Appointment / Re-appointment

At the Board Meeting held on 22nd February, 2018, Mr. Sunil Shah Singh (DIN 00233918) was appointed as an Independent Director of the Company for a period of 5 years from 11th May 2018 to 10th May, 2023 (both days inclusive), subject to approval of the Members at the ensuing Annual General Meeting.

Mr. Pankaj I. C. Jain (DIN 00173513) was appointed as Additional and Independent Director for a term of 5 years from 31st October 2018 to 30th October, 2023. His appointment as a Director and an Independent Director for a term of 5 years from 31st October 2018 to 30th October, 2023 was approved by the Members through Postal Ballot on 1st July, 2019.

Mr. D. P. Roy (DIN 00049269) was re-appointed as an Independent Director of the Company for a second term of two consecutive years from 6th August, 2019 to 5th August, 2021 which was approved by the Members through Postal Ballot on 1st July, 2019.

Mr. Piyachai Karnasuta (DIN: 07247974) was appointed as Chairman of the Company with effect from 1st April, 2019. Mr. Karnasuta retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Adun Saraban (DIN 01312769) was re-appointed as Managing Director for the period from 1st January, 2019 to 22nd April, 2019 and subsequently appointed as Whole-time Director designated as Executive Vice Chairman for the period from 23rd April, 2019 to 31st December, 2019. His re-appointment as Managing Director for the period from 1st January, 2019 to 22nd April, 2019 and his subsequent appointment as Whole-time Director designated as Executive Vice Chairman for the period from 23rd April, 2019 to 31st December, 2019 were approved by the Members through Postal Ballot on 1st July, 2019.

Mr. Santi Jongkongka (DIN 08441312) was appointed as an Additional Director and Whole-time Director designated as Executive Director (Operations) for the period from 2nd May, 2019 to 21st May, 2019 and subsequently appointed and re-designated as Executive Vice Chairman (Designate) with effect from 22nd May, 2019. His appointment as Director and Whole-time Director designated as Executive Director (Operations) for the period from 2nd May, 2019 to 21st May, 2019 and his subsequent appointment and re-designation as Executive Vice Chairman (Designate) with effect from 22nd May, 2019, were approved by the Members through Postal Ballot on 1st July, 2019, subject to the approval of the Central Government in terms of Section 196 of the Companies Act, 2013 (the Act) read with Part I of Schedule V to the Act.

Mr. Jayanta Basu (DIN 08291114) was appointed as Additional Director, and Whole-time Director designated as Deputy Managing Director of the Company from 29th November, 2018 to 22nd April, 2019 and was subsequently appointed as Managing Director for a period of three years from 23rd April, 2019 to 22nd April, 2022. His appointment as a Director and Whole-time Director designated as Deputy Managing Director of the Company from 29th November, 2019 to 22nd April, 2019 and his subsequent appointment as Managing Director for a period of three years from 23rd April, 2019 to 22nd April, 2022, were approved by the Members through Postal Ballot on 1st July, 2019.

The Board of Directors at its meeting held on 3rd July, 2019, recommended for re-appointment of Mrs. Ramola Mahajani (DIN 00613428) as an Independent Director of the Company for a second term from 6th November, 2019 to 22nd December, 2022, subject to the approval of the Members at the ensuing Annual General Meeting.

The disclosures made in this regard are available at http://www.itdcem.co.in/about-us/board-of-directors-and-committees-of-directors/

Resignation

Mr. Per Ebbe Hofvander (DIN: 00254616), Independent Director resigned with effect from 23rd February, 2018 on account of health reasons.

Mr. D. E. Udwadia (DIN: 00009755), an Independent Director resigned from the Board of the Company with effect from close of business hours on 29th March, 2019 as he had completed 36 long years as a Director of the Company and he thought that this was the appropriate time for him to move on.

Mr. Premchai Karnasuta (DIN 00233779), Non-Executive Director and Chairman, resigned from the Board of the Company and relinquished his position as Chairman of the Company with effect from the close of business hours on 31st March, 2019, on account of his inability to devote sufficient time to the affairs of the Company, given his other professional overseas commitments.

Mr. Pathai Chakornbundit (DIN 00254312), Non-Executive Director and Vice Chairman, resigned from the Board of the Company with effect from the close of office hours on 31st March, 2019, as he had already attained the age of 75 years and wished to devote his time to other pursuits.

The Board placed on record its deep appreciation of the valuable services rendered and notable contributions made by Mr. Per Ebbe Hofvander, Mr. D. E. Udwadia, Mr. Premchai Karnasuta and Mr. Pathai Chakornbundit during their respective tenure as Directors of the Company.

The disclosures made in this regard are available at http://www.itdcem.co.in/about-us/board-of-directors-and-committees-of-directors/

c) Declarations by Independent Directors

The Company has received necessary declarations from each Independent Director of the Company under Section 149(7) of the Act and Regulation 25 (8) of the Listing Regulations confirming that they meet with the criteria of independence as laid down in Section 149(6) of the Act as well as Regulation 16(1)(b) of the Listing Regulations.

There has been no change in the circumstances affecting their status as independent directors of the Company.

d) Pecuniary Relationship of Non-Executive Directors

During the financial period under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than being in receipt of sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committees of Board of the Company.

e) Performance Evaluation

Pursuant to the provisions of Section 134 (3) (p), Section149 (8) and Schedule IV of the Act and applicable Listing Regulations, Annual Evaluation of Performance of the Board, the individual Directors as well as Committees of the Board had been carried out. The performance of the board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the committees was evaluated by the Board, based on the inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate Meeting of Independent Directors held on 11th February, 2019, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual Directors on the basis of meaningful contribution made by the individual Director while participating in the Board and Committee meetings, etc.

Based on the meeting of the Independent Directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and Individual Directors was also deliberated upon at the Board Meeting. Performance Evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

f) Number of Meetings of Board of Directors

8 meetings of Board of Directors were held during the period under report. For details pertaining to the composition and number of meetings of the Board, please refer to the Report on Corporate Governance, which forms part of this Report.

REMUNERATION OF DIRECTORS AND KMPs

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

(a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial period:

Directors	Ratio to median remuneration*
Non - Executive Directors	
- Mr. Premchai Karnasuta[1]	-
- Mr. Pathai Chakornbundit[2]	-
- Mr. D.E. Udwadia[3]	0.61:1
- Mr. Per Ebbe Hofvander[4]	-
- Mr. D.P. Roy	0.61:1
- Mrs. Ramola Mahajani	0.61:1
- Mr. Piyachai Karnasuta	-
- Mr. Sunil Shah Singh[5]	0.61:1
- Mr. Pankaj I. C. Jain[6]	0.24:1
Executive Directors	
- Mr. Adun Saraban[7]	21.27:1
- Mr. Jayanta Basu[8]	14.03:1

1. *Mr. Premchai Karnasuta resigned as Director w.e.f. the close of office hours on 31st March, 2019*
2. *Mr. Pathai Chakornbundit resigned as Director w.e.f. the close of office hours on 31st March, 2019*
3. *Mr. D. E. Udwadia resigned as Director w.e.f. the close of business hours on 29th March, 2019*
4. *Mr. Per Hofvander resigned as Director w.e.f. 23rd February, 2018*
5. *Mr. Sunil Shah Singh was appointed as non-Executive Director w.e.f. 22nd February, 2018 and an Independent Director w.e.f. 11th May, 2018*
6. *Mr. Pankaj I. C. Jain was appointed as non-Executive Independent Director w.e.f. 31st October, 2018*
7. *Mr. Adun Saraban was appointed as Whole-time Director designated as Executive Vice Chairman with effect from 23rd April, 2019.*
8. *Mr. Jayanta Basu was appointed as an Additional Director- Deputy Managing Director with effect from 29th November, 2018 and was subsequently appointed as Managing Director with effect from 23rd April, 2019.*

Non - Executive Directors resident in India were paid sitting fees as given in the Report on Corporate Governance. Sitting fees do not constitute an element of remuneration.

(b) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary during the financial period:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration
Mr. Premchai Karnasuta[1]	-
Mr. Pathai Chakornbundit[2]	-
Mr. D.E. Udwadia[3]	-
Mr. Per Ebbe Hofvander[4]	-
Mr. D.P. Roy	-
Mrs. Ramola Mahajani	-
Mr. Piyachai Karnasuta	-
Mr. Sunil Shah Singh[5]	-
Mr. Pankaj I.C. Jain[6]	-
Mr. Adun Saraban, Managing Director[7]	15.00%
Mr. Jayanta Basu, Deputy Managing Director[8]	13.00%
Mr. Prasad Patwardhan, Chief Financial Officer	10.00%
Mr. Rahul Neogi, Company Secretary	11.98%

1. *Mr. Premchai Karnasuta resigned as Director w.e.f. the close of office hours on 31st March, 2019*
2. *Mr. Pathai Chakornbundit resigned as Director w.e.f. the close of office hours on 31st March, 2019*
3. *Mr. D. E. Udwadia resigned as Director w.e.f. the close of business hours on 29th March, 2019*
4. *Mr. Per Hofvander resigned as Director w.e.f. 23rd February, 2018*
5. *Mr. Sunil Shah Singh was appointed as non-Executive Director w.e.f. 22nd February, 2018 and as an Independent Director w.e.f. 11th May, 2018*
6. *Mr. Pankaj I. C. Jain was appointed as non-Executive Independent Director w.e.f. 31st October, 2018*
7. *Mr. Adun Saraban was appointed as Wholetime Director designated as Executive Vice Chairman with effect from 23rd April, 2019.*
8. *Mr. Jayanta Basu was appointed as an Additional Director-Deputy Managing Director with effect from 29th November, 2018 and was subsequently appointed as Managing Director with effect from 23rd April, 2019.*

(c) The percentage increase in the median remuneration of employees in the financial year: 12.42%

(d) The number of permanent employees on the rolls of the Company: 2111(As on 31st March 2019)

(e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Sr. No	Other Employees	Managerial	Remarks
1	11.71%	12.00%	NIL

(f) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration is as per the remuneration policy of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts for the 15 month period ended 31st March, 2019, the applicable accounting standards have been followed and there have been no material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial period and of the profit of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDIT COMMITTEE

The details pertaining to the composition, terms of reference and number of meetings of the Audit Committee are included in the Report on Corporate Governance, which forms part of this Report.

During the financial period under review, there was no instance wherein the Board had not accepted any recommendation of the Audit Committee.

VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has formulated and published a Whistle Blowing and Prevention of Sexual Harassment Policy and Procedures to deal with instances of harassment or victimization, if any. This Policy has adequate safeguards against victimization of the whistle blower and ensures protection of the whistle blower's identity. Whistle Blower or Complainant, as the case may be under the said Policy, shall be entitled to direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. In case of any Whistle Blowing Disclosure, the Managing Director shall constitute a Committee from Senior Management Team members as stipulated in the said Policy. This Policy is available on the website of the Company at www.itdcem.co.in.

INTERNAL FINANCIAL CONTROLS

The Company has an internal control system commensurate with the size, scale and complexity of its operations. In order to enhance controls and governance standards, the Company has adopted Standard Operating Procedures which ensure that robust internal financial controls exist in relation to operations, financial reporting and compliance. In addition, the Internal Audit function monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Periodical reports on the same are also presented to the Audit Committee.

During the period under report, the internal controls were tested and found effective, as a part of the Management's control testing initiative. Accordingly, the Board, with the concurrence of the Audit Committee and the Auditors is of the opinion that the Company's Internal Financial Controls were adequate and operating effectively for the financial period ended 31st March, 2019.

COST AUDITORS

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to prepare and maintain cost records and also have the same audited by a Cost Accountant.

The Board, based on the recommendation of the Audit Committee, has re-appointed Mr. Suresh D. Shenoy, Cost Accountant, as Cost Auditors of the Company for conducting cost audit for the Financial Year 2019-2020. The Cost Audit Report and the Compliance Report of your Company for the Financial Year ended 31st December, 2017, was filed with the Ministry of Corporate Affairs by Mr Suresh D. Shenoy, Cost Accountants, before the due date as prescribed under Companies (Cost Records And Audit) Rules, 2014 as amended from time to time. Further, the cost accounts and records as required to be maintained under Section 148 of the Act are duly made and maintained by the Company.

The Company has received consent from Mr. Shenoy for his re-appointment. He has also provided confirmation that he is free from any disqualification specified under Section 141(3) and proviso to Section 148(3) read with Section 141(4) of the Act. He has further confirmed his independent status and an arm's length relationship with the Company.

The consent of the members is being sought at the ensuing Annual General Meeting for ratification of the remuneration payable to the Cost Auditor for the financial year 2019-20.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments as required under the provisions of Section 186 of the Act have been disclosed in the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

None of the transactions with related parties falls under Section 188(1) of the Act and Rules famed thereunder. All contracts or arrangements with related parties, entered during the financial period were at arm's length basis and in the ordinary course of the Company's business. All such contracts or arrangements were entered into with prior approval of the Audit Committee.

In terms of Section 134(3) and (4) read with Section 188(2) of the Act, no material contract or arrangement with any related party was entered into by your Company during the financial period under report. Therefore, there is no requirement to report any transaction in Form No. AOC-2 in terms of Section 134 of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014.

The related party disclosures as specified in Para A of Schedule V read with Regulation 34(3) of the Listing Regulations are given in the Financial Statements.

A Policy governing the related party transactions has been adopted and the same has been uploaded on the Company's website at www.itdcem.co.in.

RISK MANAGEMENT

The Board of Directors of the Company has constituted Risk Management Committee to implement and monitor the risk management plan for the Company, although this is a non-mandatory requirement of the Company.

The Company has adopted a risk management policy and has in place a mechanism to inform the Audit / Board Members about risk assessment and minimization procedures and its periodical review.

More details in respect to the risk management are given in Management Discussion and Analysis (MD&A).

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board of Directors had constituted a CSR Committee comprising Mr. Per Hofvander, Mr. Pathai Chakornbundit and Mr. Adun Saraban. The Committee was re-constituted on 10th May, 2018 effective 11th May, 2018 comprising Mr. Pathai Chakornbundit, Mr. Adun Saraban and Mr. D. P. Roy as its members. Mr. Pathai Chakornbundit was the Chairman of this Committee till 31st March, 2019. The Committee was last re-constituted on 22nd May, 2018 comprising Mr. Piyachai Karnasuta, Mr. Adun Saraban Mr. D. P. Roy, Mr. Santi Jongkongka and Mr. Jayanta Basu as members of the Committee. Mr. Piyachai Karnasuta is the Chairman of this Committee.

The Company has framed and adopted the CSR Policy and the same has been uploaded on the Company's website www.itdcem.co.in. Your Company strives to adopt a balanced approach to overall community development through CSR activities in and around the areas where it operates touching upon various aspects of society such as education, health, environment and empowerment of economically weaker sections of the society.

Based on average net profit earned by the Company in the three immediately preceding financial years as computed in accordance with the CSR Rules, the Company was required to spend an amount of ₹ 89.87 lakh on CSR activities, against which the Company spent ₹ 108.16 lakh during the financial period under report.

The disclosures required to be given under Section 135 of the Act read with Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are in Annexure 3 and form part of this Report.

NOMINATION AND REMUNERATION COMMITTEE (NRC)

The details pertaining to the composition, terms of reference and number of the meetings held for the NRC are included in the Report on Corporate Governance, which forms part of this Report.

The Nomination and Remuneration Policy on Directors' appointment and remuneration is given in Annexure 4 and form part of this Report.

The Company has adopted the Nomination and Remuneration Policy and the same has been uploaded on the Company's website at www.itdcem.co.in.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Particulars of employees as required under Section 197 of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Board's Report and marked as Annexure 5. In accordance with the provisions of Section 136 of the Act, the Annual Report and Accounts are being sent to all the Members of the Company excluding the aforesaid information and the said particulars will be made available on request and also made available for inspection at the Registered Office of the Company. Any Member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act, read with the Rules therein, the Secretarial Audit Report issued by M/s Parikh & Associates, Practicing Company Secretaries is attached and marked as Annexure 6 to this Report.

The Secretarial Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers.

EXTRACT OF THE ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return is attached and marked as Annexure 7 to this report and also uploaded on the website of the Company web link www.itdcem.co.in

DEPOSITS

The Company has not accepted any deposit from the public falling under Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Listing Regulations, 2015, the Management Discussion and Analysis is attached hereto and forms part of this Annual Report and marked as Annexure 8 to this Report.

CORPORATE GOVERNANCE

Pursuant to Listing Regulations, the Report on Corporate Governance alongwith a certificate of compliance from the Auditors are attached hereto and marked as Annexure 9 to this Report.

BUSINESS RESPONSIBILITY REPORT

As required under Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report forms part of this Annual Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial period under review and the date of this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the financial period under review, there were no significant and material orders passed by any regulator or court or tribunal, impacting the going concern status of the Company and its future operations.

DISCLOSURE UNDER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the financial period under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

REPORTING OF FRAUD BY AUDITORS

The Statutory Auditors of the Company have not reported any instances of fraud under the second proviso of Section 143(12) of the Act.

ISO 9001:2015, ISO 14001:2015 & OHSAS 18001:2007

The Company has an established Integrated Management System comprising Quality Management System (QMS) conforming to ISO 9001:2015, Environmental Management System (EMS) conforming to ISO 14001: 2015 and Occupational Health and Safety Management System conforming to OHSAS 18001:2007 at all offices, project sites and depots. During the financial period, the Company's Management System has been audited and compliance to the requirements of the International Standards has been confirmed by DNV GL-Business Assurance (DNV GL- BA).

The Company is amongst the few construction companies who have established an Integrated Management System SAP ERP and is adequately maintaining the system to ensure customer satisfaction, compliance to legal and other non-regulatory requirements as per the Standards along with continual improvements to the system.

OUTLOOK

The infrastructure sector forms the economy's foundation and is an important determinant of economic growth. The infrastructure sector has become the biggest focus area of the Government of India. Under Interim Union Budget 2019-20, USD 63.20 billion was allocated to the sector. In 2018, India ranked 44th out of 167 countries in the World Bank's Logistics Performance Index (LPI) 2018. Government of India is giving huge impetus for development of infrastructure and construction services through focussed policies such as open FDI norms, increased budgetary allocation to Infrastructure sector, Smart cities mission, etc. India is expected to become the 3rd largest infrastructure market in the world by 2025 (KPMG Infrastructure Report).

The initiatives undertaken by the Government in the last few years have given significant boost to the infrastructure sector. With appropriate policies in place and proper implementation, the Indian Infrastructure sector will propel the growth of the Indian economy further and become an engine of growth.

Given this backdrop, the Company is well-positioned to leverage this tremendous growth potential.

The Company continues to selectively bid for projects after due evaluation of risks, profitability and project cashflow. The Company has achieved a strong and diversified order book of ₹ 999,248 lakh as on 31st March 2019 including its share in the joint ventures. It hopes to benefit from the upcoming opportunities in the infrastructure sector in India and align with the expectations of all its stakeholders including promoters, investors, clients and owners, employees, the wider community and the environment.

PARENT COMPANY

Italian-Thai Development Public Company Limited (ITD), founded in 1958, is a leading civil engineering & infrastructure construction and development company in Thailand. With a well-diversified presence across the construction space that includes MRT, airports, buildings, dams & tunnels, highways, expressways & bridges, industrial works, mining and telecommunications, ITD is listed in Nikkei Asia300; a list of Asia's biggest and fastest growing companies among 11 economies in the continent.

ITD has been a leader in infrastructure construction in Thailand for more than 60 years and has since then expanded its operations across several other countries in South East and South Asia.

ITD is the only Thai construction company to win the prestigious International Federation of Asian and Western Pacific Contractor's Association (IFAWPCA) Gold Medal Award for civil engineering in 1982. It was awarded to ITD for the construction of the largest and most challenging civil engineering project ever attempted in Thailand - the Khao Laem Dam.

The Royal Seal of The Garuda was awarded to the company by His Majesty the King on 23rd December,1985. The Royal Seal of the Garuda is the highest and most honourable achievement under the Royal Patronage of the King of Thailand.

One of the landmark projects which ITD has been proudly associated with is the construction of the Suvarnabhumi International Airport, approximately 25 km east of Bangkok, which ITD successfully completed in 2006. This is the twentieth busiest airport in the world and the ninth busiest airport in Asia for the year 2016.

ITD has an experienced in-house training division responsible for maintaining the high level of construction skills and safety - a prime company objective.

In 2018, ITD posted revenues of over 60 billion Thai Baht on consolidated basis (about ₹ 1,366,240 lakh) and had 32,531 employees on its rolls.

DEPOSITORY SYSTEM

The shares of the Company are mandatorily traded in electronic form. The Company has entered into Agreements with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

FINANCIAL YEAR

The Board of Directors of the Company at its Meeting held on 22nd February, 2018 approved and adopted change in financial year of the Company from January-December to April-March, upon the Company ceasing to be subsidiary of Italian-Thai Development Public Company Limited, pursuant to the provisions of the Companies Act 2013.

Therefore, the current financial year of the Company is for a period of 15 months commencing from 1st January 2018 and ending on 31st March 2019. Thereafter, financial years of the Company will be for a period of 12 months commencing on 1st April and ending on 31st March every year.

INDUSTRIAL RELATIONS

Relations with staff and labour remained peaceful and cordial during the financial period under review.

ACKNOWLEDGEMENT

The Directors thank ITD for the continued support extended by it and the guidance provided to your Company.

The Directors thank all employees for their contribution and the shareholders, customers and bankers for their continued support.

For and on behalf of the Board
Piyachai Karnasuta
(DIN: 07247974)
Chairman

Date : 3rd July, 2019

Annexure 1

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ In lakh)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	ITD Cementation Projects India Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April 2018 to 31st March 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
4.	Share capital	5.00
5.	Reserves & surplus	(0.87)
6.	Total assets	39.24
7.	Total liabilities	39.24
8.	Investments	NIL
9.	Turnover	0.14
10.	Profit before taxation	(0.20)
11.	Provision for taxation	NIL
12.	Profit after taxation	(0.20)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

Notes:

1. Names of subsidiaries which are yet to commence operations - None

2. Names of subsidiaries which have been liquidated or sold during the year - None

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies / Joint Ventures

₹ In lakh

Name of associates/Joint Ventures	ITD-ITDCem JV(Consortium ITD-ITD Cementation)	ITDCem-Maytas Consortium	ITD-ITDCem JV	ITD Cemindia JV	CEC-ITDCEM-TPL JV
1. Latest audited Balance Sheet Date	31 March 2019	31 March 2019	31 March 2019	31 March 2019	31 March 2019
2. Shares of Associate/Joint Ventures held by the company on the year end	NIL	NIL	NIL	NIL	NIL
No.	NIL	NIL	NIL	NIL	NIL
Amount of Investment in Associates/Joint Venture	603.02	(32.19)	28,235.03	13,254.92	1,649.06
Extent of Holding %	40%	95%	49%	80%	60%
3.Description of how there is significant influence	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture
4.Reason why the associate/joint venture is not consolidated	Consolidated-equity method	Consolidated as Subsidiary	Consolidated-equity method	Consolidated as Subsidiary	Consolidated-equity method

₹ In lakh

Name of associates/Joint Ventures	ITD-ITDCem JV(Consortium ITD-ITD Cementation)	ITDCem-Maytas Consortium	ITD-ITDCem JV	ITD Cemindia JV	CEC-ITDCEM-TPL JV
5.Net worth attributable to shareholding as per latest audited Balance Sheet	1,468.59	(6.91)	31,282.19	13,323.82	2,758.38
6.Profit/(Loss) for the year	(225.49)	130.85	(3,211.06)	(1,775.91)	2,748.43
i. Considered in Consolidation	(90.19)	124.31	(1,573.42)	(1,895.98)	1,649.06
ii. Not Considered in Consolidation	(135.30)	6.54	(1,637.64)	120.07	1,099.37

1. *Names of associates or joint ventures which are yet to commence operations: None*
2. *Names of associates or joint ventures which have been liquidated or sold during the year: None*
3. *Names of associates or joint ventures not consolidated: None*

Adun Saraban
Executive Vice Chairman

Jayanta Basu
Managing Director

Prasad Patwardhan
Chief Financial Officer

Rahul Neogi
Company Secretary
3rd July, 2019

Annexure 2

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014:

Research and Development

The Company lays significant emphasis on improvements in methods and processes in its areas of construction and operations. The Company has an in-house Technical Service Department, under which Research & Development activities are carried out. The primary focus of research is to continually refine the frequently used systems at our project sites to derive optimisation, reduction in the breakdowns, improve effectiveness and efficiency of use and hence provide a competitive edge for any project.

A) Conservation of Energy

(i) Steps taken or impact on conservation of energy:

- Continued use of Fly ash & Slag (GGBS) as a part replacement of ordinary portland cement for concrete mixes being used at project sites as a significant measure towards energy conservation.
- The Company continues replacing existing conventional lighting system to energy efficient LED systems.
- The Company continues phase wise replacement of power consuming Transformer and Rectifier welding machines with Inverter welding machines and now with new generation IGBT based Welding machines leading to substantial savings in energy. Last year, the Company has achieved 100% coverage in this regard.
- The Company during the period has replaced existing conventional lighting system by energy efficient LED systems at most of the Project sites. Whereas high energy consuming conventional Halogen Lights has been replaced with High Pressure Sodium Vapour Lamps or Metal Halide Lamps leading to savings in wattage.
- The company has started Real time monitoring of Diesel Generator performance at sites to optimize the use of captive energy. This monitoring is done centrally with all real time information flowing to Head Office and redistribution and optimization being handled centrally. In the last one year, more than 100 DG sets have `been connected in this manner.
- Use of Variable Frequency Drive (VFD) in Hoists and Gantry Cranes for efficient starting of drive as well as for providing dual speed option to the operator for improving productivity has been taken up. All major sites are today equipped with this facility and they are contributing towards saving of energy at respective sites.

(ii) Steps taken by the Company for utilising alternate sources of energy:

- As a renewable energy initiative, the Company has installed Solar Power lights at its Talasari depot & few project sites.
- Solar lights have been installed at various marine crafts for lighting and to serve as power source for miscellaneous communication devices resulting in savings in diesel.

(iii) Capital investment on energy conservation equipment:

- Under the ongoing program of gradually phasing out mechanical cranes with more energy efficient hydraulic cranes, four number of cranes were added in the last year.
- Recycle of Returned Concrete: In major Metro project sites the quantity of returned concrete from the pouring points can be a significant quantity despite taking all precautions. Such concrete being wet has limited usable life and mostly gets wasted.

  The Company introduced concrete reclaimers at one of the major project sites to reprocess wet concrete and obtain usable coarse aggregates and sand out of the returned concrete as a trial step for conservation of energy preventing the need for manufacturing of fresh aggregates with much higher energy input requirement.

B) Technology absorption

(i) Benefits derived like product improvement, cost reduction, product development or import substitution:

- Use of dry, bottom feed method for stone column construction

  i) Resulting in reduced consumption of water and energy

  ii) Significant improvement in productivity.

- In – House Development of Auger Cleaner for sticky muck removal from bored piling rig augers for the following benefits:

  i) Reduction in sound pollution
  ii) Extended kelly life
  iii) Extended rotary Rig life
  iv) Extended wire rope life
  v) Increased productivity

Auger Cleaners are being extensively used for Mumbai Underground Metro Project.

- Development of Interlocking Kelly Bar kit similar to a reputed European manufacturer for Hydraulic Bored Piling Rig :

- Improvement of 7.5 t Bored Piling Winch for the following benefits:

  i) Improved design, less failure of components, less breakdown and spare consumption. Hence, cost saving in terms of money and productivity.

  ii) Better torque with less fuel consumption made it suitable for percussive drilling in hard rock strata.

- Adoption of Secant Piles in place of Diaphragm wall in underground metro work in the heart of city of Mumbai

  i) This resulted in significant saving of cost and time.

  ii) All accessories were designed and developed indigenously to encourage local industry and save on foreign currency.

(ii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

(a) Settlement of a prestigious heritage building was arrested through the use of an imported polymer grout. This grout material is currently being sourced from overseas, however, the grouting methodology was developed in-house and the equipment used was all indigenous. The stabilization of settlement has avoided need for more expensive remedial measures. The work completed in last quarter of 2018 also resulted in saving of time and cost.

(b) the details of technology imported: None

(c) the year of import: N.A.

(d) whether the technology been fully absorbed: N.A.

(e) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A.

(iii) Expenditure incurred on Research and Development- ₹ 5 lakh

Field trials for improving shear strength of soft marine clays using Industrial byproducts viz. Red Mud, Fly Ash and Alccofine were conducted at one of our Coastal construction projects in co-ordination with IIT Bombay. While strength gains were noticed but more study is required to be done to make this technology commercially viable. If the strength gain could be enhanced to desired levels, the environment friendly technology has vast potential to be utilised for very economical and time saving construction in soft marine clays usually found in the Coastal regions.

C) Foreign Exchange Earnings and Outgo

a. The Company did not have any export during the period under report.

b. The foreign exchange received during the period was Nil. (previous year ₹ 85.09 lakh from sale of two old used equipments).

c. The foreign exchange outgo on account of travelling, import of consumables, capital goods, tools and spare parts, fees, royalty etc. aggregated to ₹ 5,580.93 lakh (previous year ₹ 3,113.47 lakh).

For and on behalf of the Board

Piyachai Karnasuta

Date : 3rd July, 2019 Chairman

Annexure 3

CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:**

   The Company intends to make a positive difference to society and contribute its share towards the social cause of betterment of the Society and the area in which the Company operates. The Company also believes in the trusteeship concept. This entails transcending business interests and working towards making a meaningful difference to the society.

   In this regard, the Company has made this policy which encompasses the Company's philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large and has titled it as the "Corporate Social Responsibility (CSR) Policy" ("CSR Policy") which is based on the relevent provisions of the Companies Act, 2013 and the rules framed there under and the same has been uploaded on the Company's website http://www.itdcem.co.in/wp-content/uploads/2017/06/CSR_Policy.pdf

2. **The Composition of the CSR Committee:**
   During the financial period ended on 31st March 2019, the CSR Committee comprised Mr. Pathai Chakornbundit (Chairman), Mr. D. P. Roy and Mr. Adun Saraban. The Board of Directors at its meeting held on 11th February 2019 re-constituted the CSR Committee effective 1st April 2019 with the following members viz. Mr. Piyachai Karnasuta (Chairman), Mr. D. P. Roy and Mr. Adun Saraban and the Committee was further re-constituted by the Board of Directors at its meeting held on 22nd May 2019 with the following members viz. Mr. Piyachai Karnasuta (Chairman), Mr. D. P. Roy, Mr. Adun Saraban, Mr. Santi Jongkongka and Mr. Jayanta Basu.

3. Average net profit of the Company for last three financial years : ₹ 4,493.47 lakh

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : ₹ 89.87 lakh

5. Details of CSR spent during the financial period-

   (a) Total amount to be spent for the financial period: ₹ 89.87 lakh

   (b) Amount unspent, if any: NIL

   (c) Manner in which the amount spent: As per Annexure attached.

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board's Report. – Not Applicable.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company: Yes

Adun Saraban	**Piyachai Karnasuta**
Executive Vice Chairman	Chairman of CSR
Chairman	Committee
3rd July, 2019	

Annexure 3 (contd.)

Sl No.	CSR Project or activity identified	Sector in which the project is covered	Projects or Programes (1) Local Area or other (2) Specify the state and district where projects or program was undertaken	Amount outlay (budget) project or programe wise (₹ In lakh)	Amount spent on Projects or Programs (₹ In lakh)		Cumulative expenditure upto to the reporting period (₹ In lakh)	Amount spent direct or through implementing agency
					Direct Expenditure	Over-heads		
1	Construction of library cum reading room, toilets, Installation of tube well for drinking water	Water & Sanitation, Health, Education	Haldia Punarbasan Vidyaniketan (High School) Govt. of West Bengal Durgachak, Haldia	48.00	50.22	0.00	50.22	Direct
2	Construction of toilets for boys and girls & Medical camp	Sanitation & Health	Sri Jayabharati Co-Op High School, and Ramana Maharshi at Attibele, Old Chandabnpura, Banglore	12.00	13.40	0.00	13.40	Direct
3	Water and Sanitation facilities	Sanitation and Health	Adarsh Vidya Mandir School, near Viaduct Pier 115, Gandhibag C.A Road, Nagpur	5.00	5.52	0.00	5.52	Direct
4	Reconstruction of the dilapidated school / classrooms, bore well/ plumbing as source of potable / drinking water, electrical power backup, classroom availabilities for all classes to accommodate existing students class wise, shoes for students, kitchen for mid-day meal, teachers common room, creating infrastructure for rural women empowerment including welfare center, toilets, drinking water and street lights for villagers	Water & Sanitation, Health, Education Skill Building	Zilla Parishad School, Savroli, Maharashtra	29.50	26.63	0.00	26.63 (work in process)	Direct
5	Construction / Renovation of Toilets and Urinals Provide for potable water tank	Water & Sanitation, Health	Hindi Bhashi High School, Near Cotton Market Station, Nagpur	5.00	5.90	0.00	5.90	Direct
6	Providing & Installation of deep Borewell for drinking water as well as Computers in school, Construction of Washroom, etc.	Water & Sanitation, Health, Education	Govt. Technical High School, Sitaburdi, Nagpur	5.50	6.49	0.00	6.49	Direct

Adun Saraban
Executive Vice Chairman
3rd July, 2019

Piyachai Karnasuta
Chairman of CSR Committee

Annexure 4

EXTRACT FROM NOMINATION AND REMUNERATION POLICY

In terms of Nomination and Remuneration Policy of the Company, present members of Nomination and Remuneration Committee are comprised of Mrs. Ramola Mahajani (Chairperson), Mr. Sunil Shah Singh and Mr. Piyachai Karnasuta.

1. The Nomination and Remuneration Committee is applicable to

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

2. Role and Functions of the Committee relating to Nomination:

(a) Review the Board structure, size and composition and make recommendations to the Board in this regard;

(b) To identify persons who are qualified to become directors (including appointments to committees) and who may be appointed in Senior Management in accordance with the criteria laid-down, recommend to the Board their appointment and removal and to carry out evaluation of every director's performance;

(c) To formulate the criteria for determining qualifications, positive attributes and independence of a director;

(d) To recommend to the Board plans for succession, in particular, of the Managing Director, the Executive Directors, Key Managerial Personnel and Senior Management Personnel;

(e) To evaluate the performance of the Board and Senior Management Personnel on certain pre-determined parameters as may be laid down by the Board as part of the self-evaluation process.

3. Functions and Responsibilities of the Committee relating to Remuneration:

The functions and responsibilities of the Committee in relation to remuneration will be as under:

3.1 Relating to the Company:

- The Committee to formulate and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.

- The Committee while formulating the above policy shall ensure that –

  (a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

  (b) relationship of remuneration to performance be clear and meets appropriate performance benchmarks; and

  (c) remuneration to directors, key managerial personnel and senior management personnel involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

- Evaluate and approve the Company's remuneration plan, annual salary increase principles and budgets, policies and programs such as succession planning, employment agreements, severance agreements, and any other benefits.

- Review progress on the Company's leadership development programs, including for promotion to the board, employee engagement initiatives and employee surveys.

- Evaluate issues pertaining to the appointment of, and remuneration payable to, Senior Management Personnel.
- Evaluate terms and conditions relating to the Annual and Long Term Incentive Plans of the Company, including plan design, supervision and payouts.
- Consider and approve matters relating to normal retirement plans, Voluntary Retirement and Early Separation Schemes for employees of the Company.

3.2 Relating to the Performance and Remuneration of the Managing Director, Key Managerial Personnel and Senior Management Personnel:

- Establish key performance metrics to measure the performance of the Managing Director, Key Managerial Personnel and Senior Management Personnel including the use of financial, non-financial and qualitative measures.
- Evaluate Senior Management Personnel team performance regularly to strengthen the cumulative annual assessment and to provide timely feedback to the assessed individuals.
- Review and recommend to the Board the remuneration and performance bonus or commission to the Managing Director and Key Managerial Personnel / Senior Managerial Personnel.

3.3 Relating to the Performance and Remuneration of the Non-Executive Directors:

- Define the principles, guidelines and process for determining the payment of commission to non-executive directors of the Company.

4. Other Functions:

Perform such other activities within the scope of this Policy as may be requested by the Board of Directors or under any regulatory requirements.

5. Nomination Duties:

Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective.

6. Remuneration Duties:

The duties of the Committee in relation to remuneration matters include:

a) to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board;

b) to approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive payoff reflecting short and long term performance objectives appropriate to the working of the Company;

c) to delegate any of its powers to one or more of its members or the Secretary of the Committee;

d) to consider any other matters as may be requested by the Board;

e) professional indemnity and liability insurance for Directors and senior management personnel.

Annexure 6

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

for the financial period ended 31 March 2019

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
ITD Cementation India Limited
National Plastic Building, A- Subhash Road,
Paranjape B Scheme, Vile Parle (East),
Mumbai - 400057

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ITD Cementation India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial period ended on 31 March 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial period ended on 31 March 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;(Not applicable to the Company during the audit period)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;(Not applicable to the Company during the audit period)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

(vi) Other laws applicable specifically to the Company namely :

1) The Contract Labour (R&A) Act,1970 and Rules made thereunder

2) The Building & Other Construction (RE&CS) Act,1996 and Rules made thereunder

3) The Inter-state Migrant Workmen Act,1976 and Rules made thereunder

4) The Explosive Act 1884 and Rules made thereunder

5) Air (prevention and Control of Pollution) Act, 1981 and Rules made thereunder

6) Water (prevention and Control of Pollution) Act, 1974 and Rules made thereunder

7) The Maharashtra Municipal, Councils, Nagar Panchayats and Industrial Townships Act

8) The Factories Act,1948 and Rules made there under

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above. The Company has spent an amount of ₹ 1.08 crores against the amount of ₹ 0. 90 crores to be spent during the period towards Corporate Social Responsibility.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For **Parikh & Associates**
Company Secretaries

P. N. Parikh
Partner
FCS No: 327 CP No: 1228

Place: Mumbai
Date : 3rd July, 2019

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

Annexure A

To,
The Members
ITD Cementation India Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Parikh & Associates**
Company Secretaries

P. N. Parikh
Partner
FCS No: 327 CP No: 1228

Place: Mumbai
Date : 3rd July, 2019

Annexure 7

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN

as on the financial period ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014.

I	Registration & Other Details	
i	CIN	L61000MH1978PLC020435
ii	Registration Date	24th June, 1978
iii	Name of the Company	ITD Cementation India Limited
iv	Category/Sub-category of the Company	Public Company limited by Shares
v	Address of the Registered Office & contact details	National Plastic Building, A- Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai – 400 057 Tel: +91 22 66931600/67680600 Fax: +91 22 66931628/67680841 Emails: rahul.neogi@itdcem.co.in investors.relation@itdcem.co.in Website: www.itdcem.co.in
vi	Whether listed Company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Fintech Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: +91 40 67162222 Fax:+91 40 23420814 Emails: einward.ris@karvy.com raju.sv@karvy.com

II Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

SL No	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Construction & Civil Engineering	4290	100%

III Particulars of Holding, Subsidiary and Associate Companies

Sl No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	ITD Cementation Projects India Limited, National Plastic Building, A-Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057	U45205MH2007PLC171896	Subsidiary	100	2(87)

IV (i) Category - Wise Share Holding Between 1st January 2018 and 31st March 2019

Category Code	Category of Shareholder	No. of Shares Held at the Beginning of the period 1st January 2018				No. of Shares Held at the end of the period 31st March 2019				% Change During The Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	**Promoter and Promoter Group**									
(1)	INDIAN									
(a)	Individual /HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	80113180	0	80113180	51.63	80113180	0	80113180	46.64	-4.99
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(e)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total A(2) :	**80113180**	**0**	**80113180**	**51.63**	**80113180**	**0**	**80113180**	**46.64**	**-4.99**
	Total A=A(1)+A(2)	**80113180**	**0**	**80113180**	**51.63**	**80113180**	**0**	**80113180**	**46.64**	**-4.99**
(B)	**Public Shareholding**									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	34431886	1000	34432886	22.19	50033070	1000	50034070	29.13	6.93
(b)	Financial Institutions /Banks	161430	500	161930	0.10	131135	500	131635	0.08	-0.03
(c)	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	4345180	0	4345180	2.80	7876600	0	7876600	4.59	1.78
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(i)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total B(1) :	**38938496**	**1500**	**38939996**	**25.10**	**58040805**	**1500**	**58042305**	**33.79**	**8.69**
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	5317382	22730	5340112	3.44	4664616	22430	4687046	2.73	-0.71
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹1 lakh	21474244	1038375	22512619	14.51	20969891	836925	21806816	12.69	-1.82

Category Code	Category of Shareholder	No. of Shares Held at the Beginning of the period 1st January 2018				No. of Shares Held at the end of the period 31st March 2019				% Change During The Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	**(II)**	**(III)**	**(IV)**	**(V)**	**(VI)**	**(VII)**	**(VIII)**	**(IX)**	**(X)**	**(XI)**
	(ii) Individuals holding nominal share capital in excess of ₹1 lakh	6889393	0	6889393	4.44	5723595	0	5723595	3.33	-1.11
(c)	Others									
	CLEARING MEMBERS	102268	0	102268	0.07	46911	0	46911	0.03	-0.04
	I E P F	293560	0	293560	0.19	322220	0	322220	0.19	0.00
	NON RESIDENT INDIANS	742617	1500	744117	0.48	761481	0	761481	0.44	-0.04
	NRI NON-REPATRIATION	218704	0	218704	0.14	277750	0	277750	0.16	0.02
	TRUSTS	3951	0	3951	0.00	6280	0	6280	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
	Sub-Total B(2) :	**35042119**	**1062605**	**36104724**	**23.27**	**32772744**	**859355**	**33632099**	**19.58**	**-3.69**
	Total B=B(1)+B(2) :	**73980615**	**1064105**	**75044720**	**48.37**	**90813549**	**860855**	**91674404**	**53.36**	**5.00**
	Total (A+B) :	**154093795**	**1064105**	**155157900**	**100.00**	**170926729**	**860855**	**171787584**	**100.00**	**0.00**
(C)	**Shares held by custodians, against which**									
	Depository Receipts have been issued									
(1)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	**154093795**	**1064105**	**155157900**	**100.00**	**170926729**	**860855**	**171787584**	**100.00**	

Note: The percentage of opening balance as on 1st January 2018 is calculated on then paid up capital of 15,51,57,900 equity shares whereas the closing balance as on 31st March 2019 is calculated on paid up capital of 17,17,87,584 equity shares which was increased due to issue and allotment of further shares through QIP by the company in February, 2018.

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the period (As on 01 January 2018)			Shareholding at the end of the period (As on 31 March 2019)			
		No. of Shares (Face Value of ₹ 1/- each)	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares (Face Value of Re. 1/- each)	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	Italian-Thai Development Public Company Limited	80113180	51.63%	-	80113180	46.64%	-	-4.99%#
	Total	80113180	51.63%	-	80113180	46.64%	-	-4.99%#

There is no change in actual shareholdings but change in percentage of shareholding which is due to issue and allotment of further shares through QIP by the Company in February, 2018

(iii) Change in Promoters' Shareholding (Specify if there is no change)*

Sr. No.		Shareholding at the beginning of the period (As on 01 January 2018)		Cumulative Shareholding during the year	
		No of shares (Face Value of ₹ 1/- each)	% of total shares of the Company	No of shares (Face Value of Re. 1/- each)	% of total shares of the Company
1	At the beginning of the year	80113180	51.63		
2	Date wise increase / decrease in Promoter's shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
3	At the end of the year (As on 31/03/2019)			80113180	46.64#

#There is no change in actual shareholdings but change in percentage of shareholding which is due to issue and allotment of further shares through QIP by the Company in February, 2018

(iv) Shareholding Pattern of top ten Shareholders (other than Direcors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the period (As on 01 January 2018)		Cumulative Shareholding at the end of the period (As on 31 March 2019)*	
		No. of shares (Face Value of ₹ 1/- each)	% of total shares of the Company	No. of shares (Face Value of Re. 1/- each)	% of total shares of the Company
1	Reliance Capital Trustee Co. Ltd. - A/C Reliance T	9376105	6.04	12709384	7.40
2	UTI-MNC Fund	5649430	3.64	5340000	3.11
3	SBI Magnum Monthly Income Plan	5401284	3.48	5215666	3.04
4	HDFC Trustee Company Ltd- HDFC Equity Saving Fund	955600	0.62	4690200	2.73
5	Hitesh Ramji Javeri	4000020	2.58	4000020	2.33
6	Franklin Templeton Mutual Fund A/C Franklin Build	4000000	2.58	8700000	5.06
7	IDFC Premier Equity Fund	3563055	2.30	5845780	3.40
8	Massachusetts Institute of Technology	0	0	3300000	1.92
9	Sundaram Mutual Fund A/C Sundaram Infrastructure A	2657499	1.71	3415899	1.99
10	Eastspring Investments India Infrastructure Equity	2584178	1.67	1790942	1.04

*The shares of the Company are traded on a daily basis and hence the date wise increase/decrease in shareholding is not indicated.

Note: The percentage of opening balance as on 1st January 2018 is calculated on then paid up capital of 15,51,57,900 equity shares whereas the closing balance as on 31/03/2019 is calculated on paid up capital of 17,17,87,584 equity shares which was increased due to issue and allotment of further shares under QIP by the Company in February 2018

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No	Name of Director / Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the period - (As on 01/01/2018)		Cumulative Shareholding during the period	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Premchai Karnasuta (Ceased to be Director w.e.f. close of office hours on 31.03.2019)	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
2	Mr. Pathai Chakornbundit (Ceased to be Direction w.e.f. close of office hours on 31.03.2019)	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
3	Mr. D.E. Udwadia (Ceased to be Director w.e.f. close of business hours on 29.03.2019)	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0

Sl. No	Name of Director / Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the period - (As on 01/01/2018)		Cumulative Shareholding during the period	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4	Mr. Per Hofvander (Ceased to be Director w.e.f. 23.02.2018)	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
5	Mr. D.P. Roy	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
6	Mrs. Ramola Mahajani	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
7	Mr. Piyachai Karnasuta	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
8	Mr. Adun Saraban	01/01/2018	At the beginning of the year	0	0	0	0
		31/12/2017	At the end of the year			0	0
9	Mr. Sunil Shah Singh	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
10	Mr. Jayanta Basu (Appointed as Director w.e.f. 29.11.2018)	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
11	Mr. Pankaj I. C. Jain (Appointed as Director w.e.f. 31.10.2018)	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
12	Mr. Prasad Patwardhan	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year			0	0
13	Mr. Rahul Neogi	01/01/2018	At the beginning of the year	0	0	0	0
		31/03/2019	At the end of the year	0	0	0	0

(v) Indebtedness

(₹ in lakh)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial period				
i) Principal Amount	31,360	17,500	NIL	48,860
ii) Interest due but not paid	-	-	NIL	-
iii) Interest accrued but not due	30	-	NIL	30
Total (i+ii+iii)	31,390	17,500	NIL	48,890
Change in Indebtedness during the financial period				
Additions	22,227	20,000	NIL	42,227
Reduction	(41,562)	(27,500)	NIL	(69,062)
Net Change	(19,335)	(7,500)	NIL	(26,835)
Indebtedness at the end of the financial period				
i) Principal Amount	12,027	10,000	NIL	22,027
ii) Interest due but not paid	-	-	NIL	-
iii) Interest accrued but not due	28	-	NIL	28
Total (i+ii+iii)	12,055	10,000	NIL	22,055

(vi) Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole time director and/or Manager:

₹ In lakh

Sl. No	Particulars of Remuneration	Name of the Managing Director	Name of the Deputy Managing Director	Total Amount
1		Mr. Adun Saraban	Mr. Jayanta Basu*	
	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act. 1961	145.92	32.40	178.32
	(b) Value of perquisites under Section 17(2) of the Income tax Act, 1961	29.65	4.25	33.90
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2	Stock option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	37.00	20.00	57.00
	- as % of profit	2.86	1.55	4.41
	- others (specify)	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total (A)	212.57	56.65	269.22
	Ceiling as per the Act			1,293.25

* Mr. Jayanta Basu was appointed as Whole time Director – Deputy Managing Director w.e.f. 29 November 2018.

B. Remuneration to other directors

Sl. No	Particulars of Remuneration	Name of Directors						Total Amount
1	Independent Directors	Mr. D.E. Udwadia	Mr. D. P. Roy	Mrs. Ramola Mahajani	Mr. Sunil Shah Singh	Mr. Pankaj I. C. Jain	Mr. Per Hofvander	
	(a) Fee for attending board/ committee meetings	10.85	8.60	5.60	7.00	1.00	NIL	33.05
	(b) Commission	5.00	5.00	5.00	5.00	2.00	NIL	22.00
	(c) Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)							55.05
2	Other Non Executive Directors	Mr. Piyachai Karnasuta	Mr. Premchai Karnasuta	Mr. Pathai Chakornbundit				
	(a) Fee for attending board/ committee meetings	NIL	NIL	NIL				NIL
	(b) Commission	NIL	NIL	NIL				NIL
	(c) Others, please specify	NIL	NIL	NIL				NIL
	Total (2)	**NIL**	**NIL**	**NIL**				**NIL**
	Total (B)=(1+2)							55.05
	Total Managerial Remuneration							324.27
	Overall Ceiling as per the Act.							1,422.58

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
1		**Company Secretary (Mr. Rahul Neogi) (Jan-18 to Mar-19)**	**CFO (Mr.Prasad Patwardhan) (Jan-18 to Mar-19)**	**Total**
	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	64.55	106.78	171.33
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	2.75	5.66	8.41
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission			
	- as % of profit	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total	67.30	112.44	179.74

(vi) Penalties/Punishment/Comppounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure 8

MANAGEMENT DISCUSSION AND ANALYSIS

Company Profile

ITD Cementation India Limited is a leading turnkey engineering, procurement and construction (EPC) player in the infrastructure and construction industry. With proven competence in civil engineering, the Company undertakes projects in the realm of:

- Port Development and Maritime structures - Jetty, Wharfs, Breakwater, Dredging and Reclamation, Ship Lift, Dry Docks, Wet Basin, Slipways
- Hydroelectric Power Projects - Tunnels and Power House
- Irrigation Projects – Dams and Canals
- Urban Infrastructure Projects - Mass Rapid Transit Systems Underground and Elevated
- Highways- Roads, Bridges and Flyovers
- Buildings - Airport Terminal, Commercial Buildings and other Industrial Structures
- Water and Wastewater - Treatment Plant, Intake System, Micro Tunnelling
- Ground Improvement and Foundation Engineering - Diaphragm Wall, Piling, Stone Columns, Prefabricated Vertical Drains.

Economic Overview

Global Economy

As per IMF, global output grew by 3.6% in 2018, slightly lower than the 3.8% growth seen in 2017 and is projected to decline to 3.3% in 2019. As per its World Economic Outlook Update (April 2019), the weakness in the second half of 2018 was because of the negative effects of tariff increases in the United States (US) and China and slowdown in Europe, and is expected to carry over in the coming quarters.

Global economic growth (in %)

	2017	2018	2019P	2020P
World output	3.8	3.6	3.3	3.6
Advanced Economies	2.4	2.2	1.8	1.7
US	2.2	2.9	2.3	1.9
Euro Area	2.4	1.8	1.3	1.5
Japan	1.9	0.8	1.0	0.5
UK	1.8	1.4	1.2	1.4
Other Advanced Economies*	2.9	2.6	2.2	2.5
Emerging Markets and Developing Economies	4.8	4.5	4.4	4.8
China	6.8	6.6	6.3	6.1
India	7.2	7.1	7.3	7.5

**Excludes the G7 (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and Euro Area countries*
P = projections

Source: IMF World Economic Outlook April 2019

According to IMF, risks of even slower-than-expected growth have become more acute with range of triggers such as escalating trade tensions given the high levels of public and private debt, "no-deal" withdrawal of the United Kingdom from the European Union and a greater-than-envisaged slowdown in China. World Bank, in line with IMF also states that in the environment of darkening global economic outlook, strengthening contingency planning, facilitating trade and improving access to finance will be crucial to navigate current uncertainties and energise growth.

Emerging Markets and Developing Economies (EMDEs)

EMDEs have been tested by difficult external conditions over the past few months amid trade tensions, rising US interest rates, dollar appreciation, capital outflows and volatile oil prices.

According to IMF, the growth in emerging markets has softened to 4.5% in 2018 from 4.8% in 2017.East Asia and Pacific remains one of the world's fastest-growing developing regions. The cyclical upturn in regions with many commodity exporters has lost momentum, partly reflecting a substantial slowdown in some large economies. Growth in regions with large numbers of commodity importers was robust but has since decelerated.

Growth in EMDEs is expected to be 4.4% in 2019 before improving to 4.8 % in 2020. The muted growth in 2019 is mainly attributed to slowing external demand, rising borrowing costs and persistent policy uncertainties. Most economists believe that the recent subdued global economic growth is likely to persist for a considerable amount of time. Expectations are that inflation will remain stagnant on account of poor growth, which will in turn compel monetary policy stance of most economies to be soft.

Financial Market

Financial conditions in advanced economies have remained accommodative, while conditions have tightened in emerging markets.

Higher inflation, led by earlier oil price increases, combined with currency depreciation has led central banks in many emerging market economies to raise policy rates, except India and China. The U.S. Federal Reserve hiked policy interest rates four times in 2018 in the range of 2.25–2.50%. In its June 2019 meeting, the Federal Reserve kept the rates unchanged, but committed itself to acting "appropriate to sustain the expansion". Fed officials were seen favouring the case for rate cuts by the end of 2020. The end of monetary stimulus by ECB and concerns over a US government shutdown has further weighed in financial sector sentiment towards year-end. Increasing risk aversion, together with deteriorating growth prospects and shifts in policy implementations, have contributed to a drop in sovereign yields — notably for US Treasuries, German bonds and UK gilts.

(Source: IMF World Economic Outlook April 2019, US Federal Reserve)

Global economic outlook

Global trade, investment and output remain under threat from policy uncertainty, as well as from other ongoing trade tensions. If all trade tariffs under consideration are implemented, they would affect about 5% of global trade flows and could dampen growth in the economies involved, leading to negative global spillover.

Apart from trade tensions, other factors adding downside risk to global economic growth include uncertainty about the policy agenda of the US administration, slowdown in China as well as geopolitical tensions in the Middle East.

The World Bank, in its Global Economic Perspective (June 2019) suggests that efforts to reduce tax and regulatory burdens, improving access to finance, offering better education & public services and strengthening public revenue frameworks will boost growth prospects and overcome the challenges associated with developing economies. Growth in the emerging and developing world is expected to pick up in 2019 as the turbulence and uncertainty that afflicted a number of countries late last year and this year reduces.

The following representative key aspects influencing the domestic and neighbouring countries of India to be noted.

Factors contributing negative effect on the economy:

1) Volatile Crude oil price (lower than break even cost of USD 72/barrel) has halted infrastructural growth in Middle East despite of forthcoming major international events on anvil
2) Ban on iron ore mining had a detrimental effect in Indian steel industry as well as modernisation program
3) Sudden Power surplus situation has slowed down the coal mining production as well led to closure of ancillary BOP industries
4) Lowering of qualification level in tendering specially in Power sector has witnessed entry of smaller players leading to uneven competition

Factors contributing positive growth situation

1) Announcement of High-speed trains & dedicated freight corridors has opened wings of opportunity for plant & equipment industry
2) Retaining and creation of talent pool with domain knowledge has lowered the risk of venturing in new areas
3) Result of single party majority at Centre paves way for a decisive policy implementation
4) 'MAKE IN INDIA' movement as well as single window taxation policy in GST implementation has encouraged foreign investors to open arms

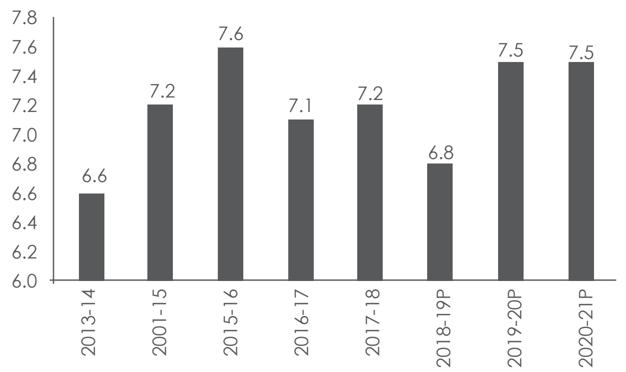
Indian Economy

As per IMF, Indian economy is expected to grow by 7.1% in FY19, 0.1 slower than 7.2% growth seen in the previous year. The economy has achieved high growth amidst significant improvements in macro-economic stability, mainly on the strength of ongoing structural reforms, fiscal discipline and efficient delivery of services. Introduction of GST is expected to ease the business transaction. As per World Bank estimates, India is projected to grow at 7.5% in the next three years supported by robust investment and private consumption. Strong credit growth amidst accommodative monetary policy and low inflation is likely to aid growth.

RBI cut its policy rates by 25bps in February, April and June 2019 each. RBI also changed its monetary policy stance from "neutral" to "accommodative" to boost a slowing economy as inflation rate remained well below its mid-point target of 4%.

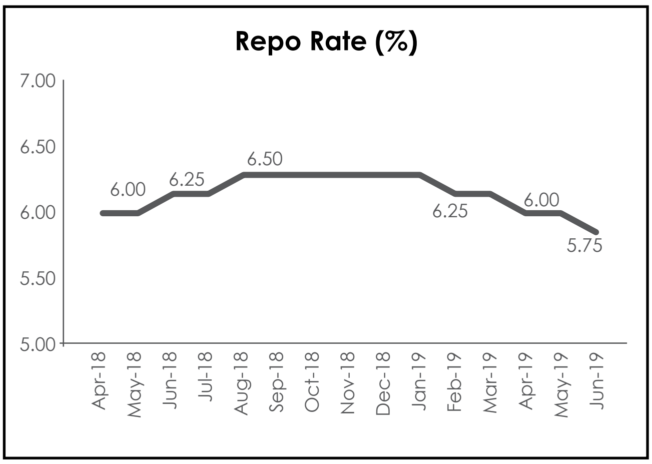
India's fiscal deficit for FY19 is expected to be 3.4% of GDP, slightly higher than the targeted 3.3% as per the Interim Union Budget 2019-20.

GDP Growth in %



Source: CSO (for data till 2018-19); World Bank, Global Economic Perspective (June 2019)

Repo rate movement in (%)



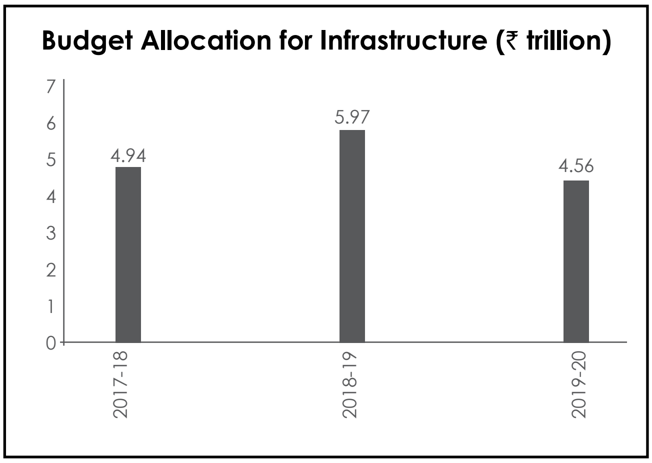
Source: RBI data

India is emerging as a major player in the world economy as reflected in World Bank's Ease of Doing Business 2019 Report, which has improved India's ranking by 23 positions to 77th rank in 2018.

In addition to its strong macro-economic fundamentals and policy reforms, India's huge manpower base and diversified natural resources make India one of the most attractive destinations for business and investment opportunities.

The infrastructure sector witnessed significant growth and increased investments over the last 10 years and has become the biggest focus area of the Government of India. IMF expects significant opportunities for growth stemming from continued implementation of structural reforms and easing of infrastructure bottlenecks. IMF also signalled that expediting infrastructural development can help in rapid economic growth.

In line with the Government's focus on bringing about infrastructural changes and developments, a sum of ₹ 4.56 trillion has been allocated under the Interim Union Budget 2019-20 for the Infrastructure Sector for FY20.



Source: Interim Union Budget 2019-20

Some of the key takeaways from the budgetary allocation 2019-20 for the Infrastructure Sector:

- Railways will get capital support of ₹ 64,587 crore in 2019-20. Operating ratio of the railways is expected to improve to 95% in 2019-20.
- Container cargo movement will be introduced to North-East areas as well.
- The roadways have been allocated a slightly increased sum of ₹ 83,015 crore. Pradhan Mantri Gram Sadak Yojana (PMGSY) has been allotted ₹ 19,000 crore in 2019-20.
- The Government has given impetus to inland waterways by allocating ₹ 1,902 crore to the shipping industry.
- The Aviation Sector has been allocated ₹ 4,500 crore as compared to ₹ 9,700 crore in previous year.

- For the first time, container freight movement started on inland waterways from Kolkata to Varanasi. The Government will introduce container cargo movement to the North East as well, by improving the navigation capacity of the Brahmaputra river.
- India is the fastest highway developer in the world with approx. 27 kms of highways being built each day. The target has recently been increased to 40 kms per day by the Government of India.

Indian construction sector

Construction industry forms an integral part of the Indian economy. The Indian construction industry witnessed an average annual growth of 3.3% during the review period between 2013 and 2017. The expected average industry growth is 4.74% a year over the forecast period 2018 to 2022. The growth will be supported by public and private sector investment to improve the country's transport, energy and education infrastructure, as well as spending on affordable homes to meet the rising demand for housing. Urbanisation will continue to generate demand for infrastructure.

Government investment in transport infrastructure, energy and residential projects under flagship programmes such as the 100 Smart Cities Mission, Bharatmala and Sagarmala, Housing for All by 2022 and the UDAN (Ude Desh ka Aam Nagrik) scheme is expected to drive growth over the forecast period 2018 to 2022. In the Interim Union Budget 2019-20, the Government of India has given a massive push to the infrastructure sector by allocating ₹ 4.56 lakh crore.

Smart Cities Mission has approved over 5,151 projects estimated to cost ₹ 2,05,018 crore as per Smart City Proposals (SCP). The Central government's contribution will be ₹ 48,000 crore over five years and an equal amount, on a matching basis, will be provided by the state/urban local body. Convergence with other missions, public private partnerships, loans and own resources will contribute roughly ₹ 42,028 crore, ₹ 41,022 crore, ₹ 9,843 crore and ₹ 2,644 crore respectively. The objective of smart city initiative is to promote sustainable and inclusive cities that provide core infrastructure, a decent quality of life to its citizens, a clean and sustainable environment and application of 'Smart' solutions. Some of the core infrastructure elements would include:

- 24x7 availability of high quality utility services like water and power
- Robust transport system that emphasises on public transport
- Job opportunities
- Proper facilities for entertainment, safety and security
- State-of-the-art health and education facilities
- Minimisation of waste through energy efficiency process and recycling

  Despite the positive outlook of the construction sector, there are a few risks associated with the sector. Improved regulatory and legal framework, availability of funds and timely project execution will lead to increased investment and give a boost to infrastructure.

Infrastructure Industry Structure

Infrastructure is a key driver of the overall development of Indian economy. Infrastructure comprises of several sectors including power, water supply, sewerage, communication, roads & bridges, ports, airports, railways, housing, urban services, oil & gas and mining.

Engineering, Procurement and Construction (EPC) business

The EPC market in India has evolved over the last few years with increased project size and complexity in various sectors including MRTS, Marine, Special Sea Bridges, Airports and Water Treatment.

With increasing competition, Indian EPC players have developed their in-house design, engineering and construction capabilities to bid for and execute large and complex EPC projects. International design houses are also taking keen interest in infrastructure projects in India.

Opportunities & Developments in Relevant Infrastructure Sub-sectors

Urban infrastructure-mass transit systems

Robust transport system is necessary for socio-economic and cultural growth of India. Efficient urbanisation is critical for maintaining high growth rate. Indian cities have to emerge as a vibrant engine of inclusive growth. An efficient Mass Rapid Transportation systems (MRTS) has the potential to not only improve mobility within the city limits but also at the regional level.

MRTS is necessary for its efficiency and environmental benefits because it causes less pollution and less congestion, thus providing more efficient and cost-effective services. With MRTS, more people per unit of energy can be transported as compared to personalised transport. Hence, MRTS is a preferred option in comparison to other modes of transport.

The mass transit systems in cities/ urban agglomeration can be broadly classified into the following five categories:

- Bus-ways and Bus Rapid Transit System (BRTS)
- Light Rail Transit (LRT)
- Mono Rail
- Metro Rail
- Rapid Rail System

Urban Rail

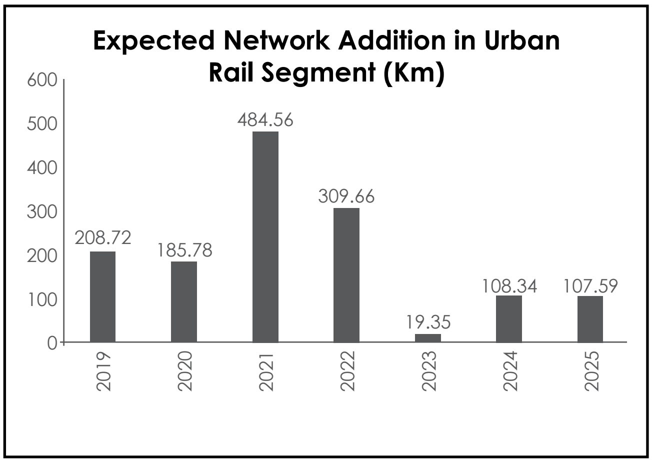
In India, 10 cities have an operational urban rail network spanning 444 kms. India's urban rail network has grown significantly over the past 10-12 years, up from about 90 kms in 2006.

The Government's Metro Rail Policy 2017 aims to facilitate innovative financing, revive private investment by making PPPs mandatory, promote transit-oriented development and provision of last-mile connectivity and improve project appraisal procedures. The government had also made it mandatory to procure at least 75% of metro rail cars and 25% of critical equipment locally under the 'Make in India' initiative.

Metro rail system is already operational in the cities of Delhi and NCR, Bengaluru, Chennai, Hyderabad, Jaipur, Kochi, Kolkata, Lucknow and Mumbai. Metro rail is also under expansion in some other cities like Ahmedabad, Nagpur, Pune, Bhopal and Indore. Further, there are metro projects planned in cities like Patna, Kanpur, Agra, Thiruvananthapuram, Kozhikode, Guwahati, Chandigarh, Surat, Ranchi etc.

The Government approved three out of six corridors of the Delhi Metro's proposed phase IV, namely, the Mukundpur-Maujpur, R K Ashram-Janakpuri West and Aero City - Tughlakabad corridors. The cost is estimated at ₹ 25,000 crore. The phase IV project's three corridors with a total length of 61.679 kms will have 17 underground and 29 elevated stations. Out of its total length, 22.359 kms will be underground, and 39.32 kms will be built as elevated section.

Network addition too will be on the rise in the next five to six years. Based on the projects tracked by India Infrastructure Research, in all, the project pipeline entails creation of a total length of about 2,066 kms of urban rail network, of which the maximum length will be added by 2025.



Source: http://www.indiainfrastructure.com/reportpdf/Report-Urban-rail-in-india-april2018.pdf

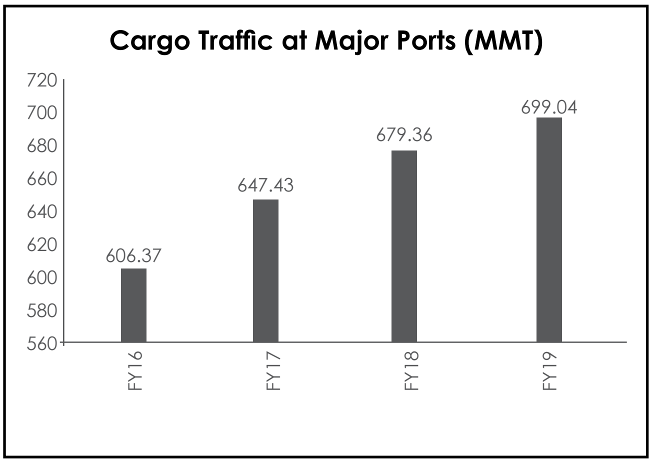
Majority of urban rail projects are funded by major multilateral agencies. Private sector participation in this sector, particularly in the metro rail segment, has so far been limited due to high construction costs, long gestation and payback periods. Besides, land acquisition, securing regulatory clearances, right of way, engineering issues and geotechnical challenges are some of the pressing concerns of the sector at present.

Ports / Marine

India is the sixteenth largest maritime country in the world, with a coastline of about 7,517 kms, interspersed with more than 200 ports. The Indian Government has allowed Foreign Direct Investment (FDI) of up to 100 % under the automatic route for port and harbour construction and maintenance projects. It has also extended a 10-year tax holiday to enterprises that develop, maintain and operate ports, inland waterways and inland ports.

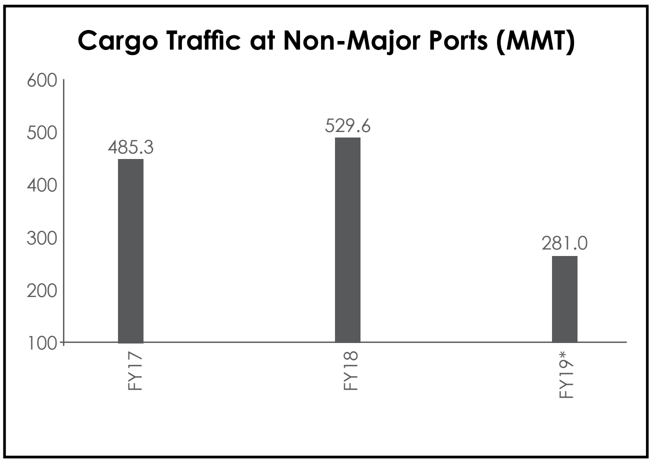
Ports in India handle around 95% of international trade volume of the country. Increasing trade activities and private participation in port infrastructure is set to support port infrastructure activity in India.

India has 12 major ports. Under the National Perspective Plan for Sagarmala, six new mega ports will be developed in the country. The major ports are expected to have a capacity of 1,477 million tonnes (MT) by FY19. The Maritime Agenda 2010-20 has set a target of 3,130 MT of port capacity. During FY18, cargo traffic at major ports in the country was reported at 679.36 MT, implying a CAGR of 2.73% during FY08-18. In FY19 traffic increased by 3% year-on-year to reach 699.04 MT.



Source: Indian Ports Association

Non-major ports are gaining shares in traffic movement and a major chunk of traffic is getting shifted from major ports to non-major ports. The contribution of non-major port's traffic to total traffic rose to 45% in FY19 from 39% in FY12. Cargo traffic at non-major ports was estimated at 529.6 MT in FY18 and grew at 10% CAGR between FY07-18.



*up to January 2019

Notable trends being witnessed in the port sector in India:

- Increasing private participation
- Ports operating on Green energy
- Setting up of port-based SEZs
- Setting up of Specialist terminal-based ports such as LNG
- Major ports following 'landlord port' model like JNPT, Chennai, Visakhapatnam and Tuticorin
- Rising traffic at non-major ports
- Plans to build Coastal Economic Zones to boost manufacturing and jobs.

Road Ahead for Port Sector

- Increasing investments and cargo traffic point towards a healthy outlook for the Indian ports sector.
- The capacity addition at ports is expected to grow at a CAGR of 5-6% till 2022, thereby adding 275-325 MT capacity.
- Under the Sagarmala programme, the Government has envisioned a total of 189 projects for modernisation of ports involving an investment of ₹ 1.42 trillion by 2035.
- Ministry of Shipping has set a target capacity of over 3,130 MMT by 2020, which would be driven by participation from the private sector. Non-major ports are expected to generate over 50% of this capacity.
- India's cargo traffic handled by ports is expected to reach 1,695 MMT by FY22, according to a report of the National Transport Development Policy Committee.
- Projects worth an investment of USD 10 billion have been identified and will be awarded over the coming five years.

Source: https://www.ibef.org/download/ports-feb-2019.pdf

Irrigation

The agriculture sector is expected to generate better momentum over the next few years led by increased investments in irrigation facilities, warehousing and cold storage. The Government of India's Pradhan Mantri Krishi Sinchai Yojana (PMKSY), with an outlay of ₹ 50,000 crore over FY16 to FY20, is aimed at development of irrigation sources for providing a permanent solution from drought. The scheme aims to irrigate the field of every farmer and improve water use efficiency to achieve the motto 'Per Drop More Crop'. The government released over ₹ 65,000 crore for 93 prioritised irrigation projects under PMKSY through long-term irrigation fund.

Source: IBEF

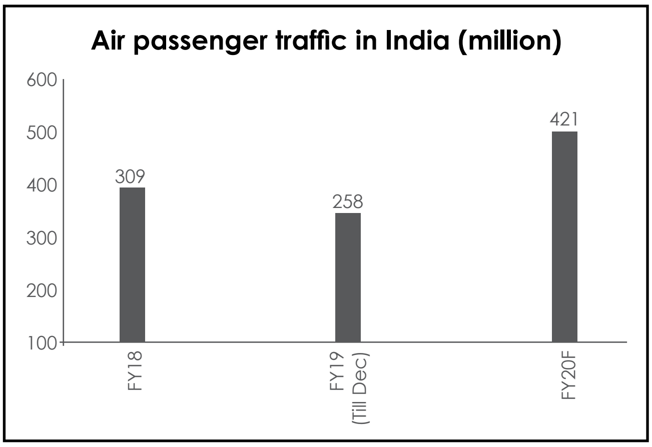
Aviation

India has become the third largest domestic aviation market in the world and is expected to overtake UK to become the third largest air passenger market by 2024 led by robust growth in air traffic and huge investments and policy support by the Government.

India plans to construct 100 new airports with an investment of close to USD 60 billion in the next 10-15 years.

Growth in passenger traffic has been strong since the new millennium, especially with rising incomes and low-cost aviation. India's passenger traffic grew at 16.52% year-on-year to reach 308.75 million in FY18. It grew at a CAGR of 12.72% during FY06-FY18. By 2036, India is estimated to have 480 million flyers, which will be more than that of Japan and Germany combined.

Investments to the tune of ₹ 420-450 billion are expected in India's airport infrastructure between FY18-23. The International Air Transport Association (IATA) has projected that by 2037, there would be almost 520 million passengers flying to, from and within India annually.



Source: https://www.ibef.org/download/aviation-feb-2019.pdf

Trends in Aviation Sector

Rising private participation and Investments

Government of India has given 'in-principle' approval to 19 airports out of which 7 are going to be developed on a PPP basis with an investment of ₹ 27,000 crore (USD 41.89 billion).

Greater use of non-scheduled airlines

Rising business activity is leading to higher demand for non-scheduled airlines. As of March 2019, there were 98 Non-scheduled Operators (NSOP)

Government Initiatives

- Under Union Budget 2018-19, the government introduced NextGen Airports for Bharat (NABH) - Nirman Scheme which aims a five-fold increase in India's airport capacity to handle a billion trips per year.
- In addition to the current 120+ aerodromes being managed by Airports Authority of India (AAI), the Government plans to construct 100 new airports with an investment of close to USD 60 billion in the next 15 years. This will be done through private sector participation under the Regional Air Connectivity Scheme (also known as the UDAN Scheme).
- Among the upcoming new airports, 70 airports will be at new locations while the rest will be second airports or expansion of existing airfields to handle commercial flights.
- Airports that have become functional in FY 2018-19 include Sindhudurg Airport in Maharashtra, Rourkela Airport in Odisha and Kannur International Airport in Kerala.
- In February 2018, the Prime Minister of India launched the construction of Navi Mumbai airport which is expected to be built at a cost of USD 2.58 billion.
- In September 2018, the Prime Minister of India also inaugurated Sikkim's first ever airport, Pakyong Airport. It is AAI's first greenfield airport construction.
- Other Greenfield airport construction scheduled include Hirasar Airport in Rajkot, Gujarat; Orvakal Airport in Kurnool, Andhra Pradesh; Jewar Airport, Uttar Pradesh; Mopa Airport, Goa; Navi Mumbai International Airport, Maharashtra; Sabarimala Airport, Kerala; New Vijayawada Amaravati Airport, Andhra Pradesh and a second airport at Sriperumbudur, Chennai.
- The Government of Andhra Pradesh is to develop Greenfield airports in six cities - Nizamabad, Nellore, Kurnool, Ramagundam, Tadepalligudam and Kothagudam under the PPP model.

Road Transport

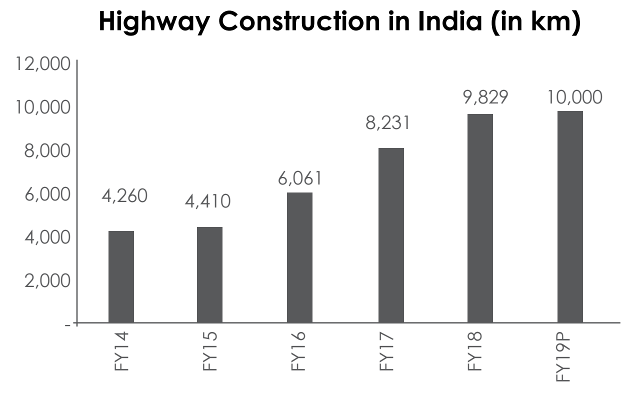
India boasts of one of largest road network across the world, spanning over a total of over 5.4 million kms, transporting nearly 64.5% of all goods in the country and 90% of India's total passenger traffic. Road transportation has gradually increased over the years with the improvement in connectivity between cities, towns and villages in the country.

Total road length	5,482,809 kms	
National highways	155,222 kms	3%
State highways	120,543 kms	2%
Other roads	5,207,044 kms	95%

During FY19, 10,800 kms of highways was constructed at an average record rate of 30 kms per day. Under Interim Union Budget 2019-20, an allocation of over

₹ 1 trillion has been made under the Ministry of Road Transport and Highways. Total length of roads constructed under Prime Minister's Gram Sadak Yojana (PMGSY) was 47,447 kms in 2017-18.

Source: IBEF



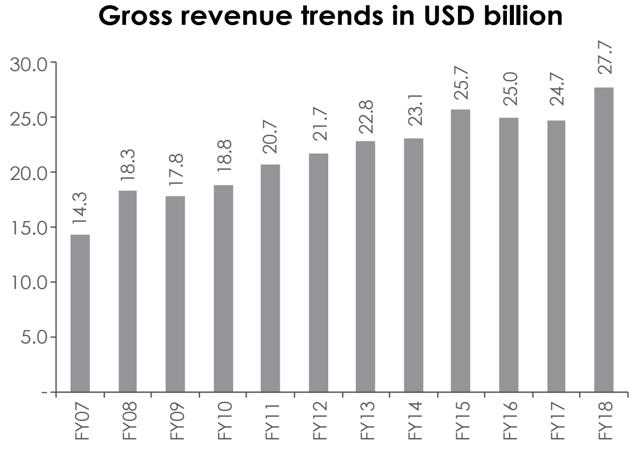
The North-Eastern Council (NEC) aims to build roads spanning 10,500 kms. The approved schemes of North Eastern Council (NEC) and North East Road Sector Development Scheme are estimated to cost ₹ 4,500 crore spanning FY18 to FY20. The projects included under these schemes are Doimukh-Harmuti; Tura-Mankachar and Wokha-Merapani-Golaghat of 85 kms led by the National Highway and Infrastructure Development Corporation (NHIDCL).The Ministry of Road Transport and Highways is also planning to expedite the Trans-Arunachal Highway project. The ministry will be driving the Special Accelerated Road Development Programme of Roads and Highways covering 2,319 kms. Construction plans for the Arunachal Frontier Highway and East West Corridor, has also been proposed.

The Government is working on policies to attract significant private and foreign investment in the road sector with an aim to construct 200,000 kms national highways by 2022.

Source: IBEF report – Roads, February 2019

Rail Transport

The Indian Railways is the world's largest rail network under single management with network spread over 115,000 kms, with 12,617 passenger trains and 7,421 freight trains each day from 7,349 stations plying 23 million travellers and 3 MT of freight daily. In FY18, Indian Railways' revenues reached USD 27.71 billion, registering 9.66% CAGR during FY07-FY18. Under Interim Union Budget 2019-20, the Government allocated ₹ 1.59 trillion under the Ministry of Railways.



Source: IBEF

Major trends:

- In collaboration with the Government of Japan, high speed passenger corridor project between Ahmedabad to Mumbai is underway, estimated at USD 14.52 billion, to be operational by 2022
- Indian Railways has undertaken modernisation of railway stations under the Adarsh station scheme. Out of the total 1,253 railway stations identified under the scheme, over 1,050 railway stations have already been modernised
- Indian Railways plans to build 7 high-speed rail corridors to provide faster rail connectivity across the country, for high speed train project, at a cost of USD 17 million
- Dedicated freight-only lines are being built along the four key transportation routes – known as the Golden Quadrilateral, connecting Delhi, Mumbai, Chennai, Howrah and its two diagonals (Delhi – Chennai and Mumbai – Howrah). Covering a total of 10,122 kms, these corridors carry the heaviest traffic and are highly congested.
- Construction of Regional Rapid Transport System (RRTS) worth ₹ 30,274 crore have been approved to connect the national capital with Meerut through Ghaziabad. RRTS will be covering a distance of 82.15 kms, of which, 68.03 kms would be elevated and 14.12 kms would be underground. The RRTS trains will reduce pollution and road congestion by taking more than one lakh private vehicles off-road. The project is proposed to be undertaken by a Special Purpose Vehicle (SPV) namely the National Capital Region Transport Corporation (NCRTC) as a joint ownership of the Centre and State Governments with equal contribution. This is first of the three prioritised corridors planned for implementation in Phase-1. The other two are Delhi-Gurugram-Alwar and Delhi-Panipat Corridors.

Growing at a healthy rate, in the next five years, the Indian railway market is expected to be the third largest, accounting for 10% of the global market. It is one of the country's biggest employers, capable of generating one million jobs. Indian Railways is targeting to increase its freight traffic to 3.3 billion tonnes by 2030 from 1.1 billion tonnes in 2017. Indian Railways is building two world-class freight corridors — Eastern Dedicated Freight Corridor (EDFC) and Western Dedicated Freight Corridor (WDFC).

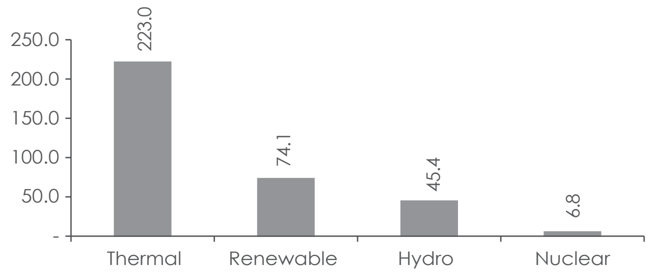
To strengthen North-eastern region connectivity, the Bogibeel Bridge has been constructed over the Brahmputra river connecting Dibrugarh in Assam and Dhemaji in Arunachal Pradesh. Construction of a broad-gauge railway line connecting Bairabi and Sairang is in progress that will connect capital cities of the north-eastern states by 2020. There are plans to provide a railway link for the North-Eastern states through 20 major railway projects, encompassing 13 new lines, two-gauge conversions and five doublings with a length of nearly 2,624 kms. Indian Railways has also lined up projects worth at least ₹ 40,000 crore to connect capital cities of five North-Eastern states in the next two years. The projects include laying over 1,500 kms of rail lines and several innovative structures like India's longest double decker rail-cum-road bridge, one of the longest tunnels in the country and the world's tallest pillar-based rail bridge.

Source: IBEF report – Railways, February 2019

Power Sector

India boasts of having the fifth largest power generation capacity in the world. India is the third largest producer and consumer of electricity in the world. Electricity production in India reached 1,050.3 billion units (BU) during FY19 (up to January 2019). Per capita electricity consumption in the country grew at 4.96% CAGR during FY11-FY18, reaching 1,149 KWh in FY18.

Installed capacities for different sources of power - As on January 2019 (in GW)



Source: IBEF

All India installed capacity (in MW) of power stations as on 31st March, 2018:

Region	Ownership	Modewise breakup							Grand Total
		Thermal				Nuclear	Hydro	RES* (MNRE)	
		Coal	Gas	Diesel	Total				
ALL INDIA	State	64670.50	7078.95	363.93	72113.38	0.00	29858.00	2003.37	103974.75
	Private	75546.00	10580.60	473.70	86600.30	0.00	3394.00	65516.72	155511.02
	Central	56955.00	7237.91	0.00	64192.91	6780.00	12041.42	1502.30	84516.63
	Total	**197171.50**	**24897.46**	**837.63**	**222906.59**	**6780.00**	**45293.42**	**69022.39**	**344002.39**

Source: http://www.cea.nic.in/reports/monthly/installedcapacity/2018/installed_capacity-03.pdf

India has successfully achieved 99.9% household electrification in 31st March, 2019, under the Saubhagya Scheme. India's rank jumped to 24 in 2018 from 137 in 2014 on World Bank's Ease of doing business – 'Getting Electricity' ranking.

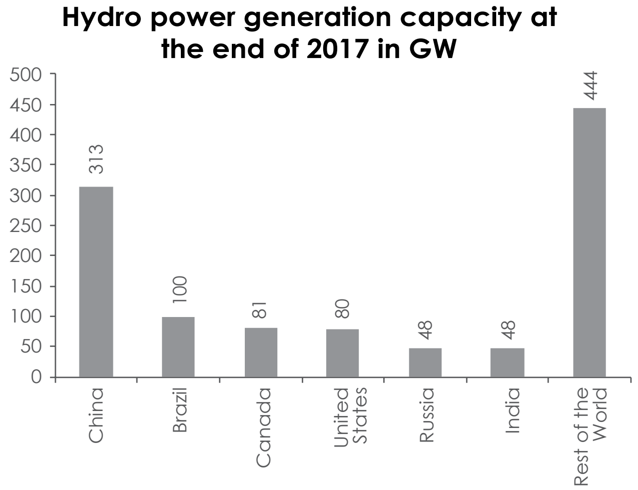
Wind energy is estimated to contribute 60 GW, followed by solar power at 100 GW by 2022. The target for renewable energy has been increased to 175 GW by 2022.India's power sector is forecasted to attract investments worth ₹ 9-9.5 trillion between FY19-23. Total FDI inflows in the power sector reached USD 14.22 billion during April 2000 to December 2018, accounting for 3.48% of total FDI flows in India. The Government of India has released its roadmap to achieve 175 GW (gigawatts) capacity in renewable energy by 2022, which includes 100 GW of solar power and 60 GW of wind power. Coal-based power generation capacity in India, which currently stands at 190 GW is expected to reach 330-441 GW by 2040.

Source: IBEF report – Power, February 2019

Hydroelectric Power

India has the hydropower potential of around 145 GW. Hydro power projects in India are classified into conventional hydro projects and small hydroelectric projects. Small hydel projects are included in the government's renewable energy sources (RES) targets.

Installed capacity from large hydel projects in India increased from 35.9 GW in March 2008 to 45.40 GW in January 2019, while capacity from small hydel plants has increased more than four times to 4.5 GW during the same period. A new Hydropower policy for 2018-28 has been drafted for the growth of hydro projects in the country.



Source: IBEF report – Renewable Energy Industry Report, February 2019

Industrial Civil Works

Industrial civil works form an integral part of the manufacturing capacities consisting of plant, industrial building, chimneys, silos, conveyers, furnace and administration buildings. Manufacturing sector has been witnessing subdued performance in the last few years. Index of Industrial Production (IIP) grew 4.6% in FY17 and 4.4% in FY18. The growth for Index of Manufacturing, Mining and Electricity was 2.3%, 4.6% and 5.4% respectively, during FY18. The Ministry of Housing and Urban Affairs has been at the forefront of attempts to instil a competitive spirit among cities and states with rankings and grades on cleanliness, waste management and efforts to stop open defecation. The Ministry of Housing and Urban Affairs (MoHUA) has formulated India's National Urban Policy Framework to address the future of India's urbanisation. India's Manufacturing Purchasing Managers' Index (PMI) stood at 52.6 in March 2019 with firms remaining confident about strong underlying demand, successful advertising and opportunities in industrial civil projects.

Source: CSO, https://eaindustry.nic.in/iip/IIP_Highlights.pdf

OUTLOOK

The infrastructure sector forms the economy's foundation and is an important determinant of economic growth. The infrastructure sector has become the biggest focus area of the Government of India. Under Interim Union Budget 2019-20, USD 63.20 billion was allocated to the sector. In 2018, India ranked 44th out of 167 countries in the World Bank's Logistics Performance Index (LPI) 2018. Government of India is giving huge impetus for development of infrastructure and construction services through focussed policies such as open FDI norms, increased budgetary allocation to Infrastructure sector, Smart cities mission, etc. India is expected to become the 3rd largest infrastructure market in the world by 2025 (KPMG Infrastructure Report).

The initiatives undertaken by the Government in the last few years have given significant boost to the infrastructure sector. With appropriate policies in place and proper implementation, the Indian Infrastructure sector will propel the growth of the Indian economy further and become an engine of growth.

Given this backdrop, the Company is well-positioned to leverage this tremendous growth potential.

The Company continues to selectively bid for projects after due evaluation of risks, profitability and project cashflow. The Company has achieved a strong and diversified order book of ₹ 99,925 million as on 31st March 2019 including its share in the joint ventures. It hopes to benefit from the upcoming opportunities in the infrastructure sector in India and align with the expectations of all its stakeholders including promoters, investors, clients and owners, employees, the wider community and the environment.

RISKS AND CONCERNS

EXTERNAL RISKS

- **Business environment risk:** Infrastructure growth is, to a large extent, dependant on Government policies, political environment, macro-economic slowdown and government spending. Any change in Government policies or downturn in the economy which result in lower spending on infrastructure could have an impact of the performance of the Company.

  Mitigation: India being a developing country, Infrastructure development is the main focus area of the Government. Increased budgetary allocation and investment in infrastructure will result in increased opportunities. The Company is diversified across various sectors in the infrastructure segment and is appropriately placed to leverage Government investment in infrastructure.

- **Price escalation risk:** Duration of Infrastructure projects is generally two to four years, hence the

Company is exposed to the risk of increase in the prices of construction materials, crude oil, labour and equipment resulting in cost overruns and impacting profitability.

Mitigation: Most of the Company's contracts include escalation provisions to cover any impact on account of rise in input costs. Where escalation clauses are not built into the contract, the Company takes into account impact of probable/likely price increase at the time of bid submission to minimise the likely impact on input costs.

- **Competition risk:** Given the growth prospects in the infrastructure sector, there is increased competition. The Company faces competition from other market players and its inability to effectively compete with our competitors in future may affect its order book, operations and financial condition thereby having an adverse impact on our business and growth.

  Mitigation: The Company is present in various sectors in the infrastructure industry which helps in reducing risks arising out of an excessive dependence on a few sectors. Further, the Company enters into joint ventures with players for large and complex projects to either limiting of risk, economies of scale, sharing of resources, etc. The Company has a culture of innovating and absorbing newer technologies and this helps the Company to stay ahead of competition.

- **Qualification risk:** In selecting contractors for major projects, clients generally limit the bid submission only to pre-qualified contractors based on several criteria including financial strength, experience in successful execution of similar comparable projects, technical capabilities, plant and equipment, quality and safety performance track record and ability to provide guarantees and bonds. Company's inability to meet any of the above set pre-qualification criteria may hamper its bid submission and have a resultant impact on our order book, thereby affecting Company's operations and business.

  Mitigation: The Company has been in infrastructure business for the past several decades. Additionally, with the execution capabilities and experience gained, it is well-equipped to qualify and bid for most of the projects. Alternatively, the Company also enters into strategic joint ventures and consortiums with other contracting companies which help it to pre-qualify for large government and private projects across various sectors.

- **Interest rate fluctuation risk:** The Company requires a significant amount of working capital to finance the purchase of construction materials, payments to sub-contractors and other project related costs before amounts are received from clients. Term loans are also required to meet its capital expenditure requirements, which carry a high interest rate. Increases in interest rates may have an adverse effect on our results of operations and financial condition.

  Mitigation: The Company proactively manages interest rates transactions or exercises the rights available to foreclose/prepay the current debt financing arrangement on the respective reset dates and enter into new financing arrangements. The Company also keeps a close watch on the macro-economic indicators which are likely to have an impact on the interest rates and takes timely action to minimise the impact on financial cost.

- **Delay in Pre-Construction Activities and Clearance Risks:** Construction Contracts in the Country often tend to have delays during pre-construction phase due to land acquisition issues, utility obstructions, non availability of environmental clearances and encroachments etc. These delays impact the intended completion schedules in infrastructure projects.

  Mitigation: The Company, during the bidding process, does a careful evaluation in order to assess the requirement and availability of such clearances. Such matters are also discussed at the management level to arrive at a feasible conclusion. The likely impacts are forecasted and risks are covered in the bidding process.

INTERNAL RISKS

- **Operational risk:** Operations are likely to be impacted due to several reasons including operational inefficiency, internal failures, lack of timely regulatory approvals and other factors like equipment failure and work accidents.

  Mitigation: The Company has a system of project screening and evaluation. Periodic review of progress is done to improve operational efficiency. Appropriate insurance coverage is taken to cover the loss likely to be incurred due to natural calamities as well as accidents. Key personnel of the Company, with adequate industry experience, ensure smooth conduct of business. The Company operates through Quality Management Systems (QMS) to participate in government projects backed by appropriate/ requisite regulatory approvals, ensuring uninterrupted execution and secured cash flows.

- **Receivables risk**: EPC companies, at times, experience delays in the collection of receivables from clients for various reasons. Additional working capital may be required if the companies are not able to realise outstanding dues from clients on time which will lead to increase in the amount of short-term borrowings.

  Mitigation: The Company selectively bids for projects with clients having credibility, good track record of making timely payments and also having access to funds from domestic/ international agencies. In the event of payment delays, the Company has access to short-term borrowings to meet its working capital requirements.

- **Design risk:** The Company is involved in large projects, where change or inadequacies in design can result in increased construction costs. The Company is also likely to incur damages if there are defects in the design, engineering.

  Mitigation: The Company has a qualified in-house technical team which works closely with a reputed consulting organisation for design of EPC projects. Additionally, the Company also takes appropriate insurance in accordance with industry standards to safeguard against likely loss on account of design flaws.

- **Equipment risk:** Equipment breakdown will lead to stoppage of work and will have to be attended to promptly. If not, it could result in cost and time overruns and impact the results of operations.

  Mitigation: The Company carries out periodic maintenance of its plant and equipment to minimise equipment breakdown. In addition, equipment is taken from nearby sites, if available, to ensure unhindered progress. Further, reputed equipment vendors are approached and the required equipment is taken on rent.

- **Manpower risk:** Availability of skilled manpower and labour is important for smooth functioning of the Company operations. High attrition or inability to attract, recruit and retain experienced manpower may have an adverse impact on the business.

  Mitigation: The Company recruits qualified people with suitable experience. It also undertakes adequate reference checks for recruiting competent professional manpower. Additionally, skill development opportunities are provided through various training programmes. Also, motivational programmes are conducted to ensure overall development of employees. Company's increased focus on training and development is aimed at keeping employee morale high and containing attrition.

Internal Control Systems and Their Adequacy

The Company's policies and procedures take into account the design, implementation and maintenance of adequate internal financial controls keeping in view the size and nature of business. The Company ensures strict adherence to processes documented in the manual, with well-defined systems and operating procedures (SOP). Based on the manual, authority is delegated across various managerial levels.

The internal financial controls ensure the orderly and efficient conduct of its business. The Company keeps a close eye on business operations to ensure smooth functioning.

Review of Financial Performance

The Company's robust strategy enabled it to sail through tough waters amidst demand slowdown witnessed in the second half of the calendar year 2018. The Company managed to build a strong and diversified consolidated order book of ₹ 999,248 lakh as on 31st March 2019 as compared to ₹ 751,320 lakh as on 31st December 2017. The Company's strong order book representing about 33% growth in 15 months ended 31st March 2019, coupled with likely new business from existing clients ensures security in terms of revenue flow in the near term.

Standalone performance

Revenue from operations for the financial period ended 31st March 2019 is ₹ 228,345.92 lakh. The Company made a profit after exceptional item, before depreciation and financial costs of ₹ 28,178.80 lakh, which is 12.34% of revenue from operation. The Company made a profit before tax of ₹ 13,435.84 lakh and profit after tax of ₹ 8,187.40 lakh for the financial period.

Consolidated performance

Revenue from operations for the financial period ended 31st March 2019 is ₹ 316,506.94 lakh. The Company made a profit after exceptional item, before depreciation and financial costs of ₹ 34,141.98 lakh, which is 10.79% of revenue from operation. The Company made a profit before tax of ₹ 13,450.26 lakh and profit after tax of ₹ 8,315.84 lakh for the financial period.

- **Key financial ratios**

  In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios:

	Standalone		Consolidated	
	2019 (15 months)	2017 (12 months)	2019 (15 months)	2017 (12 months)
Debtors Turnover	45	45	39	43
Inventory Turnover	67	77	62	79
Interest Coverage Ratio	2.73	2.45	2.08	2.44
Current Ratio	1.51	1.01	1.24	0.96
Debt Equity Ratio	0.22	0.79	0.52	0.79
Operating Profit Margin (%)	9.29	12.37	8.18	11.41
Net Profit Margin (%)	3.53	3.78	2.59	3.44
Basic EPS (₹)	4.80	4.69	4.80	4.69

Ratios where there has been a significant change from financial year 2017 to financial period 2018-19

Current ratio has increased from financial year 2017 to financial period 2018-19 on account of reduction in short term borrowings. Debt Equity ratio has reduced due to infusion of fresh equity and repayment of debts. Operating margin has reduced to due to reduction in margin on some of the elevated metro projects.

The details of return on net worth at standalone and consolidated levels are given below:

	Standalone		Consolidated	
	2019 (15 months)	2017 (12 months)	2019 (15 months)	2017 (12 months)
Return on net worth (%)	9.8	12.1	10.0	12.1

Return on net worth is computed as net profit by average net worth. At standalone net profit has increased to ₹ 8,066.37 lakh from ₹ 7,086.01 lakh and at consolidated level net profit has increased to ₹ 8,194.81 lakh from ₹ 7,096.96 lakh.

Human Resources Development and Industrial Relations

Your Company has established systems that foster performance, transparency and empowerment of people at all levels. The human resources policy of the Company is geared towards attracting, motivating, developing and training of people who shall work as a team to accomplish the Company's vision and mission.

Taking a cue from the Industry best practices, the Company manages to retain its top talent as it recognises their contribution in its overall growth journey. Nurturing people is a key organisational goal and leadership mandate. Training and employee motivation are integral to the Company's Human Resource policy and your Company has given utmost importance to the development of human resources, thereby fostering a sense of belongingness and one which borders on mutual trust.

Your Company ensures a safe, conducive and productive work environment across all its construction sites. It has stringent safety processes & systems in place and conducts periodic safety audits to ascertain the effectiveness of the processes and systems that are in place. It has been the Company's endeavour to make its sites injury-free through effective safety practices and constantly striving to improve upon the same by benchmarking itself with the best in the Industry.

As on 31st March 2019, the Company had 2,111 employees on its permanent payroll and 3,206 employees were on contractual basis.

Disclosure of Accounting Treatment

The financial statements have been prepared in accordance with all applicable accounting standards.

Annexure 9

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance:

Your Company believes that good corporate governance is an important constituent in enhancing stakeholder value. The corporate governance framework oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company's corporate governance structure plays a pivotal role in realizing this long term goal.

Your Company has in place processes and systems whereby the Company complies with the requirements of Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"). Your Company is therefore committed towards setting highest standards of Corporate Governance while fulfilling its responsibility towards the community and environment in which it operates, towards its employees and business partners and towards society in general, thereby benchmarking itself with the best in class practices and creating a strong legacy of ethical governance practices.

2. Board of Directors

(i) Composition

The Board has an optimum combination of Executive and Non-Executive Directors. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations. As on 31 March 2019, the Company has nine (9) Directors with a Non- Executive Chairman. Of the nine(9) Directors, seven (7) are Non- Executive Directors out of which four (4) are Non- Executive Independent Directors and two are Executive Directors.

(ii) The names and categories of the Directors on the Board, their attendance at Board Meetings and at the Annual General Meeting held during the period and the number of Directorships and Committee Chairmanships/ Memberships held by them in other companies are given below:

Name of the Director	Category	No of Board Meetings held during the Period January, 2018 to March, 2019		Whether Last AGM attended on 10 May 2018	No. of Directorships held in other Indian Public Limited Companies including as an alternate Director	Total No. of Memberships/ Chairmanships of Committees of Directors held in other Indian Public Limited Companies
		Held	Attended			
Mr. Premchai Karnasuta (Chairman) [1]	Non- Independent, Non-Executive	8	2	Yes	-	-
Mr. Pathai Chakornbundit (Vice Chairman)[2]	Non- Independent, Non–Executive	8	8	Yes	-	-
Mr. D. E. Udwadia[3]	Independent, Non– Executive	8	7	Yes	-	-
Mr. Per Hofvander[4]	Independent, Non– Executive	8	1	-	-	-
Mr. D. P. Roy	Independent, Non– Executive	8	8	Yes	3	3

Name of the Director	Category	No of Board Meetings held during the Period January, 2018 to March, 2019		Whether Last AGM attended on 10 May 2018	No. of Directorships held in other Indian Public Limited Companies including as an alternate Director	Total No. of Memberships/ Chairmanships of Committees of Directors held in other Indian Public Limited Companies
		Held	Attended			
Mrs. Ramola Mahajani	Independent, Non– Executive	8	7	Yes	3	3
Mr. Piyachai Karnasuta[5]	Non- Independent, Non– Executive	8	8	Yes	Nil	Nil
Mr. Adun Saraban (Managing Director)	Executive	8	6	Yes	1	Nil
Mr. Sunil Shah Singh[6]	Independent, Non– Executive	8	4	Yes	3	3 (includes 2 Chairmanship)
Mr. Pankaj I. C. Jain[7]	Independent, Non– Executive	8	1	N.A.	1	Nil
Mr. Jayanta Basu[8] Deputy Managing Director	Executive	8	1	N.A.	1	Nil

1. Mr. Premchai Karnasuta resigned as Chairman and Director w.e.f. the close of office hours on 31 March 2019.
2. Mr. Pathai Chakornbundit resigned as Director w.e.f. the close of office hours on 31 March 2019.
3. Mr. D. E. Udwadia resigned as Director w.e.f. the close of business hours on 29 March 2019.
4. Mr. Per Hofvander resigned as Director w.e.f. 23 February 2018.
5. Mr. Piyachai Karnasuta was appointed as Chairman of the Company w.e.f 1 April 2019.
6. Mr. Sunil Shah Singh was appointed as non-Executive Director w.e.f. 22 February, 2018 and Independent Director w.e.f. 11 May 2018.
7. Mr. Pankaj I. C. Jain was appointed as non-Executive Independent Director w.e.f. 31 October 2018.
8. Mr. Jayanta Basu was appointed as Whole time Director – Deputy Managing Director w.e.f. 29 November 2018.

The details of the directorship held by the Directors in other listed entities

Sl No.	Name of Director	Name of the listed entities where directorship is held	Category of such directorship
1	Mr. D. P. Roy	Sastasunder Ventures Ltd.	Independent Non-Executive Director
2	Mrs. Ramola Mahajani	Ravalgaon Sugar Farm Limited Tulip Star Hotels Limited Acrow India Limited	Independent Non-Executive Director Independent Non-Executive Director Independent Non-Executive Director
3	Mr. Sunil Shah Singh	Kirloskar Industries Limited Kirloskar Pneumatic Company Ltd. Kirloskar Oil Engines Limited	Independent Non-Executive Director Independent Non-Executive Director Independent Non-Executive Director

(iii) Number of Board meetings held, dates on which held

Eight (8) meetings of the Board were held during the financial period ended on 31 March 2019. The dates on which the meetings were held are as follows: 18 January 2018, 30 January 2018, 2 February 2018, 22 February 2018 and adjourned meeting held on 6 March 2018, 10 May 2018, 9 August 2018, 31 October 2018 and 11 February 2019.

(iv) During the period, information as mentioned in Regulation 17(7) read with Part A of Schedule II of the Listing Regulations, had been placed before the Board and the Company has complied with the same.

(v) There are no relationships between Directors inter-se.

(vi) Non-Executive Directors do not hold any shares in the paid-up share capital of the Company.

(vii) Familiarisation Programme imparted to the Independent Directors is disclosed on the Company's website www.itdcem.co.in

(viii) List of core skills/ expertise/ competencies to be identified by the Board of Directors as required in the context of business(es) and sector(s) of the Company for it to function effectively:

The Company undertakes projects across verticals encompassing, covering, inter-alia, urban infrastructure projects/mass rapid transit systems / airports, Maritime structures, Hydroelectric power projects, tunnels, dams and irrigation projects, Specialist ground improvement & foundation engineering, Water and wastewater treatment, Buildings & other industrial civil works, highways, bridges and flyovers.

The Board of the Company has identified the following skills / experience / competencies required for effective functioning of the Company's business that are actually available with the Board commensurate with the above mentioned business verticals and which are usually taken into consideration while nominating candidates on the Board of the Company:

1. Engineering encompassing: ✓ Business Development, Customer relationship & Marketing; ✓ Tender & Proposal; ✓ Engineering & Design ✓ Project Execution; ✓ Engineering Procurement & Logistics ✓ Construction machinery & Technology	Design, construction and maintenance of infrastructure projects and systems involving the following: • Maritime structures, Jetty, Wharfs, Breakwater, Dredging and Reclamation, Ship lift, Dry Docks, Wet Basin, Slipways • Hydroelectric Power projects, Tunnels, Dams and Irrigation projects • Urban infrastructure projects, Mass rapid transit systems Underground and Elevated TBM Tunnels • Highways, Bridges, Flyovers and Box Pushing • Buildings, Airport Terminal and other industrial civil works • Water and Wastewater Treatment plant/ Micro Tunnelling • Specialist ground improvement and foundation engineering
2. Contract Management	Involves management of contracts made with customers, vendors, partners, or employees, requiring negotiation skills and managing contracts effectively
3. Financial, Accounting , Banking and Taxation	Management of finance functions involving complex financial management through funding arrangements from Banks, FIIs, Capital Markets, optimum utilisation of funds, maintenance of appropriate accounting system and taxation matters and financial reporting process
4. Human Resources	To evaluate policies on recruitment and retention of employees at all levels and provide guidance to the management towards creating a conducive and motivated working environment.
5. Business leadership	Demonstrating strategic planning skills and experience in driving business success with an understanding of the complex environment in which the Company conducts its business, the prevalent regulatory environment, managing risks inherent to the business and underlying business opportunities available to the Company
6. Governance in business operations	Ensuring the highest standards of Corporate Governance through integrity and transparency of operations thereby serving the interests of all stakeholders

(ix) In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations, and are independent of the management.

(x) a) Mr. Per Hofvander, Independent Director, aged 75 years, resigned with effect from 23 February 2018 before the expiry of his tenure due to health reasons. He did not have any other material reasons for tendering his resignation from the Board other than that as indicated above.

b) Mr. D. E. Udwadia, Independent Director, aged 78 years, resigned with effect from close of the business hours on 29 March 2019 before the expiry of his tenure as he had completed 36 long years as a Director of the Company and he felt that this was the appropriate time for him to move on. He did not have any other material reasons for tendering his resignation from the Board other than that as indicated above.

3. AUDIT COMMITTEE

Audit Committee of the Directors was constituted by the Company in March 1994. The Audit Committee was reconstituted on 10 May 2018 effective 11 May 2018, and its terms of reference were last amended on 10 May 2018.

(i) Composition, number of meetings held and attendance of Directors thereat

During the financial period ended 31 March 2019, the Audit Committee comprised four (4) Non-Executive Directors of which three (3), namely Mr. D.E. Udwadia[3], Mr. D. P. Roy and Mr. Sunil Shah Singh[2] were Independent Directors. During the financial period ended 31 March 2019, the Audit Committee held Eight (8) meetings on 20 January 2018, 22 February 2018, 10 May 2018, 25 June 2018, 9 August 2018, 22 October 2018, 31 October 2018 and 11 February 2019. Attendance of the Directors was as under:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. Per Hofvander, Chairman[1]	8	Nil
Mr. Sunil Shah Singh- Chairman[2]	8	5
Mr. D.E. Udwadia[3]	8	8
Mr. Pathai Chakornbundit[4]	8	7
Mr. D. P. Roy	8	8

1 Mr. Per Hofvander ceased to be Chairman of the Committee w.e.f. 23 February 2018,

2 Mr. Sunil Shah Singh was appointed as Chairman of the Committee w.e.f. 11 May 2018

3 Mr. D. E. Udwadia ceased to be a Member of the Committee w.e.f. the close of business hours on 29 March 2019

4 Mr. Pathai Chakornbundit ceased to be a Member of the Committee w.e.f. the close of office hours on 31 March 2019

At the reconstituted Audit Committee effective 11 May 2018, Mr. Sunil Shah Singh was appointed as Chairman of the Audit Committee w.e.f. 11 May 2018 in place of Mr. Per Hofvander who ceased to be Chairman of the Audit Committee w.e.f. 23 February 2018. Hence, the Chairman of Audit Committee was not present at the last Annual General Meeting held on 10 May 2018.

Mr Rahul Neogi, the Company Secretary, attended all the meetings of the Audit Committee held during the financial period ended 31 March 2019.

There were no recommendations of the Audit Committee which were not accepted by the Board.

The Audit Committee was last reconstituted on 11 February 2019 effective 1 April 2019.

(ii) Terms of reference, role and scope of the Audit Committee are in line with Regulation 18(3) read with Part C of Schedule II of the Listing Regulations. The Company has also complied with the provisions of Section 177 of the Companies Act, 2013, and Rules framed thereunder pertaining to the Audit Committee and its functioning.

Minutes of the Audit Committee meetings are placed before the meeting of the Board of Directors following that of the Audit Committee meetings.

4. NOMINATION AND REMUNERATION COMMITTEE

The erstwhile Remuneration Committee of Directors was rechristened as the Nomination and Remuneration Committee (NRC) on 8 May 2014.

The NRC was reconstituted on 10 May 2018 effective 11 May 2018 and its terms of reference were last amended on 11 February 2019.

(i) Composition, names of members and Chairman and attendance during the year

During the financial period ended 31 March 2019, the NRC comprised five (5) Non-Executive Directors namely Mr. D.E. Udwadia[1], Mr. Premchai Karnasuta[2], Mr. Pathai Chakornbundit[3], Mr. Sunil Shah Singh[5] and Mrs. Ramola Mahajani[6]. Mr. D.E. Udwadia[1], Mr. Sunil Shah Singh[5] and Mrs. Ramola Mahajani[6] are the Independent Directors of the Committee. The Committee held five (5) meetings during the financial period ended 31 March 2019, i.e. on 22 February 2018, 16 May 2018, 31 October 2018, 19 December 2018 and 11 February 2019. Attendance of the Directors was as under:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. D.E. Udwadia, Chairman[1]	5	5
Mr. Premchai Karnasuta[2]	5	Nil
Mr. Pathai Chakornbundit[3]	5	4
Mr. Per Hofvander[4]	5	Nil
Mr. Sunil Shah Singh[5]	5	3
Mrs. Ramola Mahajani[6]	5	3

1 Mr. D. E. Udwadia ceased to be Chairman of the Committee w.e.f. the close of business hours on 29 March 2019

2 Mr. Premchai Karnasuta ceased to be a Member of the Committee w.e.f. the close of office hours on 31 March 2019

3 Mr. Pathai Chakornbundit ceased to be a Member of the Committee w.e.f. the close of office hours on 31 March 2019

4 Mr. Per Hofvander ceased to be a Member of the Committee w.e.f. 23 February 2018,

5 Mr. Sunil Shah Singh was appointed as a Member of the Committee w.e.f. 11 May 2018

6 Mrs. Ramola Mahajani was appointed as a Member of the Committee w.e.f. 11 May 2018 and she became Chairperson of the Committee with effect from 1 April 2019

Mr Rahul Neogi, the Company Secretary, attended all the meetings of the NRC held during the financial period ended 31 March 2019.

There were no recommendation of the NRC which were not accepted by the Board.

The NRC was last reconstituted on 11 February 2019 effective 1 April 2019.

(ii) Terms of reference of the NRC are in line with Regulation 19(4) read with Part D of Schedule II of the Listing Regulations. The Company has also complied with the provisions of Section 178 of the Companies Act, 2013 and the Rules framed thereunder pertaining to NRC and its functioning.

Minutes of the NRC meetings are placed before the meetings of the Board of Directors following that of the NRC meetings.

(iii) During the period, NRC evaluated performance of every Director, Chairman and Board as a whole based on their roles, functions and duties and their contribution to the Board/Committees of the Board.

Further, one meeting of the Independent Directors of the Company was held on 11 February 2019. The performance evaluation of the Chairman and Non – Independent Directors was carried out by them.

The Board of Directors evaluated performance of the Independent Directors based on the time spent, input and guidance given from time to time by the Independent Directors to the Board and Management of the Company.

5. Remuneration of Directors

a) None of the Non-Executive Directors had any pecuniary relationship or transaction with the Company other than the sitting fees and commission received by the Non-Executive Directors resident in India.

b) Criteria of making payments to Non-Executive Directors:

Non-Executive Directors resident in India are paid remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof. In addition to sitting fees, they are also entitled to commission not exceeding in the aggregate 1% of the net profits of the Company computed in the manner laid down in Section 198 of the Act, subject to a maximum of ₹ 5,00,000/- (Rupees Five lakh only) per annum to each such Director. The Members of the Company at their Annual General Meeting held on 12 May 2016, have approved payment of commission only to the resident non-executive directors for each of the five financial years of the Company commencing on and from 1 January 2016, based on the number of Board / Committee Meetings attended by them and input given at the meetings.

During the financial period ended 31 March 2019, the Company paid professional fees amounting to ₹ 2,754,500/- to M/s Udwadia & Co., Solicitors & Advocates, Mumbai, of which Mr D. E. Udwadia, Independent Director, is the Sole Proprietor, towards professional services rendered by the firm to the Company on specific legal matters that were entrusted to the firm by the Company from time to time. The Board does not consider the above association with the Company to be of a material nature so as to have affected or impaired the independence and objectivity of judgement of Mr. D. E. Udwadia as an Independent Director of the Company.

c) Disclosure with respect to remuneration:

Executive Directors are paid remuneration by way of salary, commission, perquisites and retirement benefits as recommended by the NRC and approved by the Board and members of the Company.

Notice period is three months and no severance pay is payable on termination of appointment.

The Company does not have any Stock Option Scheme.

Details of remuneration payable to Executive and Non - Executive Directors of the Company for the financial period ended 31 March 2019 are given below:

Sl. No.	Name of the Director	Service Contract Years/ months	Salary	Commission	Perquisites and cost of providing furnished residential accommodation	Retirement Benefits (PF and Gratuity)*	Total sitting fees
			₹	₹	₹	₹	₹
(a)	Executive Directors						
1.	Mr. Adun Saraban, Managing Director	3 years 01.01.2016 to 31.12.2018 & 1 year from 01.01.2019 to 31.12.2019	14,591,568	3,700,000	2,931,656	1,750,987	NIL
2.	Mr. Jayanta Basu, Deputy Managing Director[1]	1 year 29.11.2018 to 28.11.2019	1,448,709	2,000,000	2,130,451	391,152	NIL

**As the future liability for gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the Director is not ascertainable and, therefore, not included above.*

Sl. No.	Name of the Director	Service Contract	Salary	Commission	Perquisites	Retirement Benefits	Total sitting fees
(b)	Non-Executive Directors						
1.	Mr. D.E. Udwadia[2]	-	NIL	500,000	NIL	NIL	1,090,000
2.	Mr. D. P. Roy	-	NIL	500,000	NIL	NIL	860,000
3.	Mrs. Ramola Mahajani	-	NIL	500,000	NIL	NIL	560,000
4.	Mr. Sunil Shah Singh[3]	-	NIL	500,000	NIL	NIL	700,000
5.	Mr. Pankaj I. C. Jain[4]	-	NIL	200,000	NIL	NIL	100,000
	Total		16,040,277	7,900,000	5,062,107	2,142,139	3,310,000

1. Mr. Jayanta Basu was appointed as Whole time Director – Deputy Managing Director w.e.f. 29 November, 2018
2. Mr. D. E. Udwadia resigned as Director w.e.f. the close of business hours on 29 March 2019
3. Mr. Sunil Shah Singh was appointed as non-Executive Director w.e.f. 22 February 2018 and Independent Director w.e.f. 11 May 2018
4. Mr. Pankaj I. C. Jain was appointed as non-Executive Independent Director w.e.f. 31 October 2018

Note: Sitting fees and commission are paid only to the Non- Executive Directors resident in India for attending meetings of the Board and of the Committees of the Board.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The CSR Committee of the Directors was constituted by the Company 8th May, 2014. The CSR Committee was reconstituted on 10th May, 2018, and its terms of reference were last amended on 10th May, 2018.

(i) Composition, number of meetings held and attendance of Directors thereat

The CSR Committee comprised three (3) Directors namely Mr. Pathai Chakornbundit[2], Mr. Adun Saraban, and Mr D. P. Roy. Mr. D.P. Roy is the Independent Director of the Committee. During the financial period ended 31 March, 2019, the CSR Committee held three (3) meetings on 22 February, 2018, 7 June, 2018, and 29 November, 2018. Attendance of the Directors was as under:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. Per Hofvander[1]	3	Nil
Mr. Pathai Chakornbundit[2]	3	2
Mr. Adun Saraban	3	3
Mr. D. P. Roy[3]	3	2

1 Mr. Per Hofvander ceased to be Chairman of the Committee w.e.f. 23 February, 2018,

2 Mr. Pathai Chakornbundit was appointed as Chairman of the Committee w.e.f. 11 May, 2018 and thereafter he ceased to be a Chairman of the Committee w.e.f. the close of office hours on 31 March, 2019

3 Mr. D. P. Roy was appointed a member of the Committee w.e.f. 11 May, 2018

Mr Rahul Neogi, the Company Secretary, attended all the meetings of the CSR Committee held during the financial period ended on 31 March, 2019.

The CSR Committee was last reconstituted on 22 May, 2019.

(ii) Terms of reference, role and scope of the CSR Committee are in line with the provisions of Section 135 of the Companies Act, 2013, and Rules framed thereunder pertaining to the CSR Committee and its functioning.

Minutes of the CSR Committee meetings are placed before the meeting of the Board of Directors following that of the CSR Committee meetings.

7 A. Stakeholders Relationship Committee

The erstwhile Shareholders/Investors' Grievance Committee was rechristened as Stakeholders Relationship Committee (SRC) on 8 May 2014.

The SRC was reconstituted on 31 October 2018 and its terms of reference, which were adopted on 6th August, 2014, were subsequently amended on 31 October 2018 with effect from 1 April, 2019.

(i) Composition, names of members and attendance during the year

During the financial period ended 31 March 2019, the SRC comprised two (2) Directors viz. Mr. Adun Saraban (Managing Director) and Mr. Pathai Chakornbundit[1], Chairman, Non-Executive Non-Independent Director. The Committee held five (5) meetings during the financial period ended 31 March 2019 i.e. on 22 February 2018, 10 May 2018, 9 August 2018, 31 October 2018 and 11 February 2019. Attendance of the Directors was as under:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. Pathai Chakornbundit, Chairman[1]	5	5
Mr. Adun Saraban	5	5

1 Mr. Pathai Chakornbundit ceased to be a Member w.e.f. the close of office hours on 31 March 2019

Mr Rahul Neogi, Company Secretary, attended all the meetings of the SRC held during the period ended on 31 March 2019.

(ii) The powers, role and terms of reference of the SRC shall be in inter-alia accordance with Section 178 (5) of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, read with Regulation 20, Part D of Schedule II of the Listing Regulations.

Minutes of the SRC meetings are placed before the meetings of the Board of Directors following that of the SRC meetings.

The SRC was last reconstituted on 22 May, 2019.

(iii) Number of shareholders' complaints received and resolved to the satisfaction of the shareholders

During the financial period ended 31 March 2019, 102 (one hundred two) complaint letters/ emails were received from the shareholders which were replied / resolved to the satisfaction of the shareholders. No complaints remained unresolved at the end of the year.

(iv) Name and designation of Compliance Officer

Mr Rahul Neogi is the Company Secretary and Compliance Officer.

7 B. Share Transfer Committee

Share Transfer Committee was constituted in 1980 and was last reconstituted on 22 May, 2019. Terms of reference was last amended on 11 January 2010. During the financial period ended 31 March 2019, the Committee had 37 meetings.

Pursuant to Regulation 40 (2) of the Listing Regulations Share Transfer Committee Meetings are regularly held at least once a fortnight.

(i) Terms of reference

(a) The Committee is authorised to approve share transfers and transmissions, change and transposition of names, demat / remat of shares, rectification of entries, renewal/ split/consolidation of share certificates and issue of duplicate share certificates and also to issue share certificates in respect thereof under the Common Seal of the Company.

(b) Quorum for a meeting shall be any two members present, except that the quorum for the purpose of authorising issue of duplicate certificates shall be any three (3) members present at the meeting.

(ii) Number of pending share transfers

As on 31 March 2019, there was no pending request/letter involving transfer of shares.

(iii) Pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standards, the particulars of Directors who are proposed to be appointed/re-appointed at the 41st Annual General Meeting ('AGM') have been provided in the annexure to the Notice of the AGM.

8. Subsidiary Company

As on 31 March 2019, the Company has one wholly owned, non-material and unlisted subsidiary, namely ITD Cementation Projects India Limited. The Financial Statements of the subsidiary are reviewed by the Audit Committee. All minutes of the meetings of the subsidiary are placed before the Company's Board regularly.

9. General Body Meetings

(i) Last three annual general meetings were held as under:

For Financial year ended	Date, Time and Location	Special Resolution passed	
		No.	Nature
31.12.2017	10 May 2018 4.00 p.m. Rama Watumull Auditorium, Mumbai	-	-
31.12.2016	11 May 2017 3.00 p.m. Rama Watumull Auditorium, Mumbai	1	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.
31.12.2015	12 May, 2016 3.00 p.m. Rama Watumull Auditorium, Mumbai.	1	Reappointment of Mr. Adun Saraban, Managing Director.

(ii) Details of Special Resolutions passed last year through Postal Ballot

During the financial period ended 31 March 2019, the Company passed a Special Resolution through Postal Ballot relating to continuation of holding of office of Non-Executive Independent Director of the Company, by Mr. D.P. Roy (DIN 00049269) who had attained the age of above 75 years, from 1 April 2019 upto the expiry of his present term of office of 5 years i.e. upto 5th August, 2019 pursuant to Regulation 17(1A) of Listing Regulations.

Electronic Voting (E:voting/Remote e-Voting) facility was also made available to the shareholders. The Board of Directors of the Company had appointed Mr. P.N. Parikh or failing him Mr. Mitesh Dhabliwala or failing him Ms. Sarvari Shah of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

Result of the Postal Ballot – Details of Voting Pattern was as under:

Particulars	Total Votes	Total Valid Votes Cast	Total Valid Votes cast in favour of the Resolution	Total Valid Votes cast against the Resolution
Special Resolution	17,17,87,584	12,90,08,790	12,25,78,423	64,30,367

The Postal Ballot process has been carried out in accordance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 and other applicable provisions of the said Act, and the Rules framed thereunder.

There is no business propossed to be transacted at the ensuring Annual General Meeting which requires passing of special resolution through postal ballot.

10. Means of Communication

(i) The extracts of the quarterly Consolidated Unaudited Financial Results and Consolidated Audited Financial Results are published in prominent daily newspapers. Such Financial Results were published in the Financial Express and Mumbai Lakshadeep. Quarterly Standalone and Consolidated Unaudited Financial Results and Annual Standalone and Consolidated Audited Financial Results are available on Company's website: www.itdcem.co.in.

(ii) Codes of Ethical Conduct for Directors and Senior Management Personnel of the Company; Whistle-Blowing and Prevention of Sexual Harassment Policy and Procedures; Corporate Social Responsibility Policy; Nomination and Remuneration Policy; Related Party Transactions Policy; Board Diversity Policy; Prevention of Insider Trading Policy; Preservation of Documents Policy; Policy on Determination and Materiality of an Event/ Information; Archival Policy and Dividend Distribution Policy are available on the Company's website www.itdcem.co.in.

(iiii) Copy of the Chairman's Statement circulated to the members of the Company at the Annual General Meeting of the shareholders is sent to all shareholders after the meeting for information.

(iv) Presentations on Quarterly Business Operations Overview are instead of are disseminated to the Stock Exchanges and are made available on the Company's website www.itdcem.co.in. These presentations were also shared with the Institutional Investors/Analysts.

11. General Shareholders' information

(i) Annual General Meeting

Date: 9 August 2019

Time: 4.00 p.m.

Venue: Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal K.M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai- 400 020.

(ii) Financial Year of the Company

The present financial period of the Company is from 1 January 2018 to 31 March 2019.

The financial year of the Company is 1 April to 31 March.

(iii) Dividend Payment dates

The dividend, if declared at the ensuing AGM, will be paid on 16 August, 2019.

(iv) Stock Exchanges

The equity shares of the Company are listed on:

BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 023, and
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block 'G'
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051

The listing fees for the financial year 2019-2020 of the above mentioned stock exchanges have been paid.

(v) Stock Code

BSE Limited (BSE): 509496

The National Stock Exchange of India Limited (NSE): ITDCEM

(vi) Market Price Data

Tables given below are the monthly highs and lows of the Company's shares with corresponding Sensex at BSE and NSE showing performance of Company's share prices vis-a-vis BSE Sensex (closing) and Nifty (closing):

High and Low prices of the Company's shares at BSE with corresponding BSE Sensex January 2018 to March 2019

Months	High		Low		Close	
	ITD Cem price ₹	BSE Sensex	ITD Cem price ₹	BSE Sensex	ITD Cem price ₹	BSE Sensex
Jan, 2018	222.00	36443.98	202.00	33703.37	204.25	35965.02
Feb, 2018	213.00	36256.83	178.25	33482.81	180.15	34184.04
March, 2018	184.00	34278.63	151.25	32483.84	156.45	32968.68
April, 2018	173.10	35213.30	156.95	32972.56	167.10	35160.36
May, 2018	177.00	35993.53	149.05	34302.89	158.15	35322.38
June, 2018	158.25	35877.41	119.60	34784.68	126.80	35423.48
July, 2018	146.00	37644.59	120.05	35106.57	132.35	37606.58
Aug, 2018	145.80	38989.65	129.10	37128.99	139.55	38645.07
Sept, 2018	145.90	38934.35	117.15	35985.63	119.15	36227.14
Oct, 2018	124.50	36616.64	108.00	33291.58	115.70	34442.05
Nov, 2018	121.00	36389.22	98.25	34303.38	103.45	36194.30
Dec, 2018	118.65	36554.99	96.25	34426.29	113.00	36068.33
Jan, 2019	127.40	36701.03	111.85	35375.51	116.20	36256.69
Feb, 2019	125.00	37172.18	100.00	35287.16	105.25	35867.44
March, 2019	143.40	38748.54	106.60	35926.94	131.55	38672.91

High and Low prices of the Company's shares at NSE with corresponding Nifty
January 2018 to March 2019

Months	High		Low		Close	
	ITD Cem price ₹	Nifty	ITD Cem price ₹	Nifty	ITD Cem price ₹	Nifty
Jan, 2018	221.90	11,171.55	202.00	10,404.65	205.35	11,027.70
Feb, 2018	213.55	11,117.35	178.05	10,276.30	180.10	10,492.85
March, 2018	184.15	10,525.50	150.65	9,951.90	157.25	10,113.70
April, 2018	172.95	10,759.00	156.20	10,111.30	167.35	10,739.35
May, 2018	176.95	10,929.20	148.75	10,417.80	156.85	10,736.15
June, 2018	160.95	10,893.25	119.10	10,550.90	126.10	10,714.30
July, 2018	142.00	11,366.00	121.45	10,604.65	132.45	11,356.50
Aug, 2018	146.40	11,760.20	128.65	11,234.95	139.20	11,680.50
Sept, 2018	145.90	11,751.80	116.50	10,850.30	118.45	10,930.45
Oct, 2018	125.20	11,035.65	108.60	10,004.55	116.35	10,386.60
Nov, 2018	119.50	10,922.45	99.50	10,341.90	103.90	10,876.75
Dec, 2018	118.50	10,985.15	97.00	10,333.85	112.50	10,862.55
Jan, 2019	127.70	10,987.45	111.50	10,583.65	116.55	10,830.95
Feb, 2019	119.30	11,118.10	99.80	10,585.65	105.80	10,792.50
March, 2019	143.85	11,630.35	105.80	10,817.00	131.65	11,623.90

(vii) Registrar and Share Transfer Agents

M/s. Karvy Fintech Private Limited (formerly Karvy Computershare Private Limited), Karvy Selenium Tower B, Plot No. 31& 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Toll Free No : 18003454001 email ID : einward.ris@karvy.com are the Registrar and Share Transfer Agents of the Company.

(viii) Share Transfer Systems

Shares lodged for transfers are registered and duly transferred Share Certificates are despatched to the lodger within a period of fifteen days from the date of receipt, if the documents are otherwise in order.

The Share Transfer Committee meets as often as is necessary to approve transfers and related matters as may be required by the Registrars and Share Transfer Agents.

Pursuant to Circular issued by SEBI, the Company and R&T Agents will not be accepting any request for transfer of shares in physical form with effect from 1 April 2019. This restriction however shall not be applicable to requests received for transmission or transposition of physical shares.

(ix) Shareholding Pattern as on 31 March 2019

Sl No.	Particulars	No. of shares held	Percentage to total share capital
(i)	Promoter – Italian-Thai Development Public Company Limited	80,113,180	46.64
(ii)	General Public	27,530,411	16.03
(iii)	Banks/IFI	131,635	0.08
(iv)	Mutual Funds/Alternative Investment Fund	50,034,070	29.13
(v)	Corporate Bodies	4,670,583	2.72
(vi)	NRI/OCB/FII/FOREIGN /BANK/FPB/FPI	8,915,831	5.19
(vii)	Clearing Members	46,911	0.03
(viii)	NBFC	16,463	0.01
(ix)	Trust	6,280	0.00
(x)	IEPF	32,220	0.19
	Total	**171,787,584**	**100.00**

(x) Distribution of Shareholding as on 31 March 2019

Sl. no.	Category (Shares)	No. of Holders	% to Holders	No. of Shares	% to Equity
1	1-500	2,5126	71.34	5,050,998	2.94
2	501-1000	5,929	16.83	4,331,270	2.52
3	1001-2000	2,254	6.40	3,384,590	1.97
4	2001-3000	707	2.01	1,806,075	1.05
5	3001-4000	331	0.94	1,184,828	0.69
6	4001-5000	237	0.67	1,097,833	0.64
7	5001-10000	364	1.03	2,616,936	1.52
8	10001 & above	272	0.77	152,315,054	88.66
	TOTAL:	**35,220**	**100.00**	**171,787,584**	**100.00**

(xi) Dematerialisation of Shares

The shares of the Company are in compulsory demat segment and are available for trading in the Depository System. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company is INE686A01026.

As on 31 March 2019 out of the 35,220 shareholders 34,513 shareholders have dematerialised their shares aggregating to 17,09,26,729 shares i.e. about 99.50% of the total paid –up capital of the Company.

(xii) Dates of Book Closure

The Company's Register of Members and Share Transfer Books will remain closed from Friday, 2 August 2019 to Friday 9 August 2019 (both days inclusive).

(xiii) Registered Office

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

(xiv) Investor correspondence

All enquiries, clarifications and correspondence should be addressed to the Registrars and Share Transfer Agents or to the Compliance Officer at the following addresses:

Registrars and Share Transfer Agents:	Compliance Officer:
Karvy Fintech Private Limited (formerly Karvy Computershare Private Limited) Unit: ITD Cementation India Limited Karvy Selenium Tower B, Plot No. 31& 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Toll Free No : 18003454001. Tel: +91 40 67162222, Fax: +91 40 23420814 Email: einward.ris@karvy.com and / or **Branch Office at**: 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, Behind BSE, Fort, Mumbai – 400 023 +91 22 66235454 Email: ircfort@karvy.com	Mr Rahul Neogi Company Secretary ITD Cementation India Limited National Plastic Building, A- Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057. Tel : + 91 22 66931600/67680600 Fax: + 91 22 66931628/67680841 Emails: rahul.neogi@itdcem.co.in investors.relation@itdcem.co.in

(xv) There was no instance of suspension of securities of the Company from trading during the financial period ended 31 March 2019.

The Company has not issued any global depository receipts or American depository receipts or warrants or any convertible instruments.

(xvi) List of credit ratings of the Company:

Sl No.	Name of Credit rating agency	Credit rating obtained	Details of revision during the year
1.	ICRA Limited	ICRA A	Upgraded from ICRA A- (A minus)
2.	CARE Ratings Limited	CARE A	Upgraded from CARE A- (A minus)
3.	India Ratings and Research Private Limited	IND A+ (A plus)	Upgraded from IND A- (A minus)

12. Other Disclosures

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

There were no materially significant related party transactions having potential conflict with the interests of the Company at large during the financial period ended 31 March 2019.

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years: There were none.

(c) Whistle Blower Policy:

The Company has in place a Whistle-Blowing and Prevention of Sexual Harassment Policy and Procedures and that no personnel have been denied access to the Audit Committee.

(d) The Company has complied with all the mandatory requirements of the Listing Regulations.

As regards non-mandatory requirement, the Company has a Risk Management Committee (RMC) which was constituted on 22 February 2015 and Its terms of reference were last amended on 31 October 2018 effective 1 April 2019. The RMC was last reconstituted on 22 May, 2019.

Powers and Role of the RMC would be in accordance with Regulation 21(4) of the Listing Regulations, 2018 which stipulates that the Board of Directors would define the role and responsibility of the (RMC) and might delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit including specifically covering cyber security.

(e) Subsidiary Company- As on 31 March 2019, the Company has one wholly owned, non-material and unlisted subsidiary, namely ITD Cementation Projects India Limited. Hence, the Company has not opted any Policy for determining "Material" subisidiary.

(f) Policy dealing with Related Party Transactions is available on the Company's website at http://www.itdcem.co.in

(g) The Company was not required to and has not undertaken any commodity price risks and commodity hedging activities.

(h) Details of utilization of funds raised during the period.

During the financial period ended on 31 March 2019, the Company raised an amount of ₹ 33683.42 lakh through issue and allotment of 1,66,29,684 fully paid up equity shares of face value of Re. 1/- at a price of ₹ 202.55 (including premium of ₹ 201.55) per share. The funds were utilised for its intended purpose i.e. inter-alia to meet its long term working capital and capital expenditure requirements, repayment of debts, and general corporate purposes.

(i) The Company has obtained a certificate from M/s Parikh & Associates, practicing company secretaries confirming that none of the Directors on the board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority during the period.

(j) During the financial period ended on 31 March 2019, there was no instance where the Board had not accepted any recommendation of any committee of the Board which was mandatorily required.

(k) During the financial period ended on 31 March 2019, total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, amounted to ₹ 156.37 lakh.

(l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial period ended 31 March 2019:

a. number of complaints filed - Nil

b. number of complaints disposed of – N.A.

c. number of complaints pending as on end of the financial period- N.A.

There was no instance of non-compliance of any requirement of Corporate Governance report of sub-paras (2) to (10) of Para C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, during the financial period ended 31 March 2019.

CEO/CFO Certification:

A Certificate from the CEO/CFO of the Company in terms of Regulation 17 (8) of Listing Regulations, read with Part B of Schedule II was placed before the Board at its meeting held on 22 May 2019 to approve the Audited Financial Statements for the financial period ended 31 March 2019.

13. Discretionary Requirements

(i) The Chairman of the Company is a Non-Executive Director.

(ii) Shareholders' Rights:

The quarterly, half yearly and yearly financial results are published in the newspapers and they are also made available on the website of the Company and that of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited. The Company has not sent a half yearly declaration of financial performance including summary of significant events in the last six months to each household of shareholders of the Company.

(iii) Audit Qualifications: The Auditors opinion on the Financial Statements is unmodified.

(iv) Internal Auditor reports directly to the Audit Committee.

14. The Company has complied with the corporate governance requirements as specified in Regulations 17 to 27 of the Listing Regulations regarding Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee etc. and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations pertaining to dissemination of certain information on the Company's website.

15. Code of Conduct

The Company has in place Code of Ethical Conduct for Directors and Senior Management Personnel of the Company. As per Regulation 46 of the Listing Regulations, the same has been posted on the website of the Company. The Managing Director of the Company has given a declaration to the effect that all the Directors and Senior Management personnel of the Company have given their affirmation of compliance with the Code of Ethical Conduct.

16. There is no shareholder whose shares are lying in the suspense account and hence no disclosure is required to be made under Schedule V of Part F of Listing Regulations.

17. Other Items which are not applicable to the Company have not been separately commented upon.

Independent Auditor's Certificate on Corporate Governance

To the Members of ITD Cementation India Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 14 May 2018.

2. We have examined the compliance of conditions of corporate governance by ITD Cementation India Limited ('the Company') for the fifteen months period ended on 31 March 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the fifteen months period ended 31 March 2019.

   We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No: 109632

Place: Mumbai
Date: 3 July 2019

BUSINESS RESPONSIBILITY REPORT

(Pursuant to Regulation 34(2)(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	**Corporate Identity (CIN) of the Company:**	L61000MH1978PLC020435
2.	**Name of the Company:**	ITD Cementation India Limited
3.	**Registered address:**	National Plastic Building, A - Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai- 400057
4.	**Website:**	www.itdcem.co.in
5.	**E-mail id:**	admin@itdcem.co.in investors.relation@itdcem.co.in
6.	**Financial Year reported:**	1st January, 2018 to 31st March, 2019
7.	**Sector(s) that the Company is engaged in (industrial activity code-wise):**	Construction and civil Engineering (4290).
8.	**List three key products/services that the Company manufactures/provides (as in balance sheet):**	Maritime structures. Urban infrastructure projects/ mass rapid transit systems/ airports. Highways, Bridges and Flyovers.
9.	**Total number of locations where business activity is under taken by the Company**	
	• **Number of International Locations (provide details of major 5):**	Nil.
	• **Number of national locations:**	57 projects across 14 Indian states, 1 UT and Delhi NCT.
10.	**Markets served by the Company-Local/State/ National/ International:**	At National level.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	**Paid up capital (as at 31st March, 2019):**	₹ 1717.88 lakh.
2.	**Total turnover (for 15 month period ended 31st March, 2019 from standalone operations):**	₹ 2,28,345.92 lakh
3.	**Total profit after taxes (for 15 month period ended 31st March, 2019 on standalone basis):**	₹ 8,187.40 lakh
4.	**Total spending on Corporate Social Responsibility (CSR) as a percentage of profit after tax (%):**	The Company spent total amount of ₹ 108.16 lakh which is 2.41% of the average profit after taxes in the previous three financial years.
5.	**List of activities in which expenditure in 4 above has been incurred:**	Construction of Library cum reading Room, Toilets, Urinals, Installation of tube well for providing drinking water facilities Reconstruction of dilapidated school, Seating arrangement in classrooms for school children, Water Purifier for safe drinking water for school children, Providing Computer in the school, sanitation facilities at various locations in India and also in local areas in and around which the Company has its operations.

SECTION C: OTHER DETAILS

1.	**Does the Company have any subsidiary company/ companies?:**	Yes - ITD Cementation Projects India Ltd.
2.	**Do the subsidiary company/companies participate in the business responsibility initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s):**	No.
3.	**Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:**	Currently less than 30% of value chain entities participate in the Company's BR initiatives and there is a constant effort by the Company to extend the initiatives to a larger base. The suppliers and vendors are provided awareness on environmental and social issues. Vendor/sub-contractor meets are used as a platform to raise awareness on health, safety and environmental initiatives of the Company.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR **a. Details of Director/Directors responsible for implementation of the BR policy/policies**	1.	Director Identification Number	08291114
	2.	Name	Mr. Jayanta Basu
	3.	Designation	Managing Director
b. Details of the BR Head	1.	Director Identification Number	Not Applicable
	2.	Name	Mr. Prasad Patwardhan
	3.	Designation	Chief Financial Officer
	4.	Telephone No.	022 67680600
	5.	e-mail id	prasad.patwardhan@itdcem.co.in

2. Principle – wise (as per NVGs) BR policy/policies

a. Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
1.	Do you have a policy/ policies for?	Y	Y	Y	Y	Y	Y	No	Y	Y
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Yes.								
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Yes, all the policies conform to national standards. The Company has an established Integrated Management System comprising Quality Management System (QMS) conforming to ISO 9001:2015, Environmental Management System (EMS) conforming to ISO 14001:2015 and Occupational Health and Safety Management System conforming to OHSAS 18001:2007 at all offices, project sites and depots.								
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Some policies have been approved by the Board and these have been signed by the MD. Other policies have been adopted by the Company from time to time based on research conducted on the best practices developed elsewhere and dovetailed as per the Company's requirements.								

5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes, the Company has a BRR Committee Comprising the Managing Director and Chief Financial Officer to oversee the implementation of the Policy.
6.	Indicate the link for the policy to be viewed online?	Whistle Blowing and Prevention of Sexual Harassment Policy and Procedures http://www.itdcem.co.in/upload/Whistle_Blower_Policy.pdf Dividend Distribution Policy: http://www.itdcem.co.in/upload/Dividend_Distribution_Policy.pdf IMS Policy: http://www.itdcem.co.in/about-us/ims-policy/ Corporate Social Responsibility: http://www.itdcem.co.in/about-us/csr/ Code of Conduct: http://www.itdcem.co.in/upload/ITD_Code_of_Ethical_Conduct_Directors.pdf
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes. Policies relevant to the internal and external stakeholders have been communicated accordingly.
8.	Does the Company have in-house structure to implement the policy/ policies	Yes. Policies themselves contain methodology of implementation of the policies.
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes, the Company has provided a mechanism for grievance redressal by setting up a Stakeholders Relationship Committee and by putting in place Whistle Blowing and Prevention of Sexual Harassment Policy and Procedures.
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes. Some of the policies in place have been evaluated internally and some have been evaluated externally.

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:(Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles							Not applicable.		
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles							Not applicable.		
3.	The Company does not have financial or manpower resources available for the task							Not applicable.		
4.	It is planned to be done within next 6 months							Not applicable.		
5.	It is planned to be done within the next 1 year							Not applicable.		
6.	Any other reason (please specify)							Policy not required.		

3. Governance related to BR

(a)	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:	Annually.
(b)	(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?:	Yes, The link for viewing the report is http://www.itdcem.co.in/investors/financial/annual-reports/ Annually.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?:	Yes, it covers the Company and it also extends to Joint Ventures, Subsidiary, Suppliers and Contractors.
How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so:	The Company received 102 complaints in the financial period ended 31st March, 2019 from the shareholders and all the complaints have been resolved satisfactorily.

Principle 2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities	The Company's services cover the following areas: Maritime structures Urban infrastructure projects/ mass rapid transit systems/ airports Highways, Bridges and Flyovers The Company has in place an Integrated Management System Policy covering aspects on quality, environment, safety and health.
2.	**For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):** **(a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?:**	Recycling of concrete – The Company has introduced Concrete Reclaimers at its major project sites to reprocess wet concrete and achieve usable coarse aggregates and sand out of the return concrete which is facilitating the utility of fresh aggregates and conservation of energy.
	(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?:	As a part of conservation of energy, water, the Company continue to use fly ash and slag as a part of Ordinary Portland Cement for its concrete mixtures which are being used at its project sites and this helps the Company achieve energy saving and water on a periodic basis.
3.	**Does the Company have procedures in place for sustainable sourcing (including transportation)?**	Yes.
	(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so:	The Company continually works with its vendors and suppliers to reduce the environmental impact of sourcing approximately 77%.
4.	**Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?:**	Yes. The Company attaches importance to local sourcing and provides encouragement for the surrounding communities for small activities like hiring cars, manpower, job works, workshop works like machining and strives to make them an integral part of community for their economic prosperity.
	(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?:	The Company provides support to local and small vendors by way of supply of machinery items and financial assistance including free issue of material thereby building the capacity and capability for their development.

5.	**Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so:**	Recycling the product is not applicable as the Company is not engaged in manufacturing activities. Hazardous wastes are disposed off as per the statutory provisions. Scrap and associated recyclable material are disposed through authorized vendors for recycling.

Principle 3

Businesses should recognize that over consumption results in unsustainable exploitation of our planet's resources, and should therefore promote sustainable consumption, including recycling of resources.

1.	Please indicate the total number of employees:	5,317		
2.	Please indicate the total number of employees hired on temporary/ contractual/casual basis:	3,206		
3.	Please indicate the number of permanent women employees:	43		
4.	Please indicate the number of permanent employees with disabilities:	1		
5.	Do you have an employee association that is recognized by management:	Yes, the Company has two Employee associations i.e. Engineering Mazdoor Sabha, Mumbai and ITD Cementation India Workers' Union, Kolkata.		
6.	What percentage of your permanent employees is members of this recognized employee association?:	0.03%		
7.	Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:	Category	No of complaints filed during the financial year	No of complaints filed pending as on end of the financial year
		Child labour/forced labour/involuntary labour	Nil	Nil
		Sexual harassment	Nil	Nil
		Discriminatory employment	Nil	Nil
8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	The Company's employees have been given training on periodical basis.		
		Safety Training		Skill up-gradation Training
	(a) Permanent Employees	90%		16%
	(b) Permanent Women Employees	70%		47%
	(c) Casual/Temporary/Contractual Employees	83%		1%
	(d) Employees with Disabilities	100%		100%

Principle 4

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1.	Has the Company mapped its internal and external stakeholders? Yes/No:	Yes.
2.	Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders:	Yes, the Company has identified disadvantaged and vulnerable groups who are targeted for CSR initiatives.
3.	Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so:	The Company's CSR Policy has been designed to cater to the physically challenged or differently abled, socially and economically backward groups in and around its area of operations.

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Principle 5

Businesses should respect and promote human rights.

1.	Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs/Others?:	Yes, it covers the Company and also extends to Joint Ventures, Subsidiary, Suppliers and Contractors.
2.	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?:	The Company has not received any complaints in the area of human rights.

Principle 6

Business should respect, protect and make efforts to restore the environment.

1.	Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/ NGOs/ Others.:	Yes, it covers the Company.
2.	Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.:	No
3.	Does the Company identify and assess potential environmental risks? Y/N:	Yes
4.	Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?:	No
5.	Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.:	Yes. For Energy efficiency initiative: • Usage of efficient LED systems at most of project sites • Usage of high pressure Sodium Vapour Lamps or Metal Halide Lamps • New generation Welding Machines • Real time monitoring of diesel generator performance at project sites to optimize the use of captive energy • Use of variable frequency drives for gantries, cranes and other material handling equipment For Renewal Energy initiative – The Company has installed solar power panels at some of its projects sites and mechanical workshop
6.	Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?:	Yes
7.	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year:	Nil

Principle 7

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1.	Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	Yes Bombay Chamber of Commerce Construction Federation of India National Highway Builders' Association Builders' Association of India
2.	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others):	No

Principle 8
Businesses should support inclusive growth and equitable development.

1.	Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.:	Yes. The Company has a CSR policy and the activities laid down in the policy pertain to all the focal areas for its social development projects/activities.
2.	Are the programmes/projects undertaken through in-house team/ own foundation/external NGO/ government structures/any other organization?:	Yes. The CSR programmes/ projects have been directly taken up by the Company through its in-house team formed for the said purposes from time to time.
3.	Have you done any impact assessment of your initiative?:	Yes. Response from the community is satisfactory and they have requested for such activities in the future for their betterment.
4.	What is your Company's direct contribution to community development projects- Amount in and the details of the projects undertaken:	**Total amount spent ₹ 108.16 lakh** on the following projects: Construction of Library cum reading Room and Toilets and Installation of tube well for drinking water facilities at Haldia Punarbasan Vidyaniketan (High School), Govt. of West Bengal, Durgachak, Haldia. **(Amount spent ₹ 50.22 lakh)** Construction of Toilets for Sri Jayabharati Co-operative High School, Attibele, old Chandanpura, Bangalore and Medical camp in the health centre of Ramana Maharshi Ashram at Attibele at Ramana Maharshi Ashram at Attibele, old Chandanpura, Bangalore. **(Amount spent ₹ 13.40 lakh)** Providing Water and sanitation facilities for Adarsh Vidya Mandir School near Viaduct Pier 115, Gandhibag C.A Road, Nagpur. **(Amount spent ₹ 5.52 lakh)** Upgradation of the existing facilities of the school infrastructure at Zilla Parishad School Savroli Maharashtra, which included reconstruction of the dilapidated school / classrooms, bore well/ plumbing, as source of potable / drinking water, classroom availability to accommodate existing students class wise, kitchen for mid-day meal, creating infrastructure for rural women empowerment including welfare center, toilets, drinking water and street lights for villagers **(Amount spent ₹ 26.63 lakh)**. Construction of Toilets and Urinal, Providing water tank with installation and washing area, etc. at Hindi Bhashi High School, Near Cotton Market Station, Nagpur. **(Amount spent ₹ 5.90 lakh)**. Construction of Washroom, providing & Installation of deep Borewell for drinking water, Seating Arrangement for school children in the school premises, Water Purifier for safe drinking water for school children, Providing and installation of 4 Nos. Computer in the school at Govt. Technical High School, Nagpur. **(Amount spent ₹ 6.49 lakh)**.
5.	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so:	CSR activities have been pursued in line with the Company's policy and framework. The Company identifies communities that require the Company's direct intervention for community development in or near about the Company's project sites.

Principle 9
Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1.	What percentage of customer complaints/consumer cases are pending as on the end of financial year:	Customer complaints are regularly addressed at project sites. Percentage of Customer complaints pending as at the end of the financial period (31st March, 2019):Nil
2.	Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks (additional information):	Not Applicable.
3.	Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so:	Not to the Company's knowledge.
4.	Did your Company carry out any consumer survey/ consumer satisfaction trends?:	Yes.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
ITD Cementation India Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of ITD Cementation India Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the fifteen months period then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2019, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the fifteen months period ended on that date.

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to the Note 36 to the standalone financial statements which describe the uncertainty related to the recoverability of current trade receivables and unbilled work in progress (other current financial assets) aggregating ₹ 2,880.31 lakhs and ₹ 1,422.20 lakhs, respectively, outstanding as at 31 March 2019, representing receivable from a customer presently facing liquidity constraints. Management based on the progress of the discussions/negotiations with the customer, is confident of realising these receivables in full and accordingly no adjustments have been made in the standalone financial statements. Our report is not modified in respect of this matter.

Information other than the Financial Statements and Auditor's Report thereon

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone

financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

8. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

10. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

    - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

13. As required by section 197 (16) of the Act, we report that the Company has paid remuneration to its directors during the fifteen months period ended 31 March 2019 in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

14. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.

15. Further to our comments in Annexure I, as required by section 143(3) of the Act, we report that:

    a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

    b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) the standalone financial statements dealt with by this report are in agreement with the books of account;

    d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

    e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act;

    f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as at 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the fifteen months period ended on that date and our report dated 22 May 2019 as per Annexure II expressed unmodified opinion; and

    g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        i. the Company, as detailed in notes 29(iv) to 29 (viii), 36 and 37 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2019;

        ii. the Company has made provisions as at 31 March 2019, as required under applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

        iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the fifteen months period ended 31 March 2019; and

        iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No.: 109632

Place: Mumbai
Date: 22 May 2019

Annexure I to the Independent Auditor's Report of even date to the members of ITD Cementation India Limited, on the standalone financial statements for the fifteen months period ended 31 March 2019

Annexure I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the property, plant and equipment is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties (which are included under the head 'fixed assets') are held in the name of the Company.

(ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the period and no material discrepancies between physical inventory and book records were noticed on physical verification.

(iii) The Company has granted an interest free unsecured loan to a Company and four other parties covered in the register maintained under Section 189 of the Act; and with respect to the same:

(a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company's interest.

(b) the schedule of repayment of principal and payment of interest has been stipulated and the repayment/receipts of the principal amount and the interest are regular;

(c) there is no overdue amount in respect of loans granted to such company or other parties.

(iv) In our opinion, the Company has complied with the provisions of Section 186 in respect of loans and guarantee. Further, in our opinion, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of investment and security.

(v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and services tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the period-end for a period of more than six months from the date they became payable.

(b) There are no dues in respect of entry tax, duty of customs and goods and service tax that have not been deposited with the appropriate authorities on account of any dispute. The dues outstanding in respect of income-tax, sales-tax, service tax, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of statue	Nature of dues	Amount (₹ in lakhs)	Amount paid under protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Sales Tax Act/Works Contract Tax Act/ Value Added Tax	Value Added Tax	478.17	70.00	FY 2012-2013	The West Bengal Taxation Tribunal, Salt Lake Kolkata
		279.05	32.22	FY 2009-10 and 2010-11	Joint Commissioner of Commercial Taxes, Rajkot
		511.61	35.00	FY 2011-12	Joint Commissioner of Commercial Taxes, Rajkot
		307.59	-	FY 2013-14	Senior Joint Commissioner Appeals, West Bengal
		44.09	-	FY 2008-09	West Bengal Taxation Tribunal
		412.02	-	FY 2011-12 and 2012-13	Additional Commercial Tax Officer, Goa
	Sales Tax	263.25	-	FY 2007-08	Appellate and Revisional Board, West Bengal
		16.60	-	FY 1994-95	Revision Board (Tribunal) Kolkata
		31.97	-	FY 2004-05	Deputy Commissioner of Commercial Taxes, Bihar
		101.41	101.41	FY 2011-12	Maharashtra Sales Tax Tribunal
		105.80	-	FY 2010-11	Appellate and Revisional Board, West Bengal
		265.81	-	FY 2011-12	Appellate and Revisional Board, West Bengal
		199.29	-	FY 2015-16	Deputy Commissioner of Commercial Taxes, Uttar Pradesh
		194.78	194.78	FY 2008-09, 2009-10 and 2012-13	Joint Commissioner of Commercial Taxes, Gujarat
		79.23	-	FY 2004-05 and 2006-07	Appellate and Revisional Board, West Bengal
		78.51	19.63	FY 2007-08 and 2008-09	Madras High Court
		21.78	5.44	FY 2006-07 and 2009-10	Deputy Commissioner of Commercial Taxes, Tamil Nadu
The Finance Act, 1994	Service Tax	1,975.06	1,975.06	From 01.10.2004 to 30.09.2009	Commissioner of Central Goods & Service Tax and Central Excise, Mumbai
		1,580.02	-	FY 2008-09 to 2013-14	Commissioner of Central Goods & Service Tax and Central Excise, Mumbai
		264.85	-	FY 2012-13 to 2015-16	Commissioner of Central Goods & Service Tax and Central Excise, Mumbai
		226.32	-	FY 2016-17 and 01.04.2017 to 30.06.2017	Commissioner of Central Goods & Service Tax and Central Excise, Mumbai
Central Excise Act,1944	Excise Duty	51.70	-	May 1998 to January 1999	Commissioner of Central Excise
Income Tax Act, 1961	Income Tax	210.75	-	A.Y 2004- 05	High Court, Mumbai
		286.85	-	A.Y 2011-12 and 2012-13	Income Tax Appellate Tribunal, Kolkata
		153.64	-	A.Y. 2013-14	Commissioner of Income Tax (Appeals), Kolkata
		161.30	-	A.Y.2012-13 and 2013-14	Commissioner of Income Tax (Appeals), Mumbai

(viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the period. The Company did not have any outstanding debentures during the fifteen months period ended 31 March 2019.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purpose for which the loans were obtained.

(x) As mentioned in note 37 to the accompanying standalone financial statements, certain employees had engaged/participated in unauthorized, improper and unethical activities/ practices in relation to disposal of scrap resulting in a loss estimated at ₹ 365 lakhs to the company. Except for the aforesaid matter, in our opinion, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) In our opinion, managerial remuneration has been paid by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements as required by the applicable Ind AS.

(xiv) During the period, the Company has made private placement of shares. In respect of the same, in our opinion, the Company has complied with the requirements of Section 42 of the Act and the Rules framed thereunder. Further, in our opinion, the amounts so raised have been used for the purposes for which the funds were raised. During the period, the company did not make preferential allotment/private placement of fully/partly paid convertible debentures.

(xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No.: 109632

Place: Mumbai
Date: 22 May 2019

Annexure II to the Independent Auditor's Report of even date to the members of ITD Cementation India Limited on the standalone financial statements for the fifteen months period ended 31 March 2019

Annexure II

Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of ITD Cementation India Limited ('the Company') as at and for the fifteen months period ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Company as at that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No.: 109632

Place: Mumbai
Date: 22 May 2019

BALANCE SHEET as at 31 March 2019

₹ lakhs

Particulars	Note No.	As at 31 March 2019	As at 31 December 2017
ASSETS			
Non-current assets			
Property, plant and equipment	3A	42,417.54	40,639.68
Capital work-in-progress		538.40	1,673.44
Intangible assets	3B	771.99	-
Investments in subsidiary and joint ventures	4	62.49	62.49
Financial assets			
Trade receivables	5	309.00	309.00
Loans	6	228.31	225.29
Other financial assets	7	-	39.00
Income tax assets (net)	8	-	928.06
Deferred tax assets (net)	8	457.99	293.98
Other non-current assets	9	11,328.49	19,369.16
Total non-current assets		**56,114.21**	**63,540.10**
Current assets			
Inventories	10	15,433.63	11,960.46
Financial assets			
Investments	11	-	-
Trade receivables	5	33,692.69	22,388.38
Cash and cash equivalents	12	6,714.29	10,698.91
Other bank balances	13	1,514.20	249.91
Loans	6	46,719.25	58,426.29
Other financial assets	7	31,914.65	49,611.10
Other current assets	9	10,027.95	5,413.14
Total current assets		**146,016.66**	**158,748.19**
TOTAL ASSETS		**202,130.87**	**222,288.29**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,717.88	1,551.58
Other equity		100,370.23	60,176.66
Total equity		**102,088.11**	**61,728.24**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15	1,706.27	2,461.76
Provisions	16	1,552.51	1,110.31
Total non-current liabilities		**3,258.78**	**3,572.07**
Current liabilities			
Financial liabilities			
Borrowings	17	19,238.17	42,238.52
Current maturities of long-term debts	15	1,082.24	4,159.57
Trade payables	18		
- Total outstanding dues of micro enterprises and small enterprises		164.94	77.80
- Total outstanding dues of creditors other than micro enterprises and small enterprises		42,896.42	51,124.07
Other financial liabilities	19	4,485.48	6,553.55
Other current liabilities	20	25,509.94	50,639.03
Provisions	16	2,805.11	2,195.44
Current tax liabilities (net)	8	601.68	-
Total current liabilities		**96,783.98**	**156,987.98**
TOTAL EQUITY AND LIABILITIES		**202,130.87**	**222,288.29**

Notes 1 to 42 form an integral part of the standalone financial statements

This is the Standalone Balance Sheet referred to in our audit report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No: 109632

Place : Mumbai
Date : 22 May 2019

For and on behalf of the Board of Directors

Adun Saraban
Executive Vice Chairman
DIN: 01312769

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 22 May 2019

STATEMENT OF PROFIT AND LOSS for the 15 months period ended 31 March 2019

₹ lakhs

Particulars	Note No.	15 months ended 31 March 2019	Year ended 31 December 2017
Income			
Revenue from operations	21	228,345.92	187,292.02
Other income	22	2,263.60	3,423.69
Total income		**230,609.52**	**190,715.71**
Expenses			
Cost of construction materials consumed	23	74,775.36	54,351.72
Subcontracting expenses		48,559.21	42,597.64
Employee benefits expense	24	31,015.40	23,614.78
Finance costs	25	7,784.57	8,553.80
Depreciation and amortisation expense	3C	6,958.39	5,520.30
Other expenses	26	48,080.75	41,457.94
Total expenses		**217,173.68**	**176,096.18**
Profit before exceptional items and tax		**13,435.84**	**14,619.53**
Exceptional items	27	-	(2,183.94)
Profit before tax		**13,435.84**	**12,435.59**
Tax expense/ (credit)	8		
Current tax		5,347.44	5,144.47
Deferred tax		(99.00)	9.48
		5,248.44	**5,153.95**
Profit for the period / year (A)		**8,187.40**	**7,281.64**
Other comprehensive income (OCI)			
Items not to be reclassified subsequently to profit or loss			
- Loss on fair value of defined benefit plans as per actuarial valuation		(186.04)	(317.16)
- Tax effect on above		65.01	109.77
Items to be reclassified subsequently to profit or loss			
- Fair value change on designated cash flow hedges, net		-	18.38
- Impairment of investment carried at fair value		-	(0.26)
- Income tax effect on above		-	(6.36)
Other comprehensive loss for the period / year, net of tax (B)		**(121.03)**	**(195.63)**
Total comprehensive income for the period / year, net of tax (A+B)		**8,066.37**	**7,086.01**
Earnings per equity share of nominal value ₹ 1 each			
Basic and diluted (in ₹)	28	4.80	4.69

Notes 1 to 42 form an integral part of the standalone financial statements

This is the standalone statement of profit and loss referred to in our audit report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Rakesh R. Agarwal
Partner
Membership No: 109632

Adun Saraban
Executive Vice Chairman
DIN: 01312769

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 22 May 2019

Place : Mumbai
Date : 22 May 2019

CASH FLOW STATEMENT for the 15 months period ended 31 March 2019

₹ lakhs

	Particulars	15 months ended 31 March 2019	Year ended 31 December 2017
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net profit before tax	13,435.84	12,435.59
	Adjustments for		
	Depreciation and amortisation expense	6,958.39	5,520.30
	Finance costs	7,784.57	8,553.80
	Interest income	(997.90)	(2,476.92)
	Profit on sale of units of mutual funds	(198.39)	-
	Impairment allowance on financial assets	1,055.17	11,709.23
	Share of loss from unincorporated entities (net)	1,786.22	1,337.16
	Loss on disposal of property, plant and equipment (net)	548.73	657.80
	Excess provision no longer required written back	(487.69)	(9,393.43)
	Unrealised foreign exchange loss (net)	-	5.00
	Operating profit before working capital changes	**29,884.94**	**28,348.53**
	Adjustment for changes in working capital		
	Increase in Inventories	(3,473.17)	(969.13)
	Increase in trade receivables	(12,421.19)	(2,611.49)
	(Increase)/Decrease in financial and other assets	31,085.20	(43,682.30)
	Decrease in trade and other payables	(7,652.82)	(8,871.12)
	Increase/(Decrease) in other liabilities	(25,596.05)	25,838.07
	Cash generated/(used in) from operations	**11,826.91**	**(1,947.44)**
	Direct taxes (paid)/refund, net	(3,817.70)	236.51
	Net cash generated/(used in) from operating activities	**8,009.21**	**(1,710.93)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipment [Refer note (ii) below]	(9,325.00)	(9,808.98)
	Proceeds from disposal of property, plant and equipment	109.94	351.23
	Purchase of units of mutual funds	(24,700.00)	-
	Proceeds from sale of units of mutual funds	24,898.39	-
	Investments in / (proceeds from) bank deposits (maturity beyond three months)	(1,264.29)	21.20
	Interest received	529.18	1,484.52
	Net cash used in investing activities	**(9,751.78)**	**(7,952.03)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from issue of share capital (net of share issue expenses)	33,121.91	-
	Proceeds from non-current borrowings	1,412.30	2,672.00
	Repayment of non-current borrowings	(5,245.12)	(2,323.42)
	Proceeds from short term borrowings (net)	(23,000.35)	12,890.10
	Interest and other finance charges	(7,703.44)	(8,517.06)
	Dividend paid (including tax on distributed profits)	(827.35)	(560.23)

CASH FLOW STATEMENT for the 15 months period ended 31 March 2019

₹ lakhs

Particulars	15 months ended 31 March 2019	Year ended 31 December 2017
Net cash (used in)/generated from financing activities	**(2,242.05)**	**4,161.39**
Net decrease in cash and cash equivalents (A + B + C)	**(3,984.62)**	**(5,501.57)**
Cash and cash equivalents at the beginning of period / year	10,698.91	16,200.48
Cash and cash equivalents at the end of period / year (Refer note 12)	**6,714.29**	**10,698.91**

Note:

(i) The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows. Effective 1 January 2018, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement.

(ii) Additions to property, plant and equipment include movements of capital work-in-progress, capital advances and capital creditors respectively during the period.

Notes 1 to 42 form an integral part of the standalone financial statements

This is the standalone cash flow statement referred to in our audit report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No: 109632

Place : Mumbai
Date : 22 May 2019

For and on behalf of the Board of Directors

Adun Saraban
Executive Vice Chairman
DIN: 01312769

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 22 May 2019

STATEMENT OF CHANGES IN EQUITY as at and for the 15 months period ended 31 March 2019

a) Equity share capital

Particulars	Number	₹ lakhs
Equity shares of ₹ 1 each issued, subscribed and paid		
As at 1 January 2017	155,157,900	1,551.58
Issue of equity shares	-	-
As at 31 December 2017	**155,157,900**	**1,551.58**
Issue of equity shares [Refer notes 14(g) and 40]	16,629,684	166.30
As at 31 March 2019	**171,787,584**	**1,717.88**

b) Other equity

₹ lakhs

Particulars	Reserves and surplus			Other comprehensive income		Total equity attributable to equity holders
	Securities premium	General reserve	Retained earnings	Effective portion of cash flow hedge	Equity instruments at fair value through other comprehensive income	
As at 1 January 2017	**45,556.44**	**676.48**	**7,417.96**	**-**	**-**	**53,650.88**
Profit for the year	-	-	7,281.64	-	-	7,281.64
Payment of dividend and dividend distribution tax	-	-	(560.23)	-	-	(560.23)
Other comprehensive income/(loss) for the year	-	-	(207.39)	12.02	(0.26)	(195.63)
As at 31 December 2017	**45,556.44**	**676.48**	**13,931.98**	**12.02**	**(0.26)**	**60,176.66**
Profit for the period	-	-	8,187.40	-	-	8,187.40
Issue of equity shares (net of share issue expenses) [Refer notes 14(g) and 40]	32,955.60	-	-	-	-	32,955.60
Payment of dividend and dividend distribution tax	-	-	(828.40)	-	-	(828.40)
Other comprehensive income/(loss) for the period	-	-	(121.03)	-	-	(121.03)
As at 31 March 2019	**78,512.04**	**676.48**	**21,169.95**	**12.02**	**(0.26)**	**100,370.23**

Nature and purpose of reserves

(i) Securities premium

Securities premium is used to record the premium received on issue of shares. This account is utilised in accordance with the provisions of the Companies Act 2013 ('the Act').

(ii) General Reserve

Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of net profit to general reserve has been withdrawn.

(iii) Retained Earnings

Retained earnings represents the profits/losses that the Company has earned / incurred till date including gain / (loss) on fair value of defined benefits plans as adjusted for distributions to owners, transfer to other reserves etc.

(iv) Effective portion of cash flow hedge

The Company has recognised changes in the fair value of forward contracts that are designated and effective as hedges of future cash flows in OCI under hedge reserve, net of applicable deferred income taxes. Amounts accumulated under the hedging cash flow hedge reserve are reclassified to the statement of profit and loss in the same period during which the forecasted transaction affects to the statement of profit and loss.

(v) Other comprehensive income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within FVTOCI reserve within equity. The Company transfers amount from this reserve to retained earnings when the relevant equity securities are derecognised.

Notes 1 to 42 form an integral part of the standalone financial statements

This is the Standalone Statement of Changes in Equity referred to in our audit report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No: 109632

For and on behalf of the Board of Directors

Adun Saraban
Executive Vice Chairman
DIN: 01312769

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 22 May 2019

Place : Mumbai
Date : 22 May 2019

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 1 | Corporate Information

ITD Cementation India Limited ('ITD Cem' or 'the Company') is a public company domiciled in India and was incorporated in 1978 under the provisions of the erstwhile Companies Act, 1956. The Company having CIN L61000MH1978PLC020435, is engaged in construction of a wide variety of structures like maritime structures, Mass Rapid Transit Systems (MRTS), dams & tunnels, airports, highways, bridges & flyovers and other foundations and specialised engineering work. The activities of the Company comprise only one business segment viz Construction. Its shares are listed on two recognised stock exchanges in India - the BSE Limited and the National Stock Exchange of India Limited. The registered office of the Company is located at National Plastic Building, A. Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai 400057, India.

The standalone financial statements ("the financial statements") of the Company for the 15 months period ended 31 March 2019, were authorised for issue in accordance with the resolution of the Board of Directors on 22 May 2019.

Note 2.1 | Significant Accounting Policies

i. Basis of Preparation

The financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules as amended from time to time.

The financial statements have been prepared under the historical cost convention, with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency, and all values are rounded to the nearest lakhs (₹ 00,000), except when otherwise indicated.

The statement of cash flow has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

ii. Operating cycle for current and non-current classification:

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act. Operating cycle for the business activities of the Company covers the duration of the project/ contract/ service including the defect liability period, wherever applicable, and extends upto the realisation of receivables (including retention monies) within the credit period normally applicable to the respective project.

iii. Summary of change in accounting policy

During the 15 months period ended 31 March 2019, the Company has changed its accounting policy in respect of valuation of inventory of construction materials from first-in-first out to weighted average method, which Company believes is more preferable considering the nature of the inventory. The impact of change in policy has resulted in an increase in valuation of inventory of construction materials of the Company by ₹ 24.67 lakhs.

iv. Accounting Estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

v. Key accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

a. Contract estimates

The Company, being a part of construction industry, prepares budgets in respect of each project to compute project profitability. The two major components of contract estimate are 'claims arising during construction period' and 'budgeted costs to complete the contract'. While estimating these components various assumptions are considered by the management such as (i) Work will be executed in the manner expected so that the project is completed timely (ii) consumption norms will remain same (iii) Assets will operate at the same level of productivity as determined (iv) Wastage will not exceed the normal % as determined etc. (v) Estimates for contingencies (vi) There will be no change in design and the geological factors will be same as communicated; and (vii) Price escalations etc. Due to such complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

b. Recoverability of claims

The Company has claims in respect of cost over-run arising due to client caused delays, suspension of projects, deviation in design and change in scope of work etc., which are at various stages of negotiation/discussion with the clients or under arbitration. The realisability of these claims are estimated based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and external experts, wherever necessary. Changes in facts of the case or the legal framework may impact realisability of these claims.

c. Loans to subsidiaries/joint ventures

The Company has performed valuation for its investments in equity of certain subsidiaries and joint ventures for assessing whether there is any impairment in the fair value. When the fair value of investments in subsidiaries cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. Similar assessment is carried for exposure of the nature of loans and interest receivable thereon. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as expected earnings in future years, liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of these investments.

d. Deferred tax assets

In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

e. **Defined benefit plans**

The cost and present value of the gratuity obligation and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

f. **Provisions and contingent liabilities**

A provision is recognised when the Company has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. Contingent assets are disclosed where an inflow of economic benefits is probable.

vi. **Fair value measurement**

The Company measures financial instruments, at fair value at each balance sheet date. (Refer note 34)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, In the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

vii. Property, Plant and Equipment

Property, Plant and Equipment is stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

viii. Capital work-in-progress

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost and other direct expenditure.

ix. Intangible Assets

Intangible assets are stated at cost, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably, less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets mainly comprise of license fees and implementation cost for software and other application software acquired for in-house use.

x. Depreciation and amortisation

Depreciation is provided for property, plant and equipment so as to expense the cost less residual value over their estimated useful lives on a straight line basis.

Intangible assets are amortised from the date they are available for use, over their estimated useful lives. The estimated useful lives are as mentioned below:

Asset category	Useful life (in years)	Basis of determination of useful lives^
Buildings	60	Assessed to be in line with Schedule II to the Act.
Leasehold improvements	Lease period or 5 years, whichever is lower	Assessed to be in line with Schedule II to the Act.
Leasehold buildings	Lease period or 60 years, whichever is lower	Assessed to be in line with Schedule II to the Act.
Plant and equipment (including tools and equipment)	3 to 21	Based on technical evaluation by management's expert.
Vehicles	8	Assessed to be in line with Schedule II to the Act.
Office equipment	5	Assessed to be in line with Schedule II to the Act.
Furniture and fixtures	10	Assessed to be in line with Schedule II to the Act.
Computers	3 to 6	Assessed to be in line with Schedule II to the Act.
Intangible (Computer software)	5	Assessed to be in line with Schedule II to the Act.

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^ Useful lives of asset classes determined by management estimate, which are generally higher than those prescribed under Schedule II to the Act and are supported by the internal technical assessment of useful lives.

The estimated useful life and residual values are reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation on additions is provided on a pro-rata basis, from the date on which asset is ready to use.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are accounted in the Statement of Profit and Loss under Other income and Other expenses.

xi. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a. Financial Assets

(i) Initial Recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date i.e., the date that the Company commits to purchase or sell the asset.

(ii) Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

- Financial Assets Measured at Fair Value

Financial assets are measured at fair value through Other Comprehensive Income ('OCI') if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVPL.

(iii) Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies the Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) during the period is recognised as income/expense in the Statement of Profit and Loss.

(iv) De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

b. Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

(i) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

(ii) Financial Liabilities

(i) Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

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(ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below :

- **Financial liabilities at FVPL**

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation. Amortisation is recognised as finance income in the Statement of Profit and Loss.

- **Financial liabilities at amortised cost**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

- **Derivative financial instruments**

The Company uses derivative financial instruments i.e. foreign exchange forward and options contracts to manage its exposure to foreign exchange risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The Company uses hedging instruments that are governed by the policies of the Company.

Hedge Accounting

The Company uses foreign currency forward and options contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles. These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated and effective as hedges of future cash flows are recognized directly in OCI and accumulated under the hedging cash flow hedge reserve, net of applicable deferred income taxes and the ineffective portion is recognized immediately to the statement of profit and loss. Amounts accumulated under the hedging cash flow hedge reserve are reclassified to the statement of profit and loss in the same period during which the forecasted transaction affects to the statement of profit and loss. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognized under the hedging cash flow hedge reserve is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognized under the hedging cash flow hedge reserve is immediately transferred to the statement of profit and loss.

- **De-recognition of Financial Liabilities**

  Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

c. **Offsetting Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

xii. **Employee Benefits**

a. **Defined Contribution Plan**

Contributions to defined contribution schemes such as superannuation scheme, employees' state insurance, labour welfare are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

b. **Defined Benefit Plan**

In respect of certain employees, provident fund contributions are made to a trust administered by the Company. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by Central Government under Employees Provident Fund and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The contribution paid or payable including the interest shortfall, if any, is recognised as an expense in the period in which services are rendered by the employee. Accordingly the Provident Fund is treated as a defined benefit plan. Further, the pattern of investments for investible funds is as prescribed by the Government. Accordingly, other related disclosures in respect of provident fund have not been made.

The Company also provides for gratuity which is a defined benefit plan, the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur. Re-measurement recognised in OCI are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment.

c. **Leave entitlement and compensated absences**

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the Statement of Profit and Loss in the period in which they occur.

d. **Short-term Benefits**

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

xiii. Inventories

a. Construction materials are valued at lower of cost and net realisable value. Cost is determined on a weighted average method and comprises the purchase price including duties and taxes (other than those subsequently recoverable by the Company from the taxing authorities). Net Realisable value is the estimated selling price in the ordinary course of business, less the estimated cost necessary to make the sale.

b. Spares that are of regular use are charged to the statement of profit and loss as and when consumed.

xiv. Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand and short-term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

xv. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating result of the whole Company as one segment of “Construction”. Thus, as defined in Ind AS 108 “Operating Segments”, the Company’s entire business falls under this one operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

xvi. Foreign Exchange Translation of Foreign Projects and Accounting of Foreign Exchange Transaction

a. Initial Recognition

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b. Conversion

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

c. Treatment of Exchange Difference

Exchange differences arising on settlement/ restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

xvii. Revenue Recognition

a. Accounting of Construction Contracts

Revenue from construction contracts is recognised on the basis of percentage completion method. The stage of completion of a contract is determined by the proportion that contract costs incurred for work performed upto the reporting date bear to the estimated total contract costs. Contract revenue earned in excess of certification has been classified as “Unbilled work-in-progress” under Other Financial Asset will change and certification in excess of contract revenue has been classified as “Due to customer” under Other Current Liabilities in the financial statements.

In addition, if it is expected that the contract will make a loss, the estimated loss is immediately provided for in the books of account.

Advance payments received from contractee for which no services are rendered are presented as ‘Advances from contractee’.

b. **Share of profit and loss from unincorporated entities in the nature of Subsidiary, Joint Venture or Joint Operations**

In case of Unincorporated Entities in the nature of subsidiary / joint venture, share of profit and loss are recognised in the Statement of Profit and Loss as and when the right to receive the profit share or obligation to settle the loss is established.

In case of Unincorporated Entities in the nature of a Joint Operation; the Company recognises its direct right to the assets, liabilities, contingent liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.

c. **Accounting for Claims**

Amounts recoverable in respect of the price and other escalation, bonus claims adjudication and variation in contract work required for performance of the contract to the extent that it is probable that they will result in revenue.

d. **Other Income**

a. **Interest Income**

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable Effective Interest Rate (EIR).

b. **Other Income**

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

xviii. Income Taxes

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the period. Current and deferred taxes are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

a. **Current Taxes**

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

b. **Deferred Taxes**

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

xix. Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership over the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where the lease payments are structured to increase in line with expected general inflation. Assets acquired on finance lease are capitalised at fair value or present value of minimum lease payment at the inception of the lease, whichever is lower.

xx. Impairment of non-financial assets

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and

- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

xxi. Earnings Per Share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

xxii. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

Contingent assets are disclosed where an inflow of economic resources is probable.

xxiii. Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

Note 2.2 | Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS's which Company has not adopted as they are effective from 1 April 2019.

1. Ind AS - 115 Revenue from Contract with Customers

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for reporting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1 April 2019.

The standard permits two possible methods of transition:

i) Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

ii) Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (cumulative catch - up approach)

The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant

2. **Ind AS - 116 Leases**

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. Ind AS 116 will come into force from 1 April 2019. The Company is evaluating the requirement of the new Ind AS and the impact on the financial statements. The effect on adoption of Ind AS 116 is expected to be insignificant.

3. **Ind AS 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)**

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

4. **Ind AS 23 – Borrowing Costs**

The amendment clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

5. **Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements**

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

Note 3 | Property, plant and equipment

3A Tangible Assets

(₹ lakhs)

	Freehold land	Buildings	Leasehold buildings	Leasehold improvements	Plant and equipment	Furniture and fixtures	Office equipment	Computers	Vehicles	Total
Gross carrying value (at deemed cost)										
As at 1 January 2017	**549.92**	**1,133.03**	**528.18**	**195.58**	**38,649.89**	**42.74**	**176.04**	**201.63**	**287.31**	**41,764.32**
Additions	-	-	623.68	66.22	7,980.04	12.86	34.77	193.50	75.95	8,987.02
Disposals	-	-	-	-	(1,218.00)	(12.38)	(13.59)	(0.19)	(11.74)	(1,255.90)
As at 31 December 2017	**549.92**	**1,133.03**	**1,151.86**	**261.80**	**45,411.93**	**43.22**	**197.22**	**394.94**	**351.52**	**49,495.44**
Additions	-	-	-	249.21	8,483.74	28.76	42.08	492.81	61.47	9,358.07
Disposals	-	-	-	-	(1,826.09)	-	-	-	(35.23)	(1,861.32)
As at 31 March 2019	**549.92**	**1,133.03**	**1,151.86**	**511.01**	**52,069.58**	**71.98**	**239.30**	**887.75**	**377.76**	**56,992.19**
Accumulated depreciation										
As at 1 January 2017	**-**	**18.86**	**0.23**	**32.47**	**3,426.19**	**8.34**	**56.05**	**-**	**40.19**	**3,582.33**
Depreciation charge	-	19.39	15.06	40.79	5,201.37	5.87	67.63	101.34	68.85	5,520.30
Accumulated depreciation on disposals	-	-	-	-	(243.99)	-	-	-	(2.88)	(246.87)
As at 31 December 2017	**-**	**38.25**	**15.29**	**73.26**	**8,383.57**	**14.21**	**123.68**	**101.34**	**106.16**	**8,855.76**
Depreciation charge	-	24.18	22.80	61.87	6,515.26	6.59	26.80	156.60	107.44	6,921.54
Accumulated depreciation on disposals	-	-	-	-	(1,172.76)	-	-	-	(29.89)	(1,202.65)
As at 31 March 2019	**-**	**62.43**	**38.09**	**135.13**	**13,726.07**	**20.80**	**150.48**	**257.94**	**183.71**	**14,574.65**
Net carrying value										
As at 31 December 2017	549.92	1,094.78	1,136.57	188.54	37,028.36	29.01	73.54	293.60	245.36	**40,639.68**
As at 31 March 2019	**549.92**	**1,070.60**	**1,113.77**	**375.88**	**38,343.51**	**51.18**	**88.82**	**629.81**	**194.05**	**42,417.54**

Notes:

(i) Refer notes 15 and 17 for information of Property, plant and equipment pledged as security against borrowings of the Company.

(ii) Refer note 29(B) for disclosure of contractual commitments for acquisition of Property, plant and equipment.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

3B Intangible assets - Computer software

	(₹ lakhs) Total
Gross carrying value	
As at 1 January 2017	**-**
Additions	-
Disposals	-
As at 31 December 2017	**-**
Additions	808.84
Disposals	-
As at 31 March 2019	**808.84**
Accumulated amortisation	
As at 1 January 2017	**-**
Amortisation charge	-
Amortisation on disposal of assets	-
As at 31 December 2017	**-**
Amortisation charge	36.85
Amortisation on disposal of assets	-
As at 31 March 2019	**36.85**
Net carrying value	
As at 31 December 2017	-
As at 31 March 2019	**771.99**

3C Depreciation and amortisation expense

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
a) Depreciation of tangible assets	6,921.54	5,520.30
b) Amortisation of intangible assets	36.85	-
Total depreciation and amortisation expense	**6,958.39**	**5,520.30**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 4 | Investments in subsidiary and joint ventures

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non - current	5.00	5.00
(i) Investment in equity instruments of subsidiary at cost		
(ii) Deemed investment in unincorporated entities (joint ventures)	57.49	57.49
Total non-current investments	**62.49**	**62.49**

Note 4.1 Detailed list of non-current investments

(i) Investments in equity of subsidiary at cost, unquoted		
ITD Cementation Projects India Limited	5.00	5.00
50,000 (31 December 2017: 50,000) equity shares of ₹ 10 each, fully paid up		
	5.00	**5.00**
(ii) Deemed investments in unincorporated entities, unquoted		
a) Unincorporated entities classified as subsidiaries *		
ITD Cemindia JV	-	-
ITD Cem-Maytas Consortium	-	-
	-	**-**
b) Unincorporated entities classified as Joint Ventures *		
ITD - ITDCem JV ^	57.49	57.49
ITD - ITDCem JV (Consortium of ITD - ITD Cementation)	-	-
CEC-ITD Cem-TPL JV	-	-
^ Represents fair value of financial guarantee	**57.49**	**57.49**
Total non-current investments	**62.49**	**62.49**
* Being unincorporated entities, the Company does not require to have any investment in these entities as per the joint venture agreement.		
Details:		
Aggregate value of non-current investments is as follows:		
(i) Aggregate carrying value of unquoted investments	62.49	62.49
(ii) Aggregate value of quoted investments and market value thereof	-	-
(iii) Aggregate value of Impairment of investments	-	-
(i) Investments carried at deemed cost	62.49	62.49
(ii) Investments carried at amortised cost	-	-
(iii) Investments carried at fair value through profit and loss	-	-

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 5 | Trade receivables

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Trade receivables	309.00	309.00
Total non-current trade receivables	**309.00**	**309.00**
Current		
Trade receivables	33,692.69	22,388.38
[Including retention ₹ 14,688.36 lakhs (31 December 2017 : ₹ 13,348.98 lakhs)]		
Total current trade receivables	**33,692.69**	**22,388.38**
Total trade receivables	**34,001.69**	**22,697.38**
Break-up of security details		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	31,121.38	22,697.38
Trade receivables which have significant increase in credit risk (Refer note 36)	2,880.31	-
Trade receivables - credit impaired	4,109.45	4,816.95
Total	**38,111.14**	**27,514.33**
Loss allowance	(4,109.45)	(4,816.95)
Total trade receivables	**34,001.69**	**22,697.38**

Notes:

(i) Includes ₹ 436.92 lakhs (31 December 2017 : ₹ 301.30 lakhs) receivables from related parties (Refer note 35)

(ii) There are no trade receivables due from any director or any officer of the Company, either severally or jointly with any other person, or from any firms or private companies in which any director is a partner, a director or a member.

(iii) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days

Note 6 | Loans

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Security deposits	228.31	225.29
Total non-current loans	**228.31**	**225.29**
Current		
Security deposits	2,942.38	2,403.30
Receivable from unincorporated entities (Refer note 35)	43,776.87	56,022.99
Total current loans	**46,719.25**	**58,426.29**
Total loans	**46,947.56**	**58,651.58**
Break-up of security details		
Loans considered good - secured	-	-
Loans considered good - unsecured	46,947.56	58,651.58
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	63.79	63.36
Total	**47,011.35**	**58,714.94**
Loss allowance	(63.79)	(63.36)
Total loans	**46,947.56**	**58,651.58**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 7 | Other financial assets

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Bank deposits with maturity of more than 12 months	-	39.00
Total non-current financial assets	**-**	**39.00**
Current		
Unbilled work-in-progress (Refer note 36)	31,912.48	48,186.75
Interest accrued on deposits	49.75	27.27
Employee advances	9.50	12.86
Foreign currency forward contract ^	-	1,478.73
Others	-	24.70
	31,971.73	**49,730.31**
Less: impairment allowance	(57.08)	(119.21)
Total current financial assets	**31,914.65**	**49,611.10**
Total other financial assets	**31,914.65**	**49,650.10**

^ Financial assets carried at fair value through other comprehensive income

Note 8 | Income tax (liabilities)/ assets

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
i.	**The following table provides the details of income tax assets and liabilities:**		
	a) Income tax assets	10,309.21	8,148.52
	b) Current income tax liabilities	(10,910.89)	(7,220.46)
	Net income tax (liabilities)/assets	**(601.68)**	**928.06**
ii.	**The gross movement in the current tax asset:**		
	Net current income tax assets at the beginning	928.06	6,309.04
	Income tax paid/(refund), net	3,817.70	(236.51)
	Current income tax expense	(5,347.44)	(5,144.47)
	Net current income tax (liabilities)/ assets at the end	**(601.68)**	**928.06**
iii.	**Income tax expense in the Statement of Profit and Loss comprises:**		
	Current income taxes	5,347.44	5,144.47
	Deferred income taxes	(99.00)	9.48
	Income tax expenses (net) in Statement of Profit and Loss	**5,248.44**	**5,153.95**
	Deferred income tax credit in Other Comprehensive Income	(65.01)	(103.41)
	Income tax expenses (net)	**5,183.43**	**5,050.54**
iv.	**A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is as below:**		
	Profit before income tax	13,435.84	12,435.59
	Applicable income tax rate	34.944%	34.608%
	Computed expected tax expense	**4,695.02**	**4,303.71**
	Effect of expenses not allowed for tax purpose	550.57	691.05
	Tax adjustments for earlier years	-	159.19
	Effect of change in tax rate	2.85	-
	Income tax expense charged to the Statement of Profit and Loss	**5,248.44**	**5,153.95**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
v.	**Components of deferred income tax assets and liabilities arising on account of temporary differences are:**		
(a)	**Deferred tax assets**		
	Impairment allowance on financial assets	1,457.83	1,730.22
	Provision for employee benefits	2,037.51	1,719.09
	Others	17.14	229.04
		3,512.48	**3,678.35**
(b)	**Deferred tax liability**		
	Timing difference on depreciation and amortisation of tangible and intangible assets	3,054.49	3,384.37
		3,054.49	**3,384.37**
	Deferred tax assets (net) [a-b]	**457.99**	**293.98**

vi. Movement in deferred tax assets/(liabilities)

₹ lakhs

	Impairment allowance on financial assets	Provision for employee benefits	Timing difference on depreciation and amortisation of tangible and intangible assets	Others	Total
At 1 January 2017	**2,289.09**	**1,471.44**	**(3,708.74)**	**148.27**	**200.06**
(Charged) / credited					
- to profit or loss	(558.87)	137.88	324.37	87.13	(9.49)
- to other comprehensive income	-	109.77	-	(6.36)	103.41
At 31 December 2017	**1,730.22**	**1,719.09**	**(3,384.37)**	**229.04**	**293.98**
(Charged) / credited					
- to profit or loss	(272.39)	253.41	329.88	(211.90)	99.00
- to other comprehensive income	-	65.01	-	-	65.01
At 31 March 2019	**1,457.83**	**2,037.51**	**(3,054.49)**	**17.14**	**457.99**

Note 9 | Other assets

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Capital advances	331.56	855.89
Balances with government authorities	10,959.84	18,434.58
Prepaid expenses	37.09	78.69
Total other non-current assets	**11,328.49**	**19,369.16**
Current		
Advance to suppliers and subcontractors	3,808.86	1,527.08
Balances with government authorities	4,547.42	2,674.95
Prepaid expenses	1,671.67	1,211.11
	10,027.95	**5,413.14**
Total other assets	**21,356.44**	**24,782.30**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 10 | Inventories

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Construction materials	13,894.02	10,370.42
Spares	1,539.61	1,590.04
Total inventories	**15,433.63**	**11,960.46**

Note 11 | Current investments

Investments in equity instruments at fair value through other comprehensive income

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
AVR Infra Private Limited	0.26	0.26
2,600 (31 December 2017: 2,600) equity shares of ₹ 10 each, fully paid.		
Less: impairment allowance	(0.26)	(0.26)
Total current investments	**-**	**-**

Note 12 | Cash and cash equivalents

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Balances with banks		
- in current accounts	6,202.24	2,532.97
- in deposit account with original maturity upto 3 months	480.00	8,100.00
Cash on hand	32.05	65.94
Total cash and cash equivalents	**6,714.29**	**10,698.91**

Note 13 | Other bank balances

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Bank deposits with maturity of more than 3 months and less than 12 months	1,040.00	-
Earmarked balances with banks for:		
Bank deposits with maturity of more than 3 months but less than 12 months (Refer note 13.1 below)	465.69	242.45
Balances with bank for unclaimed dividend (Refer note 13.2 below)	8.51	7.46
Total other bank balances	**1,514.20**	**249.91**

Note 13.1 Earmarked against bank guarantees taken by the Company.

Note 13.2 There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at each reporting period.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 14 | Equity Share capital

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Authorised share capital		
300,000,000 Equity shares of ₹ 1 each	3,000.00	3,000.00
(31 December 2017: 300,000,000)		
45,000,000 Redeemable preference shares of ₹ 10 each	4,500.00	4,500.00
(31 December 2017: 45,000,000)		
Total authorised share capital	**7,500.00**	**7,500.00**
Issued equity share capital:		
171,812,844 Equity shares of ₹ 1 each	1,718.13	1,551.83
(31 December 2017:155,183,160)		
Total issued equity share capital	**1,718.13**	**1,551.83**
Subscribed and fully paid-up equity share capital:		
171,787,584 Equity shares of ₹ 1 each fully paid up	1,717.88	1,551.58
(31 December 2017:155,157,900)		
Total subscribed and paid-up equity share capital	**1,717.88**	**1,551.58**

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

	Number	₹ lakhs
As at 1 January 2017	**155,157,900**	**1,551.58**
Issued during the year	-	-
As at 31 December 2017	**155,157,900**	**1,551.58**
Issued during the 15 months period [Refer note 14(g) and Note 40]	16,629,684	166.30
As at 31 March 2019	**171,787,584**	**1,717.88**

b. Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts,if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shares held by holding company

	As at 31 March 2019		As at 31 December 2017	
Equity shares of ₹ 1 each	**% held**	**No. of shares**	**% held**	**No. of shares**
Italian-Thai Development Public Company Limited, Thailand	46.64%	80,113,180	51.63%	80,113,180

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

d. Shareholding of more than 5%:

Name of the Shareholder	% held	No. of shares	% held	No. of shares
Promoter				
Italian-Thai Development Public Company Limited, Thailand	46.64%	80,113,180	51.63%	80,113,180
Non-promoter				
Reliance Capital Trustee Co. Limited	7.40%	12,709,384	6.04%	9,376,105
Franklin Templeton Mutual Fund	5.06%	8,700,000	-	-

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

e. Bonus shares/ buy back/shares for consideration other than cash issued during past five years:

(i) Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash - Nil

(ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares - Nil

(iii) Aggregate number and class of shares bought back - Nil

f. Out of the total issued capital, 25,260 (31 December 2017: 25,260) equity shares of ₹1 each have been kept in abeyance pending final settlement of rights issues.

g. Pursuant to the approval of the Qualified Institutional Placement ('QIP') Committee constituted by the Board of Directors, at its meeting held on 30 January 2018, the Company issued 16,629,684 equity shares of ₹ 1 each, at an issue price of ₹ 202.55 per equity share (of which ₹ 201.55 per share is towards securities premium) aggregating ₹ 33,683.42 lakhs to Qualified Institutionals Buyers in accordance with Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended and Section 42 of the Companies Act, 2013, as amended, and the rules made thereunder. Share issue expenses of ₹ 561.52 lakhs have been charged off against securities premium (Refer note 41)

h. The Board of Directors of the Company has recommended equity dividend of ₹ 0.40 per share (31 December 2017: ₹ 0.40 per share) for the 15 months period ended 31 March 2019.

Note 15 | Borrowings

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current portion:		
Secured		
(A) Plant loans		
(i) From Banks (Refer note 15.1)	1,534.48	1,205.30
(ii) From Others (Refer note 15.2)	171.79	1,144.74
(B) Vehicle loans from banks (Refer note 15.3)	-	111.72
Total non-current borrowings	**1,706.27**	**2,461.76**
Current maturities of long-term debt		
Secured		
(A) Rupee term loans		
(i) From Banks (Refer note 15.4)	-	2,650.00
(B) Plant loans		
(i) From Banks (Refer note 15.1)	765.53	752.10
(ii) From Others (Refer note 15.2)	316.71	699.42
(C) Vehicle loans from banks (Refer note 15.3)	-	58.05
Total current maturities of long-term debt	**1,082.24**	**4,159.57**
Total borrowings	**2,788.51**	**6,621.33**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Terms of repayment and details of security

Note 15.1 - Plant loans from banks

Loans obtained for purchase of construction equipment carry interest rate ranging from 9.65% p.a. to 11.03% p.a. and are repayable in 36 to 58 monthly installments. These loans are secured by first and exclusive charge on specific equipment financed by the banks.

Note 15.2 - Plant loans from others

Loans obtained for purchase of construction equipment carry interest rate ranging from 11.00% p.a. to 12.50% p.a. and are repayable in 46 to 47 monthly installments. These loans are secured by first and exclusive charge on specific equipment financed by the financial institution.

Note 15.3 - Vehicle loans from banks

Loans obtained for purchase of vehicles carry interest rate ranging from 9.50% p.a. to 10.50% p.a. and have been fully repaid in the 15 months period ended 31 March 2019. These loans were secured by hypothecation of the vehicles purchased out of these loans.

Note 15.4 - Rupee term loan from banks

Loan obtained from bank carried an interest rate of 10.50% p.a. and has been fully repaid in the 15 months period ended 31 March 2019. This loan was secured by hypothecation of Kolkata area depot land.

Note 15.5 - Net debt reconciliation

An analysis of net debts and the movement in net debts for each of the reporting period is as follows:

₹ lakhs

	As at 31 March 2019	**As at 31 December 2017**
Cash and cash equivalents	6,714.29	10,698.91
Non-current borrowings	(2,800.06)	(6,636.19)
Current borrowings	(19,238.17)	(42,253.76)
Net debts	**(15,323.94)**	**(38,191.04)**

₹ lakhs

	Other assets	**Liabilities from financing activities**		**Total**
	Cash and Cash equivalents	**Non-current borrowings**	**Current borrowings**	
Net debt as at 1 January 2018	**10,698.91**	**(6,636.19)**	**(42,253.76)**	**(38,191.04)**
Cash flows	(3,984.62)	3,832.82	23,000.35	22,848.55
Interest expense	-	(422.81)	(3,353.06)	(3,775.87)
Interest paid	-	426.12	3,368.30	3,794.42
Net debt as at 31 March 2019	**6,714.29**	**(2,800.06)**	**(19,238.17)**	**(15,323.94)**
Net debt as at 1 January 2017	16,200.48	(6,278.85)	(29,348.43)	(19,426.80)
Cash flows	(5,501.57)	(348.58)	(12,890.10)	(18,740.25)
Interest expense	-	(665.67)	(4,631.60)	(5,297.27)
Interest paid	-	656.91	4,616.37	5,273.28
Net debt as at 31 December 2017	10,698.91	(6,636.19)	(42,253.76)	(38,191.04)

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 16 | Provisions

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Provision for employee benefits (Refer note 33)		
- Leave entitlement and compensated absences	1,552.51	1,110.31
Total non-current provisions	**1,552.51**	**1,110.31**
Current		
Provision for employee benefits (Refer note 33)		
- Gratuity	2,602.24	2,051.00
- Leave entitlement and compensated absences	202.87	144.44
Total current provisions	**2,805.11**	**2,195.44**
Total provisions	**4,357.62**	**3,305.75**

Note 17 | Current borrowings

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
I. Secured		
Loan repayable on demand from banks		
- Cash credit facilities (Refer note 17.1)	1,238.79	12,977.26
- Working capital demand loans (Refer note 17.2)	7,999.38	11,761.26
	9,238.17	**24,738.52**
II. Unsecured		
- Working capital demand loan (Refer note 17.3)	5,000.00	-
- Commercial paper from others (Refer note 17.4)	5,000.00	17,500.00
	10,000.00	**17,500.00**
Total current borrowings (I+II)	**19,238.17**	**42,238.52**

Note 17.1 Cash credit facilities (secured) :

Cash credit facilities availed from consortium bankers carry interest rates ranging from 9.85% p.a. to 13.25% p.a. and are secured by first pari passu charge on the current assets and movable plant and machinery other than those charged in favour of Plant loans. These facilities are repayable on demand.

Note 17.2 Working capital demand loans :

Working capital demand loans carry interest rates ranging from 8.20% p.a. to 12.00% p.a. and are secured by first pari passu charge on the current assets and movable plant and machinery other than those charged in favour of Plant loans. These facilities are repayable on demand.

Note 17.3 Working capital demand loans (unsecured) :

Working capital demand loan carries an interest rate of 10.30% p.a. These facilities are repayable on demand.

Note 17.4 Commercial paper (unsecured) :

Commercial Paper carry interest rate ranging between 9.00% p.a. to 10.00% p.a.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 18 | Trade payables

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
- Total outstanding dues of micro enterprises and small enterprises (Refer note 18.1)	164.94	77.80
- Total outstanding dues of creditors other than micro enterprises and small enterprises	42,896.42	51,124.07
Total trade payables	**43,061.36**	**51,201.87**

Note 18.1 : Dues to micro and small enterprise

The dues to micro and small enterprises as required under the Micro, Small and Medium Enterprises Development ('MSME') Act, 2006 to the extent information available with the Company is given below:

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
a)	The principal amount and the interest due thereon remaining unpaid to supplier as at the end of period / year:		
	- Principal amount due to micro and small enterprises	164.94	77.80
	- Interest due	8.41	2.47
b)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the accounting period / year	-	-
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act, 2006.	21.04	18.57
d)	The amount of interest accrued and remaining unpaid at the end of the accounting period / year.	29.45	21.04
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	29.45	21.04

Note 18.2 Trade payables are normally non-interest bearing and settled as per the payment terms stated in the contract.

Note 19 | Other financial liabilities

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Current		
Interest accrued but not due	125.62	52.89
Interest accrued and due	29.45	21.04
Unpaid dividends ^	8.51	7.46
Amount due to related parties (Refer note 35)	233.55	246.66
Liability for capital goods	188.80	1,006.26
Employee related dues	3,292.81	3,263.03
Foreign currency forward contract ^^	10.82	1,497.60
Others	595.92	458.61
Total other financial liabilities	**4,485.48**	**6,553.55**

^ Not due for credit to Investor Education and Protection Fund

^^ Financial liability carried at fair value through profit and loss

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 20 | Other Current Liabilities

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Advance from contractees	13,370.30	29,989.63
Due to customers	11,035.72	19,838.60
Statutory dues payable	779.54	515.98
Others liabilities	324.38	294.82
Total other current liabilities	**25,509.94**	**50,639.03**

Note 21 | Revenue from operations

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Contract revenue	223,915.59	186,629.79
Other operating revenues		
Plant hire income		
- from related parties (Refer note 35)	2,563.86	662.23
- from others	93.10	-
Share of profit from unincorporated entities (Refer note 35)	1,773.37	-
Total revenue from operations	**228,345.92**	**187,292.02**

Note 22 | Other income

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Interest income on		
- bank deposits	142.30	1,015.51
- financial assets carried at amortised cost	115.57	890.38
- income tax refund	187.22	244.43
- sales tax refund	330.68	103.56
- others	222.13	223.04
	997.90	**2,476.92**
Other non-operating income		
- Excess provision no longer required written back	487.69	345.20
- Insurance claim	453.95	387.85
- Profit on sale of units of mutual funds	198.39	-
- Miscellaneous	125.67	213.72
	1,265.70	**946.77**
Total other income	**2,263.60**	**3,423.69**

Note 23 | Cost of construction materials consumed

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Stock at beginning of the period / year	10,370.42	9,697.33
Add: Purchases	78,298.96	55,024.81
	88,669.38	**64,722.14**
Less: Stock at the end of the period / year	(13,894.02)	(10,370.42)
Total cost of construction materials consumed	**74,775.36**	**54,351.72**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 24 | Employee benefits expense

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Salaries and wages	27,726.55	21,456.66
Contribution to provident and other funds (Refer note 33)	2,069.50	1,710.34
Gratuity (Refer note 33)	1,115.20	380.02
Staff welfare	104.15	67.76
Total employee benefits expense	**31,015.40**	**23,614.78**

Note 25 | Finance costs

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Interest expense on:		
- Cash credit facilities	2,726.65	3,318.56
- Term loans	422.81	665.67
- Commercial papers	626.41	1,313.04
- Advance from contractees	329.70	414.88
- Letter of credit	626.45	255.88
- Others	45.58	26.40
	4,777.60	**5,994.43**
Other borrowing costs		
- Bank charges and guarantee commission	3,006.97	2,559.37
Total finance costs	**7,784.57**	**8,553.80**

Note 26 | Other expenses

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Plant hire expenses	10,244.89	5,159.38
Power and fuel	10,018.97	8,235.82
Rates and taxes	388.64	8,554.12
Travelling expenses	1,109.82	1,108.13
Site transport and conveyance	3,564.23	2,140.20
Repairs and maintenance:		
- Plant and machinery	934.64	1,015.41
- Others	339.73	195.70
Insurance	1,273.87	1,005.34
Professional fees	3,518.25	2,118.53
Rent (Refer note 26.1)	3,043.41	2,458.76
Share of loss from unincorporated entities (Refer note 35)	3,559.59	1,337.16
Consumption of spares	2,088.77	1,868.01
Security charges	1,028.72	779.11
Temporary site installations	623.28	384.82
Postage, telephone and telegram	182.43	185.32
Auditor remuneration (Refer note 26.2)	119.10	81.32
Impairment allowance on financial assets (net)	1,055.17	477.06
Water charges	404.37	597.07
Printing and stationery	182.76	154.46
Infotech expenses	485.90	237.68
Royalty expense (Refer note 35)	1,119.58	933.15
Exchange loss (net)	29.88	5.00
Directors' sitting fees (Refer note 35)	33.05	11.00
Corporate Social Responsibility (CSR) expenses (Refer note 26.3)	108.16	-
Loss on disposal of property, plant and equipment (net)	548.73	657.80
Miscellaneous expenses	2,074.81	1,757.59
Total other expenses	**48,080.75**	**41,457.94**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 26.1: The Company has taken various residential/commercial premises and construction equipment on cancellable operating lease. These lease agreements are normally renewed on expiry. Rental expenses in the Statement of Profit and Loss for the 15 months period includes lease payments towards premises ₹ 2,284.41 lakhs (31 December 2017 - ₹ 1,906.76 lakhs).

The Company, in addition to above, has taken commercial premises on leases (non-cancellable operating leases). The future minimum lease payments in respect of which as at 31 March 2019 are as follows:

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Minimum lease rental payments		
- Payable not later than one year	643.80	600.30
- Payable later than one year and not later than five years	1,470.62	2,264.18
	2,114.42	**2,864.48**

These leases have no escalation clauses.

Rental expenses in the Statement of Profit and Loss for the 15 months period ended 31 March 2019 includes ₹ 759.00 lakhs (31 December 2017 - ₹ 552.00 lakhs) towards such non-cancellable leases.

General descriptions of non-cancellable lease terms :

- Lease rentals are charged on the basis of agreed terms.
- Assets are taken on lease over a period of 3-5 years.
- The Company did not sublease any of its assets and hence did not receive any sub lease payments during the current or previous period.

Note 26.2: Auditor Remuneration

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
- Audit fees	57.00	38.10
- Tax audit fee (including tax accounts)	12.00	11.00
- Limited review	18.00	15.78
- Certification fees	28.40 ^	14.39
- Reimbursement of out of pocket expenses	3.70	2.05
	119.10	**81.32**

^ excludes ₹ 30.00 lakhs towards fees for certifications relating to QIP, which has been charged off against Securities Premium.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 26.3: CSR expenditure

As per the Section 135 of the Companies Act, 2013 every year the Company is required to spend at least 2% of its average net profit made during the immediately three preceding financial years on the Corporate Social Responsibility (CSR) activities. Following is the information regarding projects undertaken and expenses incurred on CSR activities.

a. Gross amount required to be spent by the Company during the 15 months period ended 31 March 2019: ₹ 89.87 lakhs (Year ended 31 December 2017: Nil)

b. Amount spent during the 15 months period on CSR activities: ₹ 108.16 lakhs (Year ended 31 December 2017: Nil) the details of which is as given below:

₹ lakhs

	15 months ended 31 March 2019			Year ended 31 December 2017		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
Construction/acquisition of any asset	48.70	-	48.70	-	-	-
On purposes other than above	59.46	-	59.46	-	-	-
Total CSR expenditure	**108.16**	**-**	**108.16**	**-**	**-**	**-**

Note 27 | Exceptional item

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Non-current trade receivables and non-current other financial assets written off	-	11,232.17
Provisions no longer required written back	-	(9,048.23)
	-	**2,183.94**

Note 28 | Earnings per share (EPS)

Basic and diluted EPS

		15 months ended 31 March 2019	Year ended 31 December 2017
Profit computation for basic earnings per share of ₹ 1 each			
Net profit as per the Statement of Profit and Loss available for equity shareholders	(₹ lakhs)	8,187.40	7,281.64
Weighted average number of equity shares for EPS computation	(Nos.)	170,727,670	155,157,900
EPS - Basic and Diluted EPS	(₹)	4.80	4.69

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 29 | Contingent liabilities and commitments

A. Contingent liabilities

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
(i)	Guarantees given by banks in respect of contracting commitments in the normal course of business		
	- for the Company	24,811.39	41,742.08
	- for unincorporated entities (Refer note 35)	66,383.18	80,847.99
(ii)	Corporate Guarantee given to bank on behalf of unincorporated entities (Refer note 35)	162,215.00	138,500.00
(iii)	Letter of credit limit utilized by unincorporated entities (Refer note 35)	390.17	760.53
(iv)	Claims against the Company not acknowledged as debts (Refer notes below)	8,693.35	11,945.77
(v)	Sales Tax matters pending in appeals	4,654.53	3,525.28
(vi)	Income Tax matters pending in appeals	813.16	813.16
(vii)	Excise duty and service tax matters pending in appeals	4,068.82	51.70

(viii) Provident Fund

Based on the judgement by the Honorable Supreme Court dated 28 February 2019, past provident fund liability, is not determinable at present, in view of uncertainty on the applicability of the judgement to the Company with respect to timing and the components of its compensation structure. In absence of further clarification, the Company has been legally advised to await further developments in this matter to reasonably assess the implications on its financial statements, if any.

Notes

(i) The Company has a number of claims on customers for price escalation and / or variation in contract work. In certain cases which are currently under arbitration, the customers have raised counter-claims. The Company has received legal advice that none of the counter-claims are legally tenable. Accordingly no provision is considered necessary in respect of these counter claims.

(ii) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. Future cash outflows in respect of the above are determinable only on receipt of judgments/ decisions pending with various forums/ authorities. The Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.

B. Commitments

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Capital commitment (net of advances)	1,796.12	639.92

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 30 | Disclosure in accordance with Ind AS 11- Construction Contracts

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Contract revenue for the period / year	223,915.59	186,629.79
Aggregate amount of cost incurred and recognized profits less recognized losses up to the reporting date on contract under progress	727,946.24	669,487.63
Advances received from customers	13,370.30	29,989.63
Retention money	14,688.36	13,348.98
Gross amount due from contractee for contract work (net of retention)	51,168.73	57,415.94
Gross amount due to contractee for contract work	11,035.72	19,838.60

Note 31 | Segment reporting

The Company is principally engaged in a single business segment viz. "Construction". Also refer note 38(ii)(b) for information on revenue from major customers.

Note 32 | Interests in other entities

Unincorporated entities (Joint Ventures)

Name of the entity	Proportion of effective interest		Description of interest	Principal place of Business	Principal activities
	31 March 2019	31 December 2017			
ITD - ITD Cem JV	49%	49%	Co-venturer	India	Construction
ITD - ITDCem JV (Consortium of ITD - ITD Cementation)	40%	40%	Co-venturer	India	Construction
CEC-ITD Cem-TPL JV	60% ^	60% ^	Co-venturer	India	Construction

^ Though the Company's effective interest in the joint venture exceeds 50%, the entity has been classified as a joint venture. The management has assessed whether or not the Company has control over the entity based on whether the Company has practical ability to direct relevant activities unilaterally. In this case, based on specific joint venture agreement, the management concluded that the Company does not have practical ability to direct the relevant activities unilaterally but has such ability along with the other co-venturer.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 33 | Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'

A Defined benefit obligations - Gratuity

The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age.

₹ lakhs

		15 months ended 31 March 2019	Year ended 31 December 2017
a)	**Changes in defined benefit obligations**		
	Present value of obligation as at the beginning of the period / year	3,836.36	3,272.28
	Interest cost	411.77	238.88
	Current service cost	424.49	258.81
	Past service cost	454.13	0.48
	Remeasurements - Net actuarial (gains)/ losses	185.66	331.01
	Benefits paid from the fund	(523.05)	(265.10)
	Present value of obligation as at the end of the period / year	**4,789.36**	**3,836.36**
b)	**Changes in fair value of plan assets**		
	Plan assets at the beginning of the period / year	1,785.36	1,618.47
	Interest income	175.19	118.15
	Contribution by employer	750.00	299.99
	Benefits paid from the fund	(523.05)	(265.10)
	Return on plan assets (excluding interest income)	(0.38)	13.85
	Fair value of plan assets at the end of the period / year	**2,187.12**	**1,785.36**
c)	**Expenses recognised in the Statement of Profit and Loss**		
	Interest cost	236.58	120.73
	Current service cost	424.49	258.81
	Past service cost	454.13	0.48
	Total	**1,115.20**	**380.02**
d)	**Remeasurement losses recognised in Other Comprehensive Income**		
	Actuarial changes arising from changes in financial assumptions	185.66	331.01
	Return on plan assets	0.38	(13.85)
	Total	**186.04**	**317.16**

		31 March 2019	31 December 2017
e)	**Actuarial assumptions**		
	Expected rate on plan assets	7.76% p.a.	7.85% p.a.
	Discount rate	7.76% p.a.	7.85% p.a.
	Salary escalation rate (over a long-term)	6.00% p.a.	6.00% p.a.
	Mortality rate	Indian assured lives mortality (2006-08)	Indian assured lives mortality (2006-08)
	Attrition rate :		
	- For ages 44 years and below	5.00% p.a.	5.00% p.a.
	- For ages 45 years and above	2.50% p.a.	2.50% p.a.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

f) Quantities sensitivity analysis for significant assumption is as below:

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation, keeping all other actuarial assumptions constant. The significant actuarial assumptions are discount rate and salary escalation rate.

The methods and type of assumption used in preparing the sensitivity analysis did not change compared to previous year.

₹ lakhs

		31 March 2019	31 December 2017
		1% increase	
i.	Discount rate	(312.65)	(258.72)
ii.	Salary escalation rate	364.77	303.04
iii.	Attrition rate	40.15	36.32
		1% decrease	
i.	Discount rate	362.00	300.46
ii.	Salary escalation rate	(320.29)	(265.24)
iii.	Attrition rate	(44.50)	(40.37)

The sensitivity analysis presented above may not be representative of the actual charge in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as the assumptions may be correlated.

₹ lakhs

		31 March 2019	31 December 2017
g)	**Maturity analysis of defined benefit obligation**	595.05	429.81
	Within the next 12 months		
	Between 2 and 5 years	732.37	602.60
	6 to 10 years	727.58	618.36
	Total expected payments	**2,055.00**	**1,650.77**

B Defined benefit obligations - Provident Fund

In accordance with The Employees' Provident Fund and Miscellaneous Provision Act, 1952, all eligible employees of the Company are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly to "ITD Cementation India Limited Workmen Provident Fund", a Trust set up by the Company to manage the investments and distribute the amounts to employees at the time of separation from the Company or retirement, whichever is earlier. This plan is a defined obligation plan as the Company is obligated to provide its members a rate of return which should, at a minimum, meet the interest rate declared by Government administered provident fund. A part of the Company's contribution is transferred to Government administered pension fund. The contributions made by the Company and the shortfall of interest, if any, are recognised as an expense in the Statement of Profit and Loss under "Employee benefits expense".

In accordance with an actuarial valuation of provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the assumptions as mentioned below, there is no deficiency in the interest cost as the present value of the expected future earnings of the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest of Government administered provident fund.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

The details of fund and plan assets are given below:

₹ lakhs

	As at 31 March 2019
Fair value of plan assets	23,873.77
Present value of defined benefit obligations	22,959.71
Net excess	**914.06**

The plan assets have been primarily invested in government securities and corporate bonds.

The principal assumptions used in determining the present value obligation of interest guarantee under the deterministic approach are as follows:

	As at 31 March 2019
Discount rate	7.76% p.a.
Average remaining tenure of investment portfolio	6.42 years
Guaranteed rate of return	8.65% p.a.

During the 15 months period ended 31 March 2019, the company has contributed ₹ 1,308.72 lakhs (Year ended 31 December 2017: ₹ 1,132.64 lakhs)

C Defined contribution plans

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
a)	The Company has recognised the following amounts in the Statement of Profit and Loss:		
	Contribution to superannuation fund	760.78	577.70
		760.78	**577.70**

b) The expenses for leave entitlement and compensated absences is recognized in the same manner as gratuity and provision of ₹ 615.74 lakhs (31 December 2017: ₹ 225.11 lakhs) has been made during the 15 months period ended 31 March 2019.

D Current/ non-current classification

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Gratuity		
Current	2,602.24	2,051.00
	2,602.24	**2,051.00**
Leave entitlement and compensated absences		
Current	202.87	144.44
Non-current	1,552.51	1,110.31
	1,755.38	**1,254.75**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Note 34 | Financial instruments

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

(a) Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments.

(b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

A Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31 March 2019 were as follows:

₹ lakhs

Particulars	Refer note	Amortised cost	Fair value through Profit or Loss	Fair value through Other Comprehensive Income	Derivative Instruments in hedging relationship	Total carrying value
Assets:						
Trade receivables	5	34,001.69	-	-	-	34,001.69
Loans	6	46,947.56	-	-	-	46,947.56
Other financial assets	7	31,914.65	-	-	-	31,914.65
Cash and cash equivalents	12	6,714.29	-	-	-	6,714.29
Other bank balances	13	1,514.20	-	-	-	1,514.20
Liabilities:						
Borrowings	15,17	22,026.68	-	-	-	22,026.68
Trade payables	18	43,061.36	-	-	-	43,061.36
Other financial liabilities	19	4,474.66	-	-	10.82	4,485.48

The carrying value and fair value of financial instruments by categories as at 31 December 2017 were as follows:

₹ lakhs

Particulars	Refer note	Amortised cost	Fair value through Profit or Loss	Fair value through Other Comprehensive Income	Derivative Instruments in hedging relationship	Total carrying value
Assets:						
Trade receivables	5	22,697.38	-	-	-	22,697.38
Loans	6	58,651.58	-	-	-	58,651.58
Other financial assets	7	48,171.37	-	-	1,478.73	49,650.10
Cash and cash equivalents	12	10,698.91	-	-	-	10,698.91
Other bank balances	13	249.91	-	-	-	249.91
Liabilities:						
Borrowings	15,17	48,859.85	-	-	-	48,859.85
Trade payables	18	51,201.87	-	-	-	51,201.87
Other financial liabilities	19	5,055.95	-	-	1497.60	6,553.55

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

B Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis for each of the reporting period:

₹ lakhs

Particulars	31 March 2019			31 December 2017		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Liabilities						
Foreign currency forward contract	-	10.82	-	-	18.87	-

Note 35 | Disclosure in accordance with Ind AS 24 - Related Party Disclosures

A) Names of related parties and description of relationship

a) Enterprise where control exists

i) Holding Company

Italian-Thai Development Public Company Limited

ii) Subsidiary Company

ITD Cementation Projects India Limited

b) Other related parties with whom the Company had transactions

i) Unincorporated entities - treated as subsidiary

ITD Cemindia JV

ITD Cem-Maytas Consortium

ii) Unincorporated entities - treated as joint venture

ITD - ITD Cem JV

ITD - ITDCem JV (Consortium of ITD - ITD Cementation)

CEC-ITD Cem-TPL JV

iii) Key Managerial Personnel ('KMP')

Mr. Adun Saraban - Managing Director (upto 22 April 2019) and Executive Vice Chairman (w.e.f. 23 April 2019)

Mr. Jayanta Basu - Whole time Director (upto 22 April 2019) and Managing Director (w.e.f. 23 April 2019)

Mr. S. Ramnath – Chief Financial Officer (retired on 15 July 2017)

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

Mr. Prasad Patwardhan – Chief Financial Officer (w.e.f. 16 July 2017)

Mr. Rahul Neogi - Company Secretary (w.e.f. 1 February 2017)

Mr. R C Daga – Company Secretary (retired on 31 January 2017)

Mr. D.E.Udwadia - Independent Director (resigned on 29 March 2019)

Mr. D.P. Roy - Independent Director

Ms. Ramola Mahajani - Independent Director

Mr. Sunil Shah Sigh - Independent Director (w.e.f. 22 February 2018)

Mr. Pankaj Jain - Independent Director (w.e.f. 31 October 2018)

Mr. P. Chakornbundit - Whole time Director (resigned on 31 March 2019)

iv) Entities where KMP has significant influence

M/s Udwadia & Co. (upto 29 March 2019)

Transactions with related parties:

₹ lakhs

B) Nature of Transactions	Relationship	As at 31 March 2019	As at 31 December 2017
Contract Revenue			
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	3,419.15	2,179.06
Royalty expense			
Italian-Thai Development Public Company Limited	Holding Company	1,119.58	933.15
Other operating revenue - plant hire income			
ITD Cemindia JV	Unincorporated entity (subsidiary)	2,410.85	534.76
ITD-ITDCem JV	Unincorporated entity (joint venture)	153.01	127.47
		2,563.86	**662.23**
Share of profit from unincorporated entities			
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	1,649.06	-
ITD Cem-Maytas Consortium	Unincorporated entity (subsidiary)	124.31	-
		1,773.37	**-**
Purchases of property, plant and equipments			
ITD Cemindia JV	Unincorporated entity (subsidiary)	1,422.33	-
ITD-ITDCem JV	Unincorporated entity (joint venture)	221.49	412.69
		1,643.82	**412.69**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

B) Nature of Transactions	Relationship	As at 31 March 2019	As at 31 December 2017
Sale of Construction materials and spares			
ITD Cemindia JV	Unincorporated entity (subsidiary)	-	4.72
Purchases of Construction materials and spares			
ITD Cemindia JV	Unincorporated entity (subsidiary)	2.76	-
Remuneration			
Mr. Adun Saraban	Key Managerial Personnel	192.74	146.37
Mr. Jayanta Basu	Key Managerial Personnel	39.70	-
Mr. S. Ramnath	Key Managerial Personnel	-	54.86
Mr. Prasad Patwardhan	Key Managerial Personnel	118.93	39.60
Mr. Rahul Neogi	Key Managerial Personnel	71.48	45.60
Mr. R. C. Daga	Key Managerial Personnel	-	4.73
		422.85	**291.16**
Director sitting fees			
Mr. D. E. Udwadia	Key Managerial Personnel	10.85	5.10
Mr. D. P. Roy	Key Managerial Personnel	8.60	3.60
Ms. Ramola Mahajani	Key Managerial Personnel	5.60	2.30
Mr. Sunil Shah Singh	Key Managerial Personnel	7.00	-
Mr. Pankaj Jain	Key Managerial Personnel	1.00	-
		33.05	**11.00**
Professional fees			
M/s Udwadia & Co.	Entities where KMP has significant influence	27.55	15.16
Share of loss from unincorporated entities			
ITD Cemindia JV	Unincorporated entity (subsidiary)	(1,895.98)	43.81
ITD Cem-Maytas Consortium	Unincorporated entity (subsidiary)	-	1.69
ITD-ITDCem JV	Unincorporated entity (joint venture)	(1,573.42)	(1,382.23)
ITD-ITDCem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	(90.19)	(0.43)
		(3,559.59)	**(1,337.16)**

All the transactions have been undertaken at arm's length price

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

C) Outstanding balances:	Relationship	As at 31 March 2019	As at 31 December 2017
Creditors for capital expenses			
ITD-ITDCem JV	Unincorporated entity (joint venture)	-	79.70
Balances - payable			
Italian-Thai Development Public Company Limited	Holding Company	201.36	246.66
ITD Cem-Maytas Consortium	Unincorporated entity (subsidiary)	32.19	-
		233.55	**246.66**
Balances - receivable			
ITD Cemindia JV	Unincorporated entity (subsidiary)	13,254.92	19,305.97
ITD-ITDCem JV	Unincorporated entity (joint venture)	28,235.03	35,888.17
ITD-ITDCem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	603.02	671.20
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	1,649.06	81.21
ITD Cem-Maytas Consortium	Unincorporated entity (subsidiary)	-	76.44
ITD Cementation Projects India Limited	Subsidiary	34.84	-
		43,776.87	**56,022.99**
Trade receivable			
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	436.92	301.30
Corporate guarantee issued on behalf of			
ITD-ITD Cem JV	Unincorporated entity (joint venture)	45,715.00	77,500.00
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	51,000.00	51,000.00
ITD Cemindia JV	Unincorporated entity (subsidiary)	65,500.00	10,000.00
		162,215.00	**138,500.00**
Letter of credit limit utilized			
ITD-ITDCem JV	Unincorporated entity (joint venture)	390.17	760.53
Bank guarantee issued on behalf of			
ITD Cemindia JV	Unincorporated entity (subsidiary)	32,261.45	30,478.97
ITD Cem-Maytas Consortium	Unincorporated entity (subsidiary)	1,614.72	1,140.86
ITD-ITDCem JV	Unincorporated entity (joint venture)	15,526.41	32,051.13
ITD-ITDCem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	-	196.43
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	16,980.60	16,980.60
		66,383.18	**80,847.99**

Note 36 | Current trade receivables and unbilled work-in-progress as at 31 March 2019 include amounts aggregating ₹ 2,880.31 lakhs and ₹ 1,422.20 lakhs, respectively, receivable from a customer. The Company has been actively negotiating for realization of its dues and based on the progress of the negotiation/discussion is reasonably confident of their recovery.

Note 37 | During the 15 months period ended, the Company received a complaint regarding alleged irregularities in the disposal of scrap materials. Based on the findings of an internal Management investigation and a separate independent external forensic investigation which was directed by the the Audit Committee of the Board, some employees of the Company were found to have engaged in/participated with others in unauthorised, improper and unethical activities/practices to the detrimental of the Company including non-observance/disregard of the Company's applicable policies in relation to disposal of scrap over the last 3 year; resulting in a loss of the Company estimated at ₹ 365 lakhs. The Company has taken action against these employees by terminating their employment and is also taking necessary steps to recover the above loss to the extent possible. Based on Management assessment, no adjustments are however required to be made to the Company's financial statements for the 15 months period ended 31 March 2019.

Note 38 | Financial risk management objectives and policies

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

i Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Major financial instruments affected by market risk includes loans and borrowings.

a Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's total debt obligations with floating interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Increase in basis points	50 basis points	
Effect on profit before tax, decrease by	6.19	64.89
Decrease in basis points	50 basis points	
Effect on profit before tax, increase by	6.19	64.89

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

b Foreign currency risk

The Company has several balances in foreign currency and consequently the Company is exposed to foreign exchange risk. The exchange rate between the rupee and foreign currencies has changed substantially in recent years, which has affected the results of the Company, and may fluctuate substantially in the future. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The following table analyses foreign currency risk from financial instruments as at 31 March 2019:

(In lakhs)

	Euro	Total
Trade payables	3.92	3.92

The following table analyses foreign currency risk from financial instruments as at 31 December 2017:

(In lakhs)

	Euro	Total
Trade payables	19.15	19.15

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

During the 15 months period to mitigate the Company's exposure to foreign currency risk, non-INR cash flows are monitored and forward exchange contracts are entered into in accordance with the Company's risk management policies. Generally, the Company's risk management procedures distinguish short-term foreign currency cash flows (due within 6 months) from longer-term cash flows (due after 6 months).

The following table gives details in respect of outstanding foreign exchange forward contracts:

	As at 31 March 2019		As at 31 December 2017	
	In euro lakhs	**₹ lakhs**	**In euro lakhs**	**₹ lakhs**
Forward contracts	3.92	317.60	19.15	1,497.60

The foreign exchange forward contracts mature within 6 months. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date:

(Euro in lakhs)

	As at 31 March 2019	**As at 31 December 2017**
Not later than one month	3.92	8.88
Later than one month and not later than three months	-	10.27

Sensitivity analysis

The Company's exposure in foreign currency is not material and hence the impact of any significant fluctuation in the exchange rates is not expected to have a material impact on the operating profits of the Company.

c **Equity price risk**

The Company's exposure in equity securities as at 31 March 2019 is ₹ 5 lakhs (31 December 2017 ₹ 5 lakhs) and as a result the impact of any price change will not have a material effect on the profit or loss of the Company.

ii **Credit risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. The maximum exposure of the financial assets are contributed by trade receivables and other financial assets.

a **Trade receivable**

Trade receivables are typically unsecured and are derived from revenue earned from two main classes of trade receivables i.e receivables from sale to government corporations and receivables from sales to private third parties. A substantial portion of the Company's trade receivables are from government promoted corporations customers having strong credit worthiness.

Particulars	**As at 31 March 2019**		**As at 31 December 2017**	
	₹ lakhs	**%**	**₹ lakhs**	**%**
Receivable from government corporations	20,849.17	61%	11,294.87	50%
Receivable from private parties	13,152.52	39%	11,402.51	50%
Total trade receivable	**34,001.69**	**100%**	**22,697.38**	**100%**

b **Financial assets other than trade receivables**

Financial assets other than trade receivables comprise of cash and cash equivalents, other bank balances, loan to employees and other financial assets. The Company monitors the credit exposure on these financial assets on a case-to-case basis. Based on the Company's historical experience, the credit risk on other financial assets is also low.

The following table gives details in respect of contract revenues generated from the top customer and top 5 customers for each of the reporting period:

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

	15 months ended 31 March 2019		Year ended 31 December 2017	
	₹ lakhs	% of Revenue	₹ lakhs	% of Revenue
Revenue from top customer	44,710	20.0%	25,617	13.7%
Revenue from top five customers	121,146	54.1%	68,325	36.6%

For the 15 months period ended 31 March 2019, One (31 December 2017: One) customer, individually, accounted for more than 10% of the revenue.

The movement of the allowance for lifetime expected credit loss is stated below: ^

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Balance at the beginning of the period / year	182.12	613.57
Balance at the end of the period / year	118.00	182.12

^ The Company has written off ₹ 1,824.38 lakhs (31 December 2017: ₹ 13,323.35 lakhs) towards amounts not considered recoverable from trade receivables and unbilled work-in-progress during the 15 months period ended 31 March 2019.

iii Liquidity risk

Liquidity is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the contractual maturities of significant financial liabilities:

₹ lakhs

Particulars	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
As at 31 March 2019 Borrowings (including current maturities of long term borrowings)	14,238.17	6,082.24	1,706.27	-	22,026.68
Trade payables	-	43,061.36	-	-	43,061.36
Interest accrued	29.45	125.62	-	-	155.07
Other financial liabilities	-	4,330.41	-	-	4,330.41
Total	**14,267.62**	**53,599.63**	**1,706.27**	**-**	**69,573.52**
As at 31 December 2017					
Borrowings (including current maturities of long term borrowings)	24,738.52	21,659.57	2,461.76	-	48,859.85
Trade payables	-	51,201.87	-	-	51,201.87
Interest accrued	21.04	52.89	-	-	73.93
Other financial liabilities	-	6,479.62	-	-	6,479.62
Total	**24,759.56**	**79,393.95**	**2,461.76**	**-**	**106,615.27**

Note 39 | Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The aim is to maintain an optimal capital structure and minimise cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with others in the industry, the Company monitors its capital using the gearing ratio which is total debt divided by total capital (equity).

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the 15 months period ended 31 March 2019

	As at 31 March 2019	As at 31 December 2017
Total debt (₹ lakhs)	22,026.68	48,859.85
Total equity (₹ lakhs)	102,088.11	61,728.24
Total debts to equity ratio (Gearing ratio)	**0.22**	**0.79**

In the long run, the Company's strategy is to maintain a gearing ratio of less than 0.5.

Note 40 | Money raised through Qualified Institutional Placement ("QIP") and its utilisation

During the 15 months period ended, the Company has completed the QIP and raised a total amount of ₹ 33,683.42 lakhs by issuing 16,629,684 equity shares of ₹ 1 each at a premium of ₹ 201.55 per share. The details of proceeds through QIP and its utilisation as on 31 March 2019 are as under:

(a) Amount raised through QIP

	₹ lakhs
Gross proceeds from QIP	33,683.42
(16,629,684 shares issued at premium of ₹ 201.55 each, Face value ₹ 1 each)	
Less: Share issue expenses	(561.52)
Net proceeds from QIP	**33,121.90**

(b) Use of proceeds from QIP

₹ lakhs

Particulars	Amount disclosed in offer document	Amount utilised
Long term working capital and capital expenditure	32,993.42	33,121.90
Share issue expenses	690.00	561.52
	33,683.42	**33,683.42**

Note 41 | Change in accounting year

Pursuant to the resolution of the Board of Directors of the Company dated 22 February 2018, approving the change in financial year of the Company from January- December to April- March, the current financial statements of the Company have been prepared for a period of 15 months ended 31 March 2019 ('current period'). Accordingly, the figures for the 15 months period ended are not comparable with figures for the year ended 31 December 2017 ('previous year') presented in the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement, Statement of Changes in Equity and related notes.

Note 42 | Previous year figures have been regrouped or reclassified, to conform to the 15 months period's presentation wherever considered necessary.

This is a summary of significant accounting policies and other explanatory information referred to in our audit report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No: 109632

Place : Mumbai
Date : 22 May 2019

For and on behalf of the Board of Directors

Adun Saraban
Executive Vice Chairman
DIN: 01312769

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 22 May 2019

INDEPENDENT AUDITOR'S REPORT

To
The Members of
ITD Cementation India Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of ITD Cementation India Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its joint ventures, which comprise the Consolidated Balance Sheet as at 31 March 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the fifteen months period then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs (consolidated financial position) of the Group as at 31 March 2019, and its consolidated profit (consolidated financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the fifteen months period ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to the Note 35 to the consolidated financial statements, which describe the uncertainty related to the recoverability of Holding Company's current trade receivables and unbilled work-in-progress (other current financial assets) aggregating ₹ 2,880.31 lakhs and ₹ 1,422.20 lakhs, respectively, outstanding as at 31 March 2019, representing receivable from a customer presently facing liquidity constraints. Management based on the progress of the discussions/negotiations with the customer, is confident of realising these receivables in full and accordingly no adjustments have been made in the consolidated financial statement. Our report is not modified in respect of this matter.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

6. The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its joint ventures in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors /management of the companies included in the Group, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

7. In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group and its joint ventures are responsible for assessing the ability of the Group and its joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

8. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

10. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group (companies covered under the Act) has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

13. As required by section 197(16) of the Act, based on our audit and on the consideration of the report of the other auditor, we report that the Holding Company paid remuneration to their directors during the fifteen months period ended 31 March 2019, in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that one (1) subsidiary company covered under the Act, has not paid or provided for any managerial remuneration during the fifteen months period ended 31 March 2019.

14. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the report of the other auditor on the separate financial statements and other financial information of the subsidiary, we report, to the extent applicable, that:

    a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of other auditor.

    c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

    d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;

    e) the matter described in paragraph 4 of the Emphasis of matter paragraph, in our opinion, may have an adverse on the functioning of the Holding Company;

f) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the report of the other statutory auditor of its subsidiary company covered under the Act, none of the directors of the Group companies covered under the Act, are disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, and its subsidiary company, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I'; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the other financial information of the subsidiaries and joint ventures:

   i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its joint ventures as detailed in Notes 29(iv) to 29 (viii), 35 and 36 to the consolidated financial statements.;

   ii. provision has been made in these consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses if any, on long-term contracts including derivative contracts as at 31 March 2019;

   iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the fifteen months period ended 31 March 2019. Further, there were no amounts that were required to be transferred to the Investor Education and Protection Fund by the subsidiary company during the fifteen months period ended 31 March 2019; and

   iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No.: 109632

Place: Mumbai
Date: 22 May 2019

Annexure I to the Independent Auditor's Report of even date to the members of ITD Cementation India Limited on the consolidated financial statements for the fifteen months period ended 31 March 2019

Annexure I

Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of ITD Cementation India Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its joint ventures as at and for the fifteen months period ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Holding Company and its one subsidiary, which are companies covered under the Act, as at that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its one subsidiary are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the IFCoFR of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report, is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Holding Company and its one subsidiary, as aforesaid.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of

management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the report of the other auditor on IFCoFR of the subsidiary, the Holding Company and its one subsidiary, which are the companies covered under the Act, have, in all material respects, adequate IFCoFR and such controls were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No.: 109632

Place: Mumbai
Date: 22 May 2019

CONSOLIDATED BALANCE SHEET

as at 31 March 2019

₹ lakhs

Particulars	Note No.	As at 31 March 2019	As at 31 December 2017
ASSETS			
Non-current assets			
Property, plant and equipment	3A	52,171.28	46,175.25
Capital work-in-progress		734.82	3,849.03
Intangible assets	3B	771.99	-
Investments in joint ventures	4	57.49	57.49
Financial assets			
Trade receivables	5	309.00	309.00
Loans	6	238.31	225.29
Other financial assets	7	-	39.00
Income tax assets (net)	8	1,936.33	1,108.26
Deferred tax assets (net)	8	521.27	293.98
Other non-current assets	9	11,653.58	20,278.69
Total non-current assets		**68,394.07**	**72,335.99**
Current assets			
Inventories	10	24,609.06	15,741.70
Financial assets			
Investments	11	-	-
Trade receivables	5	43,650.22	23,985.01
Cash and cash equivalents	12	8,953.46	11,324.89
Other bank balances	13	1,917.50	253.41
Loans	6	33,384.56	40,025.29
Other financial assets	7	60,876.37	66,804.53
Other current assets	9	17,943.94	9,125.50
Total current assets		**191,335.11**	**167,260.33**
TOTAL ASSETS		**259,729.18**	**239,596.32**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,717.88	1,551.58
Other equity		100,369.37	60,176.02
Total equity attributable to equity holders of the parent		**102,087.25**	**61,727.60**
Non-controlling interest		216.97	88.31
Total equity		**102,304.22**	**61,815.91**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15	1,706.27	2,461.76
Provisions	16	1,552.51	1,110.31
Deferred tax liabilities (net)	8	-	123.37
Total non-current liabilities		**3,258.78**	**3,695.44**
Current liabilities			
Financial liabilities			
Borrowings	17	50,440.95	42,238.52
Current maturities of long term debts	15	1,082.24	4,159.57
Trade payables	18		
- Total outstanding dues of micro enterprises and small enterprises		169.14	77.80
- Total outstanding dues of creditors other than micro enterprises and small enterprises		55,749.08	62,092.82
Other financial liabilities	19	6,334.35	7,597.53
Other current liabilities	20	36,904.58	55,723.29
Provisions	16	2,805.11	2,195.44
Current tax liabilities (net)	8	680.73	-
Total current liabilities		**154,166.18**	**174,084.97**
TOTAL EQUITY AND LIABILITIES		**259,729.18**	**239,596.32**

Notes 1 to 41 form an integral part of the consolidated financial statements

This is the Consolidated Balance Sheet referred to in our audit report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No: 109632

Place : Mumbai
Date : 22 May 2019

For and on behalf of the Board of Directors

Adun Saraban
Executive Vice Chairman
DIN: 01312769

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 22 May 2019

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the 15 months period ended 31 March 2019

₹ lakhs

Particulars	Note No.	15 months ended 31 March 2019	Year ended 31 December 2017
Income			
Revenue from operations	21	316,506.94	206,050.89
Other income	22	2,434.02	3,526.06
Total income		**318,940.96**	**209,576.95**
Expenses			
Cost of construction materials consumed	23	119,555.97	62,241.54
Subcontracting expenses		67,272.95	46,336.03
Employee benefits expense	24	39,810.71	25,737.01
Finance costs	25	12,432.31	8,757.67
Depreciation and amortisation expense	3C	8,244.86	5,774.33
Other expenses	26	58,159.35	44,589.63
Total expenses		**305,476.15**	**193,436.21**
Profit before share of loss of joint ventures, exceptional items and tax		**13,464.81**	**16,140.74**
Share of loss from joint ventures		(14.55)	(1,382.66)
Profit before exceptional items and tax		**13,450.26**	**14,758.08**
Exceptional items	27	-	(2,183.94)
Profit before tax		**13,450.26**	**12,574.14**
Tax expense	8		
Current tax		5,420.07	5,149.34
Deferred tax		(285.65)	132.21
		5,134.42	**5,281.55**
Profit for the period / year (A)		**8,315.84**	**7,292.59**
Other comprehensive income (OCI)			
Items that will not be reclassified subsequently to profit or loss			
- Loss on fair value of defined benefit plans as per actuarial valuation		(186.04)	(317.16)
- Tax effect on above		65.01	109.77
Items that will be reclassified subsequently to profit or loss			
- Fair value change on designated cash flow hedges, net		-	18.38
- Impairment of investment carried at fair value		-	(0.26)
- Tax effect on above		-	(6.36)
Other comprehensive loss for the period / year, net of tax (B)		**(121.03)**	**(195.63)**
Total comprehensive income for the period / year, net of tax (A+B)		**8,194.81**	**7,096.96**
Net profit for the period / year attributable to:			
Owners of the parent		8,187.18	7,281.55
Non-controlling interest		128.66	11.04
		8,315.84	**7,292.59**
Other comprehensive income for the period / year attributable to:			
Owners of the parent		(121.03)	(195.63)
Non-controlling interest		-	-
		(121.03)	**(195.63)**
Total comprehensive income for the period / year attributable to:			
Owners of the parent		8,066.15	7,085.92
Non-controlling interest		128.66	11.04
		8,194.81	**7,096.96**
Earnings per equity share of nominal value ₹ 1 each			
Basic and diluted (in ₹)	28	4.80	4.69

Notes 1 to 41 form an integral part of the consolidated financial statements

This is the Consolidated Statement of Profit and Loss referred to in our audit report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No: 109632

Place : Mumbai
Date : 22 May 2019

For and on behalf of the Board of Directors

Adun Saraban
Executive Vice Chairman
DIN: 01312769

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 22 May 2019

CONSOLIDATED CASH FLOW STATEMENT

for the 15 months period ended 31 March 2019

₹ lakhs

	Particulars	15 months ended 31 March 2019	Year ended 31 December 2017
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net profit before tax	13,450.26	12,574.14
	Adjustments for		
	Depreciation and amortisation expense	8,244.86	5,774.33
	Finance costs	12,432.31	8,757.67
	Interest income	(1,117.82)	(2,333.45)
	Profit on sale of units of mutual funds	(198.39)	-
	Impairment allowance on financial assets	1,055.17	11,709.23
	Share of loss from unincorporated entities (net)	14.55	1,382.66
	Loss on disposal of property, plant and equipment (net)	506.26	657.57
	Excess provision no longer required written back	(538.19)	(9,393.43)
	Unrealised foreign exchange gain (net)	-	(15.95)
	Operating profit before working capital changes	**33,849.01**	**29,112.77**
	Adjustment for changes in working capital		
	Increase in Inventories	(8,867.36)	(4,683.92)
	Increase in trade receivables	(20,782.08)	(3,278.50)
	Decrease / (Increase) in financial and other assets	12,324.60	(45,027.25)
	Decrease in trade and other payables	(5,714.21)	10,165.93
	Increase/(Decrease) in financial and other liabilities	(18,654.46)	20,115.67
	Cash (used in)/generated from operations	**(7,844.50)**	**6,404.70**
	Direct taxes (paid)/refund, net	(5,567.41)	415.30
	Net cash (used in)/generated from operating activities	**(13,411.91)**	**6,820.00**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipment [Refer note (ii) below]	(13,901.52)	(17,422.76)
	Proceeds from disposal of property, plant and equipment	1,423.82	352.31
	Purchase of units of mutual funds	(24,700.00)	-
	Proceeds from sale of units of mutual funds	24,898.39	-
	Investments in / (proceeds from) bank deposits (maturity beyond three months)	(1,663.04)	21.07
	Interest received	629.79	1,341.31
	Net cash used in investing activities	**(13,312.56)**	**(15,708.07)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from issue of share capital (net of share issue expenses)	33,121.90	-
	Proceeds from long-term borrowings	1,412.30	2,672.00
	Repayment of long-term borrowings	(5,245.10)	(2,323.42)
	Proceeds from short term borrowings (net)	8,202.43	12,890.10
	Interest and other finance costs	(12,311.14)	(8,720.95)
	Dividend paid (including tax on distributed profits)	(827.35)	(560.23)

CONSOLIDATED CASH FLOW STATEMENT

for the 15 months period ended 31 March 2019

₹ lakhs

Particulars	15 months ended 31 March 2019	Year ended 31 December 2017
Net cash generated from financing activities	**24,353.04**	**3,957.50**
Net decrease in cash and cash equivalents (A + B + C)	**(2,371.43)**	**(4,930.57)**
Cash and cash equivalents at the beginning of period / year	11,324.89	16,255.46
Cash and cash equivalents at the end of period / year (Refer note 12)	**8,953.46**	**11,324.89**

Note:

(i) The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows. Effective 1 April 2017, the Group adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of consolidated financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Consolidated Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement.

(ii) Additions to property, plant and equipment include movements of capital work-in-progress, capital advances and capital creditors respectively during the year.

Notes 1 to 41 form an integral part of the consolidated financial statements

This is the Consolidated Cash Flow statement referred to in our audit report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No: 109632

Place : Mumbai
Date : 22 May 2019

For and on behalf of the Board of Directors

Adun Saraban
Executive Vice Chairman
DIN: 01312769

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 22 May 2019

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

as at and for the 15 months period ended 31 March 2019

a) Equity share capital

Particulars	Number	₹ lakhs
Equity shares of ₹ 1 each issued, subscribed and paid		
As at 1 January 2017	155,157,900	1,551.58
Issue of equity shares	-	-
As at 31 December 2017	**155,157,900**	**1,551.58**
Issue of equity shares [Refer notes 14(g) and 39]	16,629,684	166.30
As at 31 March 2019	**171,787,584**	**1,717.88**

b) Other equity

₹ lakhs

Particulars	Reserves and surplus			Other comprehensive income		Total equity attributable to equity holders of the parent	Non-controlling interest	Total equity
	Securities premium	General reserve	Retained earnings	Effective portion of cash flow hedge	Equity instruments at fair value through other comprehensive income			
As at 1 January 2017	**45,556.44**	**676.48**	**7,417.41**	**-**	**-**	**53,650.33**	**77.27**	**53,727.60**
Profit for the year	-	-	7,281.55	-	-	7,281.55	11.04	7,292.59
Payment of dividend and dividend distribution tax	-	-	(560.23)	-	-	(560.23)	-	(560.23)
Other comprehensive income / (loss) for the year	-	-	(207.39)	12.02	(0.26)	(195.63)	-	(195.63)
As at 31 December 2017	**45,556.44**	**676.48**	**13,931.34**	**12.02**	**(0.26)**	**60,176.02**	**88.31**	**60,264.33**
Profit for the period	-	-	8,187.18	-	-	8,187.18	128.66	8,315.84
Issue of equity shares (net of share issue expenses) [Refer notes 14(g) and 39]	32,955.60	-	-	-	-	32,955.60	-	32,955.60
Payment of dividend and dividend distribution tax	-	-	(828.40)	-	-	(828.40)	-	(828.40)
Other comprehensive income / (loss) for the period	-	-	(121.03)	-	-	(121.03)	-	(121.03)
As at 31 March 2019	**78,512.04**	**676.48**	**21,169.09**	**12.02**	**(0.26)**	**100,369.37**	**216.97**	**100,586.34**

Nature and purpose of reserves

(i) Securities premium

Securities premium is used to record the premium received on issue of shares. This account is utilised in accordance with the provisions of the Companies Act 2013 ('the Act').

(ii) General Reserve

Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of net profit to general reserve has been withdrawn.

(iii) Retained Earnings

Retained earnings represents the profits/(losses) that the Group has earned / incurred till date including gain / (loss) on fair value of defined benefits plans as adjusted for distirbutions to owners, transfer to other reserves, etc.

(iv) Effective portion of cash flow hedge

The Group has recognised changes in the fair value of forward contracts that are designated and effective as hedges of future cash flows in OCI under hedge reserve, net of applicable deferred income taxes. Amounts accumulated under the hedging cash flow hedge reserve are reclassified to the consolidated statement of profit and loss in the same period during which the forecasted transaction affects to the consolidated statement of profit and loss.

(v) Other comprehensive income

The group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within FVTOCI reserve within equity. The Group transfers amount from this reserve to retained earnings when the relevant equity securities are derecognised.

Notes 1 to 41 form an integral part of the consolidated financial statements

This is the Consolidated Statement of Changes in Equity referred to in our audit report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No: 109632

Place : Mumbai
Date : 22 May 2019

For and on behalf of the Board of Directors

Adun Saraban
Executive Vice Chairman
DIN: 01312769

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 22 May 2019

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 1 | Corporate Information

ITD Cementation India Limited ('ITD Cem' or the 'Holding Company') is a public company domiciled in India and was incorporated in 1978 under the provisions of the erstwhile Companies Act, 1956. Its shares are listed on two recognised stock exchanges in India - the BSE Limited and the National Stock Exchange of India Limited. The Holding Company having CIN L61000MH1978PLC020435 has its registered office located at National Plastic Building, A Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai 400057, India.

The financial statements comprises the financial statements of the Holding Company and its subsidiaries (the Company and its subsidiaries referred to as the "Group"). The consolidated financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 22 May 2019.

The Group is engaged in construction of a wide variety of structures like maritime structures, Mass Rapid Transit Systems (MRTS), dams and tunnels, airports, highways, bridges and flyovers and other foundations and specialised engineering work. The activities of the Group comprise only one business segment viz Construction.

Note 2.1 | Significant Accounting Policies

i. Basis of preparation of consolidated financial statements

The consolidated financial statements of the Group have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules as amended from time to time.

The financial statements have been prepared under the historical cost convention, with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis.

The Group's financial statements are reported in Indian Rupees, which is also the Group's functional currency, and all values are rounded to the nearest lakhs (₹ 00,000), except when otherwise indicated.

ii. Operating cycle for current and non-current classification:

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Group as per the guidance set out in Schedule III to the Act. Operating cycle for the business activities of the Group covers the duration of the project/ contract/ service including the defect liability period, wherever applicable, and extends upto the realisation of receivables (including retention monies) within the credit period normally applicable to the respective project.

iii. Principles of Consolidation

The financial statements have been prepared on the following basis:

a. Subsidiaries

- The consolidated financial statements incorporate the financial statements of the Holding Company and its subsidiaries. For this purpose, an entity which is, directly or indirectly, controlled by the Parent Company is treated as subsidiary. The Parent Company together with its subsidiaries constitute the Group. Control exists when the Parent Company, directly or indirectly, has power over the investee, is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.
- Consolidation of a subsidiary begins when the Parent Company, directly or indirectly, obtains control over the subsidiary and ceases when the Parent Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Statement of Profit and Loss from the date the Parent Company, directly or indirectly, gains control until the date when the Parent Company, directly or indirectly, ceases to control the subsidiary.

- The consolidated financial statements of the Group combines financial statements of the Parent Company and its subsidiaries line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-group assets, liabilities, income, expenses and unrealised profits/losses on intra-group transactions are eliminated on consolidation. The accounting policies of subsidiaries have been harmonised to ensure the consistency with the policies adopted by the Parent Company. The consolidated financial statements have been presented to the extent possible, in the same manner as Parent Company's standalone financial statements.

  Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests and have been shown separately in the financial statements.

- Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the Parent Company.

- The gains/losses in respect of part divestment/dilution of stake in subsidiary companies not resulting in ceding of control, are recognised directly in other equity attributable to the owners of the Parent Company.

- The gains/losses in respect of divestment of stake resulting in ceding of control in subsidiary companies are recognised in the Statement of Profit and Loss. The investment representing the interest retained in a former subsidiary, if any, is initially recognised at its fair value with the corresponding effect recognised in the Statement of Profit and Loss as on the date the control is ceded. Such retained interest is subsequently accounted as an associate or a joint venture or a financial asset.

b. Investments in joint ventures

When the Group has with other parties joint control of the arrangement and rights to the net assets of the joint arrangement, it recognises its interest as joint venture. Joint control exists when the decisions about the relevant activities require unanimous consent of the parties sharing the control. When the Group has significant influence over the other entity, it recognises such interests as associates. Significant influence is the power to participate in the financial and operating policy decisions of the entity but is not control or joint control over the entity.

The results, assets and liabilities of joint venture and associates are incorporated in the consolidated financial statements using equity method of accounting after making necessary adjustments to achieve uniformity in application of accounting policies, wherever applicable. An investment in associate or joint venture is initially recognised at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the joint venture or associate. Gain or loss in respect of changes in other equity of joint ventures or associates resulting in dilution of stake in the joint ventures and associates is recognised in the Statement of Profit and Loss. On acquisition of investment in a joint venture or associate, any excess of cost of investment over the fair value of the assets and liabilities of the joint venture, is recognised as goodwill and is included in the carrying value of the investment in the joint venture and associate. The excess of fair value of assets and liabilities over the investment is recognised directly in equity as capital reserve. The unrealised profits/losses on transactions with joint ventures are eliminated by reducing the carrying amount of investment.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

The carrying amount of the equity accounted investments are tested for impairment in accordance with the policy.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

c. **Interests in joint operations**
In accordance with Ind AS 111 Joint Arrangements, when the Group has joint control of the arrangement based on contractually determined right to the assets and obligations for liabilities, it recognises such interests as joint operations. Joint control exists when the decisions about the relevant activities require unanimous consent of the parties sharing the control. In respect of its interests in joint operations, the Group recognises its share in assets, liabilities, income and expenses line-by-line in the standalone financial statements of the entity which is party to such joint arrangement which then becomes part of the consolidated financial statements of the Group when the financial statements of the Parent Company and its subsidiaries are combined for consolidation.

d. **Business Combination/Goodwill on consolidation**
The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Goodwill on consolidation is allocated to cash generating units or group of cash generating units that are expected to benefit from the synergies of the acquisition.

Goodwill arising on consolidation is not amortised, however, it is tested for impairment annually. In the event of cessation of operations of a subsidiary, the unimpaired goodwill is written off fully.

Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

e. Notes to the financial statements represent notes involving items which are considered material and are accordingly disclosed. Materiality for the purpose is assessed in relation to the information contained in the financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary and/or a parent having no bearing on the true and fair view of the financial statements has not been disclosed in these financial statements.

iv. **Summary of change in accounting policy**
During the 15 months period ended 31 March 2019, the Group has changed its accounting policy in respect of valuation of inventory of construction materials from first-in-first out to weighted average method, which Group believes is more preferable considering the nature of the inventory. The impact of change in policy has resulted in an increase in valuation of inventory of construction materials of the Group by ₹ 24.67 lakhs.

v. **Accounting Estimates**
The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

vi. Key Accounting Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

a. Contract estimates

The Group, being a part of construction industry, prepares budgets in respect of each project to compute project profitability. The two major components of contract estimate are 'claims arising during construction period' (described below) and 'budgeted costs to complete the contract'. While estimating these components various assumptions are considered by the management such as (i) Work will be executed in the manner expected so that the project is completed timely (ii) consumption norms will remain same (iii) Assets will operate at the same level of productivity as determined (iv) Wastage will not exceed the normal % as determined etc. (v) Estimates for contingencies (vi) There will be no change in design and the geological factors will be same as communicated and (vii) price escalations etc. Due to such complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

b. Recoverability of claims

The Group has claims in respect of cost over-run arising due to client caused delays, suspension of projects, deviation in design and change in scope of work etc., which are at various stages of negotiation/discussion with the clients or under arbitration. The realisability of these claims are estimated based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and external experts, wherever necessary. Changes in facts of the case or the legal framework may impact realisability of these claims.

c. Valuation of investment in and loans to joint ventures

The Holding Company has performed valuation for its investments in equity of certain subsidiaries and joint ventures for assessing whether there is any impairment in the fair value. When the fair value of investments in subsidiaries cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. Similar assessment is carried for exposure of the nature of loans and interest receivable thereon. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as expected earnings in future years, liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of these investments.

d. Deferred tax assets

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

e. **Defined benefit plans**

The cost and present value of the gratuity obligation and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

f. **Provisions and contingent liabilities**

A provision is recognised when the Group has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. Contingent assets are disclosed where an inflow of economic benefits is probable.

vii. **Fair value measurement**

The Group measures financial instruments, at fair value at each balance sheet date. (Refer Note 32)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, In the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

viii. Property, Plant and Equipment

Property, Plant and Equipment is stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

ix. Capital work-in-progress

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost and other direct expenditure.

x. Intangible Assets

Intangible assets are stated at cost, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably, less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets mainly comprise of license fees and implementation cost for software and other application software acquired for in-house use.

xi. Depreciation and amortisation

Depreciation is provided for property, plant and equipment so as to expense the cost less residual value over their estimated useful lives on a straight line basis. Intangible assets are amortised from the date they are available for use, over their estimated useful lives. The estimated useful lives are as mentioned below:

Asset category	Useful life (in years)	Basis of determination of useful lives^
Buildings	60	Assessed to be in line with Schedule II to the Act.
Leasehold improvements	Lease period or 5 years, whichever is lower	Assessed to be in line with Schedule II to the Act.
Leasehold buildings	Lease period or 60 years, whichever is lower	Assessed to be in line with Schedule II to the Act.
Plant and equipment (including tools and equipment)	3 to 21	Based on technical evaluation by management's expert.
Vehicles	8	Assessed to be in line with Schedule II to the Act.
Office equipment	5	Assessed to be in line with Schedule II to the Act.
Furniture and fixtures	10	Assessed to be in line with Schedule II to the Act.
Computers	3 to 6	Assessed to be in line with Schedule II to the Act.
Intangible (Computer software)	5	Assessed to be in line with Schedule II to the Act.

^ Useful lives of asset classes determined by management estimate, which are generally higher than those prescribed under Schedule II to the Act and are supported by the internal technical assessment of useful lives.

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The estimated useful life and residual values are reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation on additions is provided on a pro-rata basis, from the date on which asset is ready to use.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are accounted in the Statement of Profit and Loss under Other income / Other expenses.

xii. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a. Financial Assets

(i) Initial Recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date i.e., the date that the Group commits to purchase or sell the asset.

(ii) Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- **Financial Assets at Amortised Cost**

  Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

- **Financial Assets Measured at Fair Value**

  Financial assets are subsequently measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVPL.

(iii) Impairment of Financial Assets

In accordance with Ind AS 109, the Group applies the Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Group to track changes in credit risk.

Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) during the period is recognised as income/expense in the Statement of Profit and Loss.

(iv) De-recognition of Financial Assets

The Group de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds received.

b Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

i) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

ii) Financial Liabilities

- **Initial Recognition**

  Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

- **Subsequent Measurement**

  The measurement of financial liabilities depends on their classification, as described below:

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

- **Financial liabilities at FVPL**

  Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

  Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation. Amortisation is recognised as finance income in the Statement of Profit and Loss.

- **Financial liabilities at amortised cost**

  After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

  Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

  Where the Group issues optionally convertible debentures, the fair value of the liability portion of such debentures is determined using a market interest rate for an equivalent non-convertible debenture. This value is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the debentures. The remainder of the proceeds is attributable to the equity portion of the instrument. This is recognised and included in shareholders' equity (net of income tax) and are not subsequently re-measured.

  Where the terms of a financial liability is re-negotiated and the Group issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in the Statement of Profit and Loss; measured as a difference between the carrying amount of the financial liability and the fair value of equity instrument issued.

- **De-recognition of Financial Liabilities**

  Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

c **Offsetting Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

xiii. Employee Benefits

a. Defined Contribution Plan

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund and superannuation scheme are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Group's provident fund contribution, in respect of certain employees of the Company and its Indian subsidiaries is made to a government administered fund, and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Group has no further obligations beyond the monthly contributions.

b. Defined Benefit Plan

In respect of certain employees, provident fund contributions are made to a trust administered by the Group. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Group. Accordingly, the contribution paid or payable and the interest shortfall, if any, is recognised as an expense in the period in which services are rendered by the employee.

The Group also provides for gratuity which is a defined benefit plan the liabilities of which are determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur. Re-measurement recognised in OCI are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Group's obligation into current and non-current is as per the actuarial valuation report.

In case of foreign subsidiaries, the post-employment benefit plan, in the form of a pension, qualify as defined benefit plans. For the purposes of determining the defined benefit obligation at the reporting date, the total defined benefit obligations, made by an independent actuary using the projected unit credit method, are compared to the fair value of the plan assets and resultant surplus or shortfall is recognised as an asset or liability, respectively. Re-measurement, comprising of actuarial gains and losses, in respect of this pension plan are recognised in the OCI, in the period in which they occur.

c. Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the Statement of Profit and Loss in the period in which they occur.

d. Short-term Benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

xiv. Inventories

a. Construction materials are valued at lower of cost and net realisable value. Cost is determined on a weighted average method and comprises the purchase price including duties and taxes (other than those subsequently recoverable by the Company from the taxing authorities). Net Realisable value

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

is the estimated selling price in the ordinary course of business, less the estimated cost necessary to make the sale.

b. Spares that are of regular use are charged to the statement of profit and loss as and when consumed.

xv. Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand and short-term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

xvi. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating result of the whole Group as one segment of "Construction". Thus, as defined in Ind AS 108 "Operating Segments", the Group's entire business falls under this one operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

xvii. Foreign Exchange Translation of Foreign Projects and Accounting of Foreign Exchange Transaction

a. Initial Recognition

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b. Conversion

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

c. Treatment of Exchange Difference

Exchange differences arising on settlement/ restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

xviii. Revenue Recognition

a. Accounting of Construction Contracts

Revenue from construction contracts is recognised on the basis of percentage completion method. The stage of completion of a contract is determined by the proportion that contract costs incurred for work performed upto the reporting date bear to the estimated total contract costs. Contract revenue earned in excess of certification has been classified as "Unbilled work-in-progress" under Other Financial Asset will change and certification in excess of contract revenue has been classified as "Due to customer" under Other Current Liabilities in the financial statements.

In addition, if it is expected that the contract will make a loss, the estimated loss is immediately provided for in the books of account.

Advance payments received from contractee for which no services are rendered are presented as 'Advances from contractee'.

b. Share of profit and loss from unincorporated entities in the nature of Subsidiary, Joint Venture or Joint Operations

In case of Unincorporated Entities in the nature of subsidiary / joint venture, share of profit and loss are recognised in the Statement of Profit and Loss as and when the right to receive the profit share or obligation to settle the loss is established.

In case of Unincorporated Entities in the nature of a Joint Operation; the Company recognises its direct right to the assets, liabilities, contingent liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.

c. Accounting for Claims

Amounts recoverable in respect of the price and other escalation, bonus claims adjudication and variation in contract work required for performance of the contract to the extent that it is probable that they will result in revenue.

d. Other Income

a. Interest Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable Effective Interest Rate (EIR).

b. Other Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

xix. Income Tax

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the period. Current and deferred taxes are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

a. Current Taxes

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

b. Deferred Taxes

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and deferred tax liabilities are offseted if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

xx. Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership over the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where the lease payments are structured to increase in line with expected general inflation.

Assets acquired on finance lease are capitalised at fair value or present value of minimum lease payment at the inception of the lease, whichever is lower.

xxi. Impairment of Non-Financial Assets

As at each Balance Sheet date, the Group assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Group determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

xxii. Earnings Per Share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Group and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

xxiii.Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

Contingent assets are disclosed where an inflow of economic benefits is probable.

xxiv.Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

Note 2.2 | Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS's which Group has not adopted as they are effective from 1 April 2019.

1. Ind AS - 115 Revenue from Contract with Customers

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for reporting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Group from 1 April 2019.

The standard permits two possible methods of transition:

i) Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

ii) Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (cumulative catch - up approach)

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The Group is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant

2. **Ind AS - 116 Leases**

   Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

   Ind AS 116 will come into force from 1 April 2019. The Group is evaluating the requirement of the new Ind AS and the impact on the financial statements. The effect on adoption of Ind AS 116 is expected to be insignificant.

3. **Ind AS 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)**

   The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement.

   The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Group does not expect any significant impact of the amendment on its financial statements."

4. **Ind AS 23 – Borrowing Costs**

   The amendment clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any impact from this amendment.

5. **Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements**

   The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Group will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

Note 3 | Property, plant and equipment

3A Tangible assets

(₹ lakhs)

	Freehold land	Buildings	Leasehold buildings	Leasehold improvement	Plant and equipment	Furniture and fixtures	Office equipment	Computers	Vehicles	Total
Gross carrying value (at deemed cost)										
As at 1 January 2017	**549.92**	**1,133.03**	**528.18**	**195.58**	**39,028.31**	**42.74**	**183.82**	**201.63**	**301.49**	**42,164.70**
Additions	-	-	623.68	66.22	13,367.27	12.86	85.73	193.50	75.95	14,425.21
Disposals	-	-	-	-	(1,220.03)	(12.38)	(13.59)	(0.19)	(11.74)	(1,257.93)
As at 31 December 2017	**549.92**	**1,133.03**	**1,151.86**	**261.80**	**51,175.55**	**43.22**	**255.96**	**394.94**	**365.70**	**55,331.98**
Additions	-	-	-	249.21	15,217.55	34.09	52.12	519.68	61.47	16,134.12
Disposals	-	-	-	-	(3,251.80)	-	(0.30)	-	(65.99)	(3,318.09)
As at 31 March 2019	**549.92**	**1,133.03**	**1,151.86**	**511.01**	**63,141.30**	**77.31**	**307.78**	**914.62**	**361.18**	**68,148.01**
Accumulated depreciation										
As at 1 January 2017	**-**	**18.86**	**0.23**	**32.47**	**3,462.45**	**8.34**	**57.57**	**-**	**50.53**	**3,630.45**
Depreciation charge	-	19.39	15.06	40.79	5,449.71	5.87	71.54	101.34	70.63	5,774.33
Accumulated depreciation on disposals	-	-	-	-	(245.17)	-	-	-	(2.88)	(248.05)
As at 31 December 2017	**-**	**38.25**	**15.29**	**73.26**	**8,666.99**	**14.21**	**129.11**	**101.34**	**118.28**	**9,156.73**
Depreciation charge	-	24.18	22.80	61.87	7,774.26	8.60	29.86	179.00	107.44	8,208.01
Accumulated depreciation on disposals		-	-	-	(1,328.64)	-	(0.26)	-	(59.11)	(1,388.01)
As at 31 March 2019	**-**	**62.43**	**38.09**	**135.13**	**15,112.61**	**22.81**	**158.71**	**280.34**	**166.61**	**15,976.73**
Net carrying value										
As at 31 December 2017	549.92	1,094.78	1,136.57	188.54	42,508.56	29.01	126.85	293.60	247.42	**46,175.25**
As at 31 March 2019	**549.92**	**1,070.60**	**1,113.77**	**375.88**	**48,028.69**	**54.50**	**149.07**	**634.28**	**194.57**	**52,171.28**

Notes:

(i) Refer notes 15 and 17 for information of Property, plant and equipment pledged as security against borrowings of the Group.

(ii) Refer note 29(B) for disclosure of contractual commitments for acquisition of Property, plant and equipment.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

3B Intangible assets - Computer software

	(₹ lakhs) Total
Gross carrying value	
As at 1 January 2017	**-**
Additions	-
Disposals	-
As at 31 December 2017	**-**
Additions	808.84
Disposals	-
As at 31 March 2019	**808.84**
Accumulated amortisation	
As at 1 January 2017	**-**
Amortisation charge	-
Amortisation on disposal of assets	-
As at 31 December 2017	**-**
Amortisation charge	36.85
Amortisation on disposal of assets	-
As at 31 March 2019	**36.85**
Net carrying value	
As at 31 December 2017	**-**
As at 31 March 2019	**771.99**

3C Depreciation and amortisation expense

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
a) Depreciation of tangible assets	8,208.01	5,774.33
b) Amortisation of intangible assets	36.85	-
Total depreciation and amortisation expense	**8,244.86**	**5,774.33**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 4 | Investments in joint ventures

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non - current	57.49	57.49
Deemed investment in unincorporated entities (joint ventures)		
Total non-current investments	**57.49**	**57.49**

Note 4.1 Detailed list of non-current investments

Deemed investments in unincorporated entities, unquoted		
Unincorporated entities classified as joint ventures *		
ITD - ITDCem JV ^	57.49	57.49
ITD - ITDCem JV (Consortium of ITD - ITD Cementation)	-	-
CEC-ITD Cem-TPL JV	-	-
Total non-current investments	**57.49**	**57.49**
* Being unincorporated entites, the Group does not require to have any investment in these entites as per the joint venture agreement.		
^ Represents fair value of financial guarantee		
Details:		
Aggregate value of non-current investments is as follows:		
(i) Aggregate carrying value of unquoted investments	57.49	57.49
(ii) Aggregate value of quoted investments and market value thereof	-	-
(iii) Aggregate value of Impairment of investments	-	-
(i) Investments carried at deemed cost	57.49	57.49
(ii) Investments carried at amortised cost	-	-
(iii) Investments carried at fair value through profit and loss	-	-
	57.49	**57.49**

Note 5 | Trade receivables

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Trade receivables	309.00	309.00
Total non-current trade receivables	**309.00**	**309.00**
Current		
Trade receivables		
[Including retention ₹ 23,492.07 lakhs (31 December 2017 : ₹ 14,343.71 lakhs)]	43,650.22	23,985.01
Total current trade receivables	**43,650.22**	**23,985.01**
Total trade receivables	**43,959.22**	**24,294.01**
Break-up of security details		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	41,078.91	24,294.01
Trade receivables which have significant increase in credit risk	2,880.31	-
Trade receivables - credit impaired	4,109.45	4,816.95
Total	**48,068.67**	**29,110.96**
Loss allowance	(4,109.45)	(4,816.95)
Total trade receivables	**43,959.22**	**24,294.01**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Notes:

(i) Includes ₹ 436.92 lakhs (31 December 2017 : ₹ 301.30 lakhs) receivables from related parties (Refer note 33)

(ii) There are no trade receivables due from any director or any officer of the Group, either severally or jointly with any other person, or from any firms or private companies in which any director is a partner, a director or a member.

(iii) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days

Note 6 | Loans

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Security deposits	238.31	225.29
Total non-current loans	**238.31**	**225.29**
Current		
Security deposits	3,725.26	2,984.20
Receivable from related parties (Refer note 33)	29,659.30	37,041.09
Total current loans	**33,384.56**	**40,025.29**
Total loans	**33,622.87**	**40,250.58**
Break-up of security details		
Loans considered good - secured	-	-
Loans considered good - unsecured	33,622.87	40,250.58
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	63.79	63.36
Total	**33,686.66**	**40,313.94**
Loss allowance	(63.79)	(63.36)
Total loans	**33,622.87**	**40,250.58**

Note 7 | Other financial assets

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Bank deposits with maturity of more than 12 months	-	39.00
Total non-current financial assets	**-**	**39.00**
Current		
Unbilled work-in-progress (Refer note 35)	60,853.46	65,379.93
Interest accrued on deposits	69.20	27.42
Employee advances	10.79	12.96
Foreign currency forward contract ^	-	1,478.73
Others	-	24.70
	60,933.45	**66,923.74**
Less: impairment allowance	(57.08)	(119.21)
Total current financial assets	**60,876.37**	**66,804.53**
Total other financial assets	**60,876.37**	**66,843.53**

^ Financial assets carried at fair value through other comprehensive income

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 8 | Income tax assets (net)

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
i.	**The following table provides the details of income tax assets and liabilities:**		
	a) Income tax assets	12,248.20	8,148.52
	b) Current income tax liabilities	(10,992.60)	(7,040.26)
	Net income tax assets	**1,255.60**	**1,108.26**
	- Income tax assets in case of some entities	1,936.33	1,108.26
	- Current income tax liabilities in case of some entities	(680.73)	-
	Net income tax assets	**1,255.60**	**1,108.26**
ii.	**The gross movement in the current tax asset:**		
	Net income tax assets at the beginning	1,108.26	6,672.90
	Income tax (refund)/paid, [net]	5,567.41	(415.30)
	Current income tax expense	(5,420.07)	(5,149.34)
	Net current income tax assets at the end	**1,255.60**	**1,108.26**

₹ lakhs

		15 months ended 31 March 2019	Year ended 31 December 2017
iii.	**Income tax expense in the Statement of Profit and Loss comprises:**		
	Current income taxes	5,420.07	5,149.34
	Deferred income taxes	(285.65)	132.21
	Income tax expenses in Statement of Profit and Loss (net)	**5,134.42**	**5,281.55**
	Deferred income tax credit in Other Comprehensive Income	(65.01)	(103.41)
	Income tax expenses (net)	**5,069.41**	**5,178.14**
iv.	**A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is as below:**		
	Profit before income tax	13,450.26	12,574.14
	Applicable income tax rate	34.944%	34.608%
	Computed expected tax expense	**4,700.06**	**4,351.66**
	Effect of expenses not allowed for tax purpose	550.57	691.06
	Tax adjustments for earlier years	-	159.19
	Effect of difference in tax rates in unincorporated entities(Association of Persons)	(119.06)	79.64
	Effect of change in tax rate	2.85	-
	Income tax expense charged to the Statement of Profit and Loss	**5,134.42**	**5,281.55**

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
v.	**Components of deferred income tax assets and liabilities arising on account of temporary differences are:**		
	(a) Deferred tax assets		
	Impairment allowance of financial assets	1,457.83	1,730.22
	Provision for employee benefits	2,244.56	1,719.09
	Others	166.26	229.04
		3,868.65	**3,678.35**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
(b) Deferred tax liability		
Timing difference on amount of depreciation on tangible assets and intangible assets	3,347.38	3,507.74
	3,347.38	**3,507.74**
Deferred tax assets (net) [a-b]	**521.27**	**170.61**
a) Deferred tax assets in case of some entities	521.27	293.98
b) Deferred tax liabilities in case of some entities	-	(123.37)
Deferred tax assets (net)	**521.27**	**170.61**

vi. Movement in deferred tax assets/(liabilities)

₹ lakhs

	Impairment allowance on financial assets	Provision for employee benefits	Timing difference on depreciation and amortisation of tangible and intangible assets	Others	Total
At 1 January 2017	**2,289.09**	**1,471.44**	**(3,708.75)**	**147.63**	**199.41**
(Charged) / credited					
- to profit or loss	(558.87)	137.88	201.01	87.77	(132.21)
- to other comprehensive income	-	109.77	-	(6.36)	103.41
At 31 December 2017	**1,730.22**	**1,719.09**	**(3,507.74)**	**229.04**	**170.61**
(Charged) / credited					
- to profit or loss	(272.39)	460.46	160.36	(62.78)	285.65
- to other comprehensive income	-	65.01	-	-	65.01
At 31 March 2019	**1,457.83**	**2,244.56**	**(3,347.38)**	**166.26**	**521.27**

Note 9 | Other assets

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Capital advances	462.34	1,571.11
Balances with government authorities	11,154.15	18,628.89
Prepaid expenses	37.09	78.69
Total other non-current assets	**11,653.58**	**20,278.69**
Current		
Advance to suppliers and subcontractors	4,722.60	1,996.24
Balances with government authorities	11,221.40	5,552.15
Prepaid expenses	1,999.94	1,577.11
Total other current assets	**17,943.94**	**9,125.50**
Total other assets	**29,597.52**	**29,404.19**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 10 | Inventories

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Construction materials	22,924.87	14,105.64
Spares	1,684.19	1,636.06
Total inventories	**24,609.06**	**15,741.70**

Note 11 | Current investments

Investments in equity instruments at fair value through other comprehensive income

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
AVR Infra Private Limited	0.26	0.26
2,600 (31 December 2017: 2,600) equity shares of ₹ 10 each, fully paid.		
Less: impairment allowance	(0.26)	(0.26)
Total current investments	-	-

Note 12 | Cash and cash equivalents

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Balances with banks		
- in current accounts	8,436.72	3,096.64
- in deposit account with original maturity upto 3 months	480.00	8,100.00
Cash on hand	36.74	128.25
Total cash and cash equivalents	**8,953.46**	**11,324.89**

Note 13 | Other bank balances

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Bank deposits with maturity of more than 3 months and less than 12 months	1,443.30	-
Earmarked balances with banks for:		
Bank deposits with maturity of more than 3 months but less than 12 months (Refer note 13.1 below)	465.69	245.95
Balances with bank for unclaimed dividend (Refer note 13.2 below)	8.51	7.46
Total other bank balances	**1,917.50**	**253.41**

Note 13.1 Earmarked against bank guarantees taken by the Group and its unincorporated entities (joint venture).

Note 13.2 There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at each reporting period.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 14 | Equity Share capital

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Authorised share capital		
300,000,000 Equity shares of ₹ 1 each (31 December 2017: 300,000,000)	3,000.00	3,000.00
45,000,000 Redeemable preference shares of ₹ 10 each (31 December 2017: 45,000,000)	4,500.00	4,500.00
Total authorised share capital	**7,500.00**	**7,500.00**
Issued equity share capital:		
171,812,844 Equity shares of ₹ 1 each (31 December 2017:155,183,160)	1,718.13	1,551.83
Total issued equity share capital	**1,718.13**	**1,551.83**
Subscribed and fully paid-up equity share capital:		
171,787,584 Equity shares of ₹ 1 each fully paid up (31 December 2017:155,157,900)	1,717.88	1,551.58
Total subscribed and fully paid-up equity share capital	**1,717.88**	**1,551.58**

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

	Number	₹ lakhs
As at 1 January 2017	**155,157,900**	**1,551.58**
Issued during the year	-	-
As at 31 December 2017	**155,157,900**	**1,551.58**
Issued during the period [Refer notes 14(g) and 39]	16,629,684	166.30
As at 31 March 2019	**171,787,584**	**1,717.88**

b. Terms/rights attached to equity shares:

The Group has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity share is entitled to one vote per share. The Group declares and pays dividends in Indian Rupees. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend.

In the event of liquidation of the Group the holders of equity shares will be entitled to receive remaining assets of the Group after distribution of all preferential amounts,if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shares held by holding company

	As at 31 March 2019		As at 31 December 2017	
Equity shares of ₹ 1 each	**% held**	**No. of shares**	**% held**	**No. of shares**
Italian-Thai Development Public Company Limited, Thailand	46.64%	80,113,180	51.63%	80,113,180

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

d. Shareholding of more than 5%:

	As at 31 March 2019		As at 31 December 2017	
Name of the Shareholder	**% held**	**No. of shares**	**% held**	**No. of shares**
Promoter				
Italian-Thai Development Public Company Limited, Thailand	46.64%	80,113,180	51.63%	80,113,180
Non-promoter				
Reliance Capital Trustee Company Limited	7.40%	12,709,384	6.04%	9,376,105
Franklin Templeton Mutual Fund	5.06%	8,700,000	-	-

As per records of the group including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

e. Bonus shares/ buy back/shares for consideration other than cash issued during past five years:

(i) Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash - Nil

(ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares - Nil

(iii) Aggregate number and class of shares bought back - Nil

f. Out of the total issued capital, 25,260 (31 December 2017: 25,260) equity shares of ₹1 each have been kept in abeyance pending final settlement of rights issues.

g. Pursuant to the approval of the Qualified Institutional Placement (‘QIP’) Committee constituted by the Board of Directors, at its meeting held on 30 January 2018, the Holding Company issued 16,629,684 equity shares of ₹ 1 each, at an issue price of ₹ 202.55 per equity share (of which ₹ 201.55 per share is towards securities premium) aggregating ₹ 33,683.42 lakhs to Qualified Institutionals Buyers in accordance with Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended and Section 42 of the Companies Act, 2013, as amended, and the rules made thereunder. Share issue expenses of ₹ 561.51 lakhs have been charged off against securities premium (Refer note 39)

h. The Board of Directors of the Holding Company has recommended equity dividend of ₹ 0.40 per share (31 December 2017: ₹ 0.40) for the 15 months period ended 31 March 2019.

Note 15 | Borrowings

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current portion:		
Secured		
(A) Plant loans		
(i) From Banks (Refer note 15.1)	1,534.48	1,205.30
(ii) From Others (Refer note 15.2)	171.79	1,144.74
(B) Vehicle loans from banks (Refer note 15.3)	-	111.72
Total non-current borrowings	**1,706.27**	**2,461.76**
Current maturities of long-term debts		
Secured		
(A) Rupee term loans		
(i) From Banks (Refer note 15.4)	-	2,650.00

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
(B) Plant loans		
(i) From Banks (Refer note 15.1)	765.54	752.10
(ii) From Others (Refer note 15.2)	316.70	699.42
(C) Vehicle loans from banks (Refer note 15.3)	-	58.05
Total current maturities of long-term debts	**1,082.24**	**4,159.57**
Total borrowings	**2,788.51**	**6,621.33**

Terms of repayment and details of security

Note 15.1 - Plant loans from banks

Loans obtained for purchase of construction equipment carry interest rate ranging from 9.65% p.a. to 11.03% p.a. and are repayable in 36 to 58 monthly installments. These loans are secured by first and exclusive charge on specific equipment financed by the bank.

Note 15.2 - Plant loans from others

Loans obtained for purchase of construction equipment carry interest rate ranging from 11.00% p.a. to 12.50% p.a. and are repayable in 46 to 47 monthly installments. These loans are secured by first and exclusive charge on specific equipment financed by the financial institution.

Note 15.3 - Vehicle loans from banks

Loans obtained for purchase of vehicles carry interest rate ranging from 9.50% to 10.50% and have been fully repaid in the 15 months period ended 31 March 2019. These loans were secured by hypothecation of the vehicles purchased out of these loans.

Note 15.4 - Rupee term loan from banks

Loan obtained from bank carried an interest rate of 10.50% p.a. and has been fully repaid in the 15 months period ended 31 March 2019. This loan was secured by hypothecation of Kolkata area depot land.

Note 15.5 - Net debt reconciliation

An analysis of net debts and the movement in net debts for each of the reporting period as follows:

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Cash and cash equivalents	8,953.46	11,324.89
Non-current borrowings (including accured interest)	(2,800.06)	(6,636.19)
Current borrowings (including accured interest)	(50,457.34)	(42,253.76)
Net debts	**(44,303.94)**	**(37,565.06)**

₹ lakhs

	Cash and Cash equivalents	Liabilities from financing activities		Total
		Non-current borrowings	Current borrowings	
Net debt as at 1 January 2018	11,324.89	(6,636.19)	(42,253.76)	(37,565.06)
Cash flows	(2,371.43)	3,832.80	(8,202.43)	(6,741.06)
Interest expense	-	(422.81)	(6,629.74)	(7,052.55)
Interest paid	-	426.14	6,628.59	7,054.73

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

	Cash and Cash equivalents	Liabilities from financing activities		Total
		Non-current borrowings	Current borrowings	
Net debt as at 31 March 2019	**8,953.46**	**(2,800.06)**	**(50,457.34)**	**(44,303.94)**
Net debt as at 1 January 2017	16,255.46	(6,278.85)	(29,348.43)	(19,371.82)
Cash flows	(4,930.57)	(348.58)	(12,890.10)	(18,169.25)
Interest expense	-	(665.67)	(4,631.60)	(5,297.27)
Interest paid	-	656.91	4,616.37	5,273.28
Net debt as at 31 December 2017	11,324.89	(6,636.19)	(42,253.76)	(37,565.06)

Note 16 | Provisions

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Non-current		
Provision for employee benefits		
- Leave entitlement and compensated absences	1,552.51	1,110.31
Total non-current provisions	**1,552.51**	**1,110.31**
Current		
Provision for employee benefits		
- Gratuity	2,602.24	2,051.00
- Leave entitlement and compensated absences	202.87	144.44
Total current provisions	**2,805.11**	**2,195.44**
Total provisions	**4,357.62**	**3,305.75**

Note 17 | Current borrowings

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
I. Secured		
Loan repayable on demand from banks		
- Cash credit facilities (Refer note 17.1)	25,495.65	12,977.26
- Working capital demand loans (Refer note 17.2)	14,945.30	11,761.26
	40,440.95	**24,738.52**
II. Unsecured		
- Working capital demand loans (Refer note 17.3)	5,000.00	-
- Commercial paper from others (Refer note 17.4)	5,000.00	17,500.00
	10,000.00	**17,500.00**
Total current borrowings (I+II)	**50,440.95**	**42,238.52**

Note 17.1 Cash credit facilities (secured) :

Cash credit facilities availed from consortium bankers carry interest rates ranging from 9.85% p.a. to 13.25% p.a. and are secured by first pari passu charge on the current assets and movable plant and machinery of the Group other than those charged in favour of Plant loans. These facilities are repayable on demand.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 17.2 Working capital demand loans :

Working capital demand loans carry interest rates ranging from 8.20% p.a. to 12.00% p.a. and are secured by first pari passu charge on the current assets and movable plant and machinery other than those charged in favour of Plant loans. These facility is repayable on demand.

Note 17.3 Working capital demand loans (unsecured) :

Working capital demand loan carry an interest rate of 10.30% p.a. These loans are repayable on demand.

Note 17.4 Commercial paper (unsecured) :

Commercial Paper carry interest rates ranging between 9.00% p.a. to 10.00% p.a.

Note 18 | Trade payables

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
-	Total outstanding dues of micro enterprises and small enterprises (Refer note 18.1)	169.14	77.80
-	Total outstanding dues of creditors other than micro enterprises and small enterprises	55,749.08	62,092.82
Total trade payables		**55,918.22**	**62,170.62**

Note 18.1 : Dues to micro and small enterprise

The dues to micro and small enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the Group is given below:

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
a)	The principal amount and the interest due thereon remaining unpaid to supplier as at the end of period:		
	- Principal amount due to micro enterprises and small enterprises	169.14	77.80
	- Interest due	9.48	2.47
b)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period.	-	-
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act, 2006.	22.02	18.57
d)	The amount of interest accrued and remaining unpaid at the end of each accounting period.	31.50	21.04
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	31.50	21.04

Note: This information, as required to be disclosed under the MSMED Act, has been determined to the extent such parties have been identified on the basis of information available with the Group.

Note 18.2 Trade payables are normally non-interest bearing and settled as per the payment terms stated in the contract.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 19 | Other financial liabilities

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Current		
Interest accrued but not due	163.60	52.89
Interest accrued but due	31.50	21.04
Unpaid dividends ^	8.51	7.46
Amount due to Holding Company (Refer note 33)	699.07	246.66
Liability for capital goods	336.28	1,517.82
Employee related dues	4,426.99	3,652.77
Foreign currency forward contract ^^	10.82	1,497.60
Others	657.58	601.29
Total other financial liabilities	**6,334.35**	**7,597.53**

^ Not due for credit to Investor Education and Protection Fund

^^ Financial liability carried at fair value through profit and loss

Note 20 | Other financial liabilities

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Advances from contractees	24,062.73	34,443.12
Due to customer	11,035.72	19,838.60
Statutory dues payable	1,393.90	837.55
Others	412.23	604.02
Total other current liabilities	**36,904.58**	**55,723.29**

Note 21 | Revenue from operations

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Contract revenue	315,660.83	205,923.42
Other operating revenues		
- from related parties (Refer note 33)	753.01	127.47
- from others	93.10	-
Total revenue from operations	**316,506.94**	**206,050.89**

Note 22 | Other income

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Interest income		
- on bank deposits	262.22	1,023.07
- on financial assets carried at amortised cost	115.57	890.38
- on income tax refund	187.22	293.40
- on sales tax refund	330.68	103.56
- others	222.13	223.04
	1,117.82	**2,533.45**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Other non-operating income		
- Excess provision no longer required written back	538.19	345.20
- Profit on sale of units of mutual funds	198.39	-
- Insurance claim	453.95	387.86
- Exchange gain (net)	-	15.95
- Miscellaneous	125.67	243.60
	1,316.20	**992.61**
Total other income	**2,434.02**	**3,526.06**

Note 23 | Cost of construction materials consumed

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Stock at beginning of the period	14,105.64	9,763.57
Add: Purchases	128,375.20	66,583.61
	142,480.84	**76,347.18**
Less: Stock at the end of the period	22,924.87	14,105.64
Total cost of construction materials consumed	**119,555.97**	**62,241.54**

Note 24 | Employee benefits expense

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Salaries and wages	35,786.70	23,386.17
Contribution to provident and other funds	2,648.15	1,860.74
Gratuity	1,192.28	405.49
Staff welfare	183.58	84.61
Total employee benefits expense	**39,810.71**	**25,737.01**

Note 24.1 | Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'

A. Defined benefit obligations - Gratuity

The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age.

₹ lakhs

		15 months ended 31 March 2019	Year ended 31 December 2017
a)	**Changes in defined benefit obligations**		
	Present value of obligation as at the beginning of the period / year	3,836.36	3,272.28
	Interest cost	411.77	238.88

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

		15 months ended 31 March 2019	Year ended 31 December 2017
	Current service cost	424.49	258.81
	Past service cost	454.13	0.48
	Remeasurements - Net actuarial (gains)/ losses	185.66	331.01
	Benefits paid from the fund	(523.05)	(265.10)
	Present value of obligation as at the end of the period / year	**4,789.36**	**3,836.36**
b)	**Changes in fair value of plan assets**		
	Plan assets at the beginning of the period / year	1,785.36	1,618.47
	Interest income	175.19	118.15
	Contribution by employer	750.00	299.99
	Benefits paid from the fund	(523.05)	(265.10)
	Return on plan assets (excluding interest income)	(0.38)	13.85
	Fair value of plan assets at the end of the period / year	**2,187.12**	**1,785.36**
c)	**Expenses recognised in the Statement of Profit and Loss**		
	Interest cost	236.58	120.73
	Current service cost	424.49	258.81
	Past service cost	454.13	0.48
	Total	**1,115.20**	**380.02**
d)	**Remeasurement losses recognised in Other Comprehensive Income**		
	Actuarial changes arising from changes in financial assumptions	185.66	331.01
	Return on plan assets	0.38	(13.85)
	Total	**186.04**	**317.16**

		31 March 2019	31 December 2017
e)	**Actuarial assumptions**		
	Expected rate on plan assets	7.76% p.a.	7.85% p.a.
	Discount rate	7.76% p.a.	7.85% p.a.
	Salary escalation rate (over a long-term)	6.00% p.a.	6.00% p.a.
	Mortality rate	Indian assured lives mortality (2006-08)	Indian assured lives mortality (2006-08)
	Attrition rate :		
	- For ages 44 years and below	5.00% p.a.	5.00% p.a.
	- For ages 45 years and above	2.50% p.a.	2.50% p.a.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Gratuity expense for the current year includes expenses aggregating ₹ 77.08 lakhs (31 December 2017: ₹ 25.47 lakhs) which have not been valued by an actuary. Further gratuity liability as at 31 March 2018 includes ₹ Nil (31 December 2017: ₹ Nil) which has not been calculated on actuarial basis.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

f) Quantities sensitivity analysis for significant assumption is as below:

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation, keeping all other actuarial assumptions constant. The significant actuarial assumptions are discount rate and salary escalation rate.

The methods and type of assumption used in preparing the sensitivity analysis did not change compared to previous year.

₹ lakhs

	31 March 2019	31 December 2017
	1% increase	
i. Discount rate	(312.65)	(258.72)
ii. Salary escalation rate	364.77	303.04
iii. Attrition rate	40.15	36.32
	1% increase	
i. Discount rate	362.00	300.46
ii. Salary escalation rate	(320.29)	(265.24)
iii. Attrition rate	(44.50)	(40.37)

The sensitivity analysis presented above may not be representative of the actual charge in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as the assumptions may be correlated.

g) Maturity analysis of defined benefit obligation

₹ lakhs

	31 March 2019	31 December 2017
Within the next 12 months	595.05	429.81
Between 2 and 5 years	732.37	602.60
6 to 10 years	727.58	618.36
Total expected payments	**2,055.00**	**1,650.77**

B Defined benefit obligations - Provident Fund

In accordance with The Employees' Provident Fund and Miscellaneous Provision Act, 1952, all eligible employees of the Group are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly to "ITD Cementation India Limited Workmen Provident Fund", a Trust set up by the Holding Company to manage the investments and distribute the amounts to employees at the time of separation from the Company or retirement, whichever is earlier. This plan is a defined obligation plan as the Group is obligated to provide its members a rate of return which should, at a minimum, meet the interest rate declared by Government administered provident fund. A part of the Group's contribution is transferred to Government administered pension fund. The contributions made by the Group and the shortfall of interest, if any, are recognised as an expense in the Statement of Profit and Loss under "Employee benefits expense".

In accordance with an actuarial valuation of provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the assumptions as mentioned below, there is no deficiency in the interest cost as the present value of the expected future earnings of the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest of Government administered provident fund.

The details of fund and plan assets are given below:

₹ lakhs

	As at 31 March 2019
Fair value of plan assets	23,873.77
Present value of defined benefit obligations	22,959.71
Net excess	**914.06**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

The principal assumptions used in determining the present value obligation of interest guarantee under the deterministic approach are as follows:

	As at 31 March 2019
Discount rate	7.76% p.a.
Average remaining tenure of investment portfolio	6.42 years
Guaranteed rate of return	8.65% p.a.

During the 15 months period ended 31 March 2019, the Group has contributed ₹ 1,752.94 lakhs (Year ended 31 December 2017: ₹ 1,230.81 lakhs)

C Defined contribution plans

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
a) The Group has recognised the following amounts in the Statement of Profit and Loss:		
Contribution to superannuation fund	895.21	629.93
	895.21	**629.93**

b) The expenses for leave entitlement and compensated absences is recognized in the same manner as gratuity and provision of ₹ 615.74 lakhs (31 December 2017: ₹ 225.11 lakhs) has been made during the 15 months period ended 31 March 2019.

D Current/ non-current classification

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Gratuity Current	2,602.24	2,051.00
	2,602.24	**2,051.00**
Leave entitlement and compensated absences		
Current	202.87	144.44
Non-current	1,552.51	1,110.31
	1,755.38	**1,254.75**

Note 25 | Finance costs

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Interest expense on:		
- Cash credit facilities	6,003.33	3,318.56
- Term loans	422.81	665.67
- Commercial papers	626.41	1,313.04
- Advances from customers	883.76	414.88
- Letter of credit	659.67	255.87
- Others	60.91	27.70
	8,656.89	**5,995.72**
Other borrowing costs		
- Bank charges and guarantee commission	3,775.42	2,761.95
Total finance costs	**12,432.31**	**8,757.67**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 26 | Other expenses

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Plant hire expenses	14,664.26	6,543.07
Power and fuel	10,318.08	8,250.16
Rates and taxes	1,590.13	8,753.19
Travelling expenses	1,216.81	1,169.81
Site transport and conveyance	4,380.57	2,352.58
Repairs and maintenance:		
- Plant and machinery	974.59	1,028.94
- Others	424.91	193.92
Insurance	1,499.16	1,099.67
Professional fees (Refer note 33)	4,942.84	2,425.92
Rent (Refer note 26.1)	4,884.51	2,917.20
Consumption of spares	2,293.04	1,914.13
Security charges	1,789.82	918.81
Temporary site installations	1,416.00	1,560.97
Postage, telephone and telegram	227.78	195.19
Auditor remuneration (Refer note 26.2)	152.20	98.78
Impairment allowance on financial assets (net)	1,055.17	477.06
Water charges	819.06	630.85
Printing and stationery	240.07	185.12
Infotech expenses	503.53	267.11
Royalty expense (Refer note 33)	1,119.58	933.15
Exchange loss (net)	36.88	-
Directors' sitting fees (Refer note 33)	33.05	11.00
CSR expenses (Refer note 26.3)	108.16	-
Loss on disposal of property, plant and equipment (net)	506.26	657.57
Miscellaneous	2,962.89	2,005.43
Total other expenses	**58,159.35**	**44,589.63**

Note 26.1: The Group has taken various residential/commercial premises and construction equipment on cancellable operating lease. These lease agreements are normally renewed on expiry. Rental expenses in the Statement of Profit and Loss for the 15 months period includes lease payments towards premises ₹ 4,125.51 lakhs (31 December 2017 - ₹ 2,365.20 lakhs).

The Group, in addition to above, has taken commercial premises on leases (non-cancellable operating leases). The future minimum lease payments in respect of which as at 31 March 2019 are as follows:

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Minimum lease rental payments		
- Payable not later than one year	643.80	600.30
- Payable later than one year and not later than five years	1,470.62	2,264.18
	2,114.42	**2,864.48**

These leases have no escalation clauses.

Rental expenses in the Statement of Profit and Loss for the 15 months period ended 31 March 2019 includes ₹ 759.00 lakhs (31 December 2017 - ₹ 552.00 lakhs) towards such non-cancellable leases.

General descriptions of non-cancellable lease terms :

- Lease rentals are charged on the basis of agreed terms.
- Assets are taken on lease over a period of 3-5 years.
- The Group did not sublease any of its assets and hence did not receive any sub lease payments during the current or previous period.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 26.2: Auditor Remuneration

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
- Audit fees	76.21	44.95
- Tax audit fee (including tax accounts)	20.00	14.62
- Limited review	23.25	22.57
- Certification fees	28.40 ^	14.39
- Reimbursement of out of pocket expenses	4.34	2.25
	152.20	**98.78**

^ excludes ₹ 30.00 lakhs towards fees for certifications relating to Qualified Institutional Placement, which has been charged off against Securities Premium.

Note 26.3: CSR expenditure

As per the Section 135 of the Companies Act, 2013 every year the group is required to spend at least 2% of its average net profit made during the immediately three preceding financial years on the Corporate Social Responsibility (CSR) activities. Following is the information regarding projects undertaken and expenses incurred on CSR activities.

a. Gross amount required to be spent by the group during the 15 months ended 31 March 2019: ₹ 89.87 lakhs (31 December 2017: ₹ Nil)

b. Amount spent during the 15 months ended 31 March 2019 on CSR activities: ₹ 108.16 lakhs (31 December 2017: ₹ Nil) the details of which is as given below:

₹ lakhs

	15 months ended 31 March 2019			Year ended 31 December 2017		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
Construction/acquisition of any asset	48.70	-	48.70	-	-	-
On purposes other than above	59.46	-	59.46	-	-	-
Total CSR expenditure	**108.16**	**-**	**108.16**	**-**	**-**	**-**

Note 27 | Exceptional item

₹ lakhs

	15 months ended 31 March 2019	Year ended 31 December 2017
Non-current trade receivables and non-current other financial assets written off	-	11,232.17
Provisions no longer required written back	-	(9,048.23)
	-	**2,183.94**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 28 | Earnings per share (EPS)

Basic and diluted EPS

		15 months ended 31 March 2019	Year ended 31 December 2017
Profit computation for basic earnings per share of ₹ 1 each			
Net profit as per the Consolidated Statement of Profit and Loss available for equity shareholders	(₹ lakhs)	8,187.18	7,281.55
Weighted average number of equity shares for EPS computation	(Nos.)	170,727,670	155,157,900
EPS - Basic and Diluted EPS	(₹)	4.80	4.69

Note 29 | Contingent liabilities and commitments

A. Contingent liabilities

₹ lakhs

		As at 31 March 2019	As at 31 December 2017
i)	Guarantees given by banks in respect of contracting commitments in the normal course of business		
	- for the Group	24,811.39	42,255.87
	- for unincorporated entities (Refer note 33)	32,507.01	49,228.16
ii)	Corporate Guarantee given to bank on behalf of unincorporated entities (Joint venture) [Refer note 33]	96,715.00	128,500.00
iii)	Letter of credit limit utilized by unincorporated entities (Joint Venture) [Refer note 33]	390.17	760.53
iv)	Claims against the Group not acknowledged as debts (Refer notes below)	8,693.35	11,945.77
v)	Sales Tax matters pending in appeals	4,742.60	5,809.55
vi)	Income Tax matters pending in appeal	1,473.72	1,473.72
vii)	Excise duty and service tax matters pending in appeals	4,068.82	51.70

(viii) Provident Fund

Based on the judgement by the Honorable Supreme Court dated 28 February 2019, past provident fund liability, is not determinable at present, in view of uncertainty on the applicability of the judgement to the Group with respect to timing and the components of its compensation structure. In absence of further clarification, the Group has been advised to await further developments in this matter to reasonably assess the implications on its financial statements, if any.

Notes

i) The Group has a number of claims on customers for price escalation and / or variation in contract work. In certain cases which are currently under arbitration, the customers have raised counter-claims. The Group has received legal advice that none of the counter-claims are legally tenable. Accordingly no provision is considered necessary in respect of these counter claims.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

ii) It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. The Group does not expect any reimbursements in respect of the above contingent liabilities other than stated therein above. Future cash outflows in respect of the above are determinable only on receipt of judgments/ decisions pending with various forums/ authorities. The Group does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.

B. Commitments

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Capital Commitments (net of advances)	1,814.12	639.92

Note 30 | Disclosure in accordance with Ind AS 11 - Construction Contracts

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Contract revenue for the period / year	315,660.83	205,923.42
Aggregate amount of cost incurred and recognized profits less recognized losses up to the reporting date on contract under progress	850,716.73	696,186.32
Advances received from customers	24,062.73	34,443.12
Retention money	23,492.07	14,343.71
Gross amount due from contractee for contract work (net of retention)	81,263.53	75,211.02
Gross amount due to contractee for contract work	11,035.72	19,838.60

Note 31 | Segment reporting

The Group is principally engaged in a single business segment viz. "Construction". Also refer note 37(ii)(b) for information on revenue from major customers.

Note 32 | Financial Instruments

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

(a) Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments

(b) Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

A. Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31 March 2019 were as follows:

₹ lakhs

Particulars	Refer note	Amortised cost	Fair value through profit or loss	Fair value through Other Comprehensive Income	Derivative Instruments in hedging relationship	Total carrying value
Assets:						
Trade receivables	5	43,959.22	-	-	-	43,959.22
Loans	6	33,622.87	-	-	-	33,622.87
Other financial assets	7	60,876.37	-	-	-	60,876.37
Cash and cash equivalents	12	8,953.46	-	-	-	8,953.46
Other bank balances	13	1,917.50	-	-	-	1,917.50
Liabilities:						
Borrowings	15,17	53,229.46	-	-	-	53,229.46
Trade payables	18	55,918.22	-	-	-	55,918.22
Other financial liabilities	19	6,323.53	-	-	10.82	6,334.35

The carrying value and fair value of financial instruments by categories as at 31 December 2017 were as follows:

₹ lakhs

Particulars	Refer note	Amortised cost	Fair value through profit or loss	Fair value through Other Comprehensive Income	Derivative Instruments in hedging relationship	Total carrying value
Assets:						
Trade receivables	5	24,294.01	-	-	-	24,294.01
Loans	6	40,250.58	-	-	-	40,250.58
Other financial assets	7	65,364.80	-	-	1,478.73	66,843.53
Cash and cash equivalents	12	11,324.89	-	-	-	11,324.89
Other bank balances	13	253.41	-	-	-	253.41
Liabilities:						
Borrowings	15,17	48,859.85	-	-	-	48,859.85
Trade payables	18	62,170.62	-	-	-	62,170.62
Other financial liabilities	19	6,099.93	-	-	1.497.60	7,597.53

B Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at 31 March 2019:

₹ lakhs

Particulars	31 March 2019			31 December 2017		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Liabilities						
Foreign currency forward contract	-	10.82	-	-	18.87	-

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 33 | Disclosure in accordance with Ind AS 24 - Related Party Disclosures

A) Names of related parties and description of relationship

a) Enterprise where control exists

Holding Company

Italian-Thai Development Public Company Limited

b) Other related parties with whom the Group had transactions

i) Unincorporated entities - Joint Venture

ITD - ITD Cem JV

ITD - ITDCem JV (Consortium of ITD - ITD Cementation)

CEC-ITD Cem-TPL JV

ii) Key Managerial Personnel ('KMP')

Mr. Adun Saraban - Managing Director (upto 22 April 2019) and Executive Vice Chairman (w.e.f. 23 April 2019)

Mr. Jayanta Basu - Whole time Director (upto 22 April 2019) and Managing Director (w.e.f. 23 April 2019)

Mr. S. Ramnath – Chief Financial Officer (retired on 15 July 2017)

Mr. Prasad Patwardhan – Chief Financial Officer (w.e.f. 16 July 2017)

Mr. Rahul Neogi - Company Secretary (w.e.f. 1 February 2017)

Mr. R C Daga – Company Secretary (retired on 31 January 2017)

Mr. D.E.Udwadia - Independent Director (resigned on 29 March 2019)

Mr. D.P. Roy - Independent Director

Ms. Ramola Mahajani - Independent Director

Mr. Sunil Shah Sigh - Independent Director (w.e.f. 22 February 2018)

Mr. Pankaj Jain - Independent Director (w.e.f. 31 October 2018)

Mr. P. Chakornbundit - Whole time Director (resigned on 31 March 2019)

iii) Entities where KMP has significant influence

M/s Udwadia & Co. (upto 29 March 2019)

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Transactions with related parties:

₹ lakhs

B)	Nature of Transactions	Relationship	15 months ended 31 March 2019	Year ended 31 December 2017
	Contract Revenue			
	CEC-ITDCEM-TPL JV	Unincorporated entity (joint venture)	3,419.15	2,179.06
	Other operating income			
	ITD-ITDCem JV	Unincorporated entity (joint venture)	753.01	127.47
	Royalty expense			
	Italian-Thai Development Public Company Limited	Holding Company	1,119.58	933.15
	Purchases of property, plant and equipment			
	ITD-ITDCem JV	Unincorporated entity (joint venture)	221.49	412.69
	Remuneration			
	Mr. Adun Saraban	Key managerial personnel	192.74	146.37
	Mr. Jayanta Basu	Key managerial personnel	39.70	-
	Mr. S. Ramnath	Key managerial personnel	-	54.86
	Mr. Prasad Patwardhan	Key managerial personnel	118.93	39.60
	Mr. Rahul Neogi	Key managerial personnel	71.48	45.60
	Mr. R. C. Daga	Key managerial personnel	-	4.73
			422.85	**291.16**
	Director sitting fees			
	Mr. D. E. Udwadia	Key managerial personnel	10.85	5.10
	Mr. D. P. Roy	Key managerial personnel	8.60	3.60
	Ms. Ramola Mahajani	Key managerial personnel	5.60	2.30
	Mr. Sunil Sigh	Key managerial personnel	7.00	-
	Mr. Pankaj Jain	Key managerial personnel	1.00	-
			33.05	**11.00**
	Professional fees			
	Italian-Thai Development Public Company Limited	Holding Company	998.15	-
	M/s Udwadia & Co.	Entities where KMP has significant influence	27.55	15.16
			1,025.70	**15.16**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

B)	Nature of Transactions	Relationship	15 months ended 31 March 2019	Year ended 31 December 2017
	Share of profit / (loss) after tax in unincorporated entity			
	ITD-ITDCem JV	Unincorporated entity (joint venture)	(1,573.42)	(1,382.23)
	ITD-ITDCem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	(90.19)	(0.43)
	CEC-ITDCEM-TPL JV	Unincorporated entity (joint venture)	1,649.06	-
			(14.55)	**(1,382.66)**

All the transactions have been undertaken at arm's length price

₹ lakhs

C)	Outstanding balances:	Relationship	As at 31 March 2019	As at 31 December 2017
	Creditors for capital expenses			
	ITD-ITDCem JV	Unincorporated entity (joint venture)	-	79.70
	Balances - payable			
	Italian-Thai Development Public Company Limited	Holding Company	699.07	246.66
	Balances - receivable			
	Italian-Thai Development Public Company Limited	Holding Company	-	400.51
	ITD-ITDCem JV	Unincorporated entity (joint venture)	27,404.51	35,888.17
	ITD-ITDCem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	605.78	671.20
	CEC-ITDCEM-TPL JV	Unincorporated entity (joint venture)	1,649.01	81.21
			29,659.30	**37,041.09**
	Trade receivable			
	CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	436.92	301.30
	Corporate guarantee issued on behalf of			
	ITD-ITD Cem JV	Unincorporated entity (joint venture)	45,715.00	77,500.00
	CEC -ITD Cem-TPL JV	Unincorporated entity (joint venture)	51,000.00	51,000.00
			96,715.00	**128,500.00**
	Letter of credit limit utilized			
	ITD-ITDCem JV	Unincorporated entity (joint venture)	390.17	760.53
	Bank guarantee issued on behalf of			
	ITD-ITDCem JV	Unincorporated entity (joint venture)	15,526.41	32,051.13
	ITD-ITDCem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	-	196.43
	CEC-ITDCEM-TPL JV		16,980.60	16,980.60
			32,507.01	**49,228.16**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 34 | Interests in other entities

Note 34.1 Subsidiaries

Name of the entity	Country of incorporation	Ownership interest held by the group (%)		Ownership interest held by non controlling interests (%)		Principal activities
		31 March 2019	31 December 2017	31 March 2019	31 December 2017	
ITD Cementation Projects India Limited	India	100.00	100.00	-	-	Construction
ITD Cemindia JV	NA	80.00^	80.00^	20.00^	20.00^	Construction
ITD Cem-Maytas Consortium	NA	95.00	95.00	5.00	5.00	Construction

^ Pursuant to the Joint Venture Project Implementaiton Management Agreement entered between ITD Cementation India Limited and Italian-Thai Development Public Company Limited in respect of the four (4) metro projects being executed by ITD Cemindia JV, ITD Cementation India Limited will effectively have 100% share in the profit/ (loss) of these four (4) metro projects.

However, ITD Cementation India Limited and Italian-Thai Development Public Company Limited will continue to share profit / (loss) in the other projects of the Joint Venture in the ratio of 80% and 20% respectively.

Note 34.2 Non-controlling interests (NCI)

The following table summarises the information relating to each of the subsidiaries that has NCI. The amounts disclosed for each subsidiary are before intra-group eliminations

₹ lakhs

Particulars	ITD Cemindia JV		ITD Cem-Maytas Consortium	
	31 March 2019	31 December 2017	31 March 2019	31 December 2017
Non-current assets	12,274.82	8,800.87	-	-
Current assets	41,721.33	25,405.18	2,497.54	2,514.08
Non-current liabilities	-	123.37	-	-
Current liabilities	55,422.17	33,734.83	1,991.96	2,139.35
Net assets / liabilities	**(1,426.02)**	**347.84**	**505.58**	**374.73**
Net assets attributable to NCI	**191.69**	**69.57**	**25.28**	**18.74**
Revenue	90,053.61	19,345.74	2,461.85	55.23
Profit / (loss) for the period / year	**(1,773.86)**	**54.77**	**130.85**	**1.78**
Other comprehensive income	-	-	-	-
Total comprehensive income	**(1,773.86)**	**54.77**	**130.85**	**1.78**
Profit/(loss) allocated to NCI	122.12	10.95	6.54	0.09
OCI allocated to NCI	-	-	-	-
Total comprehensive income allocated to NCI	**122.12**	**10.95**	**6.54**	**0.09**
Cash flow from operating activities	(18,314.27)	(9,682.52)	309.57	(49.47)
Cash flow from investing activities	(2,367.82)	(7,520.10)	(0.07)	-
Cash flow from financing activities	22,691.06	17,776.89	(305.49)	54.09
Net increase in cash and cash equivalents	**2,008.97**	**574.27**	**4.01**	**4.62**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 34.3 Unincorporated entities - Joint Venture

Name of the entity	Ownership interest (%)		Carrying amount as at *		Principal activities
	31 March 2019	31 December 2017	31 March 2019	31 December 2017	
ITD - ITD Cem JV	49.00	49.00	57.49	57.49	Construction
ITD - ITDCem JV (Consortium of ITD - ITD Cementation)	40.00	40.00	-	-	Construction
CEC-ITD Cem-TPL JV ^	60.00	60.00	-	-	Construction
			57.49	**57.49**	

* Unlisted entity - no quoted price available

^ Though the Group's effective interest in the joint venture exceeds 50%, the entity has been classified as a joint venture. The management has assessed whether or not the Group has control over the entity based on whether the Group has practical ability to direct relevant activities unilaterally. In this case, based on specific joint venture agreement, the management concluded that the Group does not have practical ability to direct the relevant activities unilaterally but has such ability along with the other co-venturer.

Note 34.4 Table below provide summarised financial information for Unincorporated Joint ventures

₹ lakhs

Particulars	ITD - ITD Cem JV		ITD - ITDCem JV (Consortium of ITD - ITD Cementation)		CEC-ITD Cem-TPL JV	
	31 March 2019	31 December 2017	31 March 2019	31 December 2017	31 March 2019	31 December 2017
Non-current assets	15,619.19	21,059.51	1,411.81	1,548.50	14,531.03	15,514.10
Current assets						
- Cash and cash equivalents	2,633.96	6,755.79	9.48	74.29	14,657.53	4,023.84
- Other assets	27,631.55	39,370.00	135.81	138.95	10,870.67	18,904.29
Current assets	30,265.51	46,125.79	145.28	213.24	25,528.20	22,928.13
Non-current liabilities						
- Financial liabilities (excluding trade payables)	-	-	-	-	-	-
- Other liabilities	-	-	-	-	9.10	1.13
Non-current liabilities	-	-	-	-	9.10	1.13
Current liabilities						
- Financial liabilities (excluding trade payables)	2,834.80	13,954.05	12.05	2.76	468.54	1,468.64
- Other liabilities	11,767.71	12,707.23	76.46	86.92	36,823.22	36,953.45
Current liabilities	14,602.51	26,661.28	88.51	89.68	37,291.76	38,422.09
Net assets	31,282.19	40,524.02	1,468.58	1,672.06	2,758.37	19.01
Revenue	36,027.58	28,578.34	-	266.02	59,911.78	23,909.39
Other income	3,373.41	6,602.94	-	69.89	990.43	568.25

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

₹ lakhs

Particulars	ITD - ITD Cem JV		ITD - ITDCem JV (Consortium of ITD - ITD Cementation)		CEC-ITD Cem-TPL JV	
	31 March 2019	31 December 2017	31 March 2019	31 December 2017	31 March 2019	31 December 2017
Cost of construction materials consumed	15,620.67	13,386.48	-	-	16,541.77	5,411.90
Subcontracting expenses	9,852.57	7,986.19	2.43	66.75	16,969.45	6,807.77
Employee benefits expense	5,084.82	4,639.85	140.75	120.56	5,809.43	2,574.06
Finance cost	1,378.19	3,130.92	0.15	20.31	352.08	331.93
Depreciation expense	3,344.36	2,352.02	-	-	5,615.69	610.06
Other expense	5,801.89	5,498.75	82.15	129.37	11,336.95	8,744.01
Profit / (loss) for the period / year before tax	(1,681.51)	(1,812.93)	(225.48)	(1.08)	4,276.84	(2.09)
Income tax expenses	1,529.55	1,007.94	-	-	1,529.13	(2.41)
Profit/ (Loss) for the period / year	(3,211.06)	(2,820.87)	(225.48)	(1.08)	2,747.71	0.32
Other comprehensive income	-	-	-	-	0.72	(0.32)
Total comprehensive income / (loss)	(3,211.06)	(2,820.87)	(225.48)	(1.08)	2,748.43	-
Group share of profit/ (loss)	(1,573.42)	(1,382.23)	(90.19)	(0.43)	1,648.63	0.19
Group share of OCI	-	-	-	-	0.43	(0.19)
Group share of total comprehensive income	(1,573.42)	(1,382.23)	(90.19)	(0.43)	1,649.06	-

Note 35 | Current trade receivables and unbilled work-in-progress as at 31 March 2019 include amounts aggregating ₹ 2,880.31 lakhs and ₹ 1,422.20 lakhs, respectively, receivable from a customer. The Holding Company has been actively negotiating for realization of its dues and based on the progress of the negotiation/ discussion is reasonably confident of their recovery.

Note 36 | During the current period, the Holding Company received a complaint regarding alleged irregularities in the disposal of scrap material. Based on the findings of an internal Management investigation and a separate independent external forensic investigation which was directed by the the Audit Committee of the Board, some employees of the Holding Company were found to have engaged in/participated with others in unauthorised, improper and unethical activities/practices to the detrimental of the Holding Company including non-observance/disregard of the Holding Company's applicable policies in relation to disposal of scrap over the last 3 year; resulting in a loss of the Group estimated at ₹ 365 lakhs. The Holding Company has taken action against these employees by terminating their employment and is also taking necessary steps to recover the above loss to the extent possible. Based on Management assessment, no adjustments are however required to be made to the Group's financial statements for the 15 months period ended 31 March 2019.

Note 37 | Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

i Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Major financial instruments affected by market risk includes loans and borrowings.

a Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's total debt obligations with floating interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Increase in basis points	50 basis points	
Effect on profit before tax, decrease by	162.21	64.89
Decrease in basis points	50 basis points	
Effect on profit before tax, increase by	162.21	64.89

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

b Foreign currency risk

The Group has several balances in foreign currency and consequently the Group is exposed to foreign exchange risk. The exchange rate between the rupee and foreign currencies has changed substantially in recent years, which has affected the results of the Group, and may fluctuate substantially in the future. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The following table analyses foreign currency risk from financial instruments as at 31 March 2019:

(In lakhs)

	Euro	Total
Trade payables	3.92	3.92

The following table analyses foreign currency risk from financial instruments as at 31 December 2017:

(In lakhs)

	Euro	Total
Trade payables	19.15	19.15

During the 15 months period to mitigate the Group's exposure to foreign currency risk, non-INR cash flows are monitored and forward exchange contracts are entered into in accordance with the Group's risk management policies. Generally, the Group's risk management procedures distinguish short-term foreign currency cash flows (due within 6 months) from longer-term cash flows (due after 6 months).

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

The following table gives details in respect of outstanding foreign exchange forward contracts:

	As at 31 March 2019		As at 31 December 2017	
	In euro lakhs	₹ lakhs	In euro lakhs	₹ lakhs
Forward contracts	3.92	317.60	19.15	1,497.60

The foreign exchange forward contracts mature within 6 months. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as at the balance sheet date:

(Euro in lakhs)

	As at 31 March 2019	As at 31 December 2017
Not later than one month	3.92	8.88
Later than one month and not later than three months	-	10.27

Sensitivity analysis

The Group's exposure in foreign currency is not material and hence the impact of any significant fluctuation in the exchange rates is not expected to have a material impact on the operating profits of the Group.

ii Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. The maximum exposure of the financial assets are contributed by trade receivables and other financial assets.

a Trade receivable

Trade receivables are typically unsecured and are derived from revenue earned from two main classes of trade receivables i.e receivables from sale to government corporations and receivables from sales to private third parties. A substantial portion of the Group's trade receivables are from government promoted corporations customers having strong credit worthiness. Further, Group's historical experience of collecting receivables is that credit risk is extremely low. Hence trade receivables are considered to be a single class of financial assets.

Particulars	As at 31 March 2019		As at 31 December 2017	
	₹ lakhs	%	₹ lakhs	%
Receivable from government corporations	30,806.70	70.08%	12,891.50	53.06%
Receivable from private parties	13,152.52	29.92%	11,402.51	46.94%
Total trade receivable	**43,959.22**	**100.00%**	**24,294.01**	**100.00%**

b Financial assets other than trade receivables

Financial assets other than trade receivables comprise of cash and cash equivalents, other bank balances, loan to employees and other financial assets which majorly comprises of unbilled work-in-progress. The Group monitors the credit exposure on these financial assets on a case-to-case basis. Based on the Group's historical experience, the credit risk on other financial assets is also low.

The following table gives details in respect of contract revenues generated from the top customer and top 5 customers for each reporting period:

	As at 31 March 2019		As at 31 December 2017	
	₹ lakhs	% of Revenue	₹ lakhs	% of Revenue
Revenue from top customer	85,724	27.16%	25,617	12.44%
Revenue from top five customers	192,867	61.10%	68,325	33.18%

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

For the 15 months period ended there is one (31 December 2017: One) customer, individually, accounted for more than 10% of the revenue.

The movement of the allowance for lifetime expected credit loss is stated below: ^

₹ lakhs

	As at 31 March 2019	As at 31 December 2017
Balance at the beginning of the period / years	182.12	613.57
Balance at the end of the period / years	118.00	182.12

^ The Company has written off ₹ 1,824.38 lakhs (31 December 2017 : ₹ 13,323.35 lakhs) towards amounts not recoverable from trade receivables and unbilled revenue during the 15 months period ended 31 March 2019.

iii **Liquidity risk**

Liquidity is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the contractual maturities of significant financial liabilities:

₹ lakhs

Particulars	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
As at 31 March 2019					
Borrowings (including current maturities of long term debts)	45,440.95	6,082.24	1,706.27	-	53,229.46
Trade payables	-	55,918.22	-	-	55,918.22
Interest accrued	31.50	163.60	-	-	195.10
Other financial liabilities	-	6,139.25	-	-	6,139.25
Total	**45,472.45**	**68,303.31**	**1,706.27**	**-**	**115,482.03**
As at 31 December 2017					
Borrowings (including current maturities of long term debts)	24,738.52	21,659.57	2,461.76	-	48,859.85
Trade payables	-	62,170.62	-	-	62,170.62
Interest accrued	21.04	52.89	-	-	73.93
Other financial liabilities	-	7,523.60	-	-	7,523.60
Total	**24,759.56**	**91,406.68**	**2,461.76**	**-**	**118,628.00**

Note 38 | Capital management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group. The Group strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The aim to maintain an optimal capital structure and minimise cost of capital.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with others in the industry, the Group monitors its capital using the gearing ratio which is total debt divided by total capital.

	As at 31 March 2019	As at 31 December 2017
Total debt	53,229.46	48,859.85
Total equity	102,304.22	61,815.91
Total debts to equity ratio (Gearing ratio)	**0.52**	**0.79**

In the long run, the Group's strategy is to maintain a gearing ratio of less than 0.5.

Note 39 | Money raised through Qualified Institutional Placement ("QLP") and its utilisation

During the 15 months period, the group has completed the Qualified Institutional Placement ("QIP") and raised a total amount of ₹ 33,683.42 lakhs by issuing 16,629,684 equity shares of ₹ 1 each at a premium of ₹ 201.55 per share. The details of proceeds through QIP and its utilisation as on 31 March 2019 are as under:

(a) Amount raised through QIP

₹ lakhs

Gross proceeds from QIP	33,683.42
(16,629,684 equity shares issued at premium of ₹ 201.55 each, Face value ₹ 1 each)	
Less: Share issue expenses	(561.52)
Net proceeds from QIP	33,121.90

(b) Use of proceeds from QIP

₹ lakhs

Particulars	Amount disclosed in offer document	Amount utilised
Long term working capital and capital expenditure	32,993.42	33,121.90
Share issue expenses	690.00	561.52
	33,683.42	**33,683.42**

Note 40 | Change in accounting year

Pursuant to the resolution of the Board of Directors of the Holding Company dated 22 February 2018, approving the change in financial year of the Holding Company from January- December to April- March, the current consolidated financial statements of the Holding Company have been prepared for a period of 15 months ended 31 March 2019 ('current period'). Accordingly, the figures for the current period are not comparable with figures for the year ended 31 December 2017 ('previous year') presented in the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement, Consolidated Statement of Changes in Equity and related notes.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the 15 months period ended 31 March 2019

Note 41 | Previous year figures have been regrouped or reclassified, to conform to the current 15 months period's presentation wherever considered necessary.

This is a summary of significant accounting policies and other explanatory information referred to in our audit report of even date

For Walker Chandiok & Co LLP Chartered Accountants Firm Registration No. 001076N/N500013	**For and on behalf of the Board of Directors**	
Rakesh R. Agarwal Partner Membership No: 109632	**Adun Saraban** Executive Vice Chairman DIN: 01312769	**Jayanta Basu** Managing Director DIN: 08291114
	Prasad Patwardhan Chief Financial Officer ACA No.44453	**Rahul Neogi** Company Secretary ACS No.10653
Place : Mumbai Date : 22 May 2019	Place : Mumbai Date : 22 May 2019	

NOTES

NOTES

CORPORATE INFORMATION

BOARD OF DIRECTORS

Premchai Karnasuta, *Chairman*
(Upto 31 March, 2019)

Pathai Chakornbundit, *Vice Chairman*
(Upto 31 March, 2019)

Piyachai Karnasuta, *Chairman*
(w.e.f. 1 April, 2019)

Adun Saraban, *Executive Vice Chairman*
(w.e.f. 23 April, 2019)

Santi Jongkongka,
Executive Vice Chairman (Designate)
(w.e.f. 22 May, 2019)

Jayanta Basu, Managing Director
(w.e.f. 23 April, 2019)

D. E. Udwadia *(Upto 29 March, 2019)*

D. P. Roy

Ramola Mahajani

Sunil Shah Singh

Pankaj I. C. Jain *(w.e.f. 31 October, 2018)*

COMMITTEES OF DIRECTORS

Audit Committee

Sunil Shah Singh - *Chairman*
D. P. Roy
Piyachai Karnasuta
Pankaj I. C. Jain

Stakeholders' Relationship Committee

D. P. Roy - *Chairman*
Piyachai Karnasuta
Adun Saraban
Santi Jongkongka

Nomination and Remuneration Committee

Ramola Mahajani - *Chairperson*
Sunil Shah Singh
Piyachai Karnasuta

Corporate Social Responsibility Committee

Piyachai Karnasuta - *Chairman*
D. P. Roy
Adun Saraban
Santi Jongkongka
Jayanta Basu

CHIEF FINANCIAL OFFICER

Prasad Patwardhan

COMPANY SECRETARY

Rahul Neogi

AUDITORS

Walker Chandiok & Co LLP, Mumbai

LEGAL ADVISERS

Udwadia & Co., Mumbai

BANKERS

Allahabad Bank
Axis Bank Limited
Bank of Baroda
Bank of India
Bank of Maharashtra
Central Bank of India
Export-Import Bank of India
IDBI Bank Limited
Punjab National Bank
Standard Chartered Bank
State Bank of India
Syndicate Bank
The Federal Bank Limited
Union Bank of India
IndusInd Bank

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R & D LOCATION

Kolkata

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ANNUAL GENERAL MEETING

Friday, 9th August, 2019, 4.00 p.m.

Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Vidyasagar Principal
K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020.

ITCem

Commitment, Reliability & Quality

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