ITD Cem

Commitment, Reliability & Quality

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

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

Date	Our Reference No.	Our Contact	Direct Line
29th August, 2020	SEC/08/2020	RAHUL NEOGI	91 22 67680814

Dear Sirs,

Sub: Notice of the 42nd Annual General Meeting of the Company and the Annual Report under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Scrip Code: 509496 (BSE) and ITDCEM (NSE)

Pursuant to Regulation 34 of the Listing Regulations, please find attached herewith the Annual Report of the Company for the financial year 2019-20 alongwith the Notice of the 42nd Annual General Meeting of the Company to be held on Wednesday, 23rd September, 2020 at 3.00 p.m. (IST) through Video Conference / Other Audio Visual Means, which are being sent to the shareholders of the Company through electronic mode.

The aforesaid Notice and the Annual Report 2019- 2020 are available on our Company's website www.itdcem.co.in

This is for your information and records.

Thanking you,

Yours faithfully,

For ITD Cementation India Limited

(RAHUL NEOGI)
COMPANY SECRETARY
Enclosed: As above

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Commitment, Reliability & Quality

ITD CEMENTATION INDIA LIMITED

CIN: L61000MH1978PLC020435

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

Phone No: 022-66931600; Fax No.022-66931628

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

NOTICE

NOTICE is hereby given that the FORTY SECOND ANNUAL GENERAL MEETING (AGM) of the Members of ITD CEMENTATION INDIA LIMITED (the Company) will be held on Wednesday, 23rd September, 2020 at 3:00 p.m.(IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company at National Plastic Building, A-Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai 400057.

Ordinary Business:

1. To receive, consider and adopt:

   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, together with the Report of the Auditors thereon.

2. To declare a dividend of ₹ 0.30/- per equity share of ₹ 1/- each (30%) for the financial year ended 31st March, 2020.

3. To appoint a Director in place of Mr. Piyachai Karnasuta (DIN: 07247974), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business

4. To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the payment by the Company of remuneration of ₹ 4,72,500/- (Rupees Four Lakh Seventy Two Thousand Five Hundred Only) per annum plus applicable taxes and out of pocket expenses, if any, actually incurred during the course of audit, to Mr. Suresh Damodar Shenoy, Cost Accountant (Membership Number 8318) appointed by the Board of Directors of the Company as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2021 be and is hereby confirmed, approved and ratified.

   RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Registered Office:	**Rahul Neogi**
National Plastic Building,	Company Secretary
A-Subhash Road,	Membership No.A-10653
Paranjape B Scheme,	
Vile Parle (East)	
Mumbai 400 057.	

Dated: 17th June, 2020

NOTES:

1. In view of the outbreak of Covid-19 pandemic and the need to maintain social distancing norms as per the directives of the Ministry of Home Affairs, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as MCA Circulars) has permitted the holding of the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC / OAVM,. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company's website www.itdcem.co.in and also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

2. In terms of clause 3(A) (II) of General Circular No. 20/2020 dated 5th May, 2020, issued by the MCA, the Special Business appearing at Item No. 4 of the accompanying Notice, is considered to be unavoidable by the Board and therefore forms part of the Notice.

3. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

4. **As the AGM is being held pursuant to the MCA Circulars through VC / OAVM and the requirement of physical attendance of Members has been dispensed with in terms of the MCA circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ("SEBI Circular"), the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed .**

5. Institutional / Corporate Members/ Societies intending to appoint their authorized representative to attend the meeting through VC are required to send a scanned copy (PDF/JPEG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote either through remote e-voting or during the AGM. The said Resolution/ Authorization should be sent electronically through their registered email addresses to the Scrutinizer at scrutinizer@itdcem.co.in with a copy marked to the Company at investor.relations@itdcem.co.in.

6. The Members can join the AGM in VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.

7. As per the MCA Circular, the facility of VC/OAVM will be made available to at least 1000 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

8. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. In terms of Secretarial Standard-2 (SS-2) relating to General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with clarifications issued by the ICSI on applicability of Secretarial Standards 1 and 2 dated 15th April, 2020, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which is the deemed venue of the AGM.

10. The relative Statement of material facts pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") in respect of the business at Item No. 4 of the Notice, is annexed hereto. The relevant details of the Director seeking re-appointment under ItemNo. 3 of the Notice, as required by Regulation 26(4) and Regulation 36(3) of the Listing Regulations and SS-2 on General Meetings issued by the Institute of Company Secretaries of India, are also annexed.

11. (a) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 17th September, 2020 to Wednesday, 23rd September, 2020 (both days inclusive)for the purpose of AGM and for determining the names of members eligible for dividend on equity shares, if declared at the AGM.

    (b) The dividend, if any,that may be declared at the meeting will be paid on 30th September,2020 to :

    i) the members in respect of shares held in physical form after giving effect to valid transmission and transposition of shares in respect of valid requests lodged with the Company as of the close of business hours on 16th September 2020, and

    ii) the members whose names appear as Beneficial Owners in the Register and Index of Beneficial Owners as at the end of the business hours on16th September, 2020 as per details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.

12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 (the IT Act). In order to enable compliance with TDS requirements, Members were requested, vide Company's e-mail communication dated 13th July 2020, to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants (DPs) or in case shares are held in physical form, with the Company by sending documents through e-mail by 10th September, 2020.

13. In cases where the Members who are unable to receive the dividend directly in their bank accounts through National Electronic Clearing Service (NECS) or any other means, due to non-registration of the Electronic Bank Mandate,the Company shall despatch the dividend warrant/bankers' cheque/demand draft to such Members, upon normalisation of postal services and other activities.

14. In order to eliminate the risk associated with fraudulent encashment of warrants and to ensure proper receipt of

dividend, members are advised to avail of the facility for receipt of dividend through ECS/NECS. Members holding shares in physical form are requested to send an email in this regard along with following details, registered folio number attaching photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card at einward.ris@kfintech.com and investor.relations@itdcem.co.in.

15. Pursuant to the provisions of Section 124 (5) of the Act, the dividend(s) remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company is/are required to be transferred to the Investor Education and Protection Fund (IEPF), administered by the Central Government. During the year, the dividend declared by the Company for the financial year ended 31st December, 2011, which was unclaimed, has been transferred to IEPF. Further, the dividend declared by the Company for the financial year ended 31st December, 2012, which was unclaimed, is required to be transferred to the IEPF during the current year. The Company has uploaded the details of the unclaimed amounts of dividend(s) of the Members on the website of the Company (www.itdcem.co.in) as per the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016.

    Members, who have not yet encashed their dividend(s) pertaining to the financial year ended 31st December, 2013 and onwards, are advised to write to the Company immediately, claiming dividend(s) declared by the Company.

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

    In the event Members do not claim dividend(s) that have remained unpaid/unclaimed upto the Financial Year ended 31st December, 2013, as aforesaid, all the shares in respect of such unpaid/unclaimed dividend(s) would have to be transferred to the IEPF Authority.

17. The Members/claimants whose shares, unpaid dividend, etc. have been transferred to the IEPF Authority, may claim the shares or apply for refund by making an application in Form IEPF-5 web (available on www.iepf.gov.in) along with requisite fee as may be decided by the IEPF Authority from time to time to the IEPF authority.

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without payment of any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 23rd September, 2020. Members seeking to inspect such documents can send an email to investor.relations@itdcem.co.in.

19. In case of joint holders attending the AGM through video conferencing, only such joint holder who is higher in the order of names will be entitled to do the e-Voting.

20. Members who have cast their votes on the resolutions by remote e-voting prior to the AGM can participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote through e-voting on such resolutions again.

21. Members holding shares in physical form are requested to send intimation pertaining to their bank account details, mandates, nominations, address, e-mail address etc. and any changes thereat, if any, immediately to the Company's Registrar and Transfer Agents, KFin Technologies Private Limited at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Tel: +91 40 67162222, Fax : +91 40 23420814, email ID : einward.ris@kfintech.com and / or its Branch Office at 24-B, Raja Bahadur Mansion, Ambalal Doshi Marg, Behind BSE, Fort, Mumbai - 400023, Tel: +91 22 66235454 email ID : ircfort@kfintech.com (hereinafter referred to as RTA). Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants only and Member holding shares in physical form must intimate the changes, if any to the RTA.

22. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after March 31, 2019 transfer of securities would not be processed unless the securities are held in dematerialized form with a depository.

    Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode

23. For ease of conduct of AGM, members who would like to ask questions / express their views may send their questions in advance at least three (3) days before the date of AGM mentioning their name, demat account number/ folio number, email id, mobile number at investor.relations@itdcem.co.in. The same will be replied to by the Company.

24. Due to COVID-19 pandemic and difficulties involved in dispatching of physical copies of the Annual Report, MCA, vide its Circular dated 5th May, 2020 and SEBI vide its Circular dated 12th May, 2020 have dispensed with the requirement of printing and dispatch of physical copies of the Annual Report. Accordingly, the Notice of the AGM along with the Annual Report 2019-20 and instructions for e-voting are being sent only by electronic mode to those

Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.itdcem.co.in and on the website of CDSL at www.evotingindia.com. For any communication, the shareholders may send requests to the Company's email-id: investor.relations@itdcem.co.in.

Members holding shares in physical mode are requested to register their email ID with the RTA at https://ris.kfintech.com/email_registration/ for receiving notice and Annual Report by email.

25. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.

26. **Voting through electronic means**

a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

b. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

I) INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) The e-voting period commences on Sunday, 20th September, 2020 (9.00 a.m. IST) and ends on Tuesday, 22nd September, 2020 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" module.

(iv) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for ITD Cementation India Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians –Remote Voting.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company through their registered email address to the Scrutinizer at scrutinizer@itdcem.co.in with a copy marked to the Company at investor.relations@itdcem.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

General instruction

1. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date, being 16th September, 2020. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut – off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting.
2. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the AGM through electronic means.

4. Mr P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8831) or failing him Ms. Sarvari Shah (Membership No. FCS 9697) of M/s Parikh & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting prior to the AGM and e-voting during the AGM and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

6. The Results declared alongwith the Scrutinizer's Report(s) will be available on the website of the Company (www.itdcem.co.in) and on CDSL's website (www.evotingindia.com) and communication of the same will be made to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be placed on the Notice Board at the Registered Office of the Company.

7. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at HYPERLINK "http://www.evotingindia.com" www.evotingindia.com, under help section or write an email to HYPERLINK "mailto:helpdesk.evoting@cdslindia.com" helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

8. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to HYPERLINK "mailto:helpdesk.evoting@cdslindia.com" helpdesk.evoting@cdslindia.com or call on 022- 23058738 / 022-23058542/43.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to send requests to the Company's email-id: investor.relations@itdcem.co.in. or email ID : einward.ris@kfintech.com or on website of RTA at https://ris.kfintech.com/email_registration/

2. For Demat shareholders - Members who hold their shares in dematerialised form and not updated/ registered their email ID may get in touch with their depository participants to update /register their email IDs.

II) INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

III) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

   Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

   The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) System requirements for VC/OAVM is Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more Microphone and speakers – built-in or USB plug-in or wireless Bluetooth and use Broweser of Google Chrome : Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge Chromium: Version 72 or latest Safari: Version 11 or latest Internet.

*Explorer is Not Supported

e) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

f) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at investor.relations@itdcem.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@itdcem.co.in. These queries will be suitably replied to by the Company.

g) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of the time as regards smooth conduct of the AGM proceedings.

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

Item 4

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Mr. Suresh Damodar Shenoy, Cost Accountant in Practice (Membership No. 8318), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending on 31st March, 2021, at a remuneration of ₹ 472,500/- (Rupees Four Lakh Seventy Two Thousand Five Hundred Only) per annum plus applicable taxes and out of pocket expenses, if any, actually incurred during the course of audit. In terms of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time,the payment of the above remuneration to the Cost Auditor needs to be approved and ratified by the Members of the Company.

None of the Directors, Key Managerial Personnel and their respective relatives are concerned in any manner or interested, financially or otherwise, in the Resolution set out at Item 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item 4 of the Notice for approval of the Members of the Company.

By Order of the Board

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

Rahul Neogi
Company Secretary
Membership No.A-10653

Dated: 17th June, 2020

The particulars of the Director, who is proposed to be re-appointed at this Annual General Meeting, is given below, as required pursuant to Regulation 26(4) and Regulation 36 (3) of the Listing Regulations, 2015 as amended from time to time and also other details as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India:

	Brief resume of Mr. Piyachai Karnasuta proposed to be re-appointed as Director liable to retire by rotation.
Age	45 years
Qualifications	Bachelor of Civil Engineering from Washington University and MBA from Waseda University.
Experience & Justification (including expertise in specific functional area)/Brief Resume	Mr. Piyachai Karnasuta is a Director of the Company since 2015 and has been appointed Chairman of the Company with effect from 1st April, 2019. He has experience and knowledge in Civil Engineering and Construction of over 17 years. He is the Executive Vice President of Italian-Thai Development Public Company Limited, Thailand, the promoter of the Company.
Terms and Conditions of Appointment	As per item 3 of the Notice dated 17th June, 2020.
Remuneration last drawn (including sitting fees, if any)	Commission- ₹ 6.00 Lakh Sitting Fees- ₹ 10.65 Lakh
Remuneration proposed to be paid	Only Sitting Fees and Commission
Date of first appointment on the Board	5th August, 2015
Shareholding in the Company as on 17th June 2020	None
Relationship with other Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	Board: 7 (out of 7 held)
Directorships of other Boards	Nil
Membership/ Chairmanship of Committee of other Boards	Nil

By Order of the Board

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

Rahul Neogi
Company Secretary
Membership No.A-10653

Dated: 17th June, 2020

Commitment, Reliability & Quality

Excellence in Execution

ITD Cementation India Limited

Annual Report 2019-20

Inside the report

CORPORATE OVERVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS

Standalone

Consolidated

For additional information about the Company, scan the QR Code

To view the report online log on to **www.itdcem.co.in**

Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward looking statement, whether as a result of new information, future events, or otherwise.

A consistent track record, robust execution capabilities and a steady order book endows ITD Cementation India Limited with a competitive edge that keeps the Company focussed and motivated to sustainably raise standards – every step of the way.

For years, the Company has set new benchmarks and carved dynamic solutions to lay the foundations for some of the finest infrastructure constructions in the country. From designing and executing complex marine projects, airports, tunnels, elevated & underground metro rail projects to building roads, highways, tunnels, dams and bridges – our portfolio stands testimony to our profuse commitment to translate our actions into reality.

Our agility, efficiency and proactive attitude enable us to never lose sight of our objectives, even in challenging circumstances. It strengthens our resolve to capitalize on opportunities and fulfil our promise to deliver excellence in execution, while catalysing change for a brighter future.

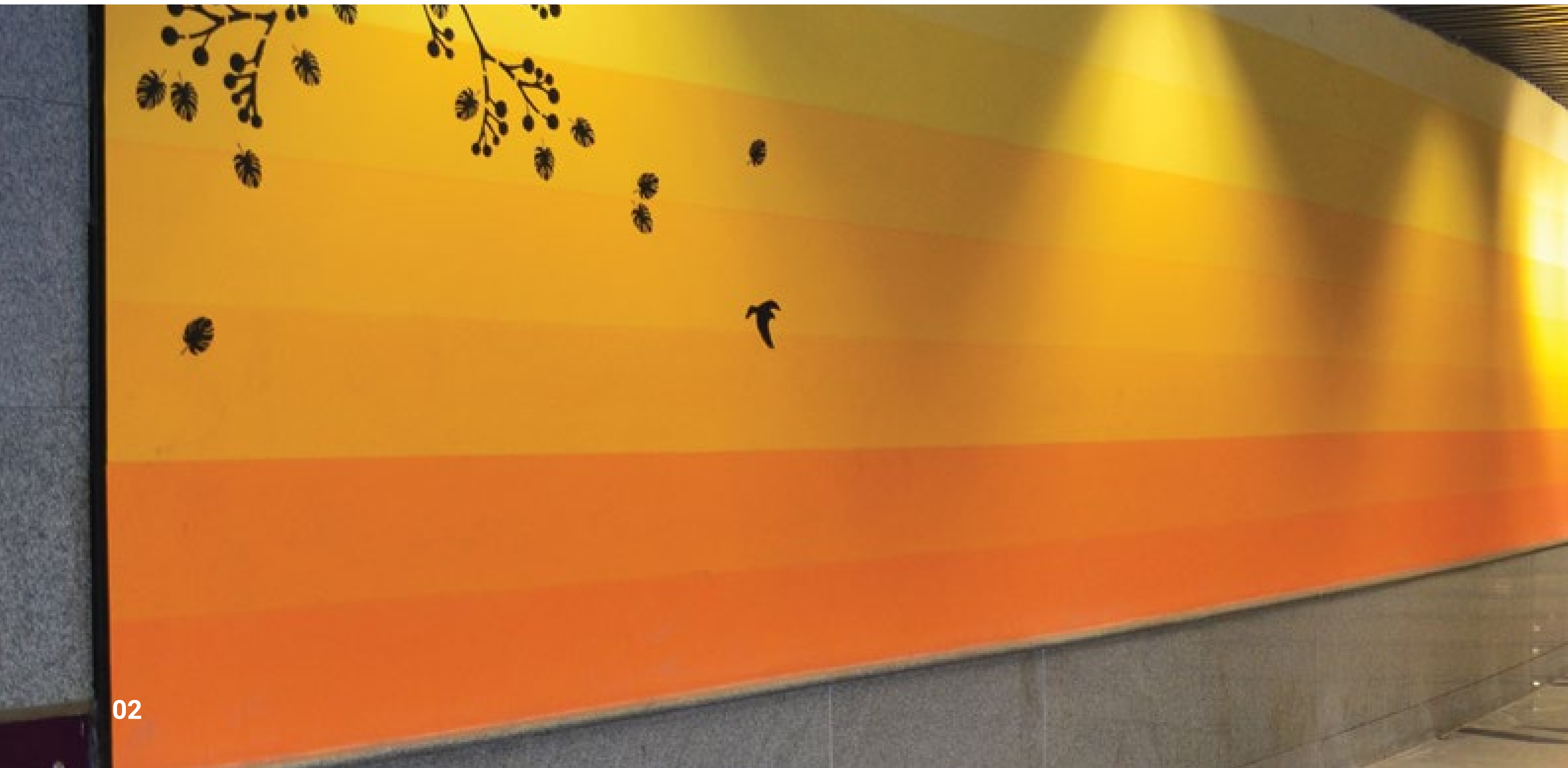
ITD Cementation India Limited – An Overview

With over eight decades of experience, ITD Cementation India Limited ("the Company") today is a leading construction company in India with an integrated portfolio of services comprising design, engineering, procurement and construction across multiple lines of business.

Leveraging the expertise of its Parent Company, Italian-Thai Development Public Company Limited, Thailand, the Company has successfully pioneered in the field of MRTS, Airports, Maritime Structures and Industrial structures. The Company is a preferred contractor and has also proven expertise in building Tunnels, Dams, Highways, Bridges, Flyovers and other infrastructure projects.

Over the years, the Company has diversified into core infrastructure segments. With state-of-the-art equipment and a team of skilled professionals, the Company has established itself as a strong player for public as well as private projects. Its extensive client base consists of government organisations, port authorities, public sector undertakings, large private sector companies and various State Boards.

In addition to having a Registered Office/ Corporate Office in Mumbai, the Company has offices in Delhi, Kolkata and Chennai. With our team of 2,123 people, we are committed to create outstanding value for our clients, partners, investors and the communities we cater to.



Mission

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

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

Core Principles

- Customers come first
- Employees are our most important asset and working conditions & training must enable them to give their best
- Our quality, health and safety standards are second to none
- We strive to ensure timely commencement and completion of projects
- Plant and machinery are our wealth. We ensure their proper maintenance to prolong productivity
- We prioritize state-of-the art technology and an excellent MIS system
- Environmental awareness and care for our surroundings in which we live is a part of our business philosophy
- Our competitive edge is maintained through specialist skills and commitment to both training and R&D

Foundation for Success

Our Parent Company, Italian-Thai Development Public Company Limited, Thailand (ITD) is one of the leading Infrastructure companies in Thailand and has made major contribution to Thailand's infrastructure for over 61 years.

ITD has expanded to overseas countries such as India, Bangladesh, Cambodia, Lao PDR, Indonesia, Maldives, Myanmar, Philippines, Madagascar, Taiwan, etc.

With their experience and expertise, we have today successfully maintained our position as one of the market leaders in India's infrastructure development program. This MNC lineage also provides us access to the latest technologies and knowhow, international design and engineering organisations as well as skilled personnel to augment our local strength.

Delivering Excellence through Efficient Execution

With a fundamentally strong and diversified business model, we have established strong core capabilities that help us deliver compelling value proposition for our clients and drive efficiencies & excellence across projects.

State-of-the-art technology

In a complex and dynamic environment, technology acts as a key differentiator for enabling growth and success. The Company's superior technology plays a crucial role to streamline and execute complex procedures. We have implemented cutting-edge technology at construction sites and have implemented SAP-ERP solutions to enforce a comprehensive system to monitor, supervise and ensure quality and safety across verticals. We continuously rely on cost-efficient, quality-assurance technologies and a range of contemporary design and project management tools to significantly improve efficiency and enhance productivity.

Superior equipment and facilities

The Company meets varied construction requirements, suited to the needs of diverse clients. To facilitate an extensive range of infrastructure development demands, we utilize a range of latest construction equipment. It helps to engage effectively, optimise costs and deliver projects on-time, enabling execution without delay. We collaborate with competent companies with extensive experience and contemporary equipment including modern dredging vessels, marine and onshore engineering equipment along with other advanced machinery for soil investigation, design and research giving us a competitive advantage to win and execute challenging as well as complex projects.

A resourceful team

To ensure successful project execution, we believe in the skills, expertise and dedication of our professional teams. The desire to deliver exceptional results drives our people to meet complex challenges efficiently. The Company fosters an inclusive culture conducive for personal as well as professional growth. Our training modules are curated to suit diverse employee requirements, to train and prepare them for a constantly evolving industry.

Upholding the highest standards of quality

With an unwavering commitment to quality and environment, safety and health (ESH) principles, we have been accredited with ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certificates, ensuring adherence to stringent standards of operational excellence. Through DNV-GL, we conform to ISO 45001:2018 for Occupational Health & Safety Management System (OHS-MS), making us among the first construction companies in India to achieve this.

Growing Strategically

Over the last eight decades, we along with our 'design-to-deliver' capabilities have earned a reputation for quality, reliability and strong customer orientation – empowering us to be a market leader in our segment.

We strive to provide a full suite of infrastructure services, exclusively tailored to the needs of various projects. It enables us to design and build capabilities to execute public and private-sector projects across industry verticals and in diverse geographies.

Our clientele represents a broad array of local and global needs, so our strategy remains flexible as well as adaptive. We will continue to deliver innovative, single-window solutions to meet our clients' requirements and expand our capabilities and services to deliver projects — from design and build to engineering, procurement and construction.

Our Geographical spread /presence

Performance Parameters

5 years order book comparison data as on

(₹ in Crore)

Vertical-wise Order Break-up	31 March 2020	31 March 2019	31 December 2017	31 December 2016	31 December 2015
Urban Infrastructure / MRTS / Airports	4,917	5,087	4,547	2,300	472
Marine	3,016	3,192	1,631	2,726	2,773
Industrial Structures & Buildings	1,003	24	79	251	330
Foundation & Specialist Engineering	127	173	83	152	131
Highways, Bridges & Flyovers	9	88	46	239	493
Hydro / Dams / Tunnels / Irrigation	2,423	1,391	1,052	770	897
Water & Waste Water	248	38	75	146	108
Total	**11,743**	**9,993**	**7,513**	**6,584**	**5,204**

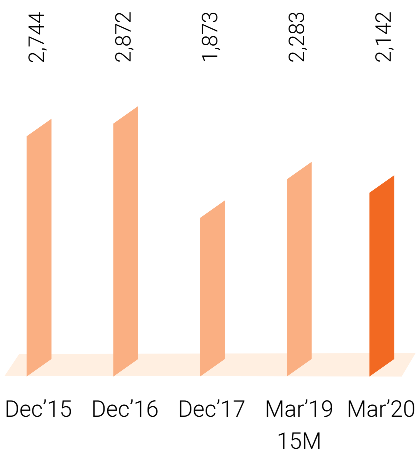
Note: Includes the Company's share in joint venture projects.

Performance Parameters

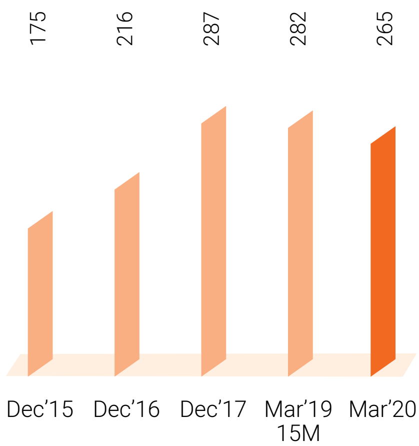
Standalone Financials

(₹ in Crore unless specified)

Revenue from operations



EBITDA*



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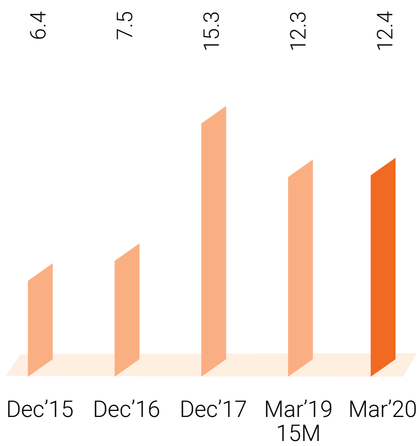
EBIDTA (%)*



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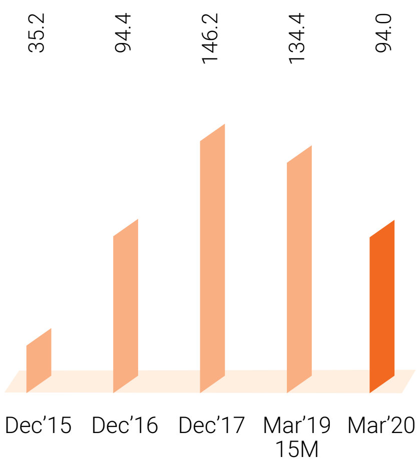
PBT*



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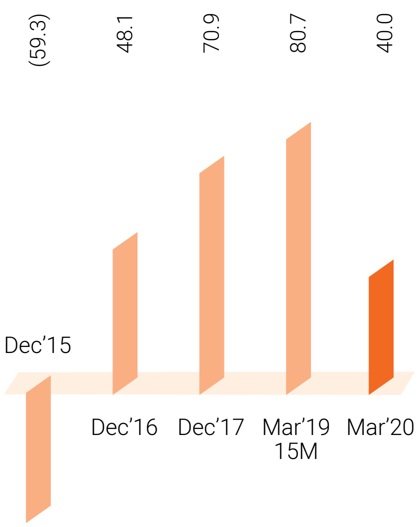
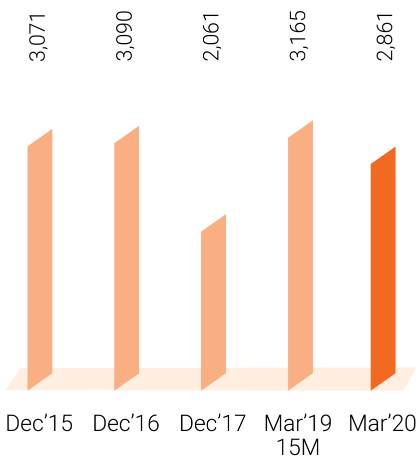


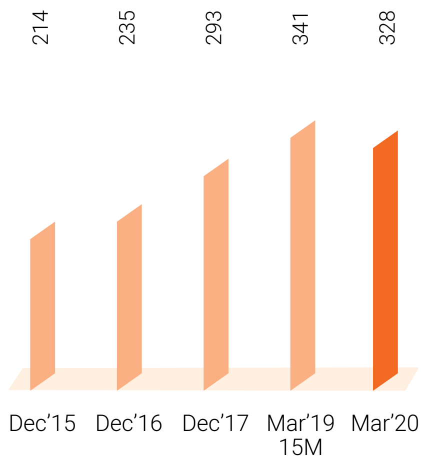
Consolidated Financials

(₹ in Crore unless specified)

Revenue from operations



EBITDA*



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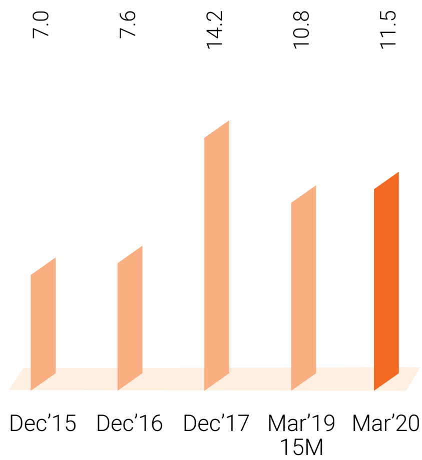
EBIDTA (%)*



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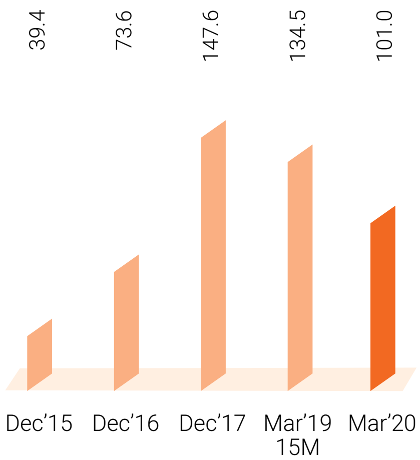

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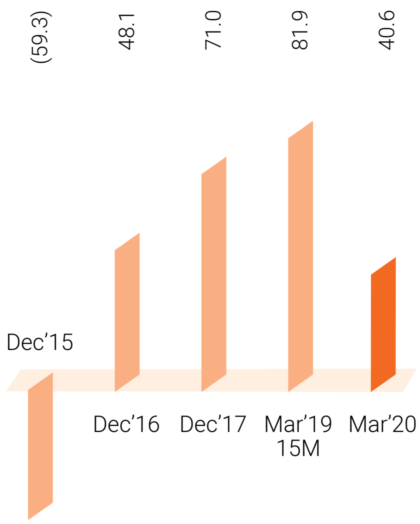


Chairman's Message

With continued focus on staying relevant and remaining attuned to evolving industry dynamics, we are enhancing our skills and expertise to meet future demands.

Dear Shareholders,

Our Company's performance in FY 2019-20 with steady progress, a strong order book and a dynamic industry kept us enthused and enabled us to remain focussed on our objectives and strategic goals during the year under review. We ended the year with a healthy balance sheet and profitable operations running into headwinds of economic slowdown and uncertainties due to the unprecedented Covid-19 pandemic and global trade war.

Industry Review

Economic growth continued to trail for a better part of the year, but the recent Covid-19 outbreak emerged as the biggest differentiator for companies across the globe. The pandemic continues to inflict high and a rising human cost, adversely impacting the economic activities globally.

The Infrastructure sector is the key driver of the Indian economy and has witnessed a growth in the past with an increase in Public investments together with opening up of the sector with 100% FDI participation being invited across all its major sectors. Significant investments in infrastructure development have been witnessed across sectors ranging from Urban Infra/MRTS, marine and development of ports to railways, airports, economic corridors, affordable housing, water supply & sanitation. Infrastructure being a pivotal sector, development of infrastructure translates to increased employment opportunities and overall growth of the nation. The sector is expected to grow further in the next five years with the Indian Government's proposed expenditure plan of ₹ 111 lakh crores under the National Infrastructure Pipeline. Initiatives like "Housing for all" and "Smart City Mission "shall also help to enable growth of the infrastructure sector. Moreover, India continues to attract international investors, thereby opening up multiple opportunities in a market buoyed by an increased demand.

Our Performance

Our Company delivered a strong performance in FY 2019-20 at consolidated level with revenue from operations at ₹ 2,861 Crores. Our order book stood at ₹ 11,743 Crores, as on March 31, 2020, including our share in the joint venture projects under execution recording an all-time high. Urban infra accounted for 35.4% of our order book, marine segment contributed 25.7%, hydro dams and tunnelling accounted for 20.6%, followed by buildings at 8.5% and airports at 6.5%.

We continue to focus on Maritime structures, Airports, Urban Infrastructure / MRTS while we have significant presence in Dams, Irrigation, Industrial Buildings, Railways, Water & Sewage treatment plants, Foundation and other specialist works.

At present, we are executing several multidisciplinary projects like the Construction of Captive Coal Jetty, Breakwater and Conveyor System for a Thermal Power Project in Udangudi, Tamil Nadu, Development of Refit Jetty and Allied Facilities at Port Blair, Andaman & Nicobar Islands, a Multi Modal Inland Water Transport Terminal at Haldia, West Bengal, Modernisation of Pune and Trichy Airports, Elevated projects for Nagpur, Bangalore and Kolkata Metros, underground Metro Tunnelling and stations Works for Bangalore, Mumbai and Kolkata Metros, Design & Construction of high rise tower structures of housing colony in New Delhi, Construction of Railway Tunnels between Sivok (West Bengal) and Rangpo (Sikkim) for IRCON and North Frontier Railways. We are executing our first major overseas marine project in Myanmar which includes construction of Container Berth, Backup Yard facilities, Building and utilities for Adani Yangon International Terminal Company Limited.

Committed to Welfare

Our Company is recognized as a socially committed and a responsible entity. We endeavour our best to make a positive difference to the society as a whole. We are also making meaningful contributions to enable sustainable development of communities at large.

In the wake of the recent Covid-19 pandemic, we are strictly adhering to the safety and standard operating procedures of the Government to fight the outbreak at our various project sites, establishments and offices which have been highly appreciated by our Clients and Authorities.

Looking Ahead

Though we are passing through an unprecedented crisis, we remain focussed and confident of overcoming the disruptions and roadblocks imposed on our operations through measures that have been adopted across all our areas of operations.

Backed by our strong order book, focus on margin accretive projects and robust operational strategies, we continue to nurture our position as one of the market leaders. With continued focus on staying relevant and remaining attuned to evolving industry dynamics, we are enhancing our skills and expertise to meet future demands.

Moving ahead, we envision an opportune industry landscape, offering multiple avenues to grow, provide innovative solutions and set new benchmarks. Rapid growth of urban and rural infrastructure and Government impetus for various developmental projects keep us on the right track to capitalize on emerging opportunities.

As we come to the close of another fiscal year, I would take this opportunity to thank the Board of Directors for their valuable guidance, the Management team and all our employees for their sincere efforts, dedication and contribution to the growth of the Company. It is also time to express my deep gratitude to our valued shareholders, bankers, vendors and other stakeholders for their steadfast support and faith reposed in our abilities. We look ahead with hope and aspirations to set new standards of excellence and deliver value to our stakeholders.

Warm Regards,

Piyachai Karnasuta
Chairman

In conversation with Managing Director, Mr. Jayanta Basu

Your current order book looks attractive. How do you look at the total order book now? Also, can you give us an idea about the vertical-wise breakup of the order book?

We have a healthy order book of ₹ 11,743 crore, as of 31st March, 2020, including our share in the joint venture projects under execution. While urban infrastructure / MRTS projects contribute around 35% and 12 major projects from the Maritime sector make up 25.7% of our total project share, hydro projects / dams / tunnels / irrigation comprise 20.6% of the total order book. Additionally, building and airport segment contribute 8.5% and 6.5%, respectively.

Over time, we have developed significant expertise and experience in diverse sectors which is apparent in our order book. We continue to strengthen our focus on core sectors and leverage our experience while maintaining a strong and diverse order book. With the kind of project mix we have, your Company has the ability to sustain itself.

Let us know about some of your major ongoing projects.

In the Urban Infrastructure/MRTS/Airport segment, we are executing construction of Underground Metro by Tunnel with TBM and 3 underground stations for Mumbai Metro Rail Corporation Ltd. We are executing the design and construction of the elevated viaduct and stations for Nagpur Metro Rail Corporation Ltd., four projects for the construction of elevated viaduct and stations and also construction of Underground Tunnel for Bangalore Metro Rail Corporation Ltd are also underway.

Under Marine, we are currently executing the Construction of a Coal Jetty, Breakwater and Conveyor System for Udangudi Supercritical Thermal Power Project, awarded by the Tamil Nadu Generation and Distribution Corporation Ltd. (TANGEDCO). We are also executing the Construction of Multi Modal IWT Terminal for Haldia, West Bengal, Construction of Jetty at Port Blair and Construction of Jetty at Visakhapatnam, Breakwater at Vizhinjam, and LNG Terminal at Dhamra & Krishnapatnam. Additionally, we have marked our foray into international markets with the construction of a Container Terminal in Yangon, Myanmar for Adani Yangon International Terminal Limited.

Under Foundation and Specialist works, we are executing the Construction of foundations for Cryogenic Tanks at Kandla, Construction of Subways through Box Pushing technique at Shalimar Railway Station, West Bengal, Secant Pile Wall Works for Mumbai Metro Line and Drilling & Grouting of Markandeya Dam, Karnataka and Ground Improvement work for Nuclear Power Corporation, Haryana.

In the Hydro/Dams/Tunnels/Irrigation segment, we are executing projects such as, Construction of Tunnels on Sivok (West Bengal) to Rangpo (Sikkim) for Railway Line Project and Construction of Adits for Tunnel between Rishikesh & Karanprayag, among other projects.

Under Water and Waste Water segment, we have undertaken the Rehabilitation and refurbishment of Water Works at Palta & Garden Reach, West Bengal Design & Construction works for Dams near Pune under the Irrigation Department.

In the Industrial Structures & Buildings segment, we have undertaken the Redevelopment of General Pool Residential Colony, Delhi for CPWD. In the airport sector, we are currently executing new Terminal Buildings at Trichy and Pune airports.

Currently, your order book seems to be concentrated mainly on MRTS and Maritime sectors. With more impetus on the roads and highways sector, are you planning to invest in more opportunities in this sector?

With our constant and consistent endeavour to de-risk our business, we have adopted a diversified approach to capitalize on emerging opportunities. At present, we are focusing on MRTS, Railway & Metro Tunnelling, Maritime sector, airports and Industrial buildings, given the huge potential in this segment. Our order book will reflect the upcoming opportunities in India. Earlier Road projects contributed more, then it was airports, then Marine and currently it is metro and marine. However, we are also open to evaluating opportunities in other sectors.

Resting on our extensive experience, we continue to pursue emerging opportunities while foraying into international markets. We remain mindful of our overall margins, vis-à-vis the risks involved in different projects. Going forward, we will continue to follow the same strategy as we focus on our growth trajectory and will focus on margin accretive projects and where the Client's funding arrangements are in place as we are also mindful of having a deleveraged balance sheet.

What do you think about your order book in the year ahead?

With significant government impetus on improving India's infrastructure needs in identified sectors, we expect to see considerable growth in our key business segment in the year ahead. To give further benefits and encourage construction, the Government has introduced several initiatives, such as the National Infrastructure Pipeline, an investment plan with an outlay of ₹ 111 Lakh Crores. With these initiatives, we are confident in contributing to the nation's goal of becoming a $5 trillion economy by FY 2025. We are extremely positive about securing and augmenting our order book, with several new projects. We have bid for a number of tenders in the Metro Rail and Maritime sectors and are bidding for airport, tunnelling, hydro projects along with many more upcoming infrastructure projects from varied sectors.

How are the Company's margins evolving?

FY 2019-20 saw ITD Cementation report an EBITDA of around 11.5%. In FY 2020-2021 the operations will be impacted due to the COVID-19 pandemic. In the current environment, we will focus on managing the COVID-19 related issues and ensure that we have adequate liquidity to overcome these turbulent times.

How do you plan to strengthen your business model further?

We will continue to execute projects in our areas of experience and expertise and are conscious of working for clients with whom we have worked in the past and with clients who have the project funding arrangements in place. We also aim to expand our geographical footprint by extending operations to international projects with the experience and recent success in Myanmar.

Tell us the driving force behind fulfilling the goal or aim of ITD Cem

Our aim is to be the number one EPC Company in India, in terms of achieving clients' satisfaction by delivering excellence in executing the projects done with desired quality. We also aspire to be within the top three or four EPC Companies in terms of business profitability. In order to achieve these goals, we have embraced a disciplined and high-performance working culture that is run on principles. In addition, we have also embraced and leveraged technologies like the introduction of ERP SAP in operation that has enabled us to control costs and schedules better, leading to satisfied clients.

We also have a proactive and committed workforce and we are developing future-ready managers, with a focus on the next level of leadership that will help us to do right things faster, better and more productively.

Moreover, we have a distinguished Board of Directors, promoters and stakeholders who guide us for achieving excellent corporate governance and compliance standards. These are the factors with which, in spite of the challenges posed by the pandemic led slowdown in the industry, we continue to work proactively to maintain the highest standards of project deliverables.

What are the initiatives that the Company expects to embark upon in the current year?

The country's construction sector is gradually improving and the government has allocated a sizable amount for this sector in the 2021 Budget. Investments worth ₹ 111 Lakh crore in the National Infrastructure Pipeline is aimed at improving the infrastructure of the country and is likely to bolster growth in this sector. With a view to improving our role in nation-building, we expect to bid for (and secure) larger and complex projects across the Maritime, MRTS, Aviation, Tunnelling and Railway sectors.

CSR initiatives of the Company

We believe in giving back to the society by fulfilling our Corporate Social Responsibility objectives. We contribute a part of our earnings towards various activities aimed at providing welfare to the poor, socially and economically backward sections of the society where we have our project construction activities. During the year, we focused our efforts on activities in the areas of disaster relief, healthcare, animal welfare and community development.

What measures has the Company undertaken during the pandemic?

At ITD Cem, safety is given utmost importance. Our workers, employees, etc. are our greatest asset and the cornerstone of our business. If there is one reason why ITD Cem has evolved consistently over the years to emerge as one of the leading EPC Companies, it is because of our people. During the pandemic, we have strictly adhered to safety and standard operating procedures of the Government at our project sites, thereby reducing the risk of the pandemic.

Project Highlights – FY 2019-20

Leveraging our scale and market leading capabilities to deliver unique solutions, we remain focussed to design strategies that sustain a differentiating position for the Company.

From planning, design and engineering to consulting and construction management, we deliver professional services throughout the project lifecycle. Through our Design & Consulting, Construction and Management Services, we serve clients across key segments: Urban Infrastructure/MRTS/Airports, Marine, Specialist Projects, Hydro/Dams/Tunnels/Irrigation, Highways, bridges & flyovers, Industrial, Buildings and Water & Waste Water.

Each segment has unique needs, growth opportunities and challenges. In each market, our integrated solutions allow us to partner with our clients to introduce exceptional perspectives and unrivalled insights.

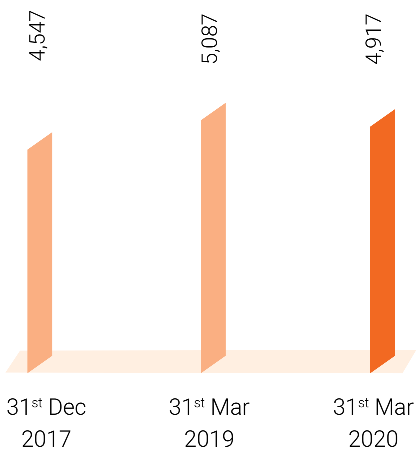
Urban Infrastructure/MRTS/Airport

In this segment, we primarily focus on construction of Mass Rapid Transport Systems and Airports (integrated passenger terminals and allied services).

Major Projects under execution: -

- Construction of Bangalore Metro, Kolkata Metro, Mumbai Metro and Nagpur Metro
- Upgradation of Passenger Terminal New Building in Trichy Airport, Tamil Nadu
- Construction of Integrated Terminal Building and reconstruction of Old Terminal Building at Pune Airport, Maharashtra

Three-year order book comparison
(₹ in crores)



OUR MAJOR CLIENTS

- KOLKATA METRO RAIL CORPORATION LIMITED
- BANGALORE METRO RAIL CORPORATION LIMITED
- MUMBAI METRO RAIL CORPORATION LIMITED
- MUMBAI METROPOLITAN REGION DEVELOPMENT AUTHORITY (MMRDA)
- MAHARASHTRA METRO RAIL CORPORATION LIMITED (MAHA-METRO)
- RAIL VIKAS NIGAM LIMITED
- AIRPORTS AUTHORITY OF INDIA

Project Highlights – FY 2019-20

Marine

With experience, expertise and equipment to provide quality workmanship for different types of Maritime Structures, we have today established ourselves as a leader in this field. We specialise in the construction of jetties, dolphins & service platforms, quays, berths on concrete and steel piles as well as solid gravity type wharf structures. Additionally, we construct ship lifts, dry docks, wet basins, inclined berths and jetties for handling liquid & solid cargo, wharfs, berths & quays for handling containers.

Major Projects under execution: -

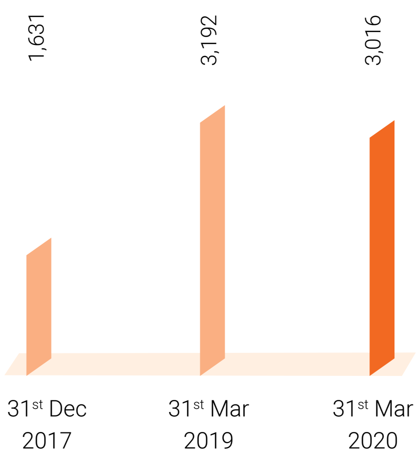
- Establishment of Captive Coal Jetty, Breakwater and Conveyor System for Udangudi Supercritical Thermal Power Project, Tamil Nadu
- Construction of Multi Modal IWT terminal, Haldia, West Bengal
- Construction of Berths for OR-I & OR-II, Visakhapatnam Port Trust, Andhra Pradesh
- Development of Jetty and Allied Infrastructure Facilities, Port Blair, Andaman and Nicobar Islands
- Construction of Breakwater, Vizhinjam Port, Kerala
- Construction of LNG & LPG Jetty, Dhamra Port, Odisha
- Development of Liquid Cargo Jetty, JNPT, Maharashtra
- Construction of Bulk Berth and Approach Trestle, Chhara Port, Gujarat
- Extension of Jetty for Modular Fabrication Facility, Kattupalli, Tamil Nadu

International

- Construction of Container Terminal, Yangon, Myanmar

Three-year order book comparison

(₹ in crores)



OUR MAJOR CLIENTS -

- INLAND WATERWAYS AUTHORITY OF INDIA (IWAI)
- VISAKHAPATNAM PORT TRUST, ANDHRA PRADESH
- TAMIL NADU GENERATION AND DISTRIBUTION CORPORATION LIMITED
- JAWAHARLAL NEHRU PORT TRUST
- SHAPOORJI PALLONJI INFRASTRUCTURE CAPITAL COMPANY PRIVATE LIMITED
- ADANI YANGONG INTERNATIONAL TERMINAL LIMITED
- JSW STEEL LIMITED
- ADANI GROUP
- NHAVA SHEVA GATEWAY TERMINAL LIMITED
- PORT OF SINGAPORE AUTHORITY
- DUBAI PORTS WORLD
- ANDAMAN LAKSHADWEEP HARBOUR WORKS
- MUMBAI PORT TRUST
- LARSEN & TOUBRO LIMITED


ITD CEMENTATION INDIA
JB 108

Project Highlights – FY 2019-20

Hydro/Dams/Tunnels/Irrigation

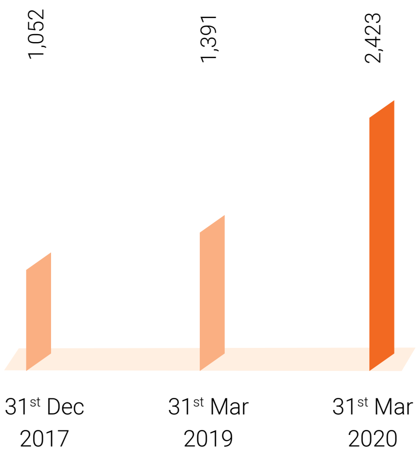
Over the years, we have developed significant expertise and contributed substantially to the construction of earth fills, rock fills and concrete dams and tunnels, thus fulfilling India's ever-increasing demand for hydroelectric power and irrigation systems.

Major Projects under execution: -

- Design and execution of water conveyor system consisting of lined gravity canal/tunnels for Telangana Government
- Microtunelling at Kolkata, West Bengal
- Microtunelling at Ahmedabad, Gujarat
- Construction of tunnels New Single Broad Guage Rail link between Rishikesh and Karanprayag for Rail Vikas Nigam Limited, Uttarakhand
- Construction of various tunnels for Sivok (West Bengal) to Rangpo (Sikkim) New Single line BG Railway Line Project

Three-year order book comparison

(₹ in crores)



OUR MAJOR CLIENTS

- GOVT. OF TELANGANA
- IRCON INTERNATIONAL LIMITED
- AHMEDABAD MUNICIPAL CORPORATION
- RAIL VIKAS NIGAM LIMITED
- MUNICIPAL CORPORATION OF GREATER MUMBAI

Industrial Structures & Buildings

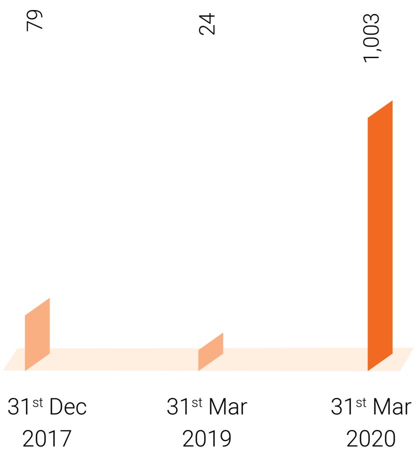
We focus on construction of civil structures for academic institutions, residential complexes and Data Centres, Industrial Building and other mixed-use buildings in Refinery and Power sectors, etc.

Major Projects under execution: -

- Redevelopment of General Pool Residential colony, Kasturba Nagar, New Delhi

Three-year order book comparison

(₹ in crores)



OUR MAJOR CLIENTS

- CPWD, NEW DELHI
- RITES LIMITED

Project Highlights – FY 2019-20

Water and Waste Water

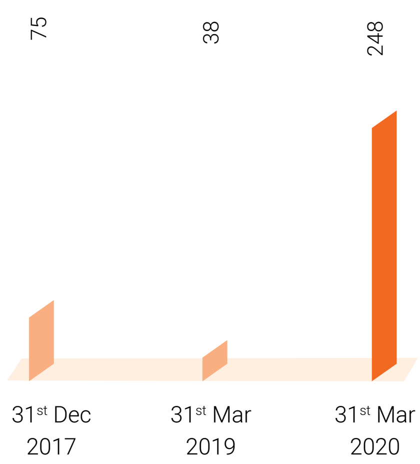
We are engaged in the designing, construction, installation and commissioning of pipelines for water treatment plants. The Company also offers mechanical and electrical equipment and operation work for waste water treatment plants and pumping stations.

Major Projects under execution: -

- Rehabilitation and refurbishment of Water Works, Palta and Garden Reach, West Bengal
- Designing, Constructing, Erecting, Testing & Commissioning of Intake Channel, Jackwell, Pump House, Break Pressure Tank and other related works for Irrigation Water Supply Project, Pune, Maharashtra
- Construction of sewer tunnel and allied works in Mumbai, Maharashtra

Three-year order book comparison

(₹ in crores)



OUR MAJOR CLIENTS

- KOLKATA ENVIRONMENTAL IMPROVEMENT INVESTMENT PROGRAM
- IRRIGATION DEPARTMENT, PUNE BHAMA DAM, MAHARASHTRA
- MUNICIPAL CORPORATION OF GREATER MUMBAI

Foundation & Specialist Engineering

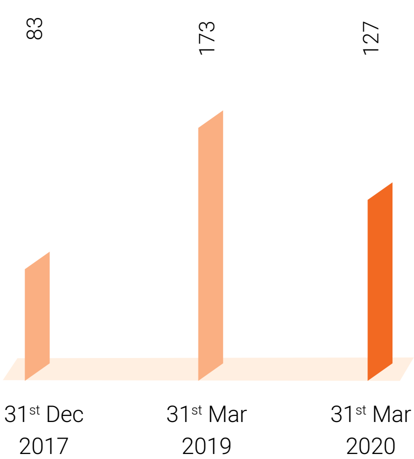
In this segment, we offer specialized services for geotechnical investigations, piling, diaphragm walling, sand wicks/band drains, vibroflotation stone columns / vibro compaction, drilling and grouting. We also help to build rock / soil anchors, utilise colcrete, gunite / shotcrete, grouted mattress, repairs, tube heading and box pushing for different types of construction projects.

Major Projects under execution: -

- Construction of 2 Subways, Shalimar Railway station, West Bengal
- Secant Pile wall works for Mumbai Metro Line
- Drilling & Curtain Grouting for Markandeya Dam, Karnataka
- Ground Improvement for Nuclear Power Plant, Haryana
- Construction of Cryogenic Tank Foundation for AEGIS Logistics Limited, Kandla, Gujarat
- Piling Works for Indira Gandhi Super Thermal Power Project, Jhajjar, Haryana
- Construction of underpass Noida, Uttar Pradesh
- Rehabilitation work at Sipat, Madhya Pradesh

Three-year order book comparison

(₹ in crores)



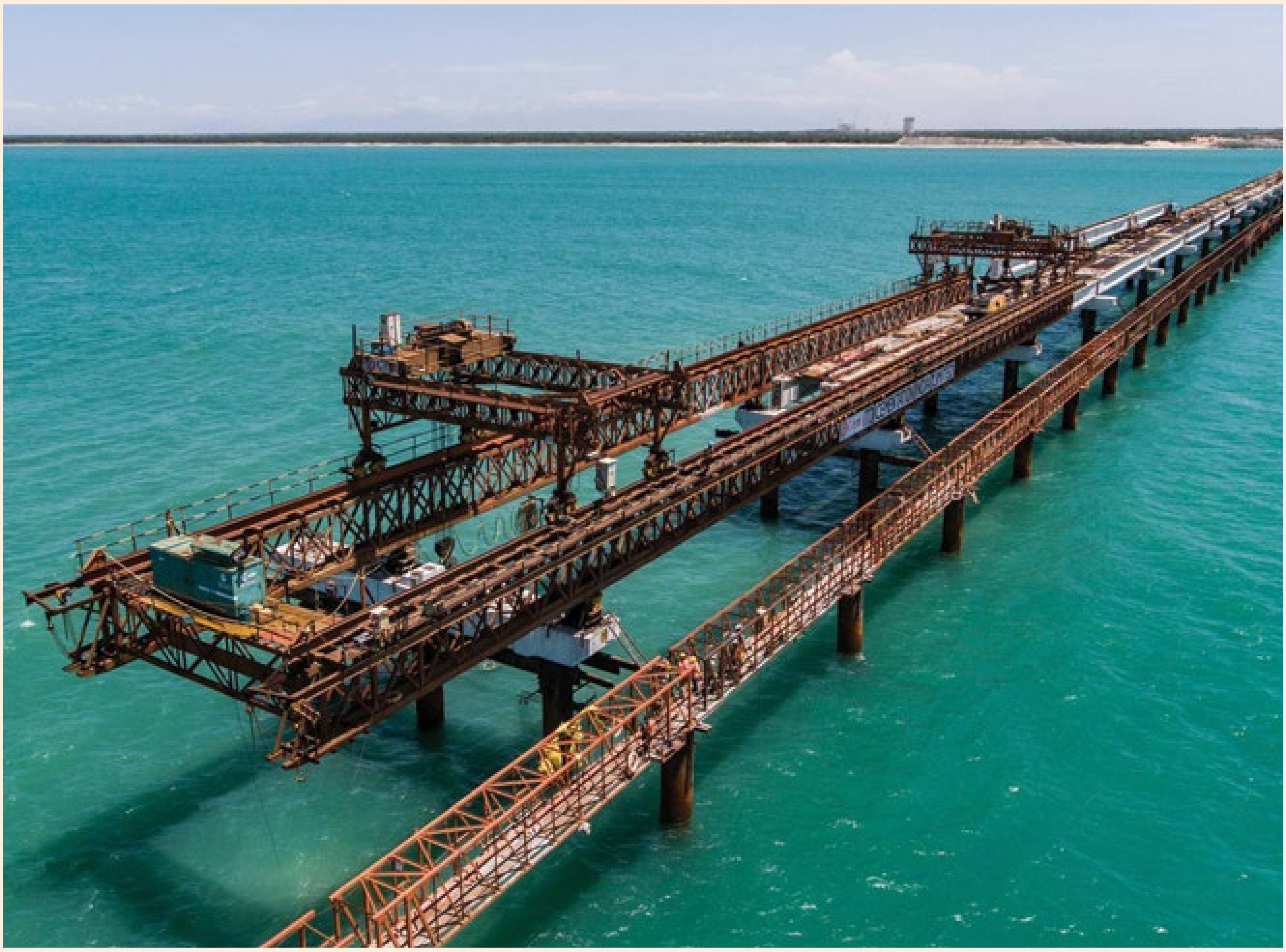
OUR MAJOR CLIENTS

- JSW STEEL LIMITED
- CPWD, NOIDA
- NTPC LIMITED
- IHI CORPORATION, JAPAN
- TATA POWER LIMITED
- NUCLEAR POWER CORPORATION OF INDIA LIMITED
- CALCUTTA HIGH COURT

Setting Benchmarks - Major Projects

Resting on its deep domain knowledge and extensive experience, the Company has developed the capacity to handle complex infrastructure projects seamlessly. Our state-of-the-art equipment, capabilities to explore novel methods of working in difficult terrain and our enthusiasm to fulfil client demands make us a coveted partner for premier projects across India.

Udangudi Project



Project details

- Construction of **8km approach trestle** for connecting jetty to the shore
- Construction of **915m island** breakwater to protect the coal jetty
- Construction of **550m long offshore jetty** in deep-water, a depth of (-) 18m, located at a distance of 8 km from the shoreline
- Construction of coal handling system consisting of two pipe conveyors of **3000 TPH**, each with a length of **9100m** and two ship unloaders of **2000 TPH** each
- Making arrangements for construction of adjoining building, roads, and services like firefighting, electrical, instrumentation & control etc.

Some of the challenges in the project -

- A major challenge was the construction of an island breakwater amidst high waves. It is the first island breakwater in India
- Construction of a **9.1 km long offshore pipe conveyor**, with a **600 mm diameter**, for the first time in India

An extremely important project from a regional as well as a national perspective, construction of a captive port in rough sea is a rather challenging task. High waves pose a major hurdle here and the Company has been entrusted with the responsibility to complete the project without affecting the local fishing community.

With our extensive experience and expertise in the marine segment, we constantly strive to introduce innovative procedures to successfully overcome topographical barriers and execute orders without delays. For instance, a 34 m cantilever gantry was used to carry out piling work, a 100 m PSC girder gantry was used to erect 34 m offshore PSC girders and rocks were placed at a depth of 18 m to stabilize the construction.

Milestones achieved so far -

- Offshore piling fronts and 34m Cantilever Piling Gantry used for construction of **3.1 km** approach trestle piles
- Completed **1.4 km** length of deck slab
- Island breakwater formed by placing **5.5 lakh MT** boulders

Sivok Rangpo Rail Link Project

Setting Benchmarks - Major Projects

Indian Railways envisioned an ambitious project to connect West Bengal with Sikkim. The Sivok-Rangpo Rail Link would not only ease movement between the two states, it will boost tourism in this sector and will therefore contribute towards nation building efforts.

Project details

- Total project length of **44.98 km**, covering **19 bridges** and **14 tunnels**
- **85%** of the route will be covered by tunnels running for a length of 38.55 km. The longest tunnel will be **5,270 meters** and the smallest, **538 meters**
- For the first time, a rail line will cut through mountains and valleys to connect Sikkim to the Indian railway network directly

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Palta Water Treatment Plant

The Kolkata Environmental Improvement Project (KEIIP) is a key urban infrastructure project for the Kolkata Municipal Corporation (KMC) and it aims to improve water supply in the Kolkata Municipal Area. The project is financially backed by Asian Development Bank (ADB).

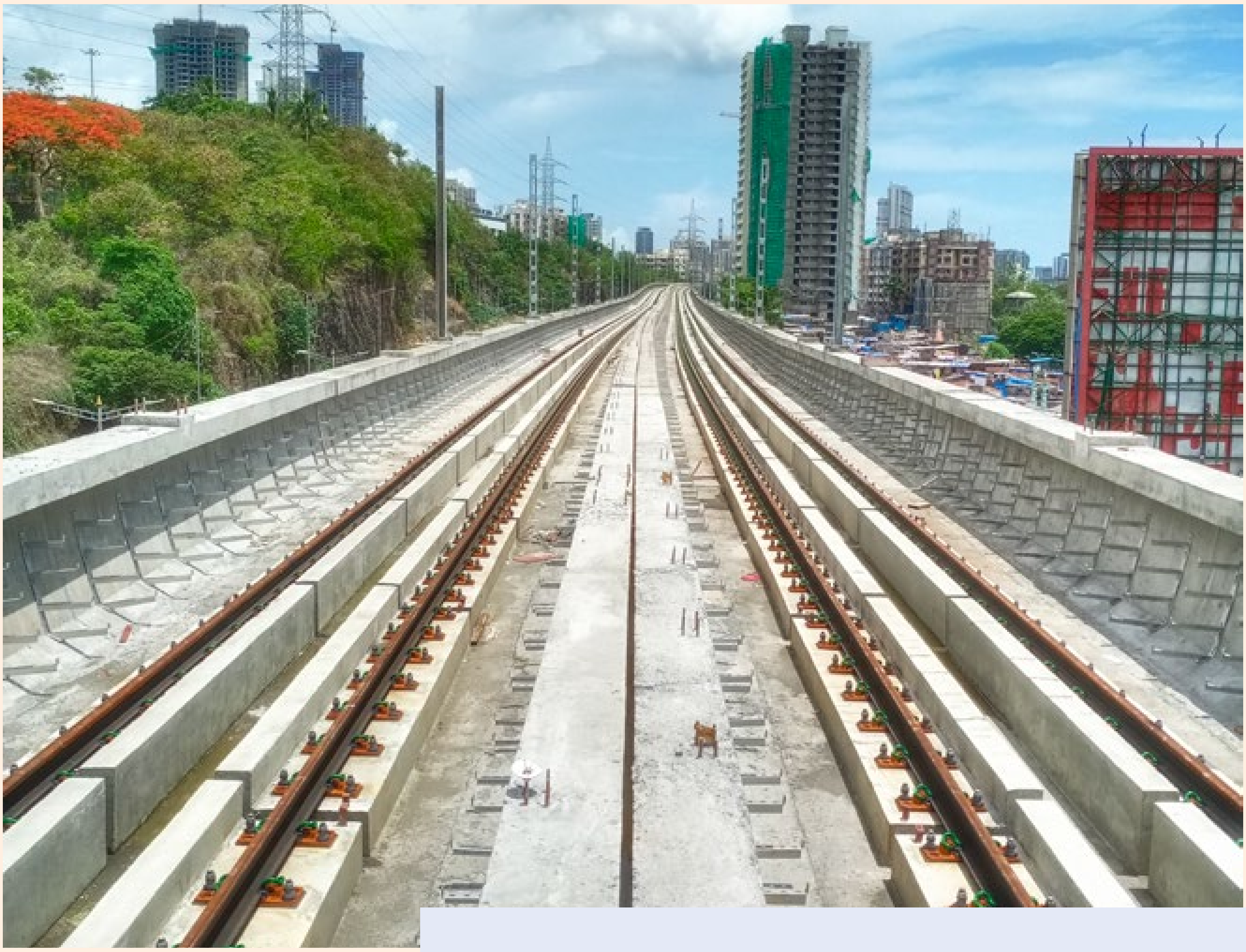
Project details

The project site falls under the aegis of Barrackpore Municipality and involves work at Indira Gandhi Water Treatment Plant, Palta. Water from River Ganga is to be treated through clarifiers, settling tanks, filter beds and chlorinators and supplied from Palta WTP to the historic Tallaha Watertank, located at a distance of **23 km** from the water treatment plant.

Milestone achieved so far -

- Construction of new water treatment plant of **20 MGD** capacity
- Construction of two intake jetties at Palta and Garden Reach and executing other civil work in the adjacent area

Trackwork for Line 7 Elevated Metro



We are associated with Metropolitan Region Development Authority (MMRDA) for the Design, Construction, Manufacturing, Supply, Installation and Testing & Commissioning of Ballastless trackwork of Mainline, for Line – 7 Elevated Metro.

Project details

The project involves construction of Ballastless trackwork on the mainline.

Milestone achieved so far -

- Completed the entire scope of Flash Butt Weld
- Successful completion of Track Plinth Concreting
- We recorded over **7.5 lakh man hours** of incident free project execution time
- Successfully completed the Factory Acceptance Test (FAT) via video conferencing for Line-7 of Mumbai Metro Track Project, in the presence of officials from MMRDA, General Consultants, Vendors from Austria and India, making it the first-of-its-kind work in Mumbai Metro

Setting Benchmarks - Major Projects

Underground tunnelling of Mumbai Metro Rail Project Line 3

We are executing through Joint venture the construction of underground tunnels for Mumbai Metro Rail Project for Line 3.

Project details

- Construction of underground tunnel with a total length of **10.99** kms
- Construction of Underground Stations at Siddhivinayak, Dadar and Shitladevi Temple, Mumbai

Milestone achieved so far

We have completed **9.5 Kms of tunnelling,** with an overall alignment of **85%** whilst maintaining highest safety standards.

Container Terminal, Yangon, Myanmar

The Company is stretching its arms and reaching out for opportunities in the Indian sub-continent to pursue international endeavours.

The Company has bagged its first International order valued at Rs. 560 crores from Adani Yangon International Terminal Company Limited (AYITCL) for Engineering, Procurement and Construction (EPC).

Project details

- Construction of Container Berth on Spun Pile foundation
- Development of approximately 26 Ha of backup yard, including container stacking yard, eRTG Track, Cross Over, utility works, buildings, civil works for firefighting system, etc.
- Construction of Marine and allied facilities for Container Terminal

Milestones achieved so far

We have successfully completed construction of 100 piles in backup yard location

Sustainability at the Core

As a leading design, engineering, procurement and construction (EPC) company, we realise the importance of a strong foundation for the construction of enduring and sustainable structures.

Our Corporate Social Responsibility (CSR) endeavours truly resonate this realisation to create sustainable value. We believe, education, healthcare and gender equality are key pillars for fostering development and prosperity within communities. Under the guidance of our Board, we are inspired to make meaningful contributions to underprivileged communities in our vicinity and enhance the quality of life.

CSR Initiatives

Disaster Relief

We contributed to support families affected by devastating floods in Karnataka through relief activities undertaken by the Karnataka State Disaster Management Authority.

Healthcare

The Company in collaboration with Vision Foundation of India made provisions for free eye check-ups and surgeries for the socio-economically underprivileged people. We have carried 2250 Surgeries through collaboration with the Foundation.

Animal Welfare

In collaboration with Utkarsh Global Foundation, we supported animal welfare activities and campaigns under the 'Animal Welfare Movement'. Through this initiative, we offered free treatment, rehabilitation services and post-medical care to stray animals.

Community Infrastructure Development

With an aim to improve rural infrastructure and promote school education in tribal regions, we undertook an initiative to renovate schools located in Kallamozhi village and Manapad in Tamil Nadu. We also donated benches, tables and chairs to the schools. Additionally, we undertook renovation of old class rooms for Zilla Parishad School, Savroli, Maharashtra.

Other initiatives

- We distributed approx. 1000 blankets to villagers from backward communities living near Haldia, West Bengal as a measure of poverty alleviation
- We undertook repair and restoration works for the 125-year-old heritage building of J C Bose Science Heritage Museum, West Bengal to preserve and display priceless artifacts treasured in Acharya Bhaban which is of national importance.

Fostering growth - with our people

The Company is renowned for its world-class services and we attribute our success to our team of 2,123 qualified, experienced and committed professionals.

The Company is building a well-knit team of professionals operating under a distinguished leadership and a caring management to develop and foster skills and proficiencies. We offer our people a conducive work environment to realize their aspirations and fulfil professional obligations. We continue to empower our people and remain committed to create an inclusive, diverse and collaborative workplace that fuels our business growth and provides meaningful opportunities for our people.

Employee Engagement Initiatives

Our employees are our greatest asset and their contribution towards the growth of the Company is immense and it is the result of our employees' unrelenting efforts that we are one of the best performing construction companies in the industry today.

Our training programs are very focussed and based on the training needs of the employee and its relevance to the job he or she performs. As a Company, we believe Training and Development play a vital role in the sustained growth of the Company as well as the individuals. As a growing Company, timely enhancement of knowledge and skills are of paramount importance to us.

We promote a very open and transparent culture. Sharing of ideas and open discussions are encouraged as we try to leverage the open forums and deliberations to get the best ideas from our employees.

As part of our employee engagement we promote healthy inter site competition on operational and safety aspects. We felicitate the best site in operations as well as in safety matters in our annual felicitation ceremony. Our endeavour is to make the organisation, one of the finest places to work, where innovation and best practices are just a way of life.

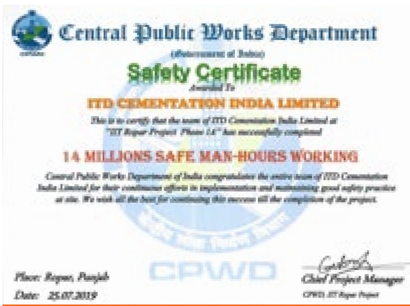
Awards & Recognition

International Safety Award 2020

Urban Infra Solutions Provider of the Year 2019

SAP Ace Award 2019

Philpot Trophy Award 2020



Safety Certificate 2019

CIDC Vishwakarma Awards Medal 2019

Certificate of Appreciation from Bangalore Metro Rail Corporation Limited 2019

Certificate of Appreciation from Nagpur Metro Rail Project 2019

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 17 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. Santi Jongkongka

Executive Vice Chairman

Mr. Santi Jongkongka has been appointed as the Director of the Company in May 2019 and is currently the Executive Vice Chairman of the Company. He is a Bachelor of Engineering (Production Engineering), King Mongkut University of Technology, Thonburi, Thailand and has also been through the training courses like Director Accreditation Program (DAP) and Director Certification Program (DCP). He has experience of over 30 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 was 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 the 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 was later appointed as the Company's Managing Director on 23rd April, 2019. Prior to that he has served the Company in various capacities. Mr. Basu is one of the few experts in the marine segment and has been instrumental in creation and growth of the Marine Segment of the Company. 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. He has successfully led the Company to its profitable growth. Mr. Basu holds a Bachelor's degree in Civil Engineering from Indian Institute of Science and Technology (formerly Bengal Engineering College), Calcutta University.

Mr. D.P. 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 and Exim 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.

Ms. Ramola Mahajani

Independent Director

Ms. 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; Past 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.

Board of Directors

Mr. Sunil Shah Singh
Independent Director

Mr. Sunil Shah Singh has been appointed as an Independent Director of the Company in the year 2018. He 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 Institutions, 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.

Management Team

Mr. Prasad Patwardhan
Senior Executive Vice President & CFO

Mr. Ashwin Parmar
Executive Vice President & CBO

Mr. Rupak Sarkar
Executive Vice President & COO

Mr. Gautam Basuroy
Executive Vice President & COO

Mr. Manish Kumar
Executive Vice President & CTO

Mr. S. L. Chanchlani
Joint Executive Vice President & CCO

Mr. Rahul Neogi
Vice President & Company Secretary

Key Performance Indicators

Consolidated Financials (₹ in Crore unless specified)

Particulars	12 months ended March	15 months ended March	12 months ended December		
	2020	2019	2017	2016	2015
Order book	11,743.14	9,992.50	7,513.20	6,583.50	5,204.30
Revenue from operations	2,860.71	3,165.07	2,060.50	3,089.60	3,070.90
PBT (before exceptional item)	101.0	134.5	147.6	73.6	39.4
PBT (after exceptional item)	60.1	134.5	125.7	73.6	(84.6)
EBITDA (before exceptional item)	328.0	341.3	292.9	235.1	213.8
EBITDA (%)	11.5	10.8	14.2	7.6	7.0
Net profit	40.6	81.9	71.0	48.1	(59.3)
Net profit (%)	1.4	2.6	3.4	1.6	(1.9)
Net worth	1,055.4	1,023.0	618.2	550.7	508.2
Total debt	473.9	532.3	488.6	463.0	600.7
Debt Equity ratio	0.4	0.5	0.8	0.8	1.2
Book value per share (Face value of ₹1 each)	61.4	59.6	39.8	35.5	32.8
Earnings per share (₹)	2.5	4.8	4.7	3.1	(3.8)
Return on capital employed (%)	11.1	15.5	15.7	15.5	6.4
Return on equity (%)	3.9	10.0	12.1	9.1	(11.0)

Standalone Financials (₹ in Crore unless specified)

Particulars	12 months ended March	15 months ended March	12 months ended December		
	2020	2019	2017	2016	2015
Order book	9,146.52	6,167.00	3,472.20	4,329.00	4,387.50
Revenue from operations	2,142.00	2,283.46	1,872.90	2,871.56	2,743.53
PBT (before exceptional item)	94.0	134.4	146.2	94.4	35.2
PBT (after exceptional item)	53.1	134.4	124.4	94.4	(88.8)
EBITDA (before exceptional item)	264.9	281.8	286.9	215.5	175.1
EBITDA (%)	12.4	12.3	15.3	7.5	6.4
Net profit	40.0	80.7	70.9	48.1	(59.3)
Net profit (%)	1.9	3.6	3.8	1.7	(2.2)
Net worth	1,052.6	1,020.9	617.3	550.7	508.2
Total debt	293.1	220.3	488.6	356.2	488.4
Debt Equity ratio	0.3	0.2	0.8	0.6	1.0
Book value per share (Face value of ₹1 each)	61.3	59.4	39.8	35.5	32.8
Earnings per share (₹)	2.5	4.8	4.7	3.1	(3.8)
Return on capital employed (%)	10.2	13.5	15.5	14.4	5.0
Return on equity (%)	3.9	9.9	12.1	9.1	(11.0)
Dividend per share (face value of ₹ 1 each)	0.3	0.4	0.4	0.3	-

BOARD'S REPORT

The Directors present herewith their Report and the Audited Financial Statements of the Company for the financial year ended 31st March, 2020.

FINANCIAL HIGHLIGHTS

₹ in lakh

Particulars	Standalone		Consolidated	
	Financial year ended March 31, 2020	Financial period ended March 31, 2019	Financial year ended March 31, 2020	Financial period ended March 31, 2019
Revenue from Operations	214,199.87	228,833.61	286,071.38	317,045.13
Profit before Finance costs, Depreciation, Exceptional item, and share of profit/ (loss) from joint ventures	26,489.48	28,178.80	30,016.57	34,141.98
Finance costs	9,198.42	7,784.57	13,049.61	12,432.31
Depreciation and amortisation expense	7,887.92	6,958.39	9,648.45	8,244.86
Exceptional item	4,093.36	-	4,093.36	-
Share of profit/ (loss) from joint ventures	-	-	2,784.09	(14.55)
Profit before Tax	5,309.78	13,435.84	6,009.24	13,450.26
Less: Tax Expense	993.18	5,248.44	1,633.28	5,134.42
Profit after Tax	4,316.60	8,187.40	4,375.96	8,315.84
Add: Other Comprehensive loss	(315.49)	(121.03)	(315.49)	(121.03)
Total Comprehensive income for the financial year/period, net of tax carried to Other Equity	4,001.11	8,066.37	4,060.47	8,194.81

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 previous financial statements of the Company had been prepared for a 15 months financial period ended 31st March, 2019. Accordingly, the figures for the current financial year ended 31st March, 2020 are not comparable with the figures for the 15 months financial period ended 31st March, 2019.

DIVIDEND

In view of the performance of the Company during the financial year under consideration, the Directors are pleased to recommend dividend of Re. 0.30 per share on 171,787,584 equity shares (previous financial period ended 2019-Re. 0.40 per share on 171,787,584 equity shares) of Re. 1/- each fully paid up. The above dividend amounting to ₹ 515.36 Lakh, if approved, will represent 11.94% of distributable profits of ₹ 4,316.60 Lakh for the financial year.

TRANSFER TO RESERVE

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

REVIEW OF OPERATIONS

Performance of the Company in the wake of outbreak of COVID-19

The sudden outbreak of COVID-19 pandemic in the last month of financial year 2019-2020, forced the Central Government to impose national lock-downs resulting in closure of commercial establishments and immediate suspension of services, barring the essential ones. This necessitated temporary stoppage of all activities at the Company's projects/sites in order to contain the spread of the disease and support the lockdown initiatives. The Company in true spirit, abided by the guidelines issued by the Ministry of Home Affairs from time to time and partially recommenced operations at some of its locations keeping in view the health, safety, social distancing and well-being of all its employees and workers, and also encouraged employees to work from home to ensure minimum disruption of services for all its customers. The extent to which the COVID-19 pandemic will impact the Company's operations and financial performance will depend on the manner in which the COVID situation evolves, which is as yet uncertain.

Standalone performance

Revenue from operations for the financial year ended 31st March 2020 is ₹ 214,199.87 Lakh. The Company made profit before finance costs, depreciation exceptional item and share of profit/ (loss) from joint ventures of ₹ 26,489.48 Lakh, which is 12.37% of revenue from operations. The Company made a profit before tax of ₹ 5,309.78 Lakh and profit after tax of ₹ 4,316.60 Lakh for the financial year.

Consolidated performance

Revenue from operations for the financial year ended 31st March 2020 is ₹ 286,071.38 Lakh. The Company made profit before finance costs, depreciation, exceptional item and share of profit/ (loss) from joint ventures of ₹ 30,016.57 Lakh, which is 10.49% of revenue from operations. The Company made a profit before tax of ₹ 6,009.24 Lakh and profit after tax of ₹ 4,375.96 Lakh for the financial year.

After a review of the position of outstanding debts, your Directors have decided to write off bad debts during the financial year amounting to ₹ 5,684.31 Lakh (previous financial period ended 2019- ₹ 1,824.38 Lakh).

Total value of new contracts including our share in Joint Ventures secured during the financial year aggregated ₹ 564,300 Lakh (previous financial period ended 2019- ₹ 519,592 Lakh).

Major contracts secured during the financial year 2019-20 having a value of ₹ 20,000 lakh and above were as under:–

- Construction of Tunnel T-9 -T-10 New Single line BG Railway Line Project, Sivok-Rangpo , (WB- Sikkim) for IRCON
- Construction of Tunnel T-3 –T-4 New Single line BG Railway Line Project, Sivok-Rangpo (WB- Sikkim) for IRCON
- Construction of T-6 New Single line BG Railway Line Project, Sivok-Rangpo (WB- Sikkim) for IRCON
- Design & Construction of Underground Structures including Tunnel by TBM & 4 Stations, Bangalore for BMRCL
- Construction of sewer tunnel and allied works, Mumbai for MCGM
- Construction of Bulk Berth and Approach Trestle, Chhara Port, Gujarat for Shapoorji group.
- Design and Construction of Container Berth and Backup yard Yangon, Myanmar for Adani Group.
- Redevelopment of General Pool Residential colony, New Delhi for CPWD

During the financial year, a number of major contracts were completed including-

- Construction of Balance Tunneling Works, KRCL, J&K
- Ground Improvement & Earth work, NPCIL, Haryana-Punjab
- Development of EQ-2 to EQ-5 berths, Visakhapatnam Port Trust
- Civil Works for the project of Oil Berth – 5, Jawahar Dweep, MbPT, Mumbai
- Civil works for CKCEC, Paradip, Odisha
- Architectural Finishing, Plumbing, Tubewell, VAC, Electrical, Fire Fighting Works for 6 Elevated Stations, KMRCL, Kolkata
- Buildings for IIT Ropar, CPWD, Ropar-Punjab

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 year	% share	Share of Profit/ (Loss)
Subsidiary:				
• ITD Cementation Projects India Limited	0.22	(0.40)	100%	(0.40)
Joint Ventures:				
• ITD Cemindia JV	70,179.21	(786.79)	80%	(823.60) *
• ITD-ITD Cem JV	20,470.50	419.56	49%	205.58
• ITD- ITD Cem JV (Consortium of ITD - ITD Cementation)	6.66	(95.81)	40%	(38.32)
• ITD Cem-Maytas Consortium	6,374.39	458.79	95%	435.85
• CEC-ITD Cem-TPL JV	48,131.96	4,361.38	60%	2,616.83

* 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 Subsidiary, are available on the website of the Company https://www.itdcem.co.in/investors.

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. Information on 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. As informed in the past, 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 has been 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, 2020:

Name of the KMP	Designation
Mr. Adun Saraban[1]	Executive Vice Chairman
Mr. Santi Jogkongka[2]	Executive Vice Chairman
Mr. Jayanta Basu[3]	Managing Director
Mr. Prasad Patwardhan	Chief Financial Officer
Mr. Rahul Neogi	Company Secretary

1. Mr. Adun Saraban, who was reappointed as Managing Director of the Company, for a period of one year from 1st January, 2019 till 31st December, 2019, was appointed as Whole time Director designated as Executive Vice Chairman of the Company w.e.f. 23rd April, 2019 for the remainder period of his earlier appointment till 31st December, 2019. Subsequently, he resigned from the Board of the Company w.e.f. the close of business hours on 31st August, 2019.

2. Mr. Santi Jongkongka was appointed as Whole time Director designated as Executive Director (Operations) of the Company w.e.f. 2nd May, 2019. Subsequently, he was re-designated as Executive Vice Chairman (Designate) w.e.f. 22nd May, 2019 and then as Executive Vice Chairman w.e.f. 1st September, 2019 in place of Mr. Adun Saraban.

3. Mr. Jayanta Basu, who was the Deputy Managing Director of the Company till 22nd April, 2019, was appointed as Managing Director of the Company w.e.f. 23rd April, 2019.

b) Directors

Appointment / Re-appointment

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.

Ms. Ramola Mahajani (DIN 00613428) was re-appointed as an Independent Director of the Company for a second term from 6th November, 2019 to 22nd December, 2022, which was approved by the members at their 41st Annual General Meeting held on 9th August, 2019.

Mr. Piyachai Karnasuta (DIN 07247974) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Santi Jongkongka (DIN 08441312) was appointed as Director and Whole-time Director designated as Executive Director (Operations) for the period from 2nd May, 2019 to 21st May, 2019, and subsequently re-designated as Executive Vice Chairman (Designate) with effect from 22nd May, 2019, which 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 Act read with Part I of Schedule V to the Act. The Central Government accorded its approval to the aforesaid appointment on 3rd September, 2019. Subsequently, Mr. Santi Jongkongka was re-designated as Executive Vice Chairman with effect from 1st September, 2019, in place of Mr. Adun Saraban, for the remainder period of his appointment for 3 years till 1st May, 2022.

Mr. Jayanta Basu (DIN 08291114) was appointed as Additional Director and Whole-time Director designated as Deputy Managing Director of the Company for a period of one year from 29th November, 2018 to 28th November, 2019 and was subsequently appointed as Managing Director for a period of three years from 23rd April, 2019 to 22nd April, 2022, which were approved by the Members through Postal Ballot on 1st July, 2019.

Resignation

Mr. Adun Saraban (DIN 01312769), who was the Executive Vice Chairman of the Company, resigned with effect from the close of business hours on 31st August, 2019 on account of personal reasons.

The Board placed on record its deep appreciation of the valuable services rendered and notable contributions made by Mr. Adun Saraban during his tenure as Director of the Company.

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

Integrity, expertise and experience (including proficiency) of the Independent Directors appointed during the financial year

(A) 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.

The Board is of the opinion that given Mr. D. P. Roy's rich and wide experience and proficiency in Corporate, International and Investment Banking Sectors and his active participation in the Board / Committee deliberations of the Company and time devoted by him, Mr. Roy's re-appointment on the Board has been for the benefit of the Company.

(B) Ms. Ramola Mahajani (DIN 00613428) was re-appointed as an Independent Director of the Company for a second term from 6th November, 2019 to 22nd December, 2022:

The Board is of the opinion that Ms. Mahajani has considerable knowledge and experience in Human Resources Development and Management of over 45 years. Her areas of expertise include application of the principles of occupational psychology in employee selection, training, management development and HR planning, excellent project management and leadership skills, ability to work in team environments and extensive experience interacting with internal as well as external customers. Ms. Mahajani's re-appointment on the Board has been for the benefit of the Company.

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 year 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, 2020, 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

Seven meetings of Board of Directors were held during the year 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 year:

Directors	Ratio to median remuneration*
Non - Executive Directors	
- Mr. D.P. Roy	0.67 : 1
- Ms. Ramola Mahajani	0.67 : 1
- Mr. Piyachai Karnasuta	0.67 : 1
- Mr. Sunil Shah Singh	0.67 : 1
- Mr. Pankaj I. C. Jain	0.67 : 1
Executive Directors	
- Mr. Adun Saraban[1]	9.22:1
- Mr. Santi Jongkongka[2]	20.25 : 1
- Mr. Jayanta Basu[3]	14.50 : 1

1. Mr. Adun Saraban, who was reappointed as Managing Director of the Company, for a period of one year from 1st January, 2019 till 31st December, 2019, was appointed as Whole time Director designated as Executive Vice Chairman of the Company w.e.f. 23rd April, 2019 for the remainder period of his earlier appointment till 31st December, 2019. Subsequently, he resigned from the Board of the Company w.e.f. the close of business hours on 31st August, 2019.

2. Mr. Santi Jongkongka was appointed as Whole time Director designated as Executive Director (Operations) of the Company w.e.f. 2nd May, 2019. Subsequently, he was re-designated as Executive Vice Chairman (Designate) w.e.f. 22nd May, 2019 and then as Executive Vice Chairman w.e.f. 1st September, 2019 in place of Mr. Adun Saraban.

3. Mr. Jayanta Basu, who was the Deputy Managing Director of the Company till 22nd April, 2019, was appointed as Managing Director of the Company w.e.f. 23rd April, 2019.

*Non - Executive Directors 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 year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	
Mr. D.P. Roy	-
Ms. Ramola Mahajani	-
Mr. Piyachai Karnasuta	-
Mr. Sunil Shah Singh	-
Mr. Pankaj I.C. Jain	-
Mr. Adun Saraban, Executive Vice Chairman[1]	12%
Mr. Santi Jongkongka, Executive Vice Chairman[2]	24%
Mr. Jayanta Basu, Managing Director[3]	13%
Mr. Prasad Patwardhan, Chief Financial Officer	7%
Mr. Rahul Neogi, Company Secretary	9%

1. Mr. Adun Saraban, who was reappointed as Managing Director of the Company, for a period of one year from 1st January, 2019 till 31st December, 2019, was appointed as Whole time Director designated as Executive Vice Chairman of the Company w.e.f. 23rd April, 2019 for the remainder period of his earlier appointment till 31st December, 2019. Subsequently, he resigned from the Board of the Company w.e.f. the close of business hours on 31st August, 2019.

2. Mr. Santi Jongkongka was appointed as Whole time Director designated as Executive Director (Operations) of the Company w.e.f. 2nd May, 2019. Subsequently, he was re-designated as Executive Vice Chairman (Designate) w.e.f. 22nd May, 2019 and then as Executive Vice Chairman w.e.f. 1st September, 2019 in place of Mr. Adun Saraban.

3. Mr. Jayanta Basu, who was the Deputy Managing Director of the Company till 22nd April, 2019, was appointed as Managing Director of the Company w.e.f. 23rd April, 2019.

(c) The percentage increase in the median remuneration of employees in the financial year: 10%

(d) The number of permanent employees on the rolls of the Company: 2123 (As on 31st March 2020)

(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%	10%	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 financial year ended 31st March, 2020, 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 year and of the profit of the Company for that year;
- 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 year 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 had a Whistle Blowing and Prevention of Sexual Harassment Policy and Procedures to deal with instances of harassment or victimization, if any. During the financial year, this policy was split into two separate policies viz. 1) Whistle Blower Policy and 2) Prevention of Sexual Harassment Policy for Women at Workplace (the "POSH" Policy).This Whistle Blower 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, Internal Audit monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations. Periodical reports on the same are also presented to the Audit Committee.

During the financial year 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 year ended 31st March, 2020.

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 2020-21. The Cost Audit Report and the Compliance Report of your Company for the 15 months financial period ended 31st March, 2019, were filed with the Ministry of Corporate Affairs by Mr. Suresh D. Shenoy, Cost Accountants, within 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 2020-21.

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 year 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 year 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. The Company has established a well-documented and robust risk management framework although this is a non-mandatory requirement for the Company. Under this framework, risks are identified across all business processes of the Company on a continuous basis. These risks are further broken down into various subcategories of risks and monitored by respective divisional / functional heads.

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 has a CSR Committee which was last re-constituted on 9th August, 2019 effective 1st September, 2019 comprising Mr. Piyachai Karnasuta, 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 ₹ 230.31 Lakh on CSR activities for the financial year ended 31st March, 2020, against which the Company spent ₹ 205.31 lakh leaving an unspent amount of ₹ 25 Lakh as on 31st March, 2020. The Company also spent an amount of ₹ 2.98 lakh in the financial year ended 31st March, 2020, being the unspent amount pertaining to an ongoing project which was taken up during the 15 months financial period ended 31st March, 2019, but was completed during the financial year ended 31st March, 2020.

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 Regulation, 2015, 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 the 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 year under review and the date of this Report.

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

During the financial year 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 year 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 & ISO 45001:2018

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 ISO 45001:2018 at all offices, project sites and depots. During the financial year, 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

There has been an unprecedented impact on the health and safety of the economy due to the outbreak of the pandemic. At the Company, the management is committed to doing everything feasible to manage the health & safety crisis of its employees and minimise the adverse impacts on its ongoing projects. The Company has undertaken imperative measures towards such efforts. Work at majority of the projects have commenced, maintaining the containment and health & safety protocols.

Amidst the uncertainty of the growth outlook of the economy, the outstanding order position at the beginning of FY 2021-22 stood at around ₹ 11,743 crores, being historically the highest ever outstanding load for the Company. The contracts secured during FY 2019-20 were worth ₹ 5,708 crore, again being historically the highest for the Company. The work in hand is spread across all the major operational segments comprising of Marine, Specialised Engineering and Foundations, Drill and Blast Tunnel, Tunnel using TBM, Micro Tunnel and Airport Terminal Buildings. Additionally, the Company also secured an overseas contract for the first time for the development of a new port at Myanmar during the year, marking an event of significance for the Company.

The Company continues to strive and pursue contracts across a wide range of portfolio where it has a strong foothold. Moreover, the Government is continuously working to create more infrastructure facilities in the form of metro railways, north-eastern railway expansion, high speed rail network, dedicated freight corridors and modernization of railway stations. The development of new airports, sea ports, inland waterways, smart cities, institutional buildings, hospitals and water distribution systems including water treatment and sewage treatment facilities, railway connectivity to remote Himalayan areas and structures in the Defence sector are also being built. With the requisite experience, qualification, job knowledge and resources, the Company is well placed to secure new orders from the several opportunities in the pipeline. The Company has also forayed into overseas markets, with a plan to further expand operations in core sectors.

Being on a growth trajectory, the Company is positioned to grow on a year on year basis. Technology, Innovation, CAPEX modernisation shall remain at the forefront of business development. The goal is to build a disciplined and high-performance work culture that runs on principles & core values and fulfils the expectations of all the stakeholders.

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, hydro-electric dams, power plants, tunnels, pipelines, jetties, deep-sea ports & marine works, 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 61 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 eleventh busiest airport in Asia for the year 2018.

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

In 2019, ITD posted revenues of over 62 billion Thai Baht (about ₹ 1,366,240 Lakh).

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 financial year of the Company is April to March.

INDUSTRIAL RELATIONS

Relations with staff and labour remained peaceful and cordial during the financial year 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

17th June, 2020

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 2019 to 31st March 2020
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	(1.27)
6.	Total assets	38.64
7.	Total liabilities	38.64
8.	Investments	NIL
9.	Turnover	0.22
10.	Profit before taxation	(0.40)
11.	Provision for taxation	NIL
12.	Profit after taxation	(0.40)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

Notes:

Names of subsidiaries which are yet to commence operations - None

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

₹ 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 2020	31 March 2020	31 March 2020	31 March 2020	31 March 2020
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	570.03	(76.19)	25,483.18	19,132.97	1,042.57
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

₹ 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	1,378.12	(27.97)	28,782.08	18,949.35	1,709.58
6. Profit/(Loss) for the year	(95.81)	458.79	419.56	(786.79)	4,361.38
i. Considered in Consolidation	(38.32)	435.85	205.58	(823.60)	2,616.83
ii. Not Considered in Consolidation	(57.49)	22.94	213.98	36.81	1,744.55

Names of associates or joint ventures which are yet to commence operations: None

Names of associates or joint ventures which have been liquidated or sold during the year: None

Names of associates or joint ventures not consolidated: None

Santi Jongkongka
Executive Vice Chairman

Jayanta Basu
Managing Director

Prasad Patwardhan
Chief Financial Officer
17th June, 2020

Rahul Neogi
Company Secretary

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:

Maximize use of Fly ash / Slag (GGBS) as a part replacement of ordinary portland cement (OPC) for concrete mixes being used at project sites as a significant measure towards energy conservation by reducing the embodied energy in concrete. Such replacement also improves properties of concrete in terms of durability and finish and contributes towards cost savings compared to conventional concrete mixes with OPC only.

Migrating to Polycarboxylate Ether (PCE) based high range water reducer in concrete in lieu of Naptha based water reducer which substantially reduces mixing water requirement. Also reduces cement content and optimizes vibration energy due to highly workable mix with greater retention property.

The Company continues replacing existing conventional lighting system to energy efficient LED systems at project sites, corporate & regional offices. High energy consuming conventional Halogen Lights have been replaced with High Pressure Sodium Vapour Lamps or Metal Halide Lamps leading to savings in energy.

Some major project sites have installed Automatic Power Factor Control Panel to realise good amount of energy savings.

The Company continued to promote usage of Real time monitoring of Diesel Generator performance at sites to optimize the use of captive energy. This monitoring is done centrally with real time assessment. Information flowing to Head Office and redistribution and optimization being handled centrally.

Adopted use of Variable Frequency Drive (VFD) in Hoists and Gantry Cranes at all major project sites for efficient starting of drive as well as for providing dual speed option to the operator for improving productivity which in turn contributes to energy saving.

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

Solar lights are being 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:

Upgraded the Higher Size Diesel Impact Hammer,

Delmag D-100/ A-12, 1Number in our fleet by Hydraulic Impact Hammer Junttan HHK -16/20S & procured 2 Numbers.

While both Diesel and Hydraulic hammers were rated for the same energy, the actual kinetic energy imparted is different in the two cases. Accordingly, the rated efficiency of the hydraulic hammer that we procured is 80-90%, whereas that of the diesel hammer was around 50-60%.

B) Technology absorption

(i) The efforts made towards technology absorption:

Implementation of ERP-SAP across the organization to eliminate manual work through automated business support processes which contribute to increased productivity & efficiency, cost efficient uses, effective inventory management, data analysis and reporting and improved customer services.

For one of our Project sites, deep ground improvement was required to be taken up. Considering site specific constraints, the experts recommended use of Compaction grouting to densify the ground to almost 20 metres. Since this technology had never been used commercially and on such a scale in India by an Indian contractor, we studied the technique and sourced all the requisite machinery from within the country. We further established the methodology through laboratory and field trials.

On another project, a totally different technique of deep ground improvement was planned. The soil in this case was actually excavated down to 17 metres depth, dried in the open and then mixed with 5% cement in purpose modified Wet Mix Macadam Plants and placed back in compacted layers.

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

After finalizing the scheme, the actual work was accomplished with total success and the results are very encouraging. The success of Compaction Grouting on this project has now provided the Indian Industry with an opportunity to utilize this technology with indigenous expertise.

The resulting strength improvement that occurred was very significant. This is the first known case of such deep soil-cement mixing done in India and this was achieved by entirely modifying and utilizing indigeneous Plant and equipment.

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

(a) the details of technology imported: None

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

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

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

and

(iv) The expenditure incurred on Research and Development-

Nil

C) Foreign Exchange Earnings and Outgo

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

b. The foreign exchange received during the year under was Nil. (previous year ₹ Nil).

c. The foreign exchange outgo on account of travelling, import of consumables, capital goods, tools and spare parts, fees, royalty etc. aggregated ₹ 1,875.02 Lakh (previous year ₹ 5,580.93 Lakh).

For and on behalf of the Board
Piyachai Karnasuta
Chairman

Date : 17th June, 2020

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:

   The CSR Committee currently comprises Mr. Piyachai Karnasuta (Chairman), Mr. D. P. Roy, Mr. Santi Jongkongka and Mr. Jayanta Basu.

3. Average net profit of the Company for last three financial years: ₹ 11,515.64 Lakh

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 230.31 Lakh

5. Details of CSR spent during the financial year- As per Annexure attached.

   (a) The Company spent total amount of ₹ 205.31 lakh for the year 2019-20 which is 1.78% of the average profit after taxes in the previous three financial years. Balance spending is in progress in relation to ongoing projects. In addition, the Company also spent an amount of ₹ 2.98 lakh pertaining to the previous financial period ended 31st March, 2019, being the carry forward amount in respect of a project that was finished in the current financial year ended 31st March, 2020.

   (b) Amount unspent, if any: ₹ 25 Lakh during the financial year.

   (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. –

   The Company had earmarked an amount of ₹ 25 Lakh towards providing free treatment to patients below poverty line for promoting health care including preventive health care through Shushrusha Citizen's Co-operative Hospital Limited for the financial year ended 31st March 2020.

   However, due to the growing number of COVID-19 cases and given the magnitude of the said pandemic, the priority of Shushrusha Hospital shifted to attend to COVID-19 patients rather than their earlier focus on treatment of patients below poverty line. Consequently, the Company could not take up the project.

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

Jayanta Basu	**Piyachai Karnasuta**
Managing Director	Chairman of CSR Committee

17th June, 2020

Annexure 3 (Continued)

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	Overhead		
1	Rehabilitation of fisherman community	Education	Villages Kallamozhi and Manapad in Thiruchendur Taluk of Tuticorin District in Tamil Nadu.	20.30	20.30	0.00	20.30	Direct
2	Reconstruction of dilapidated school / classrooms, bore well/ plumbing, as source of potable / drinking water, availability of classrooms, to accommodate existing students class wise, shoes for students, kitchen for mid-day meal, creating infrastructure for rural women empowerment including provision of welfare centre, toilets, drinking water and street lights for villagers	Water & Sanitation, Health, Education Skill Building	Zilla Parishad School Savroli Maharashtra	28.97* *includes ₹ 2.97 Lakh out of the total allocated expenses of ₹ 29.50 lakh for the financial period 2018-19	28.98*	0.00	28.98*	Direct
3	Distribution of Blankets for backward communities / villagers	Sanitation & Health	Multi Modal IWT Terminal at Haldia – Shoreline of Hooghly River, West Bengal	5.00	5.00	0.00	5.00	Direct
4	Contribution towards relief activities	Disaster Management	Karnataka State Disaster Management Authority	89.01	89.01	0.00	89.01	Direct
5	Providing Eye Care including preventive health care in the areas of free cataract surgeries.	Health, Education	Vision Foundation of India, in and around the Company's Project locations in Mumbai / Pune / Nagpur / Bangalore (Rural)/ Siliguri/ Delhi/ Bhubaneshwar/ Chennai	40.50	40.50	0.00	40.50	Direct
6	Repair of the heritage building and restoration, preservation and display of priceless artefacts	Protection of national heritage, art and culture including restoration of buildings and works of art	J C Bose Science Heritage Museum, West Bengal	15.00	15.00	0.00	15.00	Direct
7	Providing free medical care for stray animals including nutritious food, animal birth control programme and diagnosis programme	Sanitation & Health	Utkarsh Global Foundation, Mulund, Mumbai	9.50	9.50	0.00	9.50	Direct

Jayanta Basu
Managing Director

Piyachai Karnasuta
Chairman of CSR Committee

17th June, 2020

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 Ms. Ramola Mahajani (Chairperson), Mr. Sunil Shah Singh and Mr. Piyachai Karnasuta.

1. The Nomination and Remuneration Policy is applicable to

* Directors (Executive and Non-Executive)

* Key Managerial Personnel

*Senior Management Personnel

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

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

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;

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

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

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:

- 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;
- 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;
- to delegate any of its powers to one or more of its members or the Secretary of the Committee;
- to consider any other matters as may be requested by the Board;
- professional indemnity and liability insurance for Directors and senior management personnel.

Annexure 6

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

(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 to the extent 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 and considering the relaxations granted by the Ministry of Corporate Affairs and the Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2020, 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 year ended on 31st March, 2020 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, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
- (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, 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 Explosives 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. However, the Company has spent an amount of ₹ 205.31 Lakhs as against the amount of ₹ 230.31 Lakhs to be spent during the year 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 the Company no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For **Parikh & Associates**
Company Secretaries

P. N. Parikh
Partner
FCS No: 327 CP No: 1228
UDIN: F000327B000349940

Place: Mumbai
Date: June 17, 2020

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. Wherever 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
UDIN: F000327B000349940

Place: Mumbai
Date: June 17, 2020

Annexure 7

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2020

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.	KFIN Techologies Private Limited (formerly Karvy Fintech Private Limited) Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: +91 40 67162222 Fax:+91 40 23420814 Emails: einward.ris@kfintech.com raju.sv@kfintech.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 01/04/2019 and 31/03/2020

Category Code	Category of Shareholder	No. of Shares Held at the Beginning of the Year 1st April 2019				No. of Shares Held at the end of the Year 31st March 2020				% 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	46.64	80113180	0	80113180	46.64	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	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(2) :	**80113180**	**0**	**80113180**	**46.64**	**80113180**	**0**	**80113180**	**46.64**	**0.00**
	Total A=A(1)+A(2)	**80113180**	**0**	**80113180**	**46.64**	**80113180**	**0**	**80113180**	**46.64**	**0.00**
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	50033070	1000	50034070	29.13	44863290	0	44863290	26.12	-3.01
(b)	Financial Institutions /Banks	131135	500	131635	0.08	118552	500	119052	0.07	-0.01
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	7876600	0	7876600	4.59	11659192	0	11659192	6.79	2.20
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	**58040805**	**1500**	**58042305**	**33.79**	**56641034**	**500**	**56641534**	**32.97**	**-0.82**

Category Code	Category of Shareholder	No. of Shares Held at the Beginning of the Year 1st April 2019				No. of Shares Held at the end of the Year 31st March 2020				% 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)
(2)	**NON-INSTITUTIONS**									
(a)	Bodies Corporate	4664616	22430	4687046	2.73	2392417	15230	2407647	1.40	-1.33
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹ 2 lakh	21753466	836925	22590391	13.15	23287476	722245	24009721	13.98	0.83
	(ii) Individuals holding nominal share capital in excess of ₹ 2 lakh	4940020	0	4940020	2.88	4990020	0	4990020	2.90	0.03
(c)	Others									
	CLEARING MEMBERS	46911	0	46911	0.03	121029	0	121029	0.07	0.04
	I E P F	322220	0	322220	0.19	342610	0	342610	0.20	0.01
	NON RESIDENT INDIANS	761481	0	761481	0.44	615585	0	615585	0.36	-0.08
	NRI NON-REPATRIATION	277750	0	277750	0.16	301464	0	301464	0.18	0.01
	TRUSTS	6280	0	6280	0.00	11444	0	11444	0.01	0.00
	BENEFICIAL HOLDINGS UNDER MGT-4	0	0	0	0.00	4340	0	4340	0.00	0.00
	Qualified Institutional Buyer	0	0	0	0.00	2229010	0	2229010	1.30	1.30
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	**32772744**	**859355**	**33632099**	**19.58**	**34295395**	**737475**	**35032870**	**20.39**	**0.82**
	Total B=B(1)+B(2) :	**90813549**	**860855**	**91674404**	**53.36**	**90936429**	**737975**	**91674404**	**53.36**	**0.00**
	Total (A+B) :	**170926729**	**860855**	**171787584**	**100.00**	**171049609**	**737975**	**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) :	**170926729**	**860855**	**171787584**	**100.00**	**171049609**	**737975**	**171787584**	**100.00**	

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01/04/2019)			Shareholding at the end of the year (As on 31/03/2020)			% change in share holding during the year
		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	
1	ITALIAN-THAI DEVELOPMENT PUBLIC COMPANY LIMITED	80113180	46.64%	-	80113180	46.64%	-	0.00%
	Total	**80113180**	**46.64%**	**-**	**80113180**	**46.64%**	**-**	**0.00%**

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

Sl No.		Shareholding at the beginning of the year (As on 01/04/2019)		Cumulative Shareholding during the year (As on 31/03/2020)	
		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	46.64		
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 31/03/2020)			80113180	46.64

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

Sl No.	Top 10 Shareholders	Shareholding at the beginning of the year (As on 01/04/2019)		Cumulative Shareholding at the end of the year (As on 31/03/2020)*	
		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	12709384	7.40	13027423	7.58
2	FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA	8700000	5.06	17100000	9.95
3	IDFC MULTI CAP FUND	5845780	3.40	1396720	0.81
4	UTI-MNC FUND	5340000	3.11	3970000	2.31
5	SBI MAGNUM GLOBAL FUND	5215666	3.04	0	0.00
6	HDFC TRUSTEE COMPANY LTD-HDFC EQUITY SAVING FUND	4690200	2.73	4200200	2.44
7	HITESH RAMJI JAVERI	4000020	2.33	4000020	2.33
8	SUNDARAM MUTUAL FUND A/C SUNDARAM SMALL CAP FUND	3415899	1.99	3150379	1.83
9	MASSACHUSETTS INSTITUTE OF TECHNOLOGY	3300000	1.92	6800000	3.96
10	ADITYA BIRLA SUN LIFE INSURANCE COMPANY LIMITED	1931270	1.12	2229010	1.30

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

(v) Shareholding of Directors and Key Managerial Personnel

Sl No.	Name of Director / Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year - (As on 01/04/2019)		Cumulative Shareholding during the year (As on 31/03/2020)	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Piyachai Karnasuta	01/04/2019	At the beginning of the year	0	0	0	0
		31/03/2020	At the end of the year			0	0
2	Ms. Ramola Mahajani	01/04/2019	At the beginning of the year	0	0	0	0
		31/03/2020	At the end of the year			0	0
3	Mr. D.P. Roy	01/04/2019	At the beginning of the year	0	0	0	0
		31/03/2020	At the end of the year			0	0
4	Mr. Adun Saraban	01/04/2019	At the beginning of the year	0	0	0	0
	Ceased to be Director of the Company wef the close of business hours on 31.08.2019	31/03/2020	At the end of the year			0	0
5	Mr. Sunil Shah Singh	01/04/2019	At the beginning of the year	0	0	0	0
		31/03/2020	At the end of the year			0	0
6	Mr. Pankaj I. C. Jain	01/04/2019	At the beginning of the year	0	0	0	0
		31/03/2020	At the end of the year			0	0
7	Mr. Santi Jongkongka	01/04/2019	At the beginning of the year	0	0	0	0
	Appointed as Director of the Company wef 02.05.2019	31/03/2020	At the end of the year			0	0
8	Mr. Jayanta Basu	01/04/2019	At the beginning of the year	0	0	0	0
		31/03/2020	At the end of the year			0	0
9	Mr. Prasad Patwardhan	01/04/2019	At the beginning of the year	0	0	0	0
		31/03/2020	At the end of the year			0	0
10	Mr. Rahul Neogi	01/04/2019	At the beginning of the year	0	0	0	0
		31/03/2020	At the end of the year			0	0

V INDEBTEDNESS

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

₹ in lakh

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
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**
Change in Indebtedness during the financial year				
Additions	63,779	10,000	NIL	73,779
Reduction	(46,452)	(20,000)	NIL	(66,452)
Net Change	17,327	(10,000)	NIL	7,327
Indebtedness at the end of the financial year				
i) Principal Amount	29,315	-	NIL	29,315
ii) Interest due but not paid	-	-	NIL	-
iii) Interest accrued but not due	67	-	NIL	67
Total (i+ii+iii)	**29,382**	**-**	NIL	**29,382**

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 Executive Vice Chairman	Name of Executive Vice Chairman	Name of the Managing Director
1	Gross salary	Mr. Adun Saraban[1]	Mr. Santi Jongkongka[2]	Mr. Jayanta Basu[3]
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax. 1961	144.18*	142.75	104.95
	(b) Value of perquisites under Section 17(2) of the Income tax Act, 1961	8.32	7.37	16.80
	(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	15.00	50.00	40.00
	- as % of profit	0.28	0.94	0.75
	- others (specify)	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	**167.50**	**200.12**	**161.75**
	Total (A)			**529.37**
	Ceiling as per the Act			**553.70**

*Includes payments made towards gratuity on retirement.

1. Mr. Adun Saraban, who was reappointed as Managing Director of the Company, for a period of one year from 1st January, 2019 till 31st December, 2019, was appointed as Whole time Director designated as Executive Vice Chairman of the Company w.e.f. 23rd April, 2019 for the remainder period of his earlier appointment till 31st December, 2019. Subsequently, he resigned from the Board of the Company w.e.f. the close of business hours on 31st August, 2019.
2. Mr. Santi Jongkongka was appointed as Whole time Director designated as Executive Director (Operations) of the Company w.e.f. 2nd May, 2019. Subsequently, he was re-designated as Executive Vice Chairman (Designate) w.e.f. 22nd May, 2019 and then as Executive Vice Chairman w.e.f. 1st September, 2019 in place of Mr. Adun Saraban.
3. Mr. Jayanta Basu, who was the Deputy Managing Director of the Company till 22nd April, 2019, was appointed as Managing Director of the Company w.e.f. 23rd April, 2019.

B. Remuneration to other directors

₹ in lakh

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	Mr. D. P. Roy	Ms. Ramola Mahajani	Mr. Sunil Shah Singh	Mr. Pankaj I. C. Jain	
	(a) Fee for attending board / committee meetings	8.50	8.90	10.30	6.40	34.10
	(b) Commission	6.00	6.00	6.00	6.00	24.00
	(c) Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)					**58.10**
	Other Non Executive Director	Mr. Piyachai Karnasuta				
	(a) Fee for attending board / committee meetings	10.65				10.65
	(b) Commission	6.00				6.00
	(c) Others, please specify	NIL				NIL
	Total (2)					**16.65**
	Total (B)=(1+2)					**74.75**
	Total Managerial Remuneration (A+B)					**604.12**
	Overall Ceiling as per the Act.					**609.07**

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

₹ in lakh

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary (Mr. Rahul Neogi)	CFO (Mr.Prasad Patwardhan)	Total
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	55.05	98.10	153.15
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	4.65	4.29	8.94
	(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	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total	**59.70**	**102.39**	**162.09**

VII PENALTIES/PUNISHMENT/COMPOUNDING 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 has successfully established itself as a leading design, engineering, procurement and construction (EPC) company in India. For over eight decades, the Company has made distinctive contributions in the areas of Design, Engineering and Construction of heavy infrastructure projects. Leveraging its strong parentage and support from Italian Thai Development Public Company Limited, one of the largest multinational civil engineering contractors in South East Asia, the Company has a diversified work portfolio and it adopts the best industrial practices within its operational domain to deliver the project with Commitment, Reliability and quality.

The Company has a distinct presence in segments including Foundation & Specialist Engineering with Reclamation and Ground Improvement, Offshore Maritime Structures, Industrial Structures including Airport Terminal Buildings and Technological buildings, Mass Rapid Transit Systems with Elevated Corridor including underground Metro station buildings and underground Tunnels, Railway Tunnels, Hydro Electric Power Plants with Dams, Irrigation Projects and Micro Tunneling Works for Pipeline Distribution networks within cities. Banking on its expertise, skills and extensive knowledge, the Company has favorably positioned itself to significantly contribute to nation by being part of upcoming core infrastructure development, providing unique and meaningful solutions to challenges faced by the construction Industry.

Global Economy Outlook

The global economy faced multiple headwinds, registering an estimated growth rate of 2.9% in 2019, its slowest pace since the global financial crisis. The subdued growth of the economy was a consequence of rising trade barriers, elevated uncertainty surrounding trade and geopolitics, macroeconomic strain on several emerging market economies, and structural factors, such as low productivity growth and ageing demographics in advanced economies. Over the past year, global growth has witnessed a sharp fall. The slowdown in activity has been more pronounced across emerging markets and developing economies, including Brazil, China, India, Mexico, and Russia, as well as a few economies suffering macroeconomic and financial stress.

The global economy is projected to contract sharply by 3.0%[1] in 2020. This contraction is primarily driven by the recent outbreak of Covid-19. The pandemic is inflicting high and rising human costs worldwide. To protect lives and allow healthcare systems to cope with the increasing pressure of this pandemic have necessitated lockdowns, and widespread closures to contain the spread of the virus. However, governments and central banks in many countries are working in tandem to introduce fiscal and monetary policies to increase the demand of goods and services. With these measures in place the global economy is projected to recover and grow by 5.8% in 2021.

2.9%

GDP growth of global economy in 2019

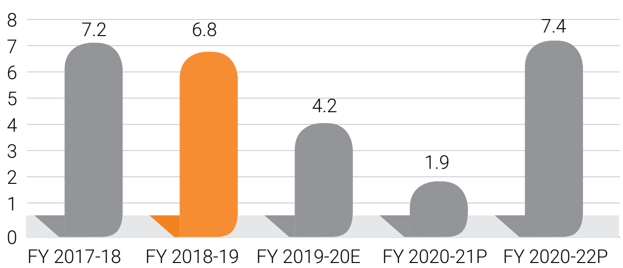
Indian Economy Outlook

In terms of GDP, Indian economy is the 5th largest economy in the world. As per the data from National Statistical office, the economy grew by 4.2%[1] in FY 2019-20, registering a decline from 6.8% for the FY 2018-19. This decline was primarily driven by a mix of both internal as well as external factors such as synchronized global slowdown, plummeting domestic automobile sales, flattening of core sector growth. Other factors such as credit crisis due to drying up of lending from non-banking financial institutions throughout CY 2019, deceleration in consumption as well as a contraction in exports, with reduced demand for imports, has led to this slow growth.

Recent reforms introduced by Government of India, in the form of corporate tax rate cuts, easing manufacturing policies to boost the Make in India campaign, infusion of ₹ 70,000 crore in public sector banks, etc offered much need impetus to industries. With these initiatives, the PMI for the month of January 2020 rose to 55.3, taking it to an eight-year high.

The recent outbreak of Covid-19, which led to a country wide lockdown to curtail the spread of the virus, has posed a challenge and has altered the outlook of the Indian economy. The economy is further expected to experience slowdown and is projected to grow by a modest 1.9%[2] in FY 2020-21. India and China appear to be the only two major economies likely to register growth with all other economies contracting. Government of India and the RBI are nevertheless, working in tandem to revive the economy to address the demand side contraction in the economy and all efforts are being made to enhance rural income. Fiscal as well as monetary measures have been introduced by the government, including ₹ 20 lakh crore relief package to revive a severely affected economy, reeling under the pressure of the Covid-19 pandemic. The measures are expected to decelerate this slowdown and help the economy to grow in future. With these measures in place, the economy is expected to register a growth of 7.4% in FY 2021-22.

GDP Growth Rate (%)



[Source: National Statistical Office & IMF World Economic Outlook April 2020]

[1] National Statistical Office & IMF World Economic Outlook, April 2020

[2] IMF World Economic Outlook, April 2020

Indian construction sector

The Indian construction industry is predicted to grow at an average rate of 6.4% between 2018 and 2023 to reach $690 billion[3]. India is expected to become the third largest construction market globally by 2022. The country has envisaged an investment of $1.4 trillion on infrastructure between FY 2021-24.

The Infrastructure Industry in India has been experiencing rapid growth in different sectors with the development in core and urban infra. Infrastructure growth is visible throughout the country in the form of new highways, roads, ports, railways and airports, urban and rural infrastructure, including water supply, sewerage, and drainage systems.

National Infrastructure Pipeline (NIP)

The National Infrastructure Pipeline (NIP), worth ₹ 111.3 lakh crore[4], has been launched on December 31, 2019. A first-of-its-kind initiative by the government to provide world-class infrastructure across the country, it aims to improve Detailed Project Preparation (DPR) feasible to attract investments (both domestic and foreign) in infrastructure. It will play a crucial role in meeting the country's target of becoming a $5 trillion economy by FY 2025. The highest investments in the NIP are proposed for the energy sector (24%), followed by roads (18%), urban development (17%) and railways (12%).

Sector	FY20	FY21	FY22	FY23	FY24	FY25	No phasing	% of Total
Energy	2.3	4.4	4.4	4.7	5.0	4.7	1.4	24%
Roads	3.3	3.8	3.6	2.5	2.4	3.3	1.3	18%
Railways	1.3	2.6	3.1	2.7	2.2	1.7	0.0	12%
Ports	0.1	0.2	0.2	0.2	0.1	0.1	0.4	1%
Airports	0.2	0.2	0.2	0.2	0.1	0.1	0.3	1%
Urban Infra	3.0	4.6	4.0	2.3	2.0	1.6	1.4	17%
Irrigation	1.1	2.0	1.8	1.4	1.2	0.7	0.8	8%
Rural Infra	1.4	1.8	2.1	1.1	1.1	0.3	0.0	7%
Digital Infra	0.8	0.6	0.5	0.4	0.4	0.4	0.0	3%
Agriculture and Foods Processing	0.0	0.0	0.0	0.0	0.0	0.0	1.5	2%
Social Infra	0.6	0.8	0.9	0.6	0.5	0.3	0.5	4%
Industrial Infra	0.2	0.4	0.4	0.4	0.2	0.1	1.4	3%
Total	**14.4**	**21.5**	**21.3**	**16.5**	**15.4**	**13.2**	**9.0**	**100%**
% of Total	**13%**	**19%**	**19%**	**15%**	**14%**	**12%**	**8%**	**111.3**

Urban Rail

India has been experiencing rapid urbanization in recent years and its cities have become extremely congested, increasing difficulties for daily commute. With growing congestion in cities due to increased vehicle ownership and reduced share of public transport on roads, the government has rolled out the metro rail network to address this challenge. India at present has 13 operational projects and has already overtaken the US and is only behind China, in terms of its metro rail network. With projects under construction in 14 cities (including brownfield expansion in 10) and in various stages of planning in 7 others, the country is witnessing a Metrolution (metro revolution).

There are multiple metro projects in the country and some of the major ongoing projects are - Kolkata Metro, Mumbai Metro, Nagpur Metro, Bangalore Metro, Pune Metro, Kochi Metro, Chennai Metro, Lucknow Metro, Kanpur Metro, Delhi Metro Phase IV, National Capital Region Transport Corporation (NCRTC), etc. In addition to the ongoing projects, major upcoming metro projects include Patna Metro, Surat Metro, Agra Metro, Guwahati Metro, and Vizag Metro, among others.

₹111.3 lakh crore

National Infrastructure Pipeline

At present, the country has completed close to 650 km[5] of Metro Rail lines in 18 cities. Moreover, an additional ~1,000 km of metro rail lines, in over 15 cities, is under construction or in advanced stages of planning. Going ahead, the country expects to add 1,500 km of metro rail lines in this decade.

Under NCRTC, a 349 km network of commuter rail lines connecting Delhi with cities in the neighboring states of Haryana, Rajasthan and Uttar Pradesh will be developed. Of the total 349 km network, an 82km line linking Delhi, Ghaziabad and Meerut have already commenced and many others projects remain in the bidding process.

[3]https://www.khl.com/international-construction/strong-growth-for-indian-construction-industry/137389.article

[4]https://www.financialexpress.com/economy/govt-task-force-lays-out-rs-111-lakh-crore-infra-investment-road-map/1943675/

[5]Urban Transport News

The current status of metro projects in various cities are given below:

Status	City
Operational	Ahmedabad, Bengaluru, Chennai, Delhi, Gurugram, Hyderabad, Jaipur, Kochi, Kolkata, Lucknow, Mumbai, Nagpur, Noida
Under construction	Ahmedabad, Bengaluru, Bhopal, Chennai, Delhi, Hyderabad, Indore, Jaipur, Kochi, Kolkata, Mumbai, Nagpur, Navi Mumbai, Pune
Planning stage	Prayagraj, Agra, Guwahati, Kanpur, Meerut, Patna, Surat
Concept stage	Gorakhpur, Nashik, vijaywada, Vizag

[Source: Government documents, Edelweiss research]

Ports / Marine

Since ports handle over 90%[6] of trade volumes in India, there is a continuous need to develop India's ports and trade related infrastructure to accelerate growth in the manufacturing industry and to assist the 'Make in India' initiative. Capacity at major Indian ports reached 1,477 million tonnes by FY19 and is expected to have reached 3,130 MT[7] in FY20. At present, the country has 12 major ports and approximately 200 non-major ports administered by Central and State Governments, respectively. The amount of cargo handled by these ports stood at 585.72 million tonnes in 2019 (till January 2020) and is expected to reach approximately 2500 MMTPA[8] by 2025. At present, the major ports in the country have an installed capacity of 2,316.14 MTPA[9] and is expected to increase it to 3300 MMTPA by 2025 to cater to the growing traffic. The ports aim to improve operational efficiency through capacity expansion of existing ports and development of new ports. The Government of India has also adopted important programmes for the maritime sector, including Sagarmala and growth & development projects for Inland Waterways.

3300 MMTPA

Expected installed capacity of major ports in India by 2025

The Government launched the ambitious Sagarmala Programme in March 2017, with the vision of port-led development and growth of logistics-intensive industries. As part of Sagarmala Programme, around 574 projects have been identified across the areas of port modernization & new port development, port connectivity enhancement, port-linked industrialization and coastal community development and are likely to be completed by 2035.

Table 2: Summary of projects under Sagarmala

Theme	Total		Completed		Under Implementation	
	No. of projects	Project cost (₹ in Cr.)	No. of projects	Project cost (₹ in Cr.)	No. of projects	Project cost (₹ in Cr.)
Port Modernization	236	1,18,352	68	22,551	70	36,998
Port Connectivity	235	2,35,528	35	5,803	94	1,19,360
Port Led Industrialization	35	2,40,234	2	512	17	1,51,745
Coastal Community Development	68	7,369	16	1,362	20	945
Total	**574**	**6,01,483**	**121**	**30,228**	**201**	**3,09,048**

[Source: Ministry of Shipping]

#1

India's rank in terms of airport connectivity as per WEF Global Competitiveness Report 2019

The government has been promoting public-private participation (PPP) in the ports sector on a build-operate-transfer (BOT) basis. The GoI has also allowed 100% FDI in the port sector to encourage the participation of private players.

Master plans have been finalized for all the 12 major ports. Around 92 port capacity expansion plans have been identified (cost ₹ 58,884 Cr) and are expected to add 712 MTPA capacity at major ports.

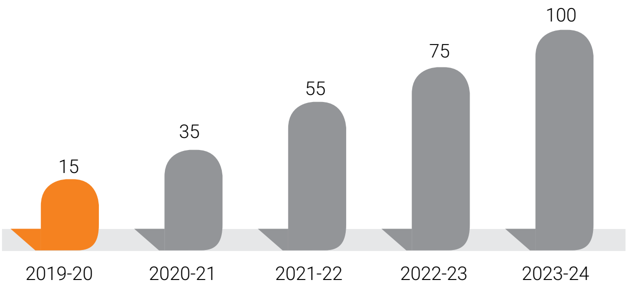
Aviation

India has 136 commercially-managed airports by Airports Authority of India (AAI) and has 6 airports under Public- Private Partnerships (PPP) for Operation, Maintenance and Development of airports, making it the third largest domestic market for civil aviation in the world.[10] As per Global Competitiveness Report 2019 of World Economic Forum, India stood first along with 7 others (USA, China, Japan, UK, etc.) in terms of airport connectivity. The number of operational airports is expected to increase to 190-200 by FY40. The airline operators in India have scaled up their aircraft seat capacity from an estimated 0.07 annual seats per capita in 2013 to 0.12 in 2018.

[6]http://sagarmala.gov.in/project/port-modernization-new-port-development
[7]https://www.ibef.org/industry/ports-india-shipping.aspx
[8]http://sagarmala.gov.in/project/port-modernization-new-port-development
[9]Indian Ports Association (IPA)
[10]Economic survey

Passenger traffic in India stood at 199.60 million in FY20 (April-October 2019). Of the total, domestic passenger traffic reached 160.16 million and international passengers touched 39.43 million.[11] Besides, domestic freight traffic stood at 0.80 million tonnes, while international freight traffic stood at 1.20 million tonnes in FY20 (April-October 2019). Domestic and international aircraft movements in the country reached 1.24 million and 0.25 million, respectively, in FY20 (April-October 2019). To cater to the rising air traffic, the Government of India has been working towards increasing the number of airports. 100 more airports, 16 private greenfield airports, and 15 AAI airports are expected to be operational by FY 2023-24 (For details refer graph 1), to ease the strain on existing airports.

Graph 1: Additional Airport Capacity to be Developed (cumulative number of airports)



[Source: Ministry of Civil Aviation]

100 **new airports**

Are expected to be operational by FY 2023-24

Road Transport

A good road network is an essential requirement for the rapid growth of the economy. Roads provide connectivity to remote areas, open up backward regions and facilitate access to markets, trade and investment. Roads should not be looked at in isolation, but as a part of an integrated multi-modal transport system, which provides crucial links with airports, railway stations, ports and other logistical hubs.

The country has had a road network of about 59.64 lakh km as on March 31, 2018 and the total length of National Highways was 1.32 lakh km on March 1, 2019. The pace at which roads have been constructed has grown significantly from 17 kms per day in 2015-16 to 29.7 kms per day in 2018-19. However, the pace seems to have moderated in 2019-20.[12]

Table 3: Road Length Awarded & Constructed (Length in km) as on 30.09.2019

Sector	2015-16	2016-17	2017-18	2018-19	2019-20#
Award of NHs/Road projects	10,098	15,948	17,054	5,494	2,103
Construction of NHs/Roads	6,061	8,231	9,829	10,855	4,622
Road construction per day	17	23	27	29.65	12.7

[Source: MoRTH]

To boost road infrastructure in the country, Bharatmala Pariyojna, a centrally sponsored highway project of the Indian government for constructing 83,677 km of new highways at an estimated cost of ₹ 5.35 lakh crore has been planned.

Rail Transport

The Indian Railways is one of the largest rail networks in the world with a route length spread over 1,23,236 km, carrying 13,452 passenger trains and 9,141 freight trains from 7,349 stations and plying 23 million travellers and 3 million tonnes (MT) of freight daily. It is also recognized as one of the largest railway systems in the world under single management.[13] The Government of India has set a vision to make railways 100% safe, quick and a reliable mode of transport for passengers and freight. Along with that, the government plans to modernize the entire network by investing around ₹ 50 lakh crore[14] by CY 2030. The Indian Railway network is growing at a healthy rate and it is expected to become the third largest market globally, accounting for approximately 10% of the global share.

₹ 50 **lakh crore**

Investment by the GoI towards railway network modernization

For the development of Railway stations, the government has formulated various schemes such as Model, Modern and Adarsh Station Scheme. 'Station Redevelopment' projects have also been planned, to initiate proper utilization of space in and around the stations and private participation has been invited for such projects. Additionally, the government is set to award 50 stations for redevelopment entailing an investment of around ₹ 50,000 crore in FY 2020-21.[15]

[11] https://www.ibef.org/industry/indian-aviation.aspx
[12] Economic Survey 2019-20
[13] https://www.ibef.org/industry/indian-railways.aspx
[14] https://economictimes.indiatimes.com/industry/transportation/railways/view-the-mega-restructuring-of-indian-railways-to-achieve-vision-2030/articleshow/73061929.cms?from=mdr
[15] https://economictimes.indiatimes.com/industry/transportation/railways/railways-eyes-rs-50000-crore-revamp-of-50-stations/articleshow/73997399.cms?from=mdr

The Ministry of Railways in consultation with the NITI Aayog, the government's policy think-tank has chosen 100 routes to run 150 private passenger trains. Domestic as well as global players, with experience in railway and tourism sectors, will be allowed to bid for the routes on a revenue-sharing basis. The NITI Aayog and the Indian Railways envisage an investment of ₹ 22,500 crore through this route.[16]

At present, the bidding process for the Mumbai-Ahmedabad High Speed Rail (HSR) corridor is underway. Additionally, Railway Ministry has decided to undertake Detailed Project Report (DPR) for six more HSR corridors, entrusting its development to the National High-Speed Rail Corporation Limited (NHSRCL).

Hydroelectric Power

Total identified potential of Hydro Power in India is 1,50,000 MW[17] which makes it the 5th largest country with hydropower reserves in the world. The current contribution of Hydroelectric to the total power sector is 12.4% which translates to 45,699 Megawatt (MW) [18]. This is expected to increase in the future as the government of India has increased financial allocation, along with other non-financial support, to prioritise hydropower development there by increasing capacity addition.

Industrial Civil Works

Industrial civil works is an important part of the economy, involving the design, construction, and maintenance of the physical and naturally built environment, including infrastructure works like roads, bridges, canals, dams, and buildings. This sector is largely dependent on industrial growth, which is often measured by Index of Industrial Production (IIP). The industrial sector based on Index of Industrial Production (IIP) registered a growth of 0.6% in FY 2019-20 (April-November), compared to 5% during the same period last year. The government has initiated several policies to enhance the capacity and output of various infrastructure projects. The immediate prospects in these segments include - Redevelopment of Central Vista and Parliament Building, 7 housing colonies in Delhi along with the development of new data centre, new warehouse and further development of IITs and IIMs. The focus on healthcare infrastructure also remains.

Business Outlook

There has been an unprecedented impact on the health and safety of the economy due to the outbreak of the pandemic. At ITD Cem, the management is committed to doing everything feasible to manage the health & safety crisis of its employees and minimise the adverse impacts on its ongoing projects. The Company has undertaken imperative measures towards such efforts. Work at majority of the projects have commenced, maintaining the containment and health & safety protocols.

Amidst the uncertainty of the growth outlook of the economy, the outstanding order position at the beginning of FY 2021-22 stood at around ₹11,743 crores, being historically the highest ever

₹ 11,743 crores

Order book as on March 31, 2020

outstanding load for the Company. The contracts secured during FY 2019-20 were worth ₹ 5,708 crore, again being historically the highest for the Company. The work in hand is spread across all the major operational segments comprising of Marine, Specialised Engineering and Foundations, Drill and Blast Tunnel, Tunnel using TBM, Micro Tunnel and Airport Terminal Buildings. Additionally, the Company also secured an overseas contract for the first time for the development of a new port at Myanmar during the year, marking an event of significance for the Company.

The Company continues to strive and pursue contracts across a wide range of portfolio where it has a strong foothold. Moreover, the government is continuously working to create more infrastructure facilities in the form of metro railways, north-eastern railway expansion, high speed rail network, dedicated freight corridors and modernization of railway stations. The development of new airports, sea ports, inland waterways, smart cities, institutional buildings, hospitals and water distribution systems including water treatment and sewage treatment facilities, railway connectivity to remote Himalayan areas and structures in the Defence sector are also being built. With the requisite experience, qualification, job knowledge and resources, the Company is well placed to secure new orders from the several opportunities in the pipeline. The Company has also forayed into overseas markets, with a plan to further expand operations in core sectors.

Being on a growth trajectory, the Company is positioned to grow on a year on year basis. Technology, Innovation, CAPEX modernisation shall remain at the forefront of business development. The goal is to build a disciplined and high-performance work culture that runs on principles & core values and fulfils the expectations of all the stakeholders.

Risk Management and Mitigation

The Company has a very robust risk management system in place. The Risk Management Committee comprises of Board of Directors and senior executives of the Company. It continuously identifies potential risks and periodically reports mitigation strategies in review meetings conducted from time to time.

External Risks

1. **Covid-19:** Due to the COVID 19 outbreak, construction activities have been halted all over the country, with no immediate relief in sight. There are multiple short- and long-term consequences of the countrywide lockdown, impacting revenue generation, profitability and cash flow. As a result of this pandemic, if the government delays awarding of infrastructure projects, it could adversely affect growth prospects.

[16]https://www.moneycontrol.com/news/business/announcements/big-reforms-to-put-indian-railways-on-right-track-4799971.html
[17]https://powerinsight.vision-media.co.in/indian-hydro-power-sector-overview-outlook/
[18]https://powermin.nic.in/en/content/power-sector-glance-all-india

Our strategy - The India economy has been facing multiple headwinds primarily driven by the pandemic. The Government of India has introduced regulatory reforms and proposed investment plans such as National Infrastructure Pipeline worth ₹ 111 Lakh crore, which are likely to aid recovery in the near future despite several macro and micro-economic challenges. Additionally, the Government of India has taken a major step towards keeping the economy afloat and announced a monetary package of ₹ 20 lakh crore to revive the economy.

2. **Competition:** With more projects being awarded by the government, and an increasing thrust on infrastructure projects, the sector has attracted several domestic as well as international players. The increase in competition may lead to an aggressive bidding environment, resulting in low operating margins.

   Our strategy - With over eight decades of industry experience and the proven leadership of our expert management team, the Company is confident of withstanding present and future competitive environments to sustain its growth momentum. The Company has demonstrated its ability to secure complex projects in Marine, Tunnelling, Airports, Metros, etc. based on its ability to deliver and execute projects on time.

3. **Project clearance:** Any delay related to land clearance certificate, change in title or deed, environment clearance certificate will lead to increase in cost of the project, resulting in diminishing margins for the Company and it may also delay projects.

   Our strategy - The Company, during the bidding process, does due diligence along with site visits to assess the requirement and availability of such clearances. Such matters are discussed in detail with the management to arrive at feasible conclusions. As a result, the likely impacts are projected and risks are covered in the bidding process.

4. **International Market Risk:** Slowdown in a particular economy may impact the Company's profitability.

   Our strategy - The Company has recently forayed into international markets. It has adopted mitigation strategies to address the risk and constantly monitors the political environment to take relevant action according to the prevailing situation, thereby ensuring timely delivery of projects.

5. **Input Risks:** The availability of quality and quantity of resources (raw material and borrowings) is critical for the timely completion of infrastructure projects. Besides, any cost escalation in raw materials could impact margins and profitability.

   Our strategy - The Company directly controls its projects and also engages in sub-contracting of infrastructure assignments, enabling it to plan its material requirement well in advance. It procures key raw materials (steel and cement) directly from leading manufacturers for ensuring timely supply at multiple sites. The Company does cover many of the projects with cost escalation clauses, thereby protecting itself from any adverse impact caused due to fluctuating raw material prices which might affect profitability of its projects.

Internal Risks

6. **Operational Risk -** Infrastructure projects involve complex design and engineering, significant procurement of equipment and supplies and extensive construction management. It is also impacted due to several reasons including operational inefficiency, internal failures, lack of timely regulatory approvals and other factors like equipment failure and work accident. This could lead to cost-time overruns, thereby impacting profitability.

   Our strategy - The Company has put in place a framework and review mechanism to manage and measure the effectiveness of governance, risk management, and internal controls policies. The company also looks after operational risk on a periodic basis, maintains, designs and implements internal controls which are related to the policies and procedures of the Company.

7. **Manpower:** Since people represent the most valuable asset in the business, any attrition could lead to a valuable loss of competitive edge. Recruitment and retention of skilled manpower and labour is an industry wide problem. Inability to get good Project Manager for big and complex project can impact business sustainability.

   Our strategy - The Company maintains cordial relation with its employee and have experienced manpower across its areas of operation. The Company has developed robust training and development programmes for retaining the talent across all levels for skill development. The decentralised management control at all levels through a defined system of scope of work, responsibility and reporting structure inculcates leadership culture across operations & verticals and helps to mitigate the risk. With these factors in place, the Company has a low attrition rate.

8. **Banking:** Reluctance of Banks for fund based and non-fund based support to infrastructure sectors are impacting construction companies to manage Bank guarantees and working capital. Hike Lending rates, additional margin money to secure non fund based support will result in low operating margin.

   Our strategy - Most of the projects that the Company is engaged in are, multi-lateral funded or fund tied-up projects. The company enjoys a good reputation for funding and non-funding from financial institution on its credit worthiness. Its wide portfolio of banking consortium also helps in securing short-term borrowings at competitive interest rate.

9. **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 variations in the design, engineering at the time of execution.

   Our strategy - The Company has an in-house team of qualified engineers under the Technical Services Department (TSD) and has developed several indigenous design capabilities. The Company also works closely with several domestic and international reputed consulting organisations for design associated EPC projects. Additionally, the Company also takes appropriate insurance in accordance with industry standards to safeguard against the risk due to execution in design inadequacies.

10. **Equipment risk -** Breakdown of any equipment will lead to a temporary stoppage of work and will have to be attended promptly. If not, it could result in cost and time overruns and impact timely project execution.

    Our strategy - The Company carries out periodic inspection by the central corporate/workshop team along with OEM players towards the maintenance of its plant and equipment to minimise any unexpected equipment breakdown. Additionally, the Company has reputed equipment vendors for the required equipment maintenance works which further minimizes any severe machinery breakdown. The Company creates workshops facilities at major projects site for plant and machinery maintenance to minimize any severe machinery breakdown.

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 Company's internal controls are being audited by an external auditor.

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.

Financial Performance

Particulars	Standalone		Consolidated	
	2019-2020 (12 months)	2018-2019 (15 months)	2019-2020 (12 months)	2018-2019 (15 months)
Revenue from operations (in lakhs)	2,14,200	2,28,346	2,86,071	3,16,507
PAT (in lakhs)	4,001	8,066	4,060	8,195
EBITDA (before exceptional item) (in lakhs)	26,489	28,179	32,801	34,127
Return on net worth (%)	3.9	9.9	3.9	10.0
EPS (in ₹)	2.5	4.8	2.5	4.8
Debtors Turnover (days)	68	57	65	49
Interest Coverage Ratio	5.7	5.6	3.7	3.7
Current Ratio	1.2	1.5	1.2	1.2
Debt Equity Ratio	0.3	0.2	0.4	0.5
Operating Profit (%)	8.7	9.3	8.1	8.2
Net Profit (%)	1.9	3.6	1.4	2.6

Human Resources Development and Industrial Relations

ITD Cem recognizes the importance of its employees and the pride, passion and drive they possess to take the organization to scale new heights of success. As on 31st March 2020, the Company had 2,123 employees on its permanent payroll and 3,882 employees on a contractual basis. The Company has infused a lot of rigour and intensity in People Development Processes and strives to hone skill sets that help to realize our vision and focus on areas that are critical for succeeding strategically. The Company is also proud of its diverse workforce that offers an edge over its peers. The Company successfully enhances and nurtures employee talent through result driven training, while encouraging and rewarding excellence.

Disclosure of Accounting Treatment

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

Disclaimer

Certain statements in the MD&A section concerning future prospects may be forward-looking statements which involve a number of underlying identified / non identified risks and uncertainties that could cause actual results to differ materially. In addition to the foregoing changes in the macro-environment, global pandemic like COVID-19 may pose an unforeseen, unprecedented, unascertainable and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. The results of these assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based, are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise.

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 31st March, 2020, the Company has seven (7) Directors with Chairman being a Non- Executive Director. Of the remaining six (6) Directors, four (4) are Non- Executive Independent Directors and two (2) 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 year 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 year		Whether Last AGM attended on 9th August, 2019	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. Piyachai Karnasuta (Chairman)	Non- Independent, Non-Executive	7	7	Yes	Nil	Nil
Mr. Santi Jongkongka[1] (Executive Vice Chairman)	Executive	7	6	Yes	1	Nil
Mr. D. P. Roy[2]	Independent, Non-Executive	7	7	Yes	2	2
Ms. Ramola Mahajani[3]	Independent, Non-Executive	7	7	Yes	3	3
Mr. Adun Saraban[4]	Executive	7	5	Yes	Nil	Nil
Mr. Sunil Shah Singh	Independent, Non-Executive	7	7	Yes	3	4 (includes 2 Chairmanship)
Mr. Pankaj I. C. Jain	Independent, Non-Executive	7	6	Yes	Nil	Nil
Mr. Jayanta Basu[5] (Managing Director)	Executive	7	7	Yes	1	Nil

1. Mr. Santi Jongkongka was appointed as Whole time Director designated as Executive Director (Operations) of the Company w.e.f. 2nd May, 2019. Subsequently, he was re-designated as Executive Vice Chairman (Designate) w.e.f. 22nd May, 2019 and then as Executive Vice Chairman w.e.f. 1st September, 2019 in place of Mr. Adun Saraban.
2. Mr. D. P. Roy was re-appointed as an Independent Director of the Company for a second consecutive term of 2 years w.e.f. 6th August, 2019.
3. Ms. Ramola Mahajani was re-appointed as an Independent Director of the Company for a second consecutive term from 5th November, 2019 to 22nd December, 2022.
4. Mr. Adun Saraban, who was reappointed as Managing Director of the Company, for a period of one year from 1st January, 2019 till 31st December, 2019, was appointed as Whole time Director designated as Executive Vice Chairman of the Company w.e.f. 23rd April, 2019 for the remainder period of his earlier appointment till 31st December, 2019. Subsequently, he resigned from the Board of the Company w.e.f. the close of business hours on 31st August, 2019.
5. Mr. Jayanta Basu, who was the Deputy Managing Director of the Company till 22nd April, 2019, was appointed as Managing Director of the Company w.e.f. 23rd April, 2019.

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

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

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

Seven (7) meetings of the Board were held during the year ended 31st March, 2020. The dates on which the meetings were held are as follows: 23rd April, 2019, 22nd May, 2019, 6th June, 2019, 3rd July, 2019, 9th August, 2019, 13th November, 2019 and 11th February, 2020.

(iv) During the year, 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 the 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

The Company regularly makes detailed presentation to the Board of the Company including the Independent Directors on the Company's various business operations and business plans to enable them to understand and contribute significantly to the growth of the Company's business.

(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 waste water treatment, buildings & other industrial civil works, highways, bridges and flyovers.

a) The Board of the Company has identified the following skills / expertise / 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 & Construction 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 Waste water 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 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.

b) In the below table, the specific area of skills / expertise / competence of the Directors of the Company have been highlighted. However, the absence of a mark against a Director's name does not necessarily mean the Director does not possess such skills / expertise/ competence etc.

Name of the Director	Engineering & Construction encompassing as per point no. viii (a) (1)	Contract Management	Financial / Accounting / Banking / Taxation	Human Resources	Business leadership	Governance in business operations
Mr. Piyachai Karnasuta (Chairman)	√	√	√	-	√	√
Mr. Santi Jongkongka (Executive Vice Chairman)	√	√	√	-	√	√
Mr. D. P. Roy, (Independent Director)	-	-	√	√	√	√
Mr. Sunil Shah Singh (Independent Director)	√	√	√	-	√	√
Mr. Pankaj I. C. Jain (Independent Director)	-	-	√	-	√	√
Ms. Ramola Mahajani (Independent Director)	-	-	-	√	√	√
Mr. Jayanta Basu (Managing Director)	√	√	√	-	√	√

(ix) In the opinion of the Board, the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and are independent of the management.

(x) During the year, none of the Independent Directors resigned before completion of his/ her tenure.

3. AUDIT COMMITTEE

Audit Committee of the Directors was constituted by the Company in March 1994. The Audit Committee was last reconstituted on 11th February, 2019 effective 1st April, 2019.

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

During the financial year ended 31st March 2020, the Audit Committee comprised four (4) Non-Executive Directors of which three (3), namely Mr. Sunil Shah Singh Mr. D. P. Roy and Mr. Pankaj I. C. Jain[2] were Independent Directors and one (1), namely Mr. Piyachai Karnasuta[1] was Non-Independent Non-Executive Director on the Committee. The Audit Committee held five (5) meetings during the aforesaid year and in place of period, i.e. on 22nd May, 2019, 3rd July, 2019, 9th August, 2019, 13th November, 2019 and 11th February, 2020. Attendance of the Directors was as under:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. Sunil Shah Singh-Chairman	5	5
Mr. D. P. Roy	5	5
Mr. Piyachai Karnasuta[1]	5	5
Mr. Pankaj I. C. Jain[2]	5	5

1 Mr. Piyachai Karnasuta was appointed as a member of the Committee w.e.f. 1st April, 2019.

2 Mr. Pankaj I. C. Jain was appointed as a member of the Committee w.e.f. 1st April, 2019.

Mr. Sunil Shah Singh, Chairman of Audit Committee was present at the last Annual General Meeting held on 9th August, 2019 (AGM).

Mr. Rahul Neogi, Company Secretary, attended all the meetings of the Audit Committee held during the financial year ended 31st March, 2020.

During the year, there were no recommendations of the Audit Committee which were not accepted by the Board.

(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 meetings 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 8th May, 2014. The NRC was last reconstituted on 11th February, 2019 effective 1st April, 2019.

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

During the financial year ended 31st March 2020, NRC comprised three (3) Non-Executive Directors of which two (2), namely Ms. Ramola Mahajani and Mr. Sunil Shah Singh were Independent Directors and one (1) namely Mr. Piyachai Karnasuta[1] was Non- Independent Non-Executive Director on the Committee. The Committee held seven (7) meetings during the aforesaid period, i.e. on 23rd April, 2019, 22nd May, 2019, 6th June, 2019, 3rd July, 2019, 9th August, 2019, 13th November, 2019 and 11th February, 2020. Attendance of the Directors was as under:

Name of the Director	No. of Meetings held	No. of Meetings attended
Ms. Ramola Mahajani, Chairperson	7	7
Mr. Sunil Shah Singh	7	7
Mr. Piyachai Karnasuta[1]	7	7

1 Mr. Piyachai Karnasuta was appointed as a Member of the Committee w.e.f. 1st April, 2019

Ms. Ramola Mahajani, Chairperson of the NRC, was present at the last AGM

Mr. Rahul Neogi, Company Secretary, attended all the meetings of the NRC held during the financial year ended 31st March, 2020.

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

(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 year, 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 11th February, 2020. 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 them.

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

Non-Executive Directors are paid sitting fees for attending the meetings of the Board and Committee(s) 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 ₹ 6,00,000/- (Rupees Six Lakh only) per annum to each such Director. The Members of the Company at their Annual General Meeting held on 9th August, 2019, have approved payment of commission to the non-executive directors for each financial year of the Company commencing on and from 1st April, 2019, based on the number of Board / Committee Meetings attended by them and input given at the meetings.

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 shareholders 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 year ended 31st March, 2020 are given below:

Amount in ₹

Sl. No.	Name of the Director	Service Contract Years/ months	Salary	Commission	Perquisites and cost of providing furnished residential accommodation	Retirement Benefits *	Total sitting fees
(a)	**Executive Directors**						
1.	Mr. Adun Saraban[1] Executive Vice Chairman	1 year from 01.01.2019 to 31.12.2019	59,28,907	15,00,000	10,68,892	88,91,987[#]	NIL
2.	Mr. Santi Jongkongka[2] Executive Vice Chairman	3 years from 02.05.2019 to 01.05.2022	1,27,22,267	50,00,000	9,02,000	15,26,672	NIL
3.	Mr. Jayanta Basu[3] Managing Director	29.11.2018 to 28.11.2019[3] 3 years 23.04.2019 to 22.04.2022	1,07,65,812	40,00,000	10,58,400	13,16,765	NIL

*Retirement benefits comprise Provident Fund, Gratuity and Superannuation.

[#]As the future liability for gratuity 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 except for retired Director, for the actual payment made has been disclosed above.

(b)	**Non-Executive Directors**						
1.	Mr. Piyachai Karnasuta	-	NIL	6,00,000	NIL	NIL	10,65,000
2.	Mr. D. P. Roy	-	NIL	6,00,000	NIL	NIL	8,50,000
3.	Ms. Ramola Mahajani	-	NIL	6,00,000	NIL	NIL	8,90,000
4.	Mr. Sunil Shah Singh	-	NIL	6,00,000	NIL	NIL	10,30,000
5.	Mr. Pankaj I. C. Jain	-	NIL	6,00,000	NIL	NIL	6,40,000
	Total		**2,94,16,986**	**1,35,00,000**	**30,29,292**	**1,17,35,424**	**44,75,000**

1. Mr. Adun Saraban, who was reappointed as Managing Director of the Company, for a period of one year from 1st January, 2019 till 31st December, 2019, was appointed as Whole time Director designated as Executive Vice Chairman of the Company w.e.f. 23rd April, 2019 for the remainder period of his earlier appointment till 31st December, 2019. Subsequently, he resigned from the Board of the Company w.e.f. the close of business hours on 31st August, 2019.
2. Mr. Santi Jongkongka was appointed as Whole time Director designated as Executive Director (Operations) of the Company w.e.f. 2nd May, 2019. Subsequently, he was re-designated as Executive Vice Chairman (Designate) w.e.f. 22nd May, 2019 and then as Executive Vice Chairman w.e.f. 1st September, 2019 in place of Mr. Adun Saraban.
3. Mr. Jayanta Basu, who was the Deputy Managing Director of the Company till 22nd April, 2019, was appointed as Managing Director of the Company w.e.f. 23rd April, 2019.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The CSR Committee of the Directors was constituted by the Company on 8th May, 2014. The CSR Committee was last reconstituted on 9th August, 2019 effective 1st September 2019.

Composition, number of meetings held and attendance of Directors thereat:

During the financial year ended 31st March, 2020, the CSR Committee comprised four (4) Directors, of which one (1), namely Mr. D.P. Roy, was the Independent Director, one (1) namely Mr. Piyachai Karnasuta[1], was the Non-Independent Non-Executive Director and two (2) namely Mr. Santi Jongkongka[3] and (4) Mr. Jayanta Basu[4], were the Executive Directors on the Committee. The CSR Committee held three (3) meetings during the aforesaid year, i.e. on 7th August, 2019, 13th November, 2019 and 11th February, 2020. Attendance of the Directors was as under:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. Piyachai Karnasuta[1] Chairman	3	2
Mr. D. P. Roy	3	3
Mr. Adun Saraban[2]	3	1
Mr. Santi Jongkongka[3]	3	3
Mr. Jayanta Basu[4]	3	3

1. Mr. Piyachai Karnasuta appointed as a member w.e.f. 1st April, 2019.
2. Mr. Adun Saraban ceased to be member upon his resignation from the office of Director of the Company w.e.f the close of business hours on 31st August, 2019.
3. Mr. Santi Jongkongka appointed as a member w.e.f. 22nd May, 2019.
4. Mr. Jayanta Basu appointed as a member w.e.f. 22nd May, 2019.

Mr. Rahul Neogi, Company Secretary, attended all the meetings of the CSR Committee held during the financial year ended 31st March, 2020.

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.

7A. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

The SRC was last reconstituted on 9th August, 2019 effective 1st September, 2019.

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

During the financial year ended 31st March, 2020, the SRC comprised four (4) Directors viz. (1) Mr. D. P. Roy, Independent Director, (2) Mr. Piyachai Karnasuta[1], Non-Executive Non-Independent Director, (3) Mr. Santi Jongkongka[3], Executive Vice Chairman and (4) Mr. Jayanta Basu[4], Managing Director. The Committee held four (4) meetings during the aforesaid year, i.e. on 22nd May, 2019, 9th August, 2019, 13th November, 2019 and 11th February, 2020. Attendance of the Directors was as under:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. D. P. Roy -Chairman	4	4
Mr. Piyachai Karnasuta[1]	4	4
Mr. Adun Saraban[2]	4	2
Mr. Santi Jongkongka[3]	4	3
Mr. Jayanta Basu[4]	4	2

1. Mr. Piyachai Karnasuta appointed as a member w.e.f. 1st April, 2019.
2. Mr. Adun Saraban ceased to be member upon his resignation from the office of Director of the Company w.e.f the close of business hours on 31st August, 2019.
3. Mr. Santi Jongkongka appointed as a member w.e.f. 22nd May, 2019.
4. Mr. Jayanta Basu appointed as a member w.e.f. 1st September, 2019.

Mr. D.P. Roy, Chairman of SRC was present at the last AGM.

Mr. Rahul Neogi, Company Secretary, attended all the meetings of the SRC held during the financial year ended 31st March, 2020.

(ii) The powers, role and terms of reference of the SRC are in 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.

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

During the year ended 31st March, 2020, 79(Seventy Nine) 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. It was last reconstituted on 9th August, 2019 effective 1st September, 2019 with amended terms of reference. During the year ended 31st March, 2020, the Committee had 25 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, 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 31st March, 2020, there was no pending request/letter involving transfer of shares.

(iii) Pursuant to Regulation 36 (3) of the Listing Regulations, the particulars of Director who is proposed to be re-appointed at the 42nd Annual General Meeting ('AGM') have been provided in the annexure to the Notice of the AGM.

8. SUBSIDIARY COMPANY

As on 31st March, 2020, 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/ period ended	Date, Time and Location	Special Resolution passed	
		No.	Nature
31.03.2019	9th August, 2019 4.00 p.m. Rama Watumull Auditorium, Mumbai.	2	1. Appointment of Mr. Sunil Shah Singh as an Independent Director, to hold office for a term of 5 (five) years from 11th May, 2018 upto 10th May, 2023. 2. Re-appointment of Ms. Ramola Mahajani as an Independent Director to hold office for a second term from 6th November, 2019 to 22nd December, 2022.
31.12.2017	10th May, 2018 4.00 p.m. Rama Watumull Auditorium, Mumbai	-	-
31.12.2016	11th 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.

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

During the year ended 31st March, 2020, the Company passed Special Resolutions through Postal Ballot as follows:

1. Approval relating to appointment of Mr. Santi Jongkongka(DIN 08441312) as Whole-time Director designated as Executive Director (Operations) for the period from 2nd May, 2019 to 21st May, 2019 and his appointment and re-designation as Executive Vice Chairman (Designate) with effect from 22nd May, 2019.

2. Approval relating to re-appointment of Mr. D. P. Roy (DIN 00049269) as an Independent Director of the Company for a second term of two years from 6th August, 2019 to 5th August, 2021.

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 in respect of above two resolutions was as under:

Sl. No.	Special Resolution relating to	Total Votes	Total Valid Votes Cast	Total Valid Votes cast in favour of the Resolution	Total Valid Votes cast against the Resolution
1.	Appointment of Mr. Santi Jongkongka	17,17,87,584	12,85,86,897	12,85,75,171	11,726
2.	Re-appointment of Mr. D. P. Roy	17,17,87,584	12,85,86,454	11,92,41,487	93,44,967

The Postal Ballot process was 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 proposed to be transacted at the ensuing Annual General Meeting which requires passing of a 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. under the heading "Investors".

(ii) Codes of Ethical Conduct for Directors and Senior Management Personnel of the Company; Whistle Blower Policy; Prevention of Sexual Harassment Policy for Women at Workplace; 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.

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

11. GENERAL SHAREHOLDERS' INFORMATION

(i) Annual General Meeting (AGM)

The Company is conducting the AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility in terms of MCA Circular dated 5th May, 2020.

Date: 23rd September, 2020

Time: 3.00 p.m.

Venue : Registered office of the Company at Mumbai shall be deemed to be the venue of the Meeting.

(ii) Financial Year of the Company

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

(iii) Dividend Payment dates

The dividend, if declared at the ensuing AGM, will be paid on 30th September, 2020.

(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 2020-2021 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 April 2019 to March 2020

Months	High		Low		Close	
	ITD Cem price ₹	BSE Sensex	ITD Cem price ₹	BSE Sensex	ITD Cem price ₹	BSE Sensex
April, 2019	135.20	39487.45	120.00	38460.25	123.10	39031.55
May, 2019	127.30	40124.96	103.00	36956.10	115.05	39714.20
June, 2019	118.00	40312.07	102.90	38870.96	106.40	39394.64
July, 2019	111.00	40032.41	65.70	37128.26	77.20	37481.12
Aug, 2019	77.40	37807.55	67.00	36102.35	69.50	37332.79
Sept, 2019	74.00	39441.12	43.70	35987.80	49.70	38667.33
Oct, 2019	57.80	40392.22	35.00	37415.83	57.80	40129.05
Nov, 2019	70.15	41163.79	51.50	40014.23	64.70	40793.81
Dec, 2019	65.60	41809.96	44.40	40135.37	55.30	41253.74
Jan, 2020	66.45	42273.87	51.75	40476.55	60.85	40723.49
Feb, 2020	69.25	41709.30	52.90	38219.97	53.40	38297.29
March, 2020	55.70	39083.17	26.00	25638.90	29.65	29468.49

High and Low prices of the Company's shares at NSE with corresponding Nifty April 2019 to March 2020

Months	High		Low		Close	
	ITD Cem price ₹	Nifty	ITD Cem price ₹	Nifty	ITD Cem price ₹	Nifty
April, 2019	135.50	11856.15	121.10	11549.10	123.50	11748.15
May, 2019	127.90	12041.15	101.25	11108.30	115.45	11922.80
June, 2019	116.60	12103.05	102.15	11625.10	105.95	11788.85
July, 2019	111.25	11981.75	65.00	10999.40	77.35	11118.00
Aug, 2019	79.90	11181.45	66.40	10637.15	69.40	11023.25
Sept, 2019	74.00	11694.85	43.65	10670.25	50.05	11474.45
Oct, 2019	57.60	11945.00	35.05	11090.15	57.60	11877.45
Nov, 2019	70.10	12158.80	51.30	11802.65	64.75	12056.05
Dec, 2019	65.75	12293.90	44.00	11832.30	55.40	12168.45
Jan, 2020	66.85	12430.50	51.60	11929.60	61.00	11962.10
Feb, 2020	69.30	12246.70	52.95	11175.05	53.45	11201.75
March, 2020	55.95	11433.00	26.15	7511.10	29.75	8597.75

(vii) Registrar and Share Transfer Agents

M/s. KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), Selenium Tower B, Plot No. 31& 32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500032, Toll Free No: 18003454001 email ID: einward.ris@kfintech.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 are not accepting any request for transfer of shares in physical form with effect from 1st April, 2019. This restriction however shall not be applicable to requests received for transmission or transposition of physical shares and re-lodged for transfer of shares.

(ix) Shareholding Pattern as on 31st March, 2020

Sl. No.	Particulars	No. of shares held	Percentage to total shares
(i)	Promoter – Italian-Thai Development Public Company Limited	80,113,180	46.64
(ii)	General Public	28,999,741	16.87
(iii)	Banks/IFI	119,052	0.07
(iv)	Mutual Funds / Alternative Investment Fund	44,863,290	26.12
(v)	Beneficial Holdings Under MGT-4	4,340	0.00
(vi)	Bodies Corporate	2,407,597	1.40
(vii)	NRI/OCB/FII/FOREIGN BANK/FPB/FPI	12,576,241	7.32
(viii)	Clearing Members	121,029	0.07
(ix)	NBFC	50	0.00
(x)	Trust	11,444	0.01
(xi)	IEPF	342,610	0.20
(xii)	Qualified Institutional Buyer	2,229,010	1.30
	Total	**171,787,584**	**100.00**

(x) Distribution of Shareholding as on 31st March, 2020

Sl. No.	Category (Shares)	No. of Holders	% to Holders	No. of Shares	% to Equity
1	1-500	35,975	98.17	17,931,288	10.44
2	501-1000	381	1.04	2,710,306	1.58
3	1001-2000	150	0.41	2,144,601	1.25
4	2001-3000	43	0.12	1,073,276	0.62
5	3001-4000	18	0.05	636,241	0.37
6	4001-5000	11	0.03	513,130	0.30
7	5001-10000	21	0.06	1,501,722	0.87
8	10001 & above	44	0.12	145,277,020	84.57
	TOTAL:	**36,643**	**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 at 31st March, 2020, out of the 36,643 shareholders 35,809 shareholders have dematerialised their shares aggregating to 171,049,609 shares i.e. about 99.57% 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 Thursday, 17th September, 2020 to Wednesday, 23rd September, 2020 (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:
KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) Unit: ITD Cementation India Limited 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 Emails: einward.ris@kfintech.com and / or	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
Branch Office at: 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, Behind BSE, Fort, Mumbai – 400 023 +91 22 66235454 Email: ircfort@kfintech.com	

(xv) There was no instance of suspension of securities of the Company from trading during the year ended 31st March, 2020.

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	Placed under “rating watch with developing implications” which was subsequently “removed and assigned ICRA A stable”
2.	CARE Ratings Limited	CARE A	Placed under “rating watch with developing implications” which was subsequently “removed and assigned CARE A stable”
3.	India Ratings and Research Private Limited	IND A+ (A plus)	Placed under “rating watch- Negative”

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 year ended 31st March 2020.

(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 Blower Policy 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) in place although it is not mandatory to constitute one as the Company does not fall within the top 500 listed entities determined on the basis of market capitalisation as on 31st March, 2020. The Committee was constituted on 22 February 2015 and was last reconstituted on 9th August, 2019 effective 1st September, 2019.

Powers, role and terms of reference of the RMC are in accordance with Regulation 21(4) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The Committee held one (1) meeting during the financial year ended 31st March, 2020 i.e. on 11th February, 2020.

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

(e) Subsidiary Company- As on 31st March, 2020, 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" subsidiary.

(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 year

During the financial year ended 31st March, 2020, the Company did not raise any funds through preferential allotment or qualified institutions placement.

(i) The Company had 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 financial year ended 31st March, 2020.

(j) During the financial year ended 31st March, 2020, 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 year ended 31st March, 2020, 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 ₹ 108.80 Lakh.

(l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year ended 31st March, 2020:

The Company has in place Prevention of Sexual Harassment Policy for Women at Workplace.

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 year - 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 Listing Regulations during the financial year ended 31st March, 2020.

CEO/CFO Certification:

A Certificate from the CEO/CFO of the Company in terms of Regulation 17 (8) of Listing Regulations, 2015 read with Part B of Schedule II was placed before the Board at its meeting held on 17th June, 2020 to approve the Audited Financial Statements for the financial year ended 31st March, 2020.

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 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 1 July 2019.

2. We have examined the compliance of conditions of corporate governance by ITD Cementation India Limited ('the Company') for the year ended on 31 March 2020, 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 year ended 31 March 2020.

   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
UDIN No: 20109632AAAAFE1290

Place: Mumbai
Date: 17 June 2020

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:**	investors.relation@itdcem.co.in
6.	**Financial Year reported:**	1st April, 2019 to 31st March, 2020
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):**	(a) Maritime structures. (b) Urban infrastructure projects/ mass rapid transit systems/Buildings and Airports. (c) Tunnels
9.	**Total number of locations where business activity is under taken by the Company** • **Number of International Locations (provide details of major 5):** • **Number of national locations:**	 • 1 In Mynmar • 59 projects across 13 Indian states, 1 UT and 1 Delhi NCR.
10.	**Markets served by the Company-Local/State/National/ International:**	At National and International level

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	**Paid up capital (as at 31st March, 2020):**	₹ 1,717.88 Lakh.
2.	**Total revenue from operation (for the year ended 31st March, 2020 from standalone operations):**	₹ 2,14,199.87 Lakh.
3.	**Total profit after taxes (for year ended 31st March, 2020 on standalone basis):**	₹ 4,316.60 Lakh.
4.	**Total spending on Corporate Social Responsibility (CSR) as a percentage of profit after tax (%):**	The Company spent total amount of ₹ 205.31 lakh for the year 2019-20 which is 1.78% of the average profit after taxes in the previous three financial years. Balance spending is in progress in relation to ongoing projects. In addition, the Company also spent an amount of ₹ 2.98 lakh pertaining to the previous financial period ended 31st March, 2019, being the carry forward amount in respect of a project that was finished in the current financial year ended 31st March, 2020.
5.	**List of activities in which expenditure in 4 above has been incurred:**	Upgradation of the existing facilities of the school infrastructure, distribution of Blankets for backward communities / villagers, contribution toward relief activities of the Government, providing Eye Care including preventive health care, repair, restoration and preservation of the heritage building, providing free medical care for stray animals, providing free treatment to patients below poverty line at various locations in India and also in local areas in and around which the Company has its operations, providing contribution towards relief activities through Karnataka State Disaster Management Authority.

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)

Sl. 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	Y	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 ISO 45001:2018 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 and adopted by other Organisations and 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?	The Company has in place a BRR Committee comprising the Managing Director and Chief Financial Officer to oversee the implementation of the Policy.								

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6.	Indicate the link for the policy to be viewed online?	Whistle Blower Policy http://www.itdcem.co.in/upload/Whistle_Blower_Policy.pdf Prevention of Sexual Harassment Policy for Women at Workplace http://www.itdcem.co.in/wp-content/uploads/Policy-of-Prevention-of-Sexual-Harassment-for-Women-at-work-place.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: https://www.itdcem.co.in/wp-content/uploads/2017/06/CSR_Policy.pdf Code of Conduct: http://www.itdcem.co.in/upload/ITD_Code_of_Ethical_Conduct_Directors.pdf Responsible Public Advocacy Policy: https://www.itdcem.co.in/wp-content/uploads/2016/06/Responsible-Public-Advocacy.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 a Whistle Blower Policy.								
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)

Sl. 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)	Not applicable.								

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) 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 Company publishes a BR Report. 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 79 complaints during the year ended 31st March, 2020 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

1. 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: (a) Maritime structures (b) Urban infrastructure projects/ mass rapid transit systems/ Buildings and airports (c) Tunnels 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 recycling aggregates and and saving energy.
(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year? :	As a part of conservation of energy and water, the Company continues 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 promote energy saving. The Company continued real time monitoring of Diesel Generator performance at sites to optimize the use of captive energy The Company switched over to using Hydraulic hammer for driving piles in place of less efficient diesel hammer thereby saving on energy.
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% of its inputs.
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. For certain imported items, Company has worked with local Vendors and helped them develop suitable indigenous replacements and used them on projects.
(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 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 :**	6,005		
2.	**Please indicate the total number of employees hired on temporary/ contractual/casual basis :**	3,882		
3.	**Please indicate the number of permanent women employees :**	44		
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?:**	0.99%		
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 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?**	Yes. The Company's employees have been given safety related training on periodical basis.		
		Safety Training	Skill up-gradation Training	
	(a) Permanent Employees	91%	11.77%	
	(b) Permanent Women Employees	72%	59.09%	
	(c) Casual/Temporary/Contractual Employees	85%	8.19%	
	(d) Employees with Disabilities	100%	Nil%	

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.

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. :	For Energy efficiency initiative: • Usage of efficient LED systems at most of project sites • 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 project sites on marine crafts and in mechanical workshop. • The Company promotes use of fly ash and slag to replace cement thereby promoting energy saving • The Company gradually replaces old less efficient plant and equipment with more efficient ones in a continual process

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 • Deep Foundation Institute of India (DFI)
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) :	Whenever Policy guidelines are issued, the Company has been providing its suggestions to the Government and to Apex Trade Bodies/Chamber association as mentioned above. Company officials attend meetings/participate/interact for facilitating views on the policies.

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 and also by making contribution towards relief activities through Karnataka State Disaster Management Authority and contribution towards providing eye care , etc.
3. Have you done any impact assessment of your initiative?:	Yes. Response from the community has been satisfactory and they have requested for such activities in the future for their betterment. The Company has been extending such initiatives & these are informal assessments.
4. What is your Company's direct contribution to community development projects- Amount in and the details of the projects undertaken :	Total amount spent ₹ 208.29 Lakh (*including ₹ 2.98 Lakh for the year 2018-19*) on following projects: 1. Rehabilitation of fisherman community located at Village Kallamozhi and Village Manapad in Thiruchendur Taluk of Tuticorin District in Tamil Nadu. (**Amount spent ₹ 20.30 Lakh**)

	2. Upgradation of the existing facilities of the school infrastructure at Zilla Parishad School, Savroli Maharashtra, which included reconstruction of dilapidated school / classrooms, bore well/ plumbing, as source of potable / drinking water, availability of classrooms, to accommodate existing students class wise, shoes for students, kitchen for mid-day meal, creating infrastructure for rural women empowerment including provision of welfare centre, toilets, drinking water and street lights for villagers (**Amount spent ₹ 28.98 Lakh** ***including ₹ 2.98 Lakh out of the total allocated expenses of ₹ 29.50 lakh for the financial period 2018-19***). 3. Distribution of Blankets for backward communities / villagers living on the bank of the river near Company's project at Multi Modal IWT Terminal at Haldia – Shoreline of Hooghly River, West Bengal (**Amount spent ₹ 5.00 Lakh**). 4. Contribution toward relief activities through Karnataka State Disaster Management Authority (**Amount spent ₹ 89.01 Lakh**). 5. Providing Eye Care including preventive health care in the areas of free cataract surgeries through Vision Foundation of India in and around the Company's Project locations in Mumbai / Pune / Nagpur / Bangalore (Rural)/ Siliguri/ Delhi/ Bhubaneshwar/ Chennai (**Amount spent ₹ 40.50 Lakh**). 6. Repair of the heritage building and restoration, preservation and display of priceless artefacts treasured in Acharya Bhaban at J C Bose Science Heritage Museum, West Bengal. (**Amount spent ₹ 15.00 Lakh**). 7. Providing free medical care for stray animals including nutritious food, animal birth control programme and diagnosis programme through Utkarsh Global Foundation, Mulund, Mumbai (**Amount spent ₹ 9.50 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 year (31st March, 2020): 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 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year 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 of the Company as at 31 March 2020, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year 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 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 Note 2(iv)(a) to the accompanying standalone financial statements, with regard to management's evaluation of uncertainty arising due to the outbreak of COVID-19 pandemic and its impact on the Company's operations and on the standalone financial statements of the Company as at and for the year ended 31 March 2020. The impact of these uncertainties on the Company's operations is significantly dependent on future developments. Our opinion is not modified in respect of this matter.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

6. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Recognition of contract revenue, margin and contract costs (Refer Note 2(xvi) of the standalone financial statements)	
The Company's revenue primarily arises from construction contracts which, by its nature, is complex given the significant judgements involved in the assessment of current and future contractual performance obligations. The Company recognises revenue and the resultant profit/loss relying on the estimates in relation to forecast contract revenue and forecast contract costs on the basis of stage of completion which is determined based on the proportion of contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion. The revenue on contracts may also include variable considerations which are recognised when the recovery of such consideration is highly probable.	Our audit procedures to address this key audit matter included, but were not limited to the following: • Evaluating the appropriateness of the Company's accounting policy for revenue recognition. • Obtaining an understanding of the Company's processes and evaluating the design and tested effectiveness of key internal financial controls, including those related to review and approval of contract estimates. • For a sample of contracts, testing the appropriateness of amount recognized as revenue basis percentage of completion method by evaluating key management judgements inherent in determining forecasted contract revenue and costs to complete the contract, including:

Key audit matter	How our audit addressed the key audit matter
These contract estimates are reviewed by the management on a periodic basis. In doing so, the management is required to exercise judgement in its assessment of the valuation of contract variations and claims as well as the completeness and accuracy of forecast costs to complete and the ability to deliver contracts within contractually determined timelines. The final contract values can potentially be impacted on account of various factors and are expected to result in varied outcomes. Changes in these judgements, and the related estimates as contracts progress can result in material adjustments to revenue and margins. As a result of the above judgments, complexities involved and material impact on the related financial statement elements, this area has been considered a key audit matter in the audit of the standalone financial statements.	- verifying the underlying documents such as original contract and its amendments, if any, for reviewing the significant contract terms and conditions; - evaluating the identification of performance obligation of the contract; - obtaining an understanding of the assumptions applied in determining the forecasted revenue and cost to complete; and - testing the existence and valuation of claims and variations with respect to the contractual terms and inspecting the related correspondences with customers. • For cost incurred to date, testing samples to appropriate supporting documents and performing cut-off procedures. • Testing the forecasted cost by obtaining executed purchase orders/ agreements and evaluating the reasonableness of management judgements/ estimates using past trends and similar completed/ on-going projects. • Performing analytical procedures for reasonableness of revenue recognised. • Evaluating the appropriateness and adequacy of the disclosures related to contract revenue and costs in the financial statements in accordance with the applicable accounting standards.
Physical verification of inventory (Refer Notes 10 and 10.1 of the standalone financial statements)	
As at 31 March 2020, the Company held inventories aggregating ₹19,675.59 lakhs as disclosed in Note 10 to the standalone financial statements. Inventories mainly consist of construction materials and spares. Due to nature of the business, inventories are kept at project sites on multiple locations in India and the management performs physical verification of inventory as per the inventory verification plan of the Company. Due to Covid-19 outbreak and the related lockdown restrictions imposed from time to time by respective governments, the management was unable to perform the year end physical verification of inventories on 31 March 2020 which was carried out by management subsequent to the year end and performed roll-back procedures from date of count to the reporting date to arrive at the physical stock as on reporting date. Considering the above, we have reassessed our audit approach as at year end and adopted alternate audit procedures. As a result of alternative audit procedures being performed and due to the complexities, size, number of locations and geographical spread of the inventories as at year end, we determined the existence of inventory to be a key audit matter for the current period audit.	Our audit procedures to address this key audit matter included, but were not limited to the following: • Obtaining an understanding of the management's process for inventory counts, including the changes required thereto as a result of COVID-19 related restrictions, and evaluated the design and tested the operating effectiveness of key controls with respect to physical verification of inventory. • Inspecting the instructions given by supervisory teams to the respective management teams carrying out physical verification of inventory. • Enquiring and reviewing documents to identify any changes in process of inventory counts from previously held counts observed by us. • Reviewing the management's process for ensuring that there was no movement of stock during the physical verification of inventory. • Observing live video feeds of physical inventory verification subsequent to year end and recounted the samples of inventory at select projects along with roll-back procedures to confirm existence of inventory at year end. • Obtaining management's inventory count records (count sheets) and reconciliation with the Company's perpetual inventory records. • Ensuring that the differences noted, if any, in management's physical verification of inventory from book records were adequately adjusted in books of account.

Key audit matter	How our audit addressed the key audit matter
Recoverability of trade receivables and contract assets (Refer Notes 6 and 9 of the standalone financial statements)	
As at 31 March 2020, the Company has Trade Receivables and Contract assets (work-in-progress) amounting to ₹ 46,061.39 lakhs and ₹ 50,610.06 lakhs, respectively. In assessing the recoverability of the aforesaid balances including impairment allowance, management's judgement involves consideration of ageing status, evaluation of litigations and the likelihood of collection based on the terms of the contract. We considered this as key audit matter due to the materiality of the amounts and significant estimates and judgements as stated above.	Our audit procedures to address this key audit matter included, but were not limited to the following: • Obtaining an understanding of the Company's processes, evaluating the design and testing the effectiveness of key internal financial controls over recognition and the recoverability of the trade receivables and contract assets. • Circulating and obtaining confirmations for trade receivables, on sample basis, with respect to outstanding balances. • Performing additional procedures, in respect of material trade receivables and contract assets such as testing subsequent payments / certifications from customers, obtaining correspondence with customers and reviewing the legal advice obtained by the management in respect of matters under litigations on a sample basis. • Inquiry procedures with senior management of the Company regarding the status of collectability of these receivables. • Verifying contractual arrangements to support management's position on the tenability and recoverability of these receivables. • Assessing the allowance for impairment made by the management Further for material balances, discussing the basis for allowance for impairment with the audit committee. • Evaluating the appropriateness and adequacy of the disclosures related to trade receivables and contract assets in the financial statements in accordance with the applicable accounting standards.

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

7. 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 standalone financial statements and our auditor's report thereon.

   Our opinion on the standalone 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 standalone 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 standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

8. The accompanying standalone financial statements have been approved by the Company's Board of Directors. 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 financial position, 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.

9. 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

11. 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.

12. 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 expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements 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;

13. 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.

14. 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.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

17. 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.

18. Further to our comments in Annexure I, as required by section 143(3) of the Act, based on our audit, 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 accompanying standalone financial statements;

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) the matter described in paragraph 4 under the Emphasis of Matter, in our opinion, may have an adverse impact on the functioning of the Company;

f) 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 2020 from being appointed as a director in terms of section 164(2) of the Act;

g) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 17 June 2020 as per Annexure II expressed an unmodified opinion; 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:

i. the Company, as detailed in Note 30 (iv) to (viii) to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2020;

ii. the Company has made provision as at 31 March 2020, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts; as detailed in Note 21.1 to the standalone financial statements.

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 year ended 31 March 2020; 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
UDIN: 20109632AAAAFC8804

Place: Mumbai
Date: 17 June 2020

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 year ended 31 March 2020

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 property, plant and equipment have been physically verified by the management during the year 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 'property, plant and equipment') 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 year 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 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 loan is not, prima facie, prejudicial to the company's interest

(b) the schedule of repayment of the principal and the payment of the interest has not been stipulated and hence we are unable to comment as to whether repayments/receipts of the principal amount and the interest are regular;

(c) in the absence of stipulated schedule of repayment of principal and payment of interest, we are unable to comment as to whether there is any amount which is overdue for more than 90 days and whether reasonable steps have been taken by the Company for recovery of the principal amount and interest.

(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 investments 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 year-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 statute	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	Central Sales Tax and Local Sales Tax (Including Value Added Tax)	1,101.66	171.41	FY 2008-09, 2011-12, 2012-2013 and 2015-16	Taxation Tribunal
		1,009.71	214.02	FY 2008-09 to 2012-13 and FY 2015-16	Deputy/ Joint Commissioner of Commercial Taxes
		307.59	-	FY 2013-14	Senior Joint Commissioner, Appeals
		16.60	-	FY 1994-95	Revision Board (Tribunal)
		83.20	82.96	FY 2006-07 to 2008-09	High Court
		714.09	-	FY 2004-05, 2006-07, 2007-08, 2010-11 and 2011-12	Appellate and Revisional Board
The Finance Act, 1994	Service Tax	3,512.60	-	Various years/ periods from 1 October 2004 to 30 June 2017	Commissioner of Central Goods & Service Tax and Central Excise
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
		286.85	-	A.Y 2011-12 and 2012-13	Income Tax Appellate Tribunal
		315.56	-	A.Y. 2010-11, 2012-13 and 2013-14	Commissioner of Income Tax (Appeals)

(viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution during the year. The Company did not have any outstanding debentures during the year.

(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) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year covered by our audit.

(xi) 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 year, the Company has not made any preferential allotment or private placement of shares or fully or partly 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
UDIN: 20109632AAAAFC8804

Place: Mumbai
Date: 17 June 2020

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 year ended 31 March 2020

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 year ended 31 March 2020, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on 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 for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements, 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 internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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 internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements 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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements 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 with reference to financial statements and such controls were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company 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
UDIN: 20109632AAAAFC8804

Place: Mumbai
Date: 17 June 2020

STANDALONE BALANCE SHEET

₹ lakhs

Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3A	46,568.70	42,417.54
Right-of-use-assets	3B	6,045.55	-
Capital work-in-progress		479.93	538.40
Intangible assets	3C	782.39	771.99
Investments in subsidiary and joint ventures	5	19,195.46	62.49
Financial assets			
Trade receivables	6	-	309.00
Loans	7	743.41	228.31
Deferred tax assets (net)	8	436.72	457.99
Income tax assets (net)	8	1,946.78	-
Other non-current assets	9	10,274.00	11,328.49
Total non-current assets		**86,472.94**	**56,114.21**
Current assets			
Inventories	10	19,675.59	15,433.63
Financial assets			
Investments	11	-	-
Trade receivables	6	46,061.39	33,692.69
Cash and cash equivalents	12	18,833.07	6,714.29
Bank balances other than cash and cash equivalents	13	4,451.55	1,514.20
Loans	7	29,001.44	46,719.25
Other financial assets	14	130.62	31,914.65
Other current assets	9	60,910.61	10,027.95
Total current assets		**1,79,064.27**	**1,46,016.66**
TOTAL ASSETS		**2,65,537.21**	**2,02,130.87**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	1,717.88	1,717.88
Other equity		1,03,542.94	1,00,370.23
Total equity		**1,05,260.82**	**1,02,088.11**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	16	1,664.23	1,706.27
Other financial liabilities	17	4,467.21	-
Provisions	18	4,060.33	3,409.95
Total non-current liabilities		**10,191.77**	**5,116.22**
Current liabilities			
Financial liabilities			
Borrowings	19	26,339.98	19,238.17
Trade payables	20		
- Total outstanding dues of micro enterprises and small enterprises		216.85	164.94
- Total outstanding dues of creditors other than micro enterprises and small enterprises		47,591.18	42,896.42
Other financial liabilities	17	9,719.64	5,315.68
Other current liabilities	21	65,190.21	25,761.98
Provisions	18	1,026.76	947.67
Current tax liabilities (net)	8	-	601.68
Total current liabilities		**1,50,084.62**	**94,926.54**
TOTAL EQUITY AND LIABILITIES		**2,65,537.21**	**2,02,130.87**

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 : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2020

₹ lakhs

Particulars	Note No.	Year ended 31 March 2020	15 months ended 31 March 2019
Income			
Revenue from operations	22	2,14,199.87	2,28,833.61
Other income	23	423.67	1,775.91
Total income		**2,14,623.54**	**2,30,609.52**
Expenses			
Cost of construction materials consumed	24	73,329.80	74,775.36
Subcontracting expenses		47,031.58	48,559.21
Employee benefits expense	25	28,583.14	31,015.40
Finance costs	26	9,198.42	7,784.57
Depreciation and amortisation expense	4	7,887.92	6,958.39
Other expenses	27	39,189.54	48,080.75
Total expenses		**2,05,220.40**	**2,17,173.68**
Profit before exceptional items and tax		**9,403.14**	**13,435.84**
Exceptional item	28	(4,093.36)	-
Profit before tax		**5,309.78**	**13,435.84**
Tax expense	8		
Current tax		865.80	5,347.44
Deferred tax		127.38	(99.00)
		993.18	**5,248.44**
Profit for the year / period (A)		**4,316.60**	**8,187.40**
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		(421.60)	(186.04)
- Tax effect on above		106.11	65.01
Other comprehensive loss for the year / period, net of tax (B)		**(315.49)**	**(121.03)**
Total comprehensive income for the year / period, net of tax (A+B)		**4,001.11**	**8,066.37**
Earnings per equity share of nominal value ₹1 each			
Basic and diluted (in ₹)	29	2.51	4.80

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

Rakesh R. Agarwal
Partner
Membership No: 109632

Place : Mumbai
Date : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

STANDALONE CASH FLOW STATEMENT

for the year ended 31 March 2020

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	5,309.78	13,435.84
Adjustments for		
Depreciation and amortisation expense	7,887.92	6,958.39
Finance costs	9,198.42	7,784.57
Interest income	(354.31)	(997.90)
Impairment allowance on financial assets	1,413.45	1,055.17
Receivables from a customer written off as exceptional item	4,093.36	-
Share of (profit)/loss of joint ventures (net)	(2,396.34)	1,786.22
Loss on disposal of property, plant and equipment (net)	230.60	548.73
Profit on sale of units of mutual funds	-	(198.39)
Excess provision no longer required written back	(761.00)	(487.69)
Unrealised foreign exchange loss (net)	8.01	-
Operating profit before working capital changes	**24,629.89**	**29,884.94**
Adjustment for changes in working capital		
Increase in Inventories	(4,241.96)	(3,473.17)
Increase in trade receivables	(15,454.44)	(12,421.19)
(Increase)/Decrease in financial and other assets	(19,226.10)	31,085.20
Increase/(Decrease) in trade payables	5,199.65	(7,679.51)
Increase/(Decrease) in financial and other liabilities	40,529.25	(25,569.36)
Cash generated from operations	**31,436.29**	**11,826.91**
Direct taxes paid (net)	(3,324.94)	(3,817.70)
Net cash generated from operating activities	**28,111.35**	**8,009.21**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including intangible assets, capital work-in-progress, capital advances/payables)	(9,832.25)	(9,325.00)
Proceeds from disposal of property, plant and equipment	465.05	109.94
Purchase of units of mutual funds	-	(24,700.00)
Proceeds from sale of units of mutual funds	-	24,898.39
Investments in bank deposits (net)	(2,937.12)	(1,264.29)
Interest received	125.50	529.18
Net cash used in investing activities	**(12,178.82)**	**(9,751.78)**

STANDALONE CASH FLOW STATEMENT

for the year ended 31 March 2020

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
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	1,302.26	1,412.30
Repayment of non-current borrowings	(1,115.87)	(5,245.12)
Proceeds from/ (repayment of) short term borrowings (net)	7,101.81	(23,000.35)
Repayment of lease obligation	(2,452.37)	-
Interest and other finance charges paid	(7,821.41)	(7,703.44)
Dividend paid (including dividend distribution tax)	(828.17)	(827.35)
Net cash used in financing activities	**(3,813.75)**	**(2,242.05)**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	**12,118.78**	**(3,984.62)**
Cash and cash equivalents at the beginning of year / period	6,714.29	10,698.91
Cash and cash equivalents at the end of year / period (Refer note 12)	**18,833.07**	**6,714.29**

Note:

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 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.

Notes 1 to 42 form an integral part of the standalone financial statements

This is the 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 : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

STANDALONE STATEMENT OF CHANGES IN EQUITY

as at and for the year ended 31 March 2020

a) Equity share capital

Particulars	Number	₹ lakhs
Equity shares of ₹1 each issued, subscribed and paid		
As at 1 January 2018	15,51,57,900	1,551.58
Issue of equity shares [Refer notes 15(g)]	1,66,29,684	166.30
As at 31 March 2019	**17,17,87,584**	**1,717.88**
Issue of equity share	-	-
As at 31 March 2020	**17,17,87,584**	**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 2018	**45,556.44**	**676.48**	**13,931.98**	**12.02**	**(0.26)**	**60,176.66**
Adjustment	-	-	12.02	(12.02)	-	-
Profit for the period	-	-	8,187.40	-	-	8,187.40
Issue of equity shares (net of share issue expenses) [Refer notes 15(g)]	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**	**21,181.97**	**-**	**(0.26)**	**1,00,370.23**
Profit for the year	-	-	4,316.60	-	-	4,316.60
Payment of dividend and dividend distribution tax	-	-	(828.40)	-	-	(828.40)
Other comprehensive income/(loss) for the year	-	-	(315.49)	-	-	(315.49)
As at 31 March 2020	**78,512.04**	**676.48**	**24,354.68**	**-**	**(0.26)**	**1,03,542.94**

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.

(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.

STANDALONE STATEMENT OF CHANGES IN EQUITY

as at and for the year ended 31 March 2020

(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

Place : Mumbai
Date : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

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Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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 Transport Systems (MRTS), dams & tunnels, airports, highways, bridges & flyovers and other foundations and specialised engineering work. Its shares are listed on two recognised stock exchanges in India - the Bombay Stock Exchange and the National Stock Exchange. The registered office of the Company is located at National Plastic Building, A - Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai 400 057, India.

The standalone financial statements (""the financial statements"") of the Company for the year ended 31 March 2020, were authorised for issue in accordance with the resolution of the Board of Directors on 17 June 2020."

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. 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.

iv. 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. Estimation uncertainty related to the global health pandemic on COVID-19

The Company has considered certain internal and external sources of information upto date of approval of these financial statements in determining the possible effects of pandemic relating to COVID-19 on the financial statements and in particular on the contract estimates of balance project revenue and balance cost to complete. The Company has used the principal of prudence in applying judgements, estimates and assumptions and based on the current estimates, the Company believes it has taken into account all the possible impact of known events arising out of COVID-19 in the preparation of these financial statements. The eventual outcome of impact of global health pandemic may be different from those presently estimated and the Company will continue to closely monitor any material changes to future economic conditions.

b. Contract estimates

The Company, being a part of construction industry, prepares budgets in respect of each

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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.

c. 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.

d. Valuation of investment in / 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

e. 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 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.

f. 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.

g. Leases

The Company evalutes if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease required significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company revises the lease term if there is a change in non-cancellable period of a lease.

h. Useful lives of property, plant and equipment and intangible assets

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

expected useful life and the expected residual value at the end of its life. The useful lives and residual values of assets are determined by the management at the time of acquisition of asset and reviewed periodically, including at each financial year. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

i. **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.

v. 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.

vi. Property, Plant and Equipment (Tangible assets)

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.

vii. Capital work-in-progress

Capital work-in-progress, representing expenditure incurred in respect of assets under development and

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost and other direct expenditure.

viii. 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.

ix. 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	Lower of lease period or 5 years	Assessed to be in line with Schedule II to the Act.
Leasehold buildings	Lower of lease period or 60 years	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.

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.

x. 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

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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 :

- 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 foreign currency risks which are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value with changes in fair value recognised in the Standalone Statement of Profit and Loss in the period when they arise.

- 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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

xi. 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.

xii. 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.

xiii. 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.

xiv. 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.

xv. 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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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.

xvi. Revenue Recognition

a. **Accounting of Construction Contracts**

The Company derives revenues primarily from providing construction services.

Effective 1 April 2019, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of 1 April 2019. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant. On account of adoption of Ind AS 115, unbilled work-in-progress (contract asset) as at 31 March 2020 has been considered as non-financial asset and accordingly classified under other current assets.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Revenue from construction services, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The percentage-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. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party and is adjusted for variable considerations.

Contract revenue earned in excess of certification are classified as contract assets (which we refer as unbilled work-in-progress) while certification in excess of contract revenue are classified as contract liabilities (which we refer to as due to customer). Advance payments received from contractee for which no services are rendered are presented as 'Advance from contractee'.

Variations in contract work, claims and incentive payments are included in contract revenue only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and are capable of being reliably measured.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged-off in Statement of Profit and Loss immediately in the period in which such costs are incurred.

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,

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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.

xvii. 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 enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

xix. Leases

Effective 1 April 2019, the Company has adopted Ind AS 116, "Leases" using the modified retrospective approach, as a result of which the comparative information is not required to be restated.

The Company's lease asset classes primarily consist of leases for land, building and plant and equipment. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of the consideration.

At the date of the commencement of the lease, the Company recognises a right-of-use asset representing its right to use the underlying asset for the lease term and a corresponding lease liability for all the lease arrangements in which it is a lease, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease. They are subsequenty measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The estimated useful life of the assets are determined on the same basis as those of property, plant and equipment.

Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Carrying amount of right-of-use asset is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The future lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. For a lease with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

Right-of-use assets have been separately presented in the Balance Sheet and the Lease liability is presented under Other financial liabilities. Further, lease payments have been classified as financing cash flows.

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

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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. Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as estimated amount of contracts remaining to be executed on capital account and not provided for.

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.

xxv. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amedments to the existing standards. There is no such notification which would have been applicable to the Company effective 1 April 2020.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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 2018	**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**
Additions	-	234.26	1.53	-	10,077.39	11.96	24.65	82.71	10.00	10,442.50
Disposals	-	-	-	-	(1,239.21)	-	(1.47)	(8.62)	(50.85)	(1,300.15)
As at 31 March 2020	**549.92**	**1,367.29**	**1,153.39**	**511.01**	**60,907.76**	**83.94**	**262.48**	**961.84**	**336.91**	**66,134.54**
Accumulated depreciation										
As at 1 January 2018	**-**	**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**
Depreciation charge	-	21.54	21.59	49.97	5,238.94	7.24	23.83	172.77	59.71	5,595.59
Accumulated depreciation on disposals	-	-	-	-	(556.13)	-	(1.22)	(8.19)	(38.86)	(604.40)
As at 31 March 2020	**-**	**83.97**	**59.68**	**185.10**	**18,408.88**	**28.04**	**173.09**	**422.52**	**204.56**	**19,565.84**
Net carrying value										
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
As at 31 March 2020	**549.92**	**1,283.32**	**1,093.71**	**325.91**	**42,498.88**	**55.90**	**89.39**	**539.32**	**132.35**	**46,568.70**

Notes:

(i) Refer notes 16 and 19 for information of Property, plant and equipment pledged as security against borrowings of the Company.

(ii) Refer note 30(B) for disclosure of contractual commitments for acquisition of Property, plant and equipment.

(iii) Includes purchase of Property, Plant and Equipment aggregating ₹3,052.92 lakhs (31 March 2019: ₹ 1,643.82 lakhs) from related parties (Refer note 35)

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

3B Right-of-use-assets

(₹ lakhs)

	Land	Buildings	Plant and equipment	Total
Gross carrying value				
Impact of adoption of Ind AS 116 as at 1 April 2019	117.19	3,896.86	3,857.58	7,871.63
Additions	-	70.64	241.53	312.17
Disposals	-	(36.63)	-	(36.63)
As at 31 March 2020	**117.19**	**3,930.87**	**4,099.11**	**8,147.17**
Accumulated depreciation				
As at 1 April 2019	**-**	**-**	**-**	**-**
Depreciation charge	57.10	624.99	1,431.12	2,113.21
Accumulated depreciation on disposals	-	(11.59)	-	(11.59)
As at 31 March 2020	**57.10**	**613.40**	**1,431.12**	**2,101.62**
Net carrying value				
As at 31 March 2020	**60.09**	**3,317.47**	**2,667.99**	**6,045.55**

Note:

Also refer note 38 for the impact of transition to Ind AS 116 - Leases and the related disclosure.

3C Intangible assets - Computer software

(₹ lakhs)

Gross carrying value	
As at 1 January 2018	**-**
Additions	808.84
Disposals	-
As at 31 March 2019	**808.84**
Additions	189.52
Disposals	-
As at 31 March 2020	**998.36**
Accumulated amortisation	
As at 1 January 2018	**-**
Amortisation charge	36.85
As at 31 March 2019	**36.85**
Amortisation charge	179.12
As at 31 March 2020	**215.97**
Net carrying value	
As at 31 March 2019	771.99
As at 31 March 2020	**782.39**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 4 Depreciation and amortisation expense

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
a) Depreciation of tangible assets	5,595.59	6,921.54
b) Depreciation on right-of-use-asset (Refer note 38)	2,113.21	-
c) Amortisation of intangible assets	179.12	36.85
Total depreciation and amortisation expense	**7,887.92**	**6,958.39**

Note 5 Investments in subsidiary and joint ventures

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non - current		
(i) Investment in equity instruments of subsidiary at cost	5.00	5.00
(ii) Deemed investment in unincorporated entities		
a) Unincorporated entities classified as subsidiaries	19,132.97	-
b) Unincorporated entities classified as joint ventures	57.49	57.49
Total non-current investments	**19,195.46**	**62.49**

Note 5.1 Detailed list of non-current investments

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
(i) Investments in equity of subsidiary at cost, unquoted		
ITD Cementation Projects India Limited	5.00	5.00
50,000 (31 March 2019: 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 #	19,132.97	-
ITD Cem-Maytas Consortium	-	-
	19,132.97	**-**
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	-	-
	57.49	**57.49**
Total non-current investments	**19,195.46**	**62.49**
*Being unincorporated entities, the Company does not require to have any investment in these entities as per the joint venture agreement.		
# Increase in investment is on account of reclassification of current receivables from an unincorporated entity (subsidiary), representing Company's net investment in that entity, as deemed investment under Ind AS		
^ Represents fair value of financial guarantee		

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 5.1 Detailed list of non-current investments (Cond..)

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Details:		
Aggregate value of non-current investments is as follows:		
(i) Aggregate carrying value of unquoted investments	19,195.46	62.49
(ii) Aggregate value of quoted investments and market value thereof	-	-
(iii) Aggregate value of Impairment of investments	-	-
	19,195.46	**62.49**
(i) Investments carried at cost	19,195.46	62.49
(ii) Investments carried at amortised cost	-	-
(iii) Investments carried at fair value through profit and loss	-	-
	19,195.46	**62.49**

Note 6 Trade receivables

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Trade receivables	-	309.00
Total non-current trade receivables	**-**	**309.00**
Current		
Trade receivables	46,061.39	33,692.69
[Including retention ₹18,518.44 lakhs (31 March 2019: ₹14,688.36 lakhs)]		
Total current trade receivables	**46,061.39**	**33,692.69**
Total trade receivables	**46,061.39**	**34,001.69**
Break-up of security details		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	46,061.39	31,121.38
Trade receivables which have significant increase in credit risk (Refer note 36)	-	2,880.31
Trade receivables - credit impaired	3,242.08	4,109.45
	49,303.47	**38,111.14**
Less: Impairment allowance	(3,242.08)	(4,109.45)
Total trade receivables	**46,061.39**	**34,001.69**

Notes:

(i) Includes ₹ 210.44 lakhs (31 March 2019 : ₹ 436.92 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

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 7 Loans

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Security deposits	743.41	228.31
Total non-current loans	**743.41**	**228.31**
Current		
Security deposits	1,870.82	2,942.38
Loan to subsidiary (Refer note 35)	34.84	34.84
Receivable from unincorporated entities (Refer note 35)	27,095.78	43,742.03
Total current loans	**29,001.44**	**46,719.25**
Total loans	**29,744.85**	**46,947.56**
Break-up of security details		
Loans considered good - secured	-	-
Loans considered good - unsecured	29,744.85	46,947.56
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	63.79	63.79
	29,808.64	**47,011.35**
Less: Impairment allowance	(63.79)	(63.79)
Total loans	**29,744.85**	**46,947.56**

Note 8 Income tax assets/(liabilities) (net)

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
i. The following table provides the details of income tax assets and liabilities:		
a) Income tax assets	13,684.91	10,309.21
b) Current income tax liabilities	(11,738.13)	(10,910.89)
Net income tax assets/(liabilities)	**1,946.78**	**(601.68)**
ii. The gross movement in the current tax asset/(liability):		
Net current income tax (liabilities)/assets at the beginning	(601.68)	928.06
Interest on income tax refund	89.32	-
Income tax paid (net)	3,324.94	3,817.70
Current income tax expense	(865.80)	(5,347.44)
Net current income tax assets/ (liabilities) at the end	**1,946.78**	**(601.68)**
iii. Income tax expense in the Statement of Profit and Loss comprises:		
Current income taxes	865.80	5,347.44
Deferred income tax charge/(credit)	127.38	(99.00)
Income tax expenses in Statement of Profit and Loss (net)	**993.18**	**5,248.44**
Deferred income tax credit in Other Comprehensive Income	(106.11)	(65.01)
Income tax expenses (net)	**887.07**	**5,183.43**
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	5,309.78	13,435.84
Applicable income tax rate (Refer note 8.1 below)	25.168%	34.944%

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Computed expected tax expense	**1,336.37**	**4,695.02**
Effect of expenses not allowed for tax purpose	(215.06)	550.57
Effect of change in tax rate	(128.13)	2.85
Income tax expense charged to the Statement of Profit and Loss	**993.18**	**5,248.44**

Note 8.1

The Company has elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised provision for income tax for the year ended 31 March 2020 basis the rate prescribed in the said section. The Company has also remeasured their deferred tax assets basis the revised rate and the impact of this change has been recognised in the statement of profit and loss.

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
v. Components of deferred income tax assets and liabilities arising on account of temporary differences are:		
Deferred income tax asset		
(a) Deferred tax assets		
Impairment allowance of financial assets	1,020.01	1,457.83
Provision for employee benefits	1,579.38	2,037.51
Others	126.35	17.14
	2,725.74	**3,512.48**
(b) Deferred tax liability		
Timing difference on depreciation and amortisation of tangible and intangible assets	2,289.02	3,054.49
	2,289.02	**3,054.49**
Deferred tax assets (net) [a-b]	**436.72**	**457.99**

vi. Movement in deferred tax assets/(liabilities)

₹ lakhs

Particulars	Impairment allowance of financial assets	Provision for employee benefits	Timing difference on depreciation and amortisation of tangible and intangible assets	Others	Total
At 1 January 2018	**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**
(Charged) / credited					
- to profit or loss	(437.82)	(564.24)	765.47	109.21	(127.38)
- to other comprehensive income	-	106.11	-	-	106.11
At 31 March 2020	**1,020.01**	**1,579.38**	**(2,289.02)**	**126.35**	**436.72**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 9 Other assets

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Capital advances	1,310.45	331.56
Balances with government authorities	8,963.55	10,959.84
Prepaid expenses	-	37.09
Total other non-current assets	**10,274.00**	**11,328.49**
Current		
Unbilled work-in-progress	51,357.01	-
Advance to suppliers and subcontractors	3,003.66	3,808.86
Balances with government authorities	4,520.97	4,547.42
Prepaid expenses	2,775.92	1,671.67
	61,657.56	**10,027.95**
Less: impairment allowance	(746.95)	-
Total other current assets	**60,910.61**	**10,027.95**
Total other assets	**71,184.61**	**21,356.44**

Note 10 Inventories

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Construction materials	17,640.54	13,894.02
Spares	2,035.05	1,539.61
Total inventories	**19,675.59**	**15,433.63**

Note 10.1

Due to Covid-19 outbreak and the related lockdown restrictions imposed from time to time by respective governments, the management was unable to perform the year end physical verification of inventories on 31 March 2020 which was carried out subsequent to the year end. Management also performed roll-back procedures from date of count to the reporting date to arrive at the physical stock as on reporting date.

Note 11 Current investments

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Investments in equity instruments at fair value through other comprehensive income		
AVR Infra Private Limited	0.26	0.26
2,600 (31 March 2019: 2,600) equity shares of ₹10 each, fully paid.		
Less: impairment allowance	(0.26)	(0.26)
Total current investments	**-**	**-**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 12 Cash and cash equivalents

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Balances with banks		
- in current accounts	18,757.70	6,202.24
- in deposit account with original maturity upto 3 months	-	480.00
Cash on hand	75.37	32.05
Total cash and cash equivalents	**18,833.07**	**6,714.29**

Note 13 Bank balances other than cash and cash equivalents

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Bank deposits with maturity of more than 3 months but less than 12 months	-	1,040.00
Earmarked balances with banks for:		
Bank deposits with with original maturity upto 3 months (Refer note 13.1 below)	23.23	-
Bank deposits with maturity of more than 3 months but less than 12 months (Refer note 13.1 below)	4,419.58	465.69
Balances with bank for unclaimed dividend (Refer note 13.2 below)	8.74	8.51
Total bank balances other than cash and cash equivalents	**4,451.55**	**1,514.20**

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.

Note 14 Other financial assets

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
Unbilled work-in-progress (Refer note 37)	-	31,912.48
Interest accrued on deposits	95.81	49.75
Employee advances	23.98	9.50
Foreign currency forward contract	10.83	-
	130.62	**31,971.73**
Less: impairment allowance	-	(57.08)
Total current financial assets	**130.62**	**31,914.65**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 15 Equity Share capital

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Authorised share capital		
300,000,000 Equity shares of ₹ 1 each	3,000.00	3,000.00
(31 March 2019: 300,000,000)		
45,000,000 Redeemable preference shares of ₹ 10 each	4,500.00	4,500.00
(31 March 2019: 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	1,718.13
(31 March 2019:171,812,844)		
Total issued equity share capital	**1,718.13**	**1,718.13**
Subscribed and fully paid-up equity share capital:		
171,787,584 Equity shares of ₹ 1 each fully paid up	1,717.88	1,717.88
(31 March 2019:171,787,584)		
Total subscribed and paid-up equity share capital	**1,717.88**	**1,717.88**

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	Number	₹ lakhs
As at 1 January 2018	**15,51,57,900**	**1,551.58**
Issued during the 15 months period [Refer note 15(g)]	1,66,29,684	166.30
As at 31 March 2019	**17,17,87,584**	**1,717.88**
Issued during the year	-	-
As at 31 March 2020	**17,17,87,584**	**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

Equity shares of ₹1 each	As at 31 March 2020		As at 31 March 2019	
	% held	No. of shares	% held	No. of shares
Italian-Thai Development Public Company Limited, Thailand	46.64%	8,01,13,180	46.64%	8,01,13,180

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

d. Shareholding of more than 5%:

Name of the Shareholder	As at 31 March 2020		As at 31 March 2019	
	% held	No. of shares	% held	No. of shares
Promoter				
Italian-Thai Development Public Company Limited, Thailand	46.64%	8,01,13,180	46.64%	8,01,13,180
Non-promoter				
Franklin Templeton Mutual Fund	9.95%	1,71,00,000	5.06%	87,00,000
Reliance Capital Trustee Co. Limited	7.58%	1,30,27,423	7.40%	1,27,09,384

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 March 2019: 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 Institutional 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.

h. The Board of Directors of the Company has recommended equity dividend of ₹ 0.30 per share (31 March 2019 ₹ 0.40 per share) for the year ended 31 March 2020. (Refer note 39)

Note 16 Borrowings

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current portion:		
Secured		
Plant loans		
(i) From Banks (Refer note 16.1)	1,664.23	1,534.48
(ii) From Others (Refer note 16.2)	-	171.79
Total non-current borrowings	**1,664.23**	**1,706.27**
Current maturities of long-term debts		
Secured		
Plant loans		
(i) From Banks (Refer note 16.1)	1,137.87	765.53
(ii) From Others (Refer note 16.2)	172.80	316.71
Total current maturities of long-term debts	**1,310.67**	**1,082.24**
Total borrowings	**2,974.90**	**2,788.51**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Terms of repayment and details of security

Note 16.1 - Plant loans from banks

Loans obtained for purchase of construction equipment carry an interest rate ranging from 8.25% p.a. to 9.50% p.a. (31 March 2019: 9.65% p.a. to 11.03% p.a.) and are repayable in 37 to 58 monthly installments. These loans are secured by first and exclusive charge on specific equipment financed by the banks.

Note 16.2 - Plant loans from others

Loans obtained for purchase of construction equipment carry an interest rate ranging from 11.00% p.a. to 12.50% p.a. (31 March 2019: 11.00% p.a. to 12.50% p.a.) and are repayable in 46 to 47 monthly monthly installments. These loans are secured by first and exclusive charge on specific equipment financed by the financial institution.

Note 16.3 - Net debt reconciliation

An analysis of net debts and the movement in net debts for each of the reporting period is as follows:

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Cash and cash equivalents	18,833.07	6,714.29
Non-current borrowings (includes accrued interest)	(2,983.71)	(2,800.06)
Current borrowings (includes accrued interest)	(26,381.38)	(19,238.17)
Net debts	**(10,532.02)**	**(15,323.94)**

₹ lakhs

Particulars	Other assets	Liabilities from financing activities		Total
	Cash and Cash equivalents	Non-current borrowings	Current borrowings	
Net debt as at 1 April 2019	6,714.29	(2,800.06)	(19,238.17)	(15,323.94)
Cash flows (net)	12,118.78	(186.39)	(7,101.81)	4,830.58
Interest expense	-	(222.69)	(3,023.36)	(3,246.05)
Interest paid	-	225.43	2,981.96	3,207.39
Net debt as at 31 March 2020	**18,833.07**	**(2,983.71)**	**(26,381.38)**	**(10,532.02)**
Net debt as at 1 January 2018	10,698.91	(6,636.19)	(42,253.76)	(38,191.04)
Cash flows (net)	(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)

Note 17 Other financial liabilities

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Lease liabilities (Refer note 38)	4,467.21	-
Total non-current other financial liabilities	**4,467.21**	**-**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 17 Other financial liabilities (Contd..)

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
Interest accrued but not due	662.41	125.62
Interest accrued and due (Refer note 20.1)	46.39	29.45
Unpaid dividends ^	8.74	8.51
Current maturities of long term debts	1,310.67	1,082.24
Lease liabilities (Refer note 38)	1,844.19	-
Amount due to related parties (Refer note 35)	317.13	233.55
Liability for capital goods	1,908.89	188.80
Employee related dues	3,279.12	3,292.81
Foreign currency forward contract	-	10.82
Others	342.10	343.88
Total current other financial liabilities	**9,719.64**	**5,315.68**
Total other financial liabilities	**14,186.85**	**5,315.68**

^ Not due for credit to Investor Education and Protection Fund

Note 18 Provisions

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Provision for employee benefits (Refer note 33)		
- Gratuity	2,184.39	1,857.44
- Leave entitlement and compensated absences	1,875.94	1,552.51
Total non-current provisions	**4,060.33**	**3,409.95**
Current		
Provision for employee benefits (Refer note 33)		
- Gratuity	825.46	744.80
- Leave entitlement and compensated absences	201.30	202.87
Total current provisions	**1,026.76**	**947.67**
Total provisions	**5,087.09**	**4,357.62**

Note 19 Current borrowings

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
I. Secured		
Loan repayable on demand from banks		
- Cash credit facilities (Refer note 19.1)	5,014.63	1,238.79
- Working capital demand loans (Refer note 19.2)	21,325.35	7,999.38
	26,339.98	**9,238.17**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 19 Current borrowings (Contd..)

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
II. Unsecured		
- Working capital demand loan (Refer note 19.3)	-	5,000.00
- Commercial paper from others (Refer note 19.4)	-	5,000.00
	-	**10,000.00**
Total current borrowings (I+II)	**26,339.98**	**19,238.17**

Note 19.1 Cash credit facilities (secured) :

Cash credit facilities availed from consortium bankers carries various effective interest rates ranging from 10.10% p.a. to 13.25% p.a. (31 March 2019: 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 19.2 Working capital demand loans (secured) :

Working capital demand loans carries an effective interest rate ranging from 8.75% p.a. to 12.15% p.a.(31 March 2019: 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 19.3 Working capital demand loans (unsecured) :

Working capital demand loan carries an interest rate of 10.30% p.a. (31 March 2019: 10.30% p.a.). These loans were repayable on demand and have been repaid during the year.

Note 19.4 Commercial paper (unsecured) :

Commercial Paper carries an effective interest rate ranging between 8.95% p.a. to 9.70% p.a. (31 March 2019: 9.00% p.a. to 10.00% p.a.) These loans have been repaid during the year.

Note 20 Trade payables

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
- Total outstanding dues of micro enterprises and small enterprises (Refer note 20.1)	216.85	164.94
- Total outstanding dues of creditors other than micro enterprises and small enterprises	47,591.18	42,896.42
Total trade payables	**47,808.03**	**43,061.36**

Note 20.1 : 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 Company is given below:

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
a) The principal amount and the interest due thereon remaining unpaid to supplier as at the end of year / period:		
- Principal amount due to micro and small enterprises	216.85	164.94
- Interest due	16.94	8.41

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 20.1 : Dues to Micro and Small Enterprise (Contd..)

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
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 year / 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.	29.45	21.04
d) The amount of interest accrued and remaining unpaid at the end of the accounting year / period.	46.39	29.45
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.	46.39	29.45

Note 20.2 : Trade payables are normally non-interest bearing and settled as per the payments terms stated in the contract.

Note 21 Other current liabilities

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Advances from contractees	42,329.30	13,370.30
Due to customer (Refer note 21.1 below)	21,091.86	11,035.72
Statutory dues payable	1,435.72	995.58
Others	333.33	360.38
Total other current liabilities	**65,190.21**	**25,761.98**

Note 21.1 The Company has adequately recognised expected losses on projects wherever it was probable that the total contract costs will exceed total contract revenue.

Note 22 Revenue from operations

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Contract revenue	2,08,732.93	2,23,915.59
Other operating revenues		
Plant hire income		
- from related parties (Refer note 35)	1,418.90	2,563.86
- from others	28.78	93.10
Provision no longer required written back	761.00	487.69
Share of profit from unincorporated entities (Refer note 35)	3,258.26	1,773.37
Total revenue from operations	**2,14,199.87**	**2,28,833.61**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 23 Other income

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Interest income	354.31	997.90
Other non-operating income		
- Insurance claim	-	453.95
- Profit on sale of units of mutual funds	-	198.39
- Miscellaneous	69.36	125.67
	69.36	**778.01**
Total other income	**423.67**	**1,775.91**

Note 24 Cost of construction materials consumed

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Stock at beginning of the year/period	13,894.02	10,370.42
Add: Purchases	77,076.32	78,298.96
	90,970.34	**88,669.38**
Less: Stock at the end of the year/period	(17,640.54)	(13,894.02)
Total cost of construction materials consumed	**73,329.80**	**74,775.36**

Note 25 Employee benefits expense

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Salaries and wages	25,875.00	27,726.55
Contribution to provident and other funds (Refer note 33)	2,046.63	2,069.50
Gratuity (Refer note 33)	586.01	1,115.20
Staff welfare	75.50	104.15
Total employee benefits expense	**28,583.14**	**31,015.40**

Note 26 Finance costs

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Interest expense on:		
- banks and financial institutions	3,246.05	3,775.87
- advances from contractees	1,722.88	329.70
- others	581.20	672.03
	5,550.13	**4,777.60**
Interest on lease liabilities (Refer note 38)	823.28	-
Other borrowing costs		
- Bank charges and guarantee commission	2,825.01	3,006.97
Total finance costs	**9,198.42**	**7,784.57**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 27 Other expenses

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Plant hire expenses (Refer note 38)	8,841.45	10,244.89
Power and fuel	7,670.11	10,018.97
Rates and taxes	2,461.54	388.64
Travelling expenses	776.85	1,109.82
Site transport and conveyance	3,380.97	3,564.23
Repairs and maintenance:		
- Plant and machinery	601.21	934.64
- Others	268.51	339.73
Insurance	1,192.97	1,273.87
Professional fees	2,009.02	3,518.25
Rent (Refer note 38)	1,937.41	3,043.41
Share of loss from unincorporated entities (Refer note 35)	861.92	3,559.59
Consumption of spares	1,603.43	2,088.77
Security charges	830.75	1,028.72
Temporary site installations	394.84	623.28
Postage, telephone and telegram	130.44	182.43
Auditor remuneration (Refer note 27.1)	93.16	119.10
Impairment allowance on financial assets (net) (Refer note 36)	1,413.45	1,055.17
Water charges	293.45	404.37
Printing and stationery	159.36	182.76
Infotech expenses	769.57	485.90
Royalty expense (Refer note 35)	1,043.66	1,119.58
Exchange loss (net)	89.06	29.88
Directors' sitting fees (Refer note 35)	44.75	33.05
Corporate Social Responsibility (CSR) expenses (Refer note 27.2)	208.29	108.16
Loss on disposal of property, plant and equipment (net)	230.60	548.73
Miscellaneous expenses	1,882.77	2,074.81
Total other expenses	**39,189.54**	**48,080.75**

Note 27.1: Auditor Remuneration

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
- Audit fees	55.00	57.00
- Tax audit fee (including tax accounts)	12.00	12.00
- Limited review	12.00	18.00
- Certification fees	10.87	28.40^
- Reimbursement of out of pocket expenses	3.29	3.70
	93.16	**119.10**

^ excludes ₹ 30.00 lakhs for 15 months period ended, 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 year ended 31 March 2020

Note 27.2: 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 year ended 31 March 2020: ₹ 230.31 lakhs (31 March 2019 : ₹ 89.87 lakhs)

b. Amount spent during the year on CSR activities: ₹ 208.29 lakhs (31 March 2019: ₹ 108.16 lakhs) the details of which are as given below:

₹ lakhs

Particulars	Year ended 31 March 2020			15 months ended 31 March 2019		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
Construction/acquisition of any asset	56.78	7.50	64.28	48.70	-	48.70
On purposes other than above	123.76	20.25	144.01	59.46	-	59.46
Total CSR expenditure	**180.54**	**27.75**	**208.29**	**108.16**	**-**	**108.16**

Note 28 Exceptional item

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Current trade receivables and other current assets written off	4,093.36	-
	4,093.36	**-**

Represents amounts written off towards current trade receivables and unbilled work-in-progress (other current assets) aggregating ₹ 4,093.36 lakhs receivable from a customer, considered as non- recoverable.

Note 29 Earnings per share (EPS)

Basic and diluted EPS

Particulars		Year ended 31 March 2020	15 months ended 31 March 2019
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)	4,316.60	8,187.40
Weighted average number of equity shares for EPS computation	(Nos.)	17,17,87,584	17,07,27,670
EPS - Basic and Diluted EPS	(₹)	2.51	4.80

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 30 Contingent liabilities and commitments

A. Contingent liabilities

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
(i) Guarantees given by banks in respect of contracting commitments in the normal course of business		
- for the Company	22,698.99	24,811.39
- for unincorporated entities	56,372.14	66,383.18
(ii) Corporate Guarantee given to bank on behalf of unincorporated entities	1,50,500.00	1,62,215.00
(iii) Letter of credit limit utilized by unincorporated entities	74.75	390.17
(iv) Claims against the Company not acknowledged as debts (Refer notes below)	19,347.08	8,693.35
(v) VAT/ Sales Tax matters pending in appeals	4,099.01	4,654.53
(vi) Income Tax matters pending in appeals	813.16	813.16
(vii) Excise duty and service tax matters pending in appeals	3,564.30	4,068.82

(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-

1. 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.

2. 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. The Company 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 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

Particulars	As at 31 March 2020	As at 31 March 2019
Capital commitment (net of advances)	3,055.27	1,796.12

Note 31 Segment reporting

The Company's managing director who is identified as the Chief Operating Decision Maker of the Group, examines the performance of the business and allocates funds on the basis of a single reportable segment i.e. 'Construction'. The Company has no other reportable segment.

Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liability, total cost incurred to acquire segment assets and total amount of charge for depreciation during the period, is as reflected in the Standalone Financial Statements as on and for the financial year ended 31 March 2020.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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 2020	31 March 2019			
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.

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

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
a) Changes in defined benefit obligations		
Present value of obligation as at the beginning of the year / period	4,789.36	3,836.36
Interest cost (net)	371.65	411.77
Current service cost	384.07	424.49
Past service cost	-	454.13
Remeasurements - Net actuarial losses	401.86	185.66
Benefits paid from the fund	(440.64)	(523.05)
Present value of obligation as at the end of the year / period	**5,506.30**	**4,789.36**
b) Changes in fair value of plan assets		
Plan assets at the beginning of the year / period	2,187.12	1,785.36
Interest income	169.71	175.19
Contribution by employer	600.00	750.00
Benefits paid from the fund	(440.64)	(523.05)
Loss on plan assets (excluding interest income)	(19.74)	(0.38)
Fair value of plan assets at the end of the year / period	**2,496.45**	**2,187.12**
c) Expenses recognised in the Statement of Profit and Loss		
Interest cost (net)	201.94	236.58
Current service cost	384.07	424.49
Past service cost	-	454.13
Total	**586.01**	**1,115.20**
d) Remeasurement loss recognised in Other Comprehensive Income		
Actuarial changes arising from changes in financial assumptions	401.86	185.66
Loss on plan assets	19.74	0.38
Total	**421.60**	**186.04**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
e) Actuarial assumptions		
Expected rate on plan assets	6.83% p.a.	7.76% p.a.
Discount rate	6.83% p.a.	7.76% p.a.
Salary escalation rate (over a long-term)	5.50% 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.

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

Particulars	31 March 2020	31 March 2019
	1% increase	
i. Discount rate	(374.40)	(312.65)
ii. Salary escalation rate	436.24	364.77
iii. Attrition rate	35.59	40.15
	1% decrease	
i. Discount rate	434.79	362.00
ii. Salary escalation rate	(382.14)	(320.29)
iii Attrition rate	(39.47)	(44.50)

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

Particulars	As at 31 March 2020	As at 31 March 2019
g) Maturity analysis of defined benefit obligation		
Within the next 12 months	633.11	595.05
Between 2 and 5 years	809.99	732.37
Over 5 years	786.42	727.58
Total expected payments	**2,229.52**	**2,055.00**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

B Defined benefit obligations - Provident Fund

In accordance with 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 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.

The details of fund and plan assets are given below:

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Fair value of plan assets	27,297.42	23,873.77
Present value of defined benefit obligations	26,729.38	22,959.71
Net excess	568.04	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:

Particulars	As at 31 March 2020	As at 31 March 2019
Discount rate	6.83% p.a.	7.76% p.a.
Average remaining tenure of investment portfolio	6.22 years	6.42 years
Guaranteed rate of return	8.50% p.a.	8.65% p.a.

During the year ended 31 March 2020, the Company has contributed ₹ 1,344.43 lakhs (15 months period ended 31 March 2019: ₹ 1,308.72 lakhs)

C Defined contribution plans

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
a) The Company has recognised the following amounts in the Statement of Profit and Loss:		
Contribution to superannuation fund	702.20	760.78
	702.20	**760.78**

b) The expenses for leave entitlement and compensated absences is recognized in the same manner as gratuity and provision of ₹ 410.23 lakhs (15 months period ended 31 March 2019: ₹ 615.74 lakhs) has been made during the year ended 31 March 2020.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

D Current/ non-current classification

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Gratuity		
Current	825.46	744.80
Non-current	2,184.39	1,857.44
	3,009.85	**2,602.24**
Leave entitlement and compensated absences		
Current	201.30	202.87
Non-current	1,875.94	1,552.51
	2,077.24	**1,755.38**

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 2020 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	6	46,061.39	-	-	-	46,061.39
Loans	7	29,744.85	-	-	-	29,744.85
Cash and cash equivalents	12	18,833.07	-	-	-	18,833.07
Bank balances other than cash and cash equivalents	13	4,451.55	-	-	-	4,451.55
Other financial assets	14	119.79	-	-	10.83	130.62
Liabilities:						
Borrowings	16,17,19	29,314.88	-	-	-	29,314.88
Other financial liabilities	17	12,876.18	-	-	-	12,876.18
Trade payables	20	47,808.03	-	-	-	47,808.03

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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	6	34,001.69	-	-	-	34,001.69
Loans	7	46,947.56	-	-	-	46,947.56
Cash and cash equivalents	12	6,714.29	-	-	-	6,714.29
Other bank balances	13	1,514.20	-	-	-	1,514.20
Other financial assets	14	31,914.65	-	-	-	31,914.65
Liabilities:						
Borrowings	16,17,19	22,026.68	-	-	-	22,026.68
Other financial liabilities	17	4,222.62	-	-	10.82	4,233.44
Trade payables	20	43,061.36	-	-	-	43,061.36

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 at each reporting period:

₹ lakhs

Particulars	31 March 2020			31 March 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Foreign currency forward contract asset/(liability)	-	10.83	-	-	(10.82)	-

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

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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. Premchai Karnasuta - Chairman (upto 31 March 2019)

Mr. Piyachai Karnasuta - Chairman (w.e.f. 1 April 2019)

Mr. P. Chakornbundit - Non-Executive Director (upto 31 March 2019)

Mr. Adun Saraban - Managing Director (upto 22 April 2019) and Executive Vice Chairman (w.e.f. 23 April 2019 and upto 31 August, 2019)

Mr. Santi Jongkongka - Whole time Director (w.e.f. 2 May 2019), Executive Vice Chairman - Designate (w.e.f. 22 May 2019) and Executive Vice Chairman (w.e.f. 1 September 2019)

Mr. Jayanta Basu - Deputy Managing Director (upto 22 April 2019) and Managing Director (w.e.f. 23 April 2019)

Mr. Sunil Shah Singh - Independent Director (appointed as an Additional Director w.e.f. 22 February 2018)

Mr. D.P. Roy - Independent Director

Mr. Pankaj I.C. Jain - Independent Director (w.e.f. 31 October 2018)

Ms. Ramola Mahajani - Independent Director

Mr. D.E.Udwadia - Independent Director (upto 29 March, 2019)

Mr. Prasad Patwardhan – Chief Financial Officer

Mr. Rahul Neogi - Company Secretary

iv) Entities where KMP has significant influence

M/s Udwadia & Co. (upto 29 March, 2019)

Transactions with related parties:

₹ lakhs

B) Nature of Transactions (excluding reimbursements)	Relationship	Year ended 31 March 2020	15 months ended 31 March 2019
Contract Revenue			
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	1,300.89	3,419.15
Royalty expense			
Italian-Thai Development Public Company Limited	Holding Company	1,043.66	1,119.58
Other operating revenue-plant hire income			
ITD Cemindia JV	Unincorporated entity (subsidiary)	1,319.53	2,410.85
ITD-ITD Cem JV	Unincorporated entity (joint venture)	99.37	153.01
		1,418.90	**2,563.86**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

₹ lakhs

B) Nature of Transactions (excluding reimbursements)	Relationship	Year ended 31 March 2020	15 months ended 31 March 2019
Share of profit from unincorporated entities			
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	2,616.83	1,649.06
ITD Cem-Maytas Consortium	Unincorporated entity (subsidiary)	435.85	124.31
ITD-ITDCem JV	Unincorporated entity (joint venture)	205.58	-
		3,258.26	**1,773.37**
Purchases of property, plant and equipment			
ITD Cemindia JV	Unincorporated entity (subsidiary)	1,289.91	1,422.33
ITD-ITDCem JV	Unincorporated entity (joint venture)	822.22	221.49
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	940.79	-
		3,052.92	**1,643.82**
Purchases of construction materials and spares			
ITD Cemindia JV	Unincorporated entity (subsidiary)	57.34	2.76
ITD-ITDCem JV	Unincorporated entity (joint venture)	60.80	-
		118.14	**2.76**
Remuneration paid/ payable^			
Mr. Adun Saraban	Key managerial Personnel	195.90	192.74
Mr. Jayanta Basu	Key managerial Personnel	151.41	39.70
Mr. Prasad Patwardhan	Key managerial Personnel	113.99	118.93
Mr. Rahul Neogi	Key managerial Personnel	66.28	71.48
Mr. Santi Jongkongka	Key managerial Personnel	155.01	-
		682.59	**422.85**
^ excludes liability in respect of gratuity and leave encashment valued by an actuary, as the same is not separately determinable.			
Director sitting fees			
Mr. D. E. Udwadia	Key managerial Personnel	-	10.85
Mr. D. P. Roy	Key managerial Personnel	8.50	8.60
Ms. Ramola Mahajani	Key managerial Personnel	8.90	5.60
Mr. Sunil Shah Singh	Key managerial Personnel	10.30	7.00
Mr. Pankaj I.C. Jain	Key managerial Personnel	6.40	1.00
Mr. Piyachai Karnasuta	Key managerial Personnel	10.65	-
		44.75	**33.05**
Professional fees			
M/s Udwadia & Co.	Entities where KMP has significant influence	-	27.55
Share of loss from unincorporated entities			
ITD Cemindia JV	Unincorporated entity (subsidiary)	823.60	1,895.98
ITD-ITDCem JV	Unincorporated entity (joint venture)	-	1,573.42
ITD-ITDCem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	38.32	90.19
		861.92	**3,559.59**

Notes: 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 year ended 31 March 2020

₹ lakhs

C) Outstanding balances:	Relationship	As at 31 March 2020	As at 31 March 2019
Balances - payable			
Italian-Thai Development Public Company Limited	Holding Company	240.94	201.36
ITD Cem-Maytas Consortium	Unincorporated entity (subsidiary)	76.19	32.19
		317.13	**233.55**
Receivable from unincorporated entities			
ITD Cemindia JV#	Unincorporated entity (subsidiary)	19,132.97	13,254.92
ITD-ITDCem JV	Unincorporated entity (joint venture)	25,483.18	28,235.03
ITD-ITDCem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	570.03	603.02
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	1,042.57	1,649.06
		46,228.75	**43,742.03**
#Representing Company's net investment in the unincorporated entity, the receivables have been reclassified as deemed investment (Refer note 5.1)			
Loans given			
ITD Cementation Projects India Limited	Subsidiary	34.84	34.84
Trade receivable			
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	210.44	436.92
Corporate guarantee issued on behalf of			
ITD-ITD Cem JV	Unincorporated entity (joint venture)	44,000.00	45,715.00
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	51,000.00	51,000.00
ITD Cemindia JV	Unincorporated entity (subsidiary)	55,500.00	65,500.00
		1,50,500.00	**1,62,215.00**
Letter of credit limit utilized			
ITD Cemindia JV	Unincorporated entity (subsidiary)	74.75	-
ITD-ITDCem JV	Unincorporated entity (joint venture)	-	390.17
		74.75	**390.17**
Bank guarantee issued on behalf of			
ITD Cemindia JV	Unincorporated entity (subsidiary)	29,776.12	32,261.45
ITD Cem-Maytas Consortium	Unincorporated entity (subsidiary)	807.36	1,614.72
ITD-ITDCem JV	Unincorporated entity (joint venture)	8,808.05	15,526.41
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	16,980.60	16,980.60
		56,372.14	**66,383.18**

Note 36 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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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

Particulars	As at 31 March 2020	As at 31 March 2019
Increase in basis points	50 basis points	
Effect on profit before tax, decrease by	25.07	6.19
Decrease in basis points	50 basis points	
Effect on profit before tax, increase by	25.07	6.19

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 2020:

(In Euro lakhs)

Particulars	31 March 2020	31 March 2019
Trade payables	15.13	3.92

During the year, 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:

Particulars	As at 31 March 2020		As at 31 March 2019	
	In Euro lakhs	₹ lakhs	In Euro lakhs	₹ lakhs
Forward contracts	15.13	1,263.90	3.92	317.60

The foreign exchange forward contracts mature within 12 months. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date:

(In Euro lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Not later than six months	8.30	3.92
Later than six month and not later than twelve months	6.83	-

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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 2020 is ₹ 5 lakhs (31 March 2019 ₹ 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.

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.

The following table gives details in respect of percentage of revenues generated from government promoted agencies and others:

Particulars	As at 31 March 2020		As at 31 March 2019	
	₹ lakhs	%	₹ lakhs	%
Receivable from government corporations	36,245.37	79%	20,849.17	61%
Receivable from private parties	9,816.02	21%	13,152.52	39%
Total trade receivable	**46,061.39**	**100%**	**34,001.69**	**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:

Particulars	Year ended 31 March 2020		15 months ended 31 March 2019	
	₹ lakhs	% of Revenue	₹ lakhs	% of Revenue
Revenue from top customer	34,220	16.4%	44,710	20.0%
Revenue from top five customers	1,14,461	54.8%	1,21,146	54.1%

For the year ended 31 March 2020, Two (2) customers {31 March 2019: One (1) customer}, individually, accounted for more than 10% of the revenue.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

The movement in allowance for lifetime expected credit loss is as below: ^

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Opening balance	4,166.53	4,936.16
Changes in loss allowances:		
Additions^	5,506.81	1,054.75
Bad debts written off ^	(5,684.31)	(1,824.38)
Closing balance	**3,989.03**	**4,166.53**

^ includes receivables from a customer aggregating ₹ 4,093.36 lakhs written off during the current year as an exceptional item (Refer note 28)

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 2020					
Borrowings (including current maturities of long term borrowings)	26,339.98	1,310.67	1,664.23	-	29,314.88
Trade payables	216.85	47,591.18	-	-	47,808.03
Interest accrued	46.39	662.41	-	-	708.80
Other financial liabilities	-	7,700.17	3,554.71	912.50	12,167.38
Total	**26,603.22**	**57,264.43**	**5,218.94**	**912.50**	**89,999.09**
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	164.94	42,896.42	-	-	43,061.36
Interest accrued	29.45	125.62	-	-	155.07
Other financial liabilities	-	4,078.37	-	-	4,078.37
Total	**14,432.56**	**53,182.65**	**1,706.27**	**-**	**69,321.48**

Note 37 Disclosure pursuant to Ind AS 115 Revenue from Contracts with Customers:

The Company applied Ind AS 115 for the first time by using the modified retrospective method of adoption effective 1 April 2019. Under this method, the comparatives have not been adjusted. The adoption of this new standard did not have any impact on retained earnings as at 1 April 2019 for the revenue contracts that are not completed as at that date, except in case of presentation / disclosure of the balances in relation to construction contracts, which have been explained below. Also refer note 2(xvi) for accounting policy on revenue recognition.

(a) Disaggregation of revenue

The Company's entire business falls under one operational segment of 'Engineering and Construction'. Contract revenue represents revenue from Engineering and Construction contracts wherein the performance obligation is satisfied over a period of time. Further,

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

the management believes that the nature, amount, timing and uncertainty of revenue and cash flows from all its contracts are similar. Accordingly, disclosure of revenue recognised from contracts disaggregated into categories has not been made.

(b) Unsatisfied performance obligations

The aggregate amount of transaction price allocated to performance obligations that are unsatisfied as at the end of reporting period is ₹ 9,14,652 lakhs. Most of Company's contracts have a life cycle of 2-3 years. Management expects that around 25% - 30 % of the transaction price allocated to unsatisfied contracts as of 31 March 2020 will be recognised as revenue during next reporting period depending upon the progress on each contracts. The remaining amounts are expected to be recognised over the next 2 years. The amount disclosed above does not include variable consideration.

(c) Contract balances:

(i) Movement in contract balances during the year:

₹ lakhs

Particulars	Contract Assets (Unbilled work-in progress)	Contract Liability (Due to customer)
Opening balance as at 1 April 2019	31,912.48	11,035.72
Closing balance as at 31 March 2020	51,357.01	21,091.86
Net increase	19,444.53	10,056.14

Note: Increase in contract balances is primarily due to higher revenue recognition as compared to progress bills raised during the year.

(ii) Revenue recognised during the year from opening balance of contract liability (i.e. due to customer) amounts to ₹ 4,938.48 lakhs.

(iii) Revenue recognised during the year from the performance obligation satisfied upto previous year amounts to ₹ 3,196.62 lakhs.

(d) There are no reconciliation items between revenue from contracts with customers and revenue recognised with contract price.

(e) Cost to obtain or fulfil the contract:

i. Amount of amortisation recognised in Statement of Profit and Loss during the year : Nil

ii. Amount recognised as contract assets as at 31 March 2020 : Nil

(f) Under the modified retrospective method, the comparative information in the financial statements would not be restated and would be presented based on the requirements of the previous standard i.e. Ind AS 11 - Construction Contracts as follows:

Disclosure under Ind AS 11 - "Construction Contracts" as at and for the year ended 31 March 2019

₹ lakhs

	31 March 2019
Contract revenue for the period	2,23,915.59
Aggregate amount of cost incurred and recognized profits less recognized losses up to the reporting date on contract under progress	7,27,946.24
Advances received from customers	13,370.30
Retention money	14,688.36
Gross amount due from contractee for contract work (net of retention)	51,225.81
Gross amount due to contractee for contract work	11,035.72

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

Note 38 Leases - Ind AS 116

1. Impact on transition to Ind AS 116

Effective 1 April 2019, the Company has adopted Ind AS 116, Leases, which, applied to all lease contracts outstanding as at 1 April 2019, using modified retrospective at the date of initial application, at an amount equal to lease lability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application and as a result of which the comparative information is not required to be restated.

The Company has made use of the following practical expedients available in its transition to Ind AS 116 .

(a) The Company will not reassess whether a contract is or contains a lease. Accordingly, the definition of lease in accordance with Ind AS 17 will continue to be applied to lease contracts entered by the Company or modified by the Company before 1 April 2019.

(b) The Company has applied a single discount rate to a portfolio of leases of similar assets in similar economic environment. Consequently, the Company has recorded its lease liability using the present value of remaining lease payments, discounted using the incremental borrowing rate at the date of initial application and the right-of- use asset at its carrying amount as if the standard had been applied since the commencement date of the lease but discounted using the incremental borrowing rate at the date of initial application.

(c) The Company excluded the initial direct costs from measurement of the Right-of-use (RoU) asset at the date of initial application.

The weighted average incremental borrowing rate applied to lease liabilities as at 1 April 2019 is 11.50 %.

Right-of-use Assets:

(i) On transition, the Company has recognized right-of-use assets aggregating ₹ 7,871.63 lakhs

(ii) The net carrying value of right-of-use assets as at 31 March 2020 amounts to ₹ 6,045.55 lakhs (gross carrying and accumulated depreciation value of ₹ 8,147.17 lakhs and ₹ 2,101.62 lakhs, respectively) have been disclosed on the face of the balance sheet (Refer Note 3B)

Lease liabilities:

(i) On transition, the Company has recognised lease liabilities amounting to ₹ 7,662.57 lakhs.

(ii) As at 31 March 2020, the obligations under finance leases amounts to ₹ 6,311.40 lakhs (non-current and current obligation amounting ₹ 4,467.21 lakhs and ₹ 1,844.19 lakhs respectively) which have been classified to lease liabilities, under other financial liabilities. (Refer note 17)

(iii) The table below provides details regarding the contractual maturities of lease liabilties as at 31 March 2020:

₹ lakhs

		Contractual cash flows			
	Carrying amount	Total	0-1 year	1-5 years	5 years and above
Lease Liabilities	6,311.40	8,090.66	2,486.28	4,624.94	979.44

(iv) Prepaid rent on leasehold land and other assets aggregating ₹ 209.06 lakhs, which were earlier classified under 'Other Assets' have been adjusted to the Right-of-use assets at 1 April 2019.

2. During the year ended 31 March 2020, the Company recognised the following in the statement of profit and loss:

(i) Depreciation expense from right-of-use assets of ₹ 2,101.62 lakhs (Refer note 4)

(ii) Finance cost on lease liabilities of ₹ 823.28 lakhs.(Refer note 26)

(iii) Rent expense amounting to ₹ NIL lakhs pertaining to leases of low-value assets and ₹ 10,778.86 lakhs pertaining to leases with less than twelve months of lease term has been included under plant hire expenses and rent expenses (Refer note 27)

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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 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).

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Total debt	29,314.88	22,026.68
Total equity	1,05,260.82	1,02,088.11
Total debts to equity ratio (Gearing ratio)	**0.28**	**0.22**

In the long run, the Company's strategy is continue to maintain a gearing ratio of less than 0.5.

Note 40 Dividend on equity shares

₹ lakhs

Particulars	31 March 2020	15 months ended 31 March 2019
Dividend on equity shares declared and paid during the year		
Final dividend of ₹ 0.40 per share for 15 months ended 31 March 2019 (Year ended 31 December 2017: ₹ 0.40 per share)	687.15	687.15
Dividend distribution tax on final dividend	141.25	141.25
	828.40	**828.40**
Proposed dividend on equity shares not recognised as liability*		
Final dividend of ₹ 0.30 per share for year ended 31 March 2020 (15 months ended 31 March 2019 : ₹ 0.40 per share)	515.36	687.15
Dividend distribution tax on proposed final dividend	-	141.25
	515.36	**828.40**

*Proposed dividend on equity shares is subject to the approval of the shareholders of the Company at the Annual General Meeting and not recognised as liability as at the Balance Sheet date.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2020

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 previous financial statements of the Company have been prepared for a period of 15 months ended 31 March 2019 ('previous period'). Accordingly, the figures for the year ended 31 March 2020 are not comparable with figures for previous period 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 period figures have been regrouped or reclassified, to conform to the current year'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 : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

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, as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 March 2020, 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 year 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 of the Company as at 31 March 2020, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year 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 Group 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 16 of the Other Matter section below is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to Note 2(v)(a) to the accompanying consolidated financial statements, with regard to management's evaluation of uncertainty arising due to the outbreak of COVID-19 pandemic and its impact on the operations of the Group and its joint ventures and on the consolidated financial statements as at and for the year ended 31 March 2020. The impact of these uncertainties on the Group and its joint ventures is significantly dependent on future developments. Our opinion is not modified in respect of this matter.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiary, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

6. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Recognition of contract revenue, margin and contract costs (Refer Note 2(xvii) of the consolidated financial statements)	
The Group's revenue primarily arises from construction contracts which, by its nature, is complex given the significant judgements involved in the assessment of current and future contractual performance obligations. The Group recognises revenue and the resultant profit/ loss relying on the estimates in relation to forecast contract revenue and forecast contract costs on the basis of stage of completion which is determined based on the proportion of contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion. The revenue on contracts may also include variable considerations which are recognised when the recovery of such consideration is highly probable.	Our audit procedures to address this key audit matter included, but were not limited to the following: • Evaluating the appropriateness of the Group's accounting policy for revenue recognition. • Obtaining an understanding of the Group's processes and evaluating the design and tested effectiveness of key internal financial controls, including those related to review and approval of contract estimates. • For a sample of contracts, testing the appropriateness of amount recognized as revenue basis percentage of completion method by evaluating key management judgements inherent in determining forecasted contract revenue and costs to complete the contract, including:

Key audit matter	How our audit addressed the key audit matter
These contract estimates are reviewed by the management on a periodic basis. In doing so, the management is required to exercise judgement in its assessment of the valuation of contract variations and claims as well as the completeness and accuracy of forecast costs to complete and the ability to deliver contracts within contractually determined timelines. The final contract values can potentially be impacted on account of various factors and are expected to result in varied outcomes. Changes in these judgements, and the related estimates as contracts progress can result in material adjustments to revenue and margins. As a result of the above judgments, complexities involved and material impact on the related financial statement elements, this area has been considered a key audit matter in the audit of the consolidated financial statements.	- verifying the underlying documents such as original contract and its amendments, if any, for reviewing the significant contract terms and conditions; - evaluating the identification of performance obligation of the contract; - obtaining an understanding of the assumptions applied in determining the forecasted revenue and cost to complete; and - testing the existence and valuation of claims and variations with respect to the contractual terms and inspecting the related correspondences with customers; • For cost incurred to date, testing samples to appropriate supporting documents and performing cut-off procedures • Testing the forecasted cost by obtaining executed purchase orders/ agreements and evaluating the reasonableness of management judgements/ estimates using past trends and similar completed/ on-going projects • Performing analytical procedures for reasonableness of revenue recognized. • Evaluating the appropriateness and adequacy of the disclosures related to contract revenue and costs in the financial statements in accordance with the applicable accounting standards
Physical verification of inventory (Refer Notes 9 and 9.1 of the consolidated financial statements)	
As at 31 March 2020, the Group held inventories aggregating ₹ 28,935.75 lakhs as disclosed in Note 9 to the consolidated financial statements. Inventories mainly consist of construction materials and spares. Due to nature of the business, inventories are kept at project sites on multiple locations in India and the management performs physical verification of inventory as per the inventory verification plan of the Group. Due to Covid-19 outbreak and the related lockdown restrictions imposed from time to time by respective governments, the management was unable to perform the year end physical verification of inventories on 31 March 2020 which was carried out by management subsequent to the year end and performed roll-back procedures from date of count to the reporting date to arrive at the physical stock as on reporting date. Considering the above, we have reassessed our audit approach as at year end and adopted alternate audit procedures. As a result of alternative audit procedures being performed and due to the complexities, size, number of locations and geographical spread of the inventories as at year end, we determined the existence of inventory to be a key audit matter for the current period audit.	Our audit procedures to address this key audit matter included, but were not limited to the following: • Obtaining an understanding of the management's process for inventory counts, including the changes required thereto as a result of COVID-19 related restrictions, and evaluated the design and tested the operating effectiveness of key controls with respect to physical verification of inventory. • Inspecting the instructions given by supervisory teams to the respective teams carrying out physical verification of inventory • Enquiring and reviewing documents to identify any changes in process of inventory counts from previously held counts observed by us • Reviewing the management's process for ensuring that there was no movement of stock during the physical verification of inventory. • Observing live video feeds of physical inventory verification subsequent to year end and recounted the samples of inventory at select projects along with roll-back procedures to confirm existence of inventory at year end.. • Obtaining management's inventory count records (count sheets) and reconciliation with the Group's perpetual inventory records. • Ensuring that differences noted, if any, in management's physical verification of inventory from book records were adequately adjusted in books of account.

Key audit matter	How our audit addressed the key audit matter
Recoverability of trade receivables and contract assets (Refer Notes 5 and 8 of the consolidated financial statements)	
As at 31 March 2020, the Group has Trade Receivables and Contract assets (work-in-progress) amounting to ₹ 58,512.02 lakhs and ₹ 69,463.25 lakhs, respectively. Assessing the recoverability of the aforesaid balances including impairment allowance involves exercise of management's estimates and judgement such contract estimates, consideration of ageing status, evaluation of litigations and the likelihood of collection based on the terms of the contract. We considered this as key audit matter due to the materiality of the amounts and significant estimates and judgements as stated above.	Our audit procedures to address this key audit matter included, but were not limited to the following: • Obtaining an understanding of the Group's processes, evaluating the design and testing the effectiveness of key internal financial controls over recognition and the recoverability of the trade receivables and contract assets.. • Circulating and obtaining confirmations for trade receivables, on sample basis, with respect to outstanding balances. • Performing additional procedures, in respect of material trade receivables and contract assets such as testing subsequent payments / certifications from customers, obtaining correspondence with customers and reviewing the legal advice obtained by the management in respect of matters under litigations on a sample basis. • Inquiry procedures with senior management of the Group regarding the status of collectability of these receivables. • Verifying contractual arrangements to support management's position on the tenability and recoverability of these receivables. • Assessing the allowance for impairment made by the management. Further for material balances, discussing the basis for allowance for impairment with the audit committee. • Evaluating the appropriateness and adequacy of the disclosures related to trade receivables and contract assets in the financial statements in accordance with the applicable accounting standards.

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

7. The Holding Company's Board of Directors are 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.

   Our opinion on the consolidated financial statements does not cover the other information and we do 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 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. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

8. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. 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

9. In preparing the consolidated financial statements, the respective Board of Directors/ management of the companies/entities included in the Group and of its joint ventures are responsible for assessing the ability of the Group and of 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 intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

10. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies/entities included in the Group and of its joint ventures.

Auditor's Responsibilities for the Audit of the Financial Statements

11. 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.

12. 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 expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements 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 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; and

    - 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.

    - Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, and its associates and joint ventures, to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

13. 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.

14. 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.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

16. We did not audit the annual financial statements of one (1) subsidiary included in the consolidated financial statements, whose financial statements (before eliminating inter-company transactions and balances) reflects total assets of ₹ 38.64 lakhs as at 31 March 2020, total revenues of ₹ 0.23 lakhs, total net loss after tax of ₹ 0.40 lakhs, total comprehensive loss of ₹ 0.40 lakhs, and cash flows (net) of ₹ 0.75 lakhs for the year ended on that date, as considered in the consolidated financial statements. These annual financial statements have been audited by other auditors whose audit report has been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the audit report of such other auditors, and the procedures performed by us as stated in paragraph 12 above.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

17. 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 year ended 31 March 2020, in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the one (1) subsidiary company covered under the Act, has not paid or provided for any managerial remuneration during the year ended 31 March 2020.

18. 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 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 reports of the other auditors;

    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 section, in our opinion, may have an adverse impact on the functioning of the Holding Company and ITD Cemindia JV, a subsidiary 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 reports of the statutory auditors 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 2020 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 with reference to financial statements 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 II'; 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 consideration of the report of the other auditors on separate financial statements as also 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 Note 29 (iv) to (viii) 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, on long-term contracts including derivative contracts, as detailed in Note 20.1 to the consolidated financial statements.

        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 year ended 31 March 2020; 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
UDIN: 20109632AAAAFD9313

Place: Mumbai
Date: 17 June 2020

Annexure I

List of entities included in the Consolidated Financial Statements

Sr	Name of the entity	Relationship
1.	ITD Cementation Projects India Limited	Subsidiary
2.	ITD Cem-Maytas Consortium	Unincorporated entities (treated as subsidiary)
3.	ITD CemIndia Joint Venture	Unincorporated entities (treated as subsidiary)
4.	ITD-ITD Cem Joint Venture (Consortium of ITD-ITD Cementation)	Unincorporated entities (treated as Joint Venture)
5.	ITD-ITD Cem Joint Venture	Unincorporated entities (treated as Joint Venture)
6.	CEC-ITD Cem-TPL Joint Venture	Unincorporated entities (treated as Joint Venture)

Annexure II to the Independent Auditor's Report of even date to the members of ITD Cementation India Limited on the consolidated financial statements for the year ended 31 March 2020

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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 year ended 31 March 2020, we have audited the internal financial controls with reference to financial statements of the Holding Company and its one subsidiary, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its 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 for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements, 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 internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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 by the other auditors in terms of their report, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary, as aforesaid

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements 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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements 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 auditors on internal financial controls with reference to financial statements of the subsidiary, the Holding Company and its subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2020, 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.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements in sofar as it relates to (1) one subsidiary company, which is a company covered under the Act, whose financial statements reflect total assets of ₹ 38.64 lakhs and net assets of ₹ 3.73 lakhs as at 31 March 2020, total revenues of ₹ 0.23 lakhs and net cash inflows amounting to ₹ 0.75 lakhs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary has been audited by other auditors whose report has been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company, its subsidiary companies and joint venture companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary company is based solely on the reports of the auditors of such subsidiary company. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

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

Rakesh R. Agarwal
Partner
Membership No.: 109632
UDIN: 20109632AAAAFD9313

Place: Mumbai
Date: 17 June 2020

CONSOLIDATED BALANCE SHEET

₹ lakhs

Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3A	55,371.76	52,171.28
Right-of-use-assets	3B	6,229.89	-
Capital work-in-progress		485.79	734.82
Intangible assets	3C	782.39	771.99
Investments in joint ventures	4	57.49	57.49
Financial assets			
Trade receivables	5	-	309.00
Loans	6	753.41	238.31
Income tax assets (net)	7	4,488.12	1,936.33
Deferred tax assets (net)	7	197.40	521.27
Other non-current assets	8	10,420.43	11,653.58
Total non-current assets		**78,786.68**	**68,394.07**
Current assets			
Inventories	9	28,935.75	24,609.06
Financial assets			
Investments	10	-	-
Trade receivables	5	58,512.02	43,650.22
Cash and cash equivalents	11	23,690.04	8,953.46
Bank balances other than cash and cash equivalents	12	4,453.55	1,917.50
Loans	6	28,540.72	33,384.56
Other financial assets	13	131.56	60,876.37
Other current assets	8	87,521.31	17,943.94
Total current assets		**2,31,784.95**	**1,91,335.11**
TOTAL ASSETS		**3,10,571.63**	**2,59,729.18**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,717.88	1,717.88
Other equity		1,03,541.69	1,00,369.37
Total equity attributable to owners of the parent		**1,05,259.57**	**1,02,087.25**
Non-controlling interest		276.72	216.97
Total equity		**1,05,536.29**	**1,02,304.22**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15	1,664.23	1,706.27
Other financial liabilities	19	4,467.21	-
Provisions	16	4,060.33	3,409.95
Total non-current liabilities		**10,191.77**	**5,116.22**
Current liabilities			
Financial liabilities			
Borrowings	17	44,412.38	50,440.95
Trade payables	18		
- Total outstanding dues of micro enterprises and small enterprises		249.15	169.14
- Total outstanding dues of creditors other than micro enterprises and small enterprises		65,424.14	55,749.08
Other financial liabilities	19	10,777.90	7,164.55
Other current liabilities	20	72,953.24	37,156.62
Provisions	16	1,026.76	947.67
Current tax liabilities (net)	7	-	680.73
Total current liabilities		**1,94,843.57**	**1,52,308.74**
TOTAL EQUITY AND LIABILITIES		**3,10,571.63**	**2,59,729.18**

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 : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2020

₹ lakhs

Particulars	Note No.	Year ended 31 March 2020	15 months ended 31 March 2019
Income			
Revenue from operations	21	2,86,071.38	3,17,045.13
Other income	22	457.12	1,895.83
Total income		**2,86,528.50**	**3,18,940.96**
Expenses			
Cost of construction materials consumed	23	1,06,560.55	1,19,555.97
Subcontracting expenses		68,695.96	67,272.95
Employee benefits expense	24	34,628.15	39,810.71
Finance costs	25	13,049.61	12,432.31
Depreciation and amortisation expense	3D	9,648.45	8,244.86
Other expenses	26	46,627.27	58,159.35
Total expenses		**2,79,209.99**	**3,05,476.15**
Profit before exceptional items, share of loss of joint ventures and tax		**7,318.51**	**13,464.81**
Share of profit / (loss) from joint ventures (net)		2,784.09	(14.55)
Profit before exceptional items and tax		**10,102.60**	**13,450.26**
Exceptional item	27	(4,093.36)	-
Profit before tax		**6,009.24**	**13,450.26**
Tax expense	7		
Current tax		1,203.30	5,420.07
Deferred tax		429.98	(285.65)
		1,633.28	**5,134.42**
Profit for the year / period (A)		**4,375.96**	**8,315.84**
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		(421.60)	(186.04)
- Tax effect on above		106.11	65.01
Other comprehensive loss for the year / period, net of tax (B)		**(315.49)**	**(121.03)**
Total comprehensive income for the year / period, net of tax (A+B)		**4,060.47**	**8,194.81**
Profit for the year / period attributable to:			
Owners of the Parent		4,316.21	8,187.18
Non-controlling interests		59.75	128.66
		4,375.96	**8,315.84**
Other comprehensive income for the year / period attributable to:			
Owners of the Parent		(315.49)	(121.03)
Non-controlling interests		-	-
		(315.49)	**(121.03)**
Total comprehensive income for the year / period attributable to:			
Owners of the Parent		4,000.72	8,066.15
Non-controlling interests		59.75	128.66
		4,060.47	**8,194.81**
Earnings per equity share of nominal value ₹ 1 each			
Basic and diluted (in ₹)	28	2.51	4.80

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 : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2020

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	6,009.24	13,450.26
Adjustments for		
Depreciation and amortisation expense	9,648.45	8,244.86
Finance costs	13,049.61	12,432.31
Interest income	(386.24)	(1,117.82)
Impairment allowance on financial assets	1,413.45	1,055.17
Receivables from a customer written off - exceptional item	4,093.36	-
Share of profit / (loss) from joint ventures (net)	(2,784.09)	14.55
Loss on disposal of property, plant and equipment (net)	159.52	506.26
Profit on sale of units of mutual funds	-	(198.39)
Excess provision no longer required written back	(1,091.86)	(538.19)
Unrealised foreign exchange loss (net)	11.36	-
Operating profit before working capital changes	**30,122.80**	**33,849.01**
Adjustment for changes in working capital		
Increase in Inventories	(4,326.69)	(8,867.36)
Increase in trade receivables	(17,947.54)	(20,782.08)
(Increase)/Decrease in financial and other assets	(1,881.06)	12,324.60
Increase/(Decrease) in trade payables	10,204.71	(5,714.21)
Increase/(Decrease) in financial and other liabilities	35,819.72	(18,654.46)
Cash generated from / (used in) operations	**51,991.95**	**(7,844.50)**
Direct taxes paid (net)	(4,346.50)	(5,567.41)
Net cash generated from / (used in) operations	**47,645.45**	**(13,411.91)**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including intangible assets, capital work-in-progress, capital advances/ payables)	(10,966.99)	(13,901.52)
Proceeds from disposal of property, plant and equipment	1,629.27	1,423.82
Purchase of units of mutual funds	-	(24,700.00)
Proceeds from sale of units of mutual funds	-	24,898.39
Investments in bank deposits (net)	(2,535.82)	(1,663.04)
Interest received	176.65	629.79
Net cash used in investing activities	**(11,696.89)**	**(13,312.56)**
C. CASH FLOW FROM FINANCING ACTIVITIES		

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2020

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Proceeds from issue of share capital (net of share issue expenses)	-	33,121.91
Proceeds from non-current borrowings	1,302.26	1,412.30
Repayment of non-current borrowings	(1,115.87)	(5,245.12)
Proceeds from / (repayment of) short term borrowings (net)	(6,028.57)	8,202.44
Repayment of lease obligation	(3,063.94)	-
Interest and other finance charges paid	(11,477.68)	(12,311.14)
Dividend paid (including dividend distribution tax)	(828.17)	(827.35)
Net cash (used in) / generated from financing activities	**(21,211.97)**	**24,353.04**
Net increase / (decrease) in cash and cash equivalents (A + B + C)	**14,736.58**	**(2,371.43)**
Cash and cash equivalents at the beginning of year / period	8,953.46	11,324.89
Cash and cash equivalents at the end of year / period (Refer note 11)	**23,690.04**	**8,953.46**

Note:

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 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.

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 : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

as at and for the year ended 31 March 2020

a) Equity share capital

Particulars	Number	₹ lakhs
Equity shares of ₹ 1 each issued, subscribed and paid		
As at 1 January 2018	15,51,57,900	1,551.58
Issue of equity shares [Refer Note 14(g)]	1,66,29,684	166.30
As at 31 March 2019	**17,17,87,584**	**1,717.88**
Issue of equity share	-	-
As at 31 March 2020	**17,17,87,584**	**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 2018	**45,556.44**	**676.48**	**13,931.34**	**12.02**	**(0.26)**	**60,176.02**	**88.31**	**60,264.33**
Adjustment	-	-	12.02	(12.02)	-	-	-	-
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)]	32,955.60	-	-	-	-	32,955.60	-	32,955.60
Payment of dividend and dividend distribution tax	-	-	(828.40)	-	-	(828.40)	-	(828.40)
Other comprehensive loss for the period	-	-	(121.03)	-	-	(121.03)	-	(121.03)
As at 31 March 2019	**78,512.04**	**676.48**	**21,181.11**	**-**	**(0.26)**	**1,00,369.37**	**216.97**	**1,00,586.34**
Profit for the year	-	-	4,316.21	-	-	4,316.21	59.75	4,375.96
Payment of dividend and dividend distribution tax	-	-	(828.40)	-	-	(828.40)	-	(828.40)
Other comprehensive loss for the year	-	-	(315.49)	-	-	(315.49)	-	(315.49)
As at 31 March 2020	**78,512.04**	**676.48**	**24,353.43**	**-**	**(0.26)**	**1,03,541.69**	**276.72**	**1,03,818.41**

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.

(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.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

as at and for the year ended 31 March 2020

(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 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 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 : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 1 Corporate information

ITD Cementation India Limited ('ITD Cem' or the 'Holding Company' or the 'Parent 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 Holding 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 17 June 2020.

The Group is engaged in construction of a wide variety of structures like maritime structures, mass rapid transport 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.

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 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."

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

- 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.

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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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. 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.

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 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. Estimation uncertainty related to the global health pandemic on COVID-19

The Group has considered certain internal and external sources of information upto date of approval of these financial statements in determining the possible effects of pandemic relating to COVID-19 on the financial statements and in particular on the contract estimates of balance project revenue and balance cost to complete. The Group has used the principal of prudence in applying judgements, estimates and assumptions and based on the current estimates, the Group believes it has taken into account all the possible impact of known events arising out of COVID-19 in the preparation of these financial statements. The eventual outcome of impact of global health pandemic may be different from those presently estimated and the Group will continue to closely monitor any material changes to future economic conditions.

b. 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.

c. 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.

d. 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.

e. 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.

f. 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.

g. Leases

The Group evalutes if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease required significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group revises the lease term if there is a change in non-cancellable period of a lease.

h. Useful lives of property, plant and equipment and intangible assets

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of assets are determined by the management at the time of acquisition of asset and reviewed periodically, including at each financial year. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

i. 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.

vi. 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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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.

vii. Property, Plant and Equipment (Tangible assets)

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

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 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. "

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:

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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.

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.

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 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

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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:

- 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

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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.

- Derivative financial instruments

The Group 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 Group uses hedging instruments that are governed by the policies of the Group.

Hedge Accounting

The Group uses foreign currency forward and options contracts to hedge its foreign currency risks which are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value with changes in fair value recognised in the Consolidated Statement of Profit and Loss in the period when they arise."

- 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 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. The contribution paid or payable including the interest shortfall, if any, is recognised as an

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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 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.

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 Group 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 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.

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 Group are recognised as income or expense in the Statement of Profit and Loss.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

xvii. Revenue Recognition

a. Accounting of Construction Contracts

The Group derives revenues primarily from providing construction services.

Effective 1 April 2019, the Group adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of 1 April 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant. On account of adoption of Ind AS 115, unbilled work-in-progress (contract asset) as at 31 March 2020 has been considered as non-financial asset and accordingly classified under other current assets.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Revenue from construction services, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The percentage-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. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party and is adjusted for variable considerations.

Contract revenue earned in excess of certification are classified as contract assets (which we refer as unbilled work-in-progress) while certification in excess of contract revenue are classified as contract liabilities (which we refer to as due to customer). Advance payments received from contractee for which no services are rendered are presented as 'Advance from contractee'

Variations in contract work, claims and incentive payments are included in contract revenue only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and are capable of being reliably measured.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Group presents revenues net of indirect taxes in its Statement of Profit and Loss.

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged-off in Profit & Loss immediately in the period in which such costs are incurred.

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 Group 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. 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 Group and the amount of income can be measured reliably.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

xviii. 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.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously, under same taxable entity and the same taxation authority.

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 under same taxable entity and the same taxation authority.

xix. Leases

Effective 1 April 2019, the Group has adopted Ind AS 116, Leases" using the modified retrospective approach, as a result of which the comparative information is not required to be restated.

The Group's lease asset classes primarily consist of leases for land, buildings and plant and equipment. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of the consideration.

At the date of the commencement of the lease, the Group recognises a right-of-use asset representing its right to use the underlying asset for the lease term and a corresponding lease liability for all the lease arrangements in which it is a lease, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease. They are subsequenty measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The estimated useful life of the assets are determined on the same basis as those of property, plant and equipment.

Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Carrying amount of right-of-use asset is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The future lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. For a lease with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

Right-of-use assets have been separately presented in the Balance Sheet and the Lease liability is presented under Other financial liabilities. Further, lease payments have been classified as financing cash flows.

xx. Impairment of Non-Financial Assets

As at each Balance Sheet date, the Group assesses whether there is an indication that a non-financial asset

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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.

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 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).

xxii. 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.

xxiii. Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as estimated amount of contracts remaining to be executed on capital account and not provided for.

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") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable to the Group effective 1 April 2020.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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 2018	**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**
Additions	-	234.26	1.53	-	11,378.52	11.96	25.74	82.71	10.00	11,744.72
Disposals	-	-	-	-	(2,823.33)	-	(13.46)	(8.62)	(50.85)	(2,896.26)
As at 31 March 2020	**549.92**	**1,367.29**	**1,153.39**	**511.01**	**71,696.49**	**89.27**	**320.06**	**988.71**	**320.33**	**76,996.47**
Accumulated depreciation										
As at 1 January 2018	**-**	**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**
Depreciation charge		21.54	21.59	49.97	6,375.15	7.24	47.38	172.77	59.71	6,755.35
Accumulated depreciation on disposals	-	-	-	-	(1,052.90)	-	(7.42)	(8.19)	(38.86)	(1,107.37)
As at 31 March 2020	**-**	**83.97**	**59.68**	**185.10**	**20,434.86**	**30.05**	**198.67**	**444.92**	**187.46**	**21,624.71**
Net carrying value										
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
As at 31 March 2020	**549.92**	**1,283.32**	**1,093.71**	**325.91**	**51,261.63**	**59.22**	**121.39**	**543.79**	**132.87**	**55,371.76**

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.

(iii) Includes purchase of property, plant and equipment aggregating ₹ 2,574.76 lakhs (31 March 2019: ₹ 221.49 lakhs) from related parties. (Refer note 33)

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

3B Right-of-use-assets

(₹ lakhs)

	Land	Buildings	Plant and equipment	Total
Gross carrying value				
Impact of adoption of Ind AS 116 as at 1 April 2019	735.87	3,896.86	3,857.58	8,490.31
Additions	166.43	70.64	241.53	478.60
Disposals	-	(36.63)	-	(36.63)
As at 31 March 2020	**902.30**	**3,930.87**	**4,099.11**	**8,932.28**
Accumulated depreciation				
As at 1 April 2019	**-**	**-**	**-**	**-**
Depreciation charge	657.87	624.99	1,431.12	2,713.98
Accumulated depreciation on disposals	-	(11.59)	-	(11.59)
As at 31 March 2020	**657.87**	**613.40**	**1,431.12**	**2,702.39**
Net carrying value				
As at 31 March 2020	**244.43**	**3,317.47**	**2,667.99**	**6,229.89**

Note:

Also refer note 37 for the impact of transition to Ind AS 116 - Leases and the related disclosure

3C Intangible assets - Computer software

(₹ lakhs)

Gross carrying value	
As at 1 January 2018	**-**
Additions	808.84
Disposals	-
As at 31 March 2019	**808.84**
Additions	189.52
Disposals	-
As at 31 March 2020	**998.36**
Accumulated amortisation	
As at 1 January 2018	**-**
Amortisation charge	36.85
As at 31 March 2019	**36.85**
Amortisation charge	179.12
As at 31 March 2020	**215.97**
Net carrying value	
As at 31 March 2019	771.99
As at 31 March 2020	**782.39**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

3D Depreciation and amortisation expense

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
a) Depreciation of tangible assets	6,755.35	8,208.01
b) Depreciation on right-of-use-asset	2,713.98	
c) Amortisation of intangible assets	179.12	36.85
Total depreciation and amortisation expense	**9,648.45**	**8,244.86**

Note 4 Investments in joint ventures

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non - current		
Deemed investment in unincorporated entities	57.49	57.49
Total non-current investments	**57.49**	**57.49**

Note 4.1 Detailed list of non-current investments

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Deemed investments in unincorporated entities, unquoted		
Unincorporated entities classified as Joint Ventures *		
ITD - ITDCem JV ^	57.49	57.49
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	-	-
	57.49	**57.49**
(i) Investments carried at 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**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 5 Trade receivables

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Trade receivables	-	309.00
Total non-current trade receivables	**-**	**309.00**
Current		
Trade receivables	58,512.02	43,650.22
[Including retention ₹ 24,709.96 lakhs (31 March 2019 : ₹ 23,492.07 lakhs)]		
Total current trade receivables	**58,512.02**	**43,650.22**
Total trade receivables	**58,512.02**	**43,959.22**
Break-up of security details		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	58,512.02	41,078.91
Trade receivables which have significant increase in credit risk (Refer note 35)	-	2,880.31
Trade receivables - credit impaired	3,242.08	4,109.45
Total	**61,754.10**	**48,068.67**
Loss allowance	(3,242.08)	(4,109.45)
Total trade receivables	**58,512.02**	**43,959.22**

Notes:

(i) Includes ₹ 210.44 lakhs (31 March 2019 : ₹ 436.92 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

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Security deposits	753.41	238.31
Total non-current loans	**753.41**	**238.31**
Current		
Security deposits	2,662.79	3,725.26
Receivable from unincorporated entities (Refer note 33)	25,877.93	29,659.30
Total current loans	**28,540.72**	**33,384.56**
Total loans	**29,294.13**	**33,622.87**
Break-up of security details		
Loans considered good - secured	-	-
Loans considered good - unsecured	29,294.13	33,622.87
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	63.79	63.79
Total	**29,357.92**	**33,686.66**
Less: impairment allowance	(63.79)	(63.79)
Total loans	**29,294.13**	**33,622.87**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 7 Income tax assets (net)

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
i. The following table provides the details of income tax assets and liabilities:		
a) Income tax assets	16,644.24	12,248.20
b) Current income tax liabilities	(12,156.12)	(10,992.60)
Net income tax assets	**4,488.12**	**1,255.60**
ii. The gross movement in the current tax asset:		
Net current income tax assets at the beginning	1,255.60	1,108.26
Interest on income tax refund	89.32	-
Income tax paid (net)	4,346.50	5,567.41
Current income tax expense	(1,203.30)	(5,420.07)
Net current income tax assets at the end	**4,488.12**	**1,255.60**

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
iii. Income tax expense in the Statement of Profit and Loss comprises:		
Current income taxes	1,203.30	5,420.07
Deferred income tax charge/ (credit)	429.98	(285.65)
Income tax expenses in Statement of Profit and Loss (net)	**1,633.28**	**5,134.42**
Deferred income tax credit in Other Comprehensive Income	(106.11)	(65.01)
Income tax expenses (net)	**1,527.17**	**5,069.41**
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	6,009.24	13,450.26
Applicable income tax rate (Refer not 7.1 below)	25.17%	34.94%
Computed expected tax expense	**1,512.41**	**4,700.06**
Effect of expenses not allowed for tax purpose	382.93	550.57
Effect of difference in tax rates in unincorporated entities	(133.93)	(119.06)
Effect of change in tax rate	(128.13)	2.85
Income tax expense charged to the Statement of Profit and Loss	**1,633.28**	**5,134.42**

Note 7.1

The Holding Company and its subsidiary company has elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, these companies has recognised provision for income tax for the year ended 31 March 2020 basis the rate prescribed in the said section. The Group has also remeasured their deferred tax assets basis the revised rate and the impact of this change has been recognised in the statement of profit and loss

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
v. Components of deferred income tax assets and liabilities arising on account of temporary differences are:		
Deferred income tax asset		
(a) Deferred tax assets		
Impairment allowance of financial assets	1,003.81	1,457.83
Provision for employee benefits	1,739.18	2,244.56
Others	142.55	166.26
	2,885.54	**3,868.65**
(b) Deferred tax liability		
Timing difference on amount of depreciation on tangible assets and intangible assets	2,688.14	3,347.38
	2,688.14	**3,347.38**
Deferred tax assets (net) [a-b]	**197.40**	**521.27**

vi. Movement in deferred tax assets/(liabilities)

₹ lakhs

Particulars	Impairment allowance of financial assets	Provision for employee benefits	Timing difference on depreciation and amortisation of tangible and intangible assets	Others	Total
At 1 January 2018	**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**
(Charged) / credited					
- to profit or loss	(454.02)	(611.49)	659.24	(23.71)	(429.98)
- to other comprehensive income	-	106.11	-	-	106.11
At 31 March 2020	**1,003.81**	**1,739.18**	**(2,688.14)**	**142.55**	**197.40**

Note 8 Other assets

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Capital advances	1,319.46	462.34
Balances with government authorities	9,100.97	11,154.15
Prepaid expenses	-	37.09
Total other non-current assets	**10,420.43**	**11,653.58**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 8 Other assets (Contd..)

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
Unbilled work-in-progress	70,210.20	-
Advance to suppliers and subcontractors	3,472.35	4,722.60
Balances with government authorities	11,484.35	11,221.40
Prepaid expenses	3,101.36	1,999.94
	88,268.26	**17,943.94**
Less: impairment allowance	(746.95)	-
Total other current assets	**87,521.31**	**17,943.94**
Total other assets	**97,941.74**	**29,597.52**

Note 9 Inventories

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Construction materials	26,736.05	22,924.87
Spares	2,199.70	1,684.19
Total inventories	**28,935.75**	**24,609.06**

Note 9.1

Due to Covid-19 outbreak and the related lockdown restrictions imposed from time to time by respective governments, the management was unable to perform the year end physical verification of inventories on 31 March 2020 which was carried out subsequent to the year end. Management also performed roll-back procedures from date of count to the reporting date to arrive at the physical stock as on reporting date.

Note 10 Current investments

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Investments in equity instruments at fair value through other comprehensive income		
AVR Infra Private Limited	0.26	0.26
2,600 (31 March 2019: 2,600) equity shares of ₹ 10 each, fully paid.		
Less: impairment allowance	(0.26)	(0.26)
Total current investments	**-**	**-**

Note 11 Cash and cash equivalents

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Balances with banks		
- in current accounts	23,604.89	8,436.72
- in deposit account with original maturity upto 3 months	-	480.00
Cash on hand	85.15	36.74
Total cash and cash equivalents	**23,690.04**	**8,953.46**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 12 Bank balances other than cash and cash equivalents

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Bank deposits with maturity of more than 3 months but less than 12 months	2.00	1,443.30
Earmarked balances with banks for:		
Bank deposits with maturity upto 3 months (Refer note 12.1 below)	23.23	-
Bank deposits with maturity of more than 3 months but less than 12 months (Refer note 12.1 below)	4,419.58	465.69
Balances with bank for unclaimed dividend (Refer note 12.2 below)	8.74	8.51
Total bank balances other than cash and cash equivalents	**4,453.55**	**1,917.50**

Note 12.1 Earmarked against bank guarantees taken by the Group.

Note 12.2 There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at each reporting period.

Note 13 Other current financial assets

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
Unbilled work-in-progress (Refer note 36)	-	60,853.46
Interest accrued on deposits	96.04	69.20
Employee advances	24.69	10.79
Foreign currency forward contract	10.83	-
Others	-	-
	131.56	**60,933.45**
Less: impairment allowance	-	(57.08)
Total current financial assets	**131.56**	**60,876.37**

Note 14 Share capital

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Authorised share capital		
300,000,000 Equity shares of ₹ 1 each	3,000.00	3,000.00
(31 March 2019: 300,000,000)		
45,000,000 Redeemable preference shares of ₹ 10 each	4,500.00	4,500.00
(31 March 2019: 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	1,718.13
(31 March 2019:171,812,844)		
Total issued equity share capital	**1,718.13**	**1,718.13**
Subscribed and fully paid-up equity share capital:		
171,787,584 Equity shares of ₹ 1 each fully paid up	1,717.88	1,717.88
(31 March 2019:171,787,584)		
Total Subscribed and fully paid-up equity share capital	**1,717.88**	**1,717.88**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

Particulars	Number	₹ lakhs
As at 1 January 2018	**15,51,57,900**	**1,551.58**
Issued during the period [Refer Note 14(g)]	1,66,29,684	166.30
As at 31 March 2019	**17,17,87,584**	**1,717.88**
Issued during the year	-	-
As at 31 March 2020	**17,17,87,584**	**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

Equity shares of ₹1 each	As at 31 March 2020		As at 31 March 2019	
	% held	No. of shares	% held	No. of shares
Italian-Thai Development Public Company Limited, Thailand	46.64%	8,01,13,180	46.64%	8,01,13,180

d. Shareholding of more than 5%:

Name of the Shareholder	As at 31 March 2020		As at 31 March 2019	
	% held	No. of shares	% held	No. of shares
Promoter				
Italian-Thai Development Public Company Limited, Thailand	46.64%	8,01,13,180	46.64%	8,01,13,180
Non-promoter				
Franklin Templeton Mutual Fund	9.95%	1,71,00,000	5.06%	87,00,000
Reliance Capital Trustee Co. Limited	7.58%	1,30,27,423	7.40%	1,27,09,384

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 March 2019: 25,260) equity shares of ₹ 1 each have been kept in abeyance pending final settlement of rights issues.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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 Institutional 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.

h. The Board of Directors of the Company has recommended equity dividend of ₹ 0.30 per share (31 March 2019: ₹ 0.40 per share) for the year ended 31 March 2020 (Refer note 39).

Note 15 Borrowings

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current portion:		
Secured		
Plant loans		
(i) From Banks (Refer note 15.1)	1,664.23	1,534.48
(ii) From Others (Refer note 15.2)	-	171.79
Total non-current borrowings	**1,664.23**	**1,706.27**
Current maturities of long-term debts		
Secured		
Plant loans		
(i) From Banks (Refer note 15.1)	1,137.87	765.54
(ii) From Others (Refer note 15.2)	172.80	316.70
Total current maturities of long-term debts	**1,310.67**	**1,082.24**
Total borrowings	**2,974.90**	**2,788.51**

Terms of repayment and details of security

Note 15.1: Plant loan from banks

Loans obtained for purchase of construction equipment carry an interest rate ranging from 8.25% p.a. to 9.50% p.a. and (31 March 2019: 9.65% p.a. to 11.03% p.a.) and are repayable in 37 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 an interest rate ranging from 11.00% p.a. to 12.50% p.a. (31 March 2019: 11.00% p.a. to 12.05% 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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 15.3 - Net debt reconciliation

An analysis of net debts and the movement in net debts for each of the reporting period as follows:

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Cash and cash equivalents	23,690.04	8,953.46
Non-current borrowings	(2,983.71)	(2,800.06)
Current borrowings	(44,656.43)	(50,457.34)
Net debts	**(23,950.10)**	**(44,303.94)**

₹ lakhs

Particulars	Other assets	Liabilities from financing activities		Total
	Cash and Cash equivalents	Non-current borrowings	Current borrowings	
Net debt as at 1 April 2019	8,953.46	(2,800.06)	(50,457.34)	(44,303.94)
Cash flows (net)	14,736.58	(186.39)	6,028.57	20,578.76
Interest expense	-	(222.69)	(5,973.87)	(6,196.56)
Interest paid	-	225.43	5,746.21	5,971.64
Net debt as at 31 March 2020	**23,690.04**	**(2,983.71)**	**(44,656.43)**	**(23,950.10)**
Net debt as at 1 January 2018	11,324.89	(6,636.19)	(42,253.76)	(37,565.06)
Cash flows (net)	(2,371.43)	3,832.82	(8,202.44)	(6,741.05)
Interest expense	-	(422.81)	(6,629.74)	(7,052.55)
Interest paid	-	426.14	6,628.59	7,054.73
Net debt as at 31 March 2019	8,953.46	(2,800.04)	(50,457.35)	(44,303.93)

Note 16 Provisions

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Provision for employee benefits (Refer note 31)		
- Gratuity	2,184.39	1,857.44
- Leave entitlement and compensated absences	1,875.94	1,552.51
Total non-current provisions	**4,060.33**	**3,409.95**
Current		
Provision for employee benefits (Refer note 31)		
- Gratuity	825.46	744.80
- Leave entitlement and compensated absences	201.30	202.87
Total current provisions	**1,026.76**	**947.67**
Total provisions	**5,087.09**	**4,357.62**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 17 Current borrowings

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
I. Secured		
Loan repayable on demand from banks		
- Cash credit facilities (Refer note 17.1)	23,087.03	25,495.65
- Working capital demand loans (Refer note 17.2)	21,325.35	14,945.30
	44,412.38	**40,440.95**
II. Unsecured		
- Working capital demand loans (Refer note 17.3)	-	5,000.00
- Commercial paper from others (Refer note 17.4)	-	5,000.00
	-	**10,000.00**
Total current borrowings (I+II)	**44,412.38**	**50,440.95**

Note 17.1 Cash credit facilities (secured) :

Cash credit facilities availed from consortium bankers carries various effective interest rates ranging from 10.10% p.a. to 13.25% p.a. (31 March 2019: 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 loan :

Working capital demand loans carry an effective interest rate ranging from 8.75% p.a. to 12.15% p.a. (31 March 2019: 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 carry an interest rate of 10.30% p.a (31 March 2019 : 10.30% p.a.). These loans were repayable on demand and have been repaid during the year.

Note 17.4 Commercial Paper (unsecured) :

Commercial Paper carry interest rates ranging between 9.00% p.a. to 10.00% p.a. (31 March 2019: 9.00% p.a. to 10.00% p.a.). These have been repaid during the year.

Note 18 Trade payables

₹ lakhs

	As at 31 March 2020	As at 31 March 2019
- Total outstanding dues of micro enterprises and small enterprises (Refer note 18.1)	249.15	169.14
- Total outstanding dues of creditors other than micro enterprises and small enterprises	65,424.14	55,749.08
Total trade payables	**65,673.29**	**55,918.22**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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

Particulars	As at 31 March 2020	As at 31 March 2019
a) The principal amount and the interest due thereon remaining unpaid to supplier as at the end of year / period:		
- Principal amount due to micro and small enterprises	249.15	169.14
- Interest due	17.16	9.48
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.	29.45	22.02
d) The amount of interest accrued and remaining unpaid at the end of each accounting period.	46.61	31.50
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.	46.61	31.50

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

Particulars	As at 31 March 2020	As at 31 March 2019
Non Current		
Lease liabilities (Refer note 37)	4,467.21	-
Total other non current financial liabilities	**4,467.21**	**-**
Current		
Interest accrued but not due	848.67	163.60
Interest accrued and due (Refer note 18.1)	46.61	31.50
Unpaid dividends ^	8.74	8.51
Current maturities of long term debts (Refer note 15)	1,310.67	1,082.24
Lease liabilities (Refer note 37)	2,024.90	-
Amount due to related parties (Refer note 33)	240.94	699.07
Liability for capital goods	1,911.52	336.28
Employee related dues	4,009.72	4,426.99
Foreign currency forward contract	-	10.82
Others	376.13	405.54
Total other current financial liabilities	**10,777.90**	**7,164.55**
Total other financial liabilities	**15,245.11**	**7,164.55**

^ Not due for credit to Investor Education and Protection Fund

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 20 Other current liabilities

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Advances from contractees	49,925.21	24,062.73
Due to customer (Refer note 20.1 below)	21,091.86	11,035.72
Statutory dues payable	1,654.38	1,609.94
Others	281.79	448.23
Total other current liabilities	**72,953.24**	**37,156.62**

Note 20.1 The Group has adequately recognised expected losses on projects wherever it was probable that the total contract costs will exceed total contract revenue

Note 21 Revenue from operations

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Contract revenue	2,84,083.38	3,15,660.83
Other operating revenues		
Plant hire Income	128.14	246.11
Provision no longer required written back	1,091.86	538.19
Others	768.00	600.00
Total revenue from operations	**2,86,071.38**	**3,17,045.13**

Note 22 Other income

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Interest income	386.24	1,117.82
Other non-operating income		
- Insurance claim	-	453.95
- Profit on sale of units of mutual funds	-	198.39
- Miscellaneous	70.88	125.67
Total other income	**457.12**	**1,895.83**

Note 23 Cost of construction materials consumed

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Stock at beginning of the year / period	22,924.87	14,105.64
Add: Purchases	1,10,371.73	1,28,375.20
Less: Stock at the end of the year / period	(26,736.05)	(22,924.87)
Total cost of construction materials consumed	**1,06,560.55**	**1,19,555.97**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 24 Employee benefits expense

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Salaries and wages	31,334.99	35,786.70
Contribution to provident and other funds (Refer note 31)	2,510.13	2,648.15
Gratuity (Refer note 31)	639.83	1,192.28
Staff welfare	143.19	183.58
Total employee benefits expense	**34,628.15**	**39,810.71**

Note 25 Finance costs

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Interest expense on:		
- banks and financial institutions	6,196.56	7,052.55
- advances from contractees	1,718.37	883.76
- others	696.41	720.58
	8,611.34	**8,656.89**
Interest on lease liability (Refer note 37)	871.75	-
Other borrowing costs		
- Bank charges and guarantee commission	3,566.52	3,775.42
Total finance costs	**13,049.61**	**12,432.31**

Note 26 Other expenses

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Plant hire expenses (Refer note 37)	11,929.42	14,664.26
Power and fuel	7,964.69	10,318.08
Rates and taxes	3,205.46	1,590.13
Travelling expenses	847.02	1,216.81
Site transport and conveyance	3,877.72	4,380.57
Repairs and maintenance:		
- Plant and machinery	668.95	974.59
- Others	301.84	424.91
Insurance	1,413.81	1,499.16
Professional fees (Refer note 33)	2,417.91	4,942.84
Rent (Refer note 37)	2,960.39	4,884.51
Consumption of spares	1,798.27	2,293.04
Security charges	1,482.94	1,789.82
Temporary site installations	466.99	1,416.00
Postage, telephone and telegram	161.28	227.78
Auditor remuneration (Refer note 26.1)	113.85	152.20

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 26 Other expenses (Contd..)

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Impairment allowance on financial assets (net) (Refer note 35)	1,413.45	1,055.17
Water charges	638.69	819.06
Printing and stationery	181.93	240.07
Infotech expenses	773.72	503.53
Royalty expense (Refer note 33)	1,043.66	1,119.58
Exchange loss (net)	92.41	36.88
Directors' sitting fees (Refer note 33)	44.75	33.05
CSR expenses (Refer note 26.2)	208.29	108.16
Loss on disposal of property, plant and equipment (net)	159.52	506.26
Miscellaneous expenses	2,460.31	2,962.89
Total other expenses	**46,627.27**	**58,159.35**

Note 26.1: Auditor Remuneration

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
- Audit fees	76.52	76.21
- Tax audit fee (including tax accounts)	12.00	20.00
- Limited review	12.00	23.25
- Certification fees ^	10.86	28.40
- Reimbursement of out of pocket expenses	2.47	4.34
	113.85	**152.20**

^ excludes ₹ 30.00 lakhs for 15 months period ended, towards fees for certifications relating to QIP, which has been charged off against Securities Premium.

Note 26.2: 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 year ended 31 March 2020: ₹ 230.31 lakhs (31 March 2019 : ₹ 89.87 lakhs)

b. Amount spent during the year on CSR activities: ₹ 208.29 lakhs (31 March 2019: ₹ 108.16 lakhs) the details of which are as given below

₹ lakhs

	Year ended 31 March 2020			15 months ended 31 March 2019		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
Construction/ acquisition of any asset	56.78	7.50	64.28	48.70	-	48.70
On purposes other than above	123.76	20.25	144.01	59.46	-	59.46
Total CSR expenditure	**180.54**	**27.75**	**208.29**	**108.16**	**-**	**108.16**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 27 Exceptional item

₹ lakhs

Particulars	Year ended 31 March 2020	15 months ended 31 March 2019
Current trade receivables and other current assets written off	4,093.36	-
	4,093.36	**-**

Represents amounts written off towards current trade receivables and unbilled work-in-progress (other current assets) aggregating ₹ 4,093.36 lakhs receivable from a customer, considered as non- recoverable.

Note 28 Earnings per share (EPS)

Basic and diluted EPS

Particulars		Year ended 31 March 2020	15 months ended 31 March 2019
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)	4,316.21	8,187.18
Weighted average number of equity shares for EPS computation	(Nos.)	17,17,87,584	17,07,27,670
EPS - Basic and Diluted EPS	(₹)	2.51	4.80

Note 29 Contingent liabilities and commitments

A. Contingent liabilities

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
(i) Guarantees given by banks in respect of contracting commitments in the normal course of business		
- for the Group	22,698.99	24,811.39
- for unincorporated entities	25,788.65	32,507.01
(ii) Corporate Guarantee given to bank on behalf of unincorporated entities (Joint venture)	95,000.00	96,715.00
(iii) Letter of credit limit utilized by unincorporated entities (Joint Venture)	74.75	390.17
(iv) Claims against the Group not acknowledged as debts (Refer notes below)	19,347.08	8,693.35
(v) VAT/ Sales Tax matters pending in appeals	4,144.03	4,742.60
(vi) Income Tax matters pending in appeal	1,075.82	1,473.72
(vii) Excise duty and service tax matters pending in appeals	3,564.30	4,068.82

(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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Notes-

1. 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 been legal advised that none of the counter-claims are legally tenable. Accordingly no provision is considered necessary in respect of these counter claims.

2. 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

Particulars	As at 31 March 2020	As at 31 March 2019
Capital Commitments (net of advances)	3,055.27	1,814.12

Note 30 Segment reporting

The Holding Company's managing director who is identified as the Chief Operating Decision Maker of the Group, examines the performance of the business and allocates funds on the basis of a single reportable segment i.e. 'Construction'. The Group has no other reportable segment.

Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liability, total cost incurred to acquire segment assets and total amount of charge for depreciation during the period, is as reflected in the Consolidated Financial Statements as of and for the financial year ended 31 March 2020.

Note 31 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

	31 March 2020	31 March 2019
a) Changes in defined benefit obligations		
Present value of obligation as at the beginning of the year / period	4,789.36	3,836.36
Interest cost	371.65	411.77
Current service cost	384.07	424.49
Past service cost	-	454.13
Remeasurements - Net actuarial losses	401.86	185.66
Benefits paid from the fund	(440.64)	(523.05)
Present value of obligation as at the end of the year / period	**5,506.30**	**4,789.36**
b) Changes in fair value of plan assets		
Plan assets at the beginning of the year / period	2,187.12	1,785.36
Interest income	169.71	175.19
Contribution by employer	600.00	750.00
Benefits paid from the fund	(440.64)	(523.05)
Loss on plan assets (excluding interest income)	(19.74)	(0.38)
Fair value of plan assets at the end of the year / period	**2,496.45**	**2,187.12**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 31 Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits' (Contd..)

₹ lakhs

	31 March 2020	31 March 2019
c) Expenses recognised in the Statement of Profit and Loss ^		
Interest cost	201.94	236.58
Current service cost	384.07	424.49
Past service cost	-	454.13
Total	**586.01**	**1,115.20**
^Gratuity expense for the current year includes expenses amounting to ₹ 53.82 lakhs (31 March 2019: ₹ 77.08 lakhs) which have not been valued by an actuary.		
d) Remeasurement losses recognised in Other Comprehensive Income		
Actuarial changes arising from changes in financial assumptions	401.86	185.66
Loss on plan assets	19.74	0.38
Total	**421.60**	**186.04**

₹ lakhs

	31 March 2020	31 March 2019
e) Actuarial assumptions		
Expected rate on plan assets	6.83% p.a.	7.76% p.a.
Discount rate	6.83% p.a.	7.76% p.a.
Salary escalation rate (over a long-term)	5.50% 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.

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 2020	31 March 2019
	1% increase	
i. Discount rate	(374.40)	(312.65)
ii. Salary escalation rate	436.24	364.77
iii. Attrition rate	35.59	40.15
	1% decrease	
i. Discount rate	434.79	362.00
ii. Salary escalation rate	(382.14)	(320.29)
iii. Attrition rate	(39.47)	(44.50)

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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

₹ lakhs

	As at 31 March 2020	As at 31 March 2019
g) Maturity analysis of defined benefit obligation		
Within the next 12 months	633.11	595.05
Between 2 and 5 years	809.99	732.37
6 to 10 years	786.42	727.58
Total expected payments	**2,229.52**	**2,055.00**

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:

Particulars	As at 31 March 2020	As at 31 March 2019
Fair value of plan assets	27,297.42	23,873.77
Present value of defined benefit obligations	26,729.38	22,959.71
Net excess	568.04	914.06

The principal assumptions used in determining the present value obligation of interest guarantee under the deterministic approach are as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Discount rate	6.83% p.a.	7.76% p.a.
Average remaining tenure of investment portfolio	6.22 years	6.42 years
Guaranteed rate of return	8.50% p.a.	8.65% p.a.

During the year ended 31 March 2020, the Group has contributed ₹ 1,716.12 lakhs (31 March 2019: ₹ 1,752.94 lakhs)

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

C Defined contribution plans

₹ lakhs

	Year ended 31 March 2020	15 months ended 31 March 2019
The Group has recognised the following amounts in the Statement of Profit and Loss:		
a) Contribution to superannuation fund	**794.01**	**895.21**

b) The expenses for leave entitlement and compensated absences is recognized in the same manner as gratuity and provision of ₹ 410.23 lakhs (31 March 2019: ₹ 615.74 lakhs) has been made during the year ended 31 March 2020.

D Current/ non-current classification

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Gratuity		
Current	825.46	744.80
Non-current	2,184.39	1,857.44
	3,009.85	**2,602.24**
Leave entitlement and compensated absences		
Current	201.30	202.87
Non-current	1,875.94	1,552.51
	2,077.24	**1,755.38**

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 year ended 31 March 2020

A Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31 March 2020 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	58,512.02	-	-	-	58,512.02
Loans	6	29,294.13	-	-	-	29,294.13
Cash and cash equivalents	11	23,690.04	-	-	-	23,690.04
Other bank balances	12	4,453.55	-	-	-	4,453.55
Other financial assets	13	120.73	-	-	10.83	131.56
Liabilities:						
Borrowings	15,17,19	47,387.28	-	-	-	47,387.28
Trade payables	18	65,673.29	-	-	-	65,673.29
Other financial liabilities	19	15,245.11	-	-	-	15,245.11

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
Cash and cash equivalents	11	8,953.46	-	-	-	8,953.46
Other bank balances	12	1,917.50	-	-	-	1,917.50
Other financial assets	13	60,876.37	-	-	-	60,876.37
Liabilities:						
Borrowings	15,17,19	53,229.46	-	-	-	53,229.46
Trade payables	18	55,918.22	-	-	-	55,918.22
Other financial liabilities	19	7,153.73	-	-	10.82	7,164.55

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 2020:

₹ lakhs

Particulars	31 March 2020			31 March 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Foreign currency forward contract asset / (liablity)	-	10.83	-	-	(10.82)	-

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 33 Disclosure in accordance with Ind-AS 24 Related Party Transactions

A) Names of related parties and description of relationship

a) Enterprise where control exists

i) 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. Premchai Karnasuta - Chairman (upto 31 March 2019)

Mr. Piyachai Karnasuta - Chairman (w.e.f. 1 April 2019)

Mr. P. Chakornbundit - Non-Executive Director (upto 31 March 2019)

Mr. Adun Saraban - Managing Director (upto 22 April 2019) and Executive Vice Chairman (w.e.f. 23 April 2019 and upto 31 August, 2019)

Mr. Santi Jongkongka - Whole time Director (w.e.f. 2 May 2019), Executive Vice Chairman - Designate (w.e.f. 22 May 2019) and Executive Vice Chairman (w.e.f. 1 September 2019)

Mr. Jayanta Basu - Deputy Managing Director (upto 22 April 2019) and Managing Director (w.e.f. 23 April 2019)

Mr. Sunil Shah Singh - Independent Director (appointed as an Additional Director w.e.f. 22 February 2018)

Mr. D.P. Roy - Independent Director

Mr. Pankaj I.C. Jain - Independent Director (w.e.f. 31 October 2018)

Ms. Ramola Mahajani - Independent Director

Mr. D.E.Udwadia - Independent Director (upto 29 March, 2019)

Mr. Prasad Patwardhan – Chief Financial Officer

Mr. Rahul Neogi - Company Secretary

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 year ended 31 March 2020

Note 33 Disclosure in accordance with Ind AS 24 Related Party Transactions (contd..)

B) Transactions with related parties (Excluding Reimbursements):

₹ lakhs

Nature of Transactions	Relationship	Year ended 31 March 2020	15 months ended 31 March 2019
Contract Revenue			
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	1,300.89	3,419.15
Royalty expense			
Italian-Thai Development Public Company Limited	Holding Company	1,043.66	1,119.58
Other operating revenue-plant hire income			
ITD-ITD Cem JV	Unincorporated entity (joint venture)	99.37	153.01
Other operating revenue-techincal fees rendered			
CEC-ITD CEM-TPL JV	Unincorporated entity (joint venture)	768.00	600.00
Purchases of property, plant and equipment			
ITD-ITD Cem JV	Unincorporated entity (joint venture)	1,633.97	221.49
CEC-ITD CEM-TPL JV	Unincorporated entity (joint venture)	940.79	-
		2,574.76	**221.49**
Purchases of construction materials and spares			
ITD-ITD Cem JV	Unincorporated entity (joint venture)	166.29	-
Remuneration paid/payable^			
Mr. Adun Saraban	KMP	195.90	192.74
Mr. Jayanta Basu	KMP	151.41	39.70
Mr. Prasad Patwardhan	KMP	113.99	118.93
Mr. Rahul Neogi	KMP	66.28	71.48
Mr. Santi Jongkongka	KMP	155.01	-
		682.59	**422.85**
^ excludes liability in respect of gratuity and leave encashment valued by an actuary, as the same is not separately determinable.			
Director sitting fees			
Mr. D. E. Udwadia	KMP	-	10.85
Mr. D. P. Roy	KMP	8.50	8.60
Ms. Ramola Mahajani	KMP	8.90	5.60
Mr. Sunil Shah Singh	KMP	10.30	7.00
Mr. Pankaj I.C. Jain	KMP	6.40	1.00
Mr. Piyachai Karnasuta	KMP	10.65	-
		44.75	**33.05**
Professional fees			
Italian-Thai Development Public Company Limited	Holding Company	-	998.15
Udwadia & Co.	Entities where KMP has significant influence	-	27.55
		-	**1,025.70**
Share of profit / (loss) after tax in unincorporated entity			
ITD-ITD Cem JV	Unincorporated entity (joint venture)	205.58	(1,573.42)
ITD-ITD Cem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	(38.32)	(90.19)
CEC-ITD CEM-TPL JV	Unincorporated entity (joint venture)	2,616.83	1,649.06
		2,784.09	**(14.55)**

Note: All the transactions have been undertaken at arm's length price

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

₹ lakhs

C) Outstanding balances:	Relationship	As at 31 March 2020	As at 31 March 2019
Balances - payable			
Italian-Thai Development Public Company Limited	Holding Company	240.94	699.07
Balances - receivable			
Italian-Thai Development Public Company Limited	Holding Company	412.13	-
ITD-ITDCem JV	Unincorporated entity (joint venture)	23,628.56	27,404.51
ITD-ITDCem JV (Consortium of ITD-ITD Cementation)	Unincorporated entity (joint venture)	570.03	605.78
CEC-ITDCEM-TPL JV	Unincorporated entity (joint venture)	1,267.21	1,649.01
		25,877.93	**29,659.30**
Trade payables			
Italian Thai Development Public Company Limited	Holding Company	629.96	-
Trade receivable			
CEC-ITD Cem-TPL JV	Unincorporated entity (joint venture)	210.44	436.92
Corporate guarantee issued on behalf of			
ITD-ITD Cem JV	Unincorporated entity (joint venture)	44,000.00	45,715.00
CEC -ITD Cem-TPL JV	Unincorporated entity (joint venture)	51,000.00	51,000.00
		95,000.00	**96,715.00**
Letter of credit limit utilized			
ITD Cemindia JV	Unincorporated entity (subsidiary)	74.75	-
ITD-ITDCem JV	Unincorporated entity (joint venture)	-	390.17
		74.75	**390.17**
Bank guarantee issued on behalf of			
ITD-ITDCem JV	Unincorporated entity (joint venture)	8,808.05	15,526.41
CEC-ITDCEM-TPL JV	Unincorporated entity (joint venture)	16,980.60	16,980.60
		25,788.65	**32,507.01**

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 2020	31 March 2019	31 March 2020	31 March 2020	
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 Implementation Management Agreement entered between ITD Cementation India Limited and Italian-Thai Development Public Company Limited in respect of the five (5) projects being executed by ITD Cemindia JV, ITD Cementation India Limited will effectively have 100% share in the profit/ (loss) of these projects. These projects are accordingly accounted for in the consolidated financial statements.

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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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 2020	31 March 2019	31 March 2020	31 March 2020
Balance sheet				
Non-current assets	11,997.93	12,274.82	-	-
Current assets	51,037.65	41,721.33	3,131.45	1,985.05
Non-current liabilities	239.32	-	-	-
Current liabilities	65,009.06	55,422.17	2,167.09	1,479.47
Net assets / (liabilities)	**(2,212.80)**	**(1,426.02)**	**964.36**	**505.58**
Net assets attributable to NCI	**228.50**	**191.69**	**48.22**	**25.28**
Statement of Profit and Loss				
Total income	70,179.21	90,053.61	6,374.39	2,461.85
Profit / (loss) for the period/ year	**(786.79)**	**(1,773.86)**	**458.79**	**130.85**
Other comprehensive income	-	-	-	-
Total comprehensive income	**(786.79)**	**(1,773.86)**	**458.79**	**130.85**
Profit allocated to NCI	36.81	122.12	22.94	6.54
OCI allocated to NCI	-	-	-	-
Total comprehensive / (loss) income allocated to NCI	**36.81**	**122.12**	**22.94**	**6.54**
Cash flow from operating activities	13,116.60	(18,314.27)	522.30	309.57
Cash flow from investing activities	38.56	(2,367.82)	-	(0.07)
Cash flow from financing activities	(10,980.42)	22,691.06	(479.85)	(305.49)
Net increase in cash and cash equivalents	**2,174.74**	**2,008.97**	**42.45**	**4.01**

Note 34.3 Unincorporated entities - Joint Venture

₹ lakhs

Name of the entity	Ownership interest (%)		Carrying amount as at *		Principal activities
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	
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.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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 2020	31 March 2019	31 March 2020	31 March 2020	31 March 2020	31 March 2020
Balance sheet						
Non-current assets	13,239.01	16,797.28	1,194.34	1,411.81	11,454.95	14,531.03
Current assets						
- Cash and cash equivalents	3,284.87	2,635.44	201.81	9.48	9,680.95	14,657.53
- Other assets	37,549.15	26,451.96	120.44	135.81	24,807.89	10,870.67
Current assets	**40,834.02**	**29,087.40**	**322.25**	**145.28**	**34,488.83**	**25,528.20**
Non-current liabilities						
- Financial liabilities (excluding trade payables)	-	-	-	-	55.98	-
- Other liabilities	-	-	-	-	19.13	9.10
Non-current liabilities	**-**	**-**	**-**	**-**	**75.12**	**9.10**
Current liabilities						
- Financial liabilities (excluding trade payables)	1,914.45	2,834.80	77.85	12.05	551.78	468.54
- Other liabilities	23,376.50	11,767.72	60.62	76.46	43,607.30	36,823.22
Current liabilities	**25,290.94**	**14,602.52**	**138.47**	**88.51**	**44,159.08**	**37,291.76**
Net assets	**28,782.08**	**31,282.17**	**1,378.12**	**1,468.58**	**1,709.58**	**2,758.37**
Statement of Profit and Loss						
Revenue	18,053.76	36,027.58	-	-	46,951.76	59,911.78
Other income	2,416.74	3,373.41	6.66	-	1,180.20	990.43
Cost of construction materials consumed	6,516.91	15,620.67	-	-	10,622.55	16,541.77
Subcontracting expenses	3,579.20	9,852.57	0.94	2.43	9,249.72	16,969.45
Employee benefits expense	4,269.98	5,084.82	31.45	140.75	5,572.74	5,809.43
Finance cost	441.96	1,378.19	-	0.15	635.77	352.08
Depreciation expense	1,437.23	3,348.67	-	-	3,912.87	5,615.69
Other expense	3,538.67	5,797.57	70.07	82.15	10,804.20	11,333.95
Profit/ (loss) for the period/ year before tax	**686.54**	**(1,681.51)**	**(95.81)**	**(225.48)**	**7,334.11**	**4,276.84**
Income tax expenses	266.98	1,529.55	-	-	2,974.01	1,529.13
Profit/ (loss) for the period/ year	**419.56**	**(3,211.06)**	**(95.81)**	**(225.48)**	**4,360.10**	**2,747.71**
Other comprehensive income	-	-	-	-	1.28	0.72
Total comprehensive income / (loss)	**419.56**	**(3,211.06)**	**(95.81)**	**(225.48)**	**4,361.38**	**2,748.43**
Group share of profit/ (loss)	205.59	(1,573.42)	(38.32)	(90.19)	2,616.06	1,648.63
Group share of OCI	-	-	-	-	0.77	0.43
Group share of total comprehensive income/ (loss)	**205.58**	**(1,573.42)**	**(38.32)**	**(90.19)**	**2,616.83**	**1,649.06**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 34.5 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements

Name of the entity	Country of incorporation	% of voting power as at 31 March 2020	Net assets / (liablities) i.e total assets minus total liabilities		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income / (loss)	
			As % of consolidated net assets / (liabilities)	Amount (₹ lakhs)	As % of consolidated profit / (loss)	Amount (₹ lakhs)	As % of consolidated other comprehensive income	Amount (₹ lakhs)	As % of consolidated total comprehensive income	Amount (₹ lakhs)
ITD Cementation India Limited	India	-	101.20%	1,05,260.82	108.23%	4,316.60	100.00%	(315.49)	108.94%	4,001.11
Subsidiaries (held directly)										
Indian										
ITD Cementation Projects India Limited	India	100.00%	0.00%	3.73	(0.01%)	(0.40)	0.00%	-	(0.01%)	(0.40)
ITD Cem-Maytas Consortium	India	95.00%	0.93%	964.36	11.50%	458.79	0.00%	-	12.49%	458.79
ITD Cemindia JV	India	80.00%	(2.13%)	(2,212.80)	(19.73%)	(786.79)	0.00%	-	(21.42%)	(786.79)
TOTAL			**100.00%**	**1,04,016.11**	**100.00%**	**3,988.20**	**100.00%**	**(315.49)**	**100.00%**	**3,672.71**
a) Adjustments arising out of consolidation				1,243.46		328.01		-		328.01
b) Non-controlling interest in subsidiaries				276.72		59.75		-		59.75
TOTAL				**1,05,536.29**		**4,375.96**		**(315.49)**		**4,060.47**

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 35 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.

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

Particulars	As at 31 March 2020	As at 31 March 2019
Increase in basis points	50 basis points	
Effect on profit before tax, decrease by	115.44	162.21
Decrease in basis points	50 basis points	
Effect on profit before tax, increase by	115.44	162.21

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 2020:

(Euro in lakhs)

Particulars	31 March 2020	31 March 2019
Trade payables	15.13	3.92

During the current year 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).

The following table gives details in respect of outstanding foreign exchange forward contracts:

	As at 31 March 2020		As at 31 March 2019	
	In Euro lakhs	₹ lakhs	In Euro lakhs	₹ lakhs
Forward contracts	15.13	1,263.90	3.92	317.60

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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)

Particulars	As at 31 March 2020	As at 31 March 2019
Not later than one month	8.30	3.92
Later than one month and not later than three months	6.83	-

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 mainly attributable to trade receivables.

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 2020		As at 31 March 2019	
	₹ lakhs	%	₹ lakhs	%
Receivable from government corporations	48,696.00	83.22%	30,806.70	70.08%
Receivable from private parties	9,816.02	16.78%	13,152.52	29.92%
Total trade receivable	**58,512.02**	**100.00%**	**43,959.22**	**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. 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 the year ended:

	As at 31 March 2020		As at 31 March 2019	
	₹ lakhs	% of Revenue	₹ lakhs	% of Revenue
Revenue from top customer	66,578	23.44%	85,724	27.16%
Revenue from top five customers	1,63,418	57.52%	1,92,867	61.10%

For the year ended 31 March 2020, Two (2) customers {31 March 2019: One (1) customer}, individually, accounted for more than 10% of the revenue.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

The movement of the allowance for lifetime expected credit loss is stated below: ^

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Opening balance	4,166.53	4,936.16
Changes in loss allowances:		-
Additions^	5,506.81	1,054.75
Bad debts written off ^	(5,684.31)	(1,824.38)
Closing balance	**3,989.03**	**4,166.53**

^ includes receivables from a customer aggregating ₹ 4,093.36 lakhs written off during the current year as an exceptional item (Refer note 27)

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 2020					
Borrowings (including current maturities of long-term debts)	44,412.38	1,310.67	1,664.23	-	47,387.28
Trade payables	249.15	65,424.14	-	-	65,673.29
Interest accrued	46.61	848.67	-	-	895.28
Other financial liabilities	-	9,882.62	3,554.71	912.50	14,349.83
Total	**44,708.14**	**77,466.10**	**5,218.94**	**912.50**	**1,28,305.68**
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	169.14	55,749.08	-	-	55,918.22
Interest accrued	31.50	163.60	-	-	195.10
Other financial liabilities	-	6,969.45	-	-	6,969.45
Total	**45,641.59**	**68,964.37**	**1,706.27**	**-**	**1,16,312.23**

Note 36 Disclosure pursuant to Ind AS 115 Revenue from Contracts with Customers:

The Group applied Ind AS 115 for the first time by using the modified retrospective method of adoption effective 1 April 2019. Under this method, the comparatives have not been adjusted. The adoption of this new standard did not have any impact on retained earnings as at 1 April 2019 for the revenue contracts that are not completed as at that date, except in case of presentation / disclosure of the balances in relation to construction contracts, which have been explained below. Also refer note 2(xvii) for accounting policy on revenue recognition.

(a) Disaggregation of revenue

The Group's entire business falls under one operational segment of 'Engineering and Construction'. Contract revenue represents revenue from Engineering and Construction contracts wherein the performance obligation is satisfied over a period of time. Further, the management believes that the nature, amount, timing and uncertainty of revenue and cash flows from all its contracts are similar. Accordingly, disclosure of revenue recognised from contracts disaggregated into categories has not been made.

(b) Unsatisfied performance obligations

The aggregate amount of transaction price allocated to performance obligations that are unsatisfied as at the end of reporting period is ₹ 1,066,571 lakhs. Most of Group's contracts have a life cycle of 2-3 years. Management expects that around 25% - 30 % of the transaction price allocated to unsatisfied contracts as of 31 March 2020 will be recognised as revenue during next reporting period depending upon the progress on each contracts. The remaining amounts are expected to be recognised over the next 2 years. The amount disclosed above does not include variable consideration."

(c) Contract balances:

(i) **Movement in contract balances during the year:**

₹ lakhs

Particulars	Contract Assets (Unbilled work-in progress)	Contract Liability (Due to customer)
Opening balance as at 1 April 2019	60,853.46	11,035.72
Closing balance as at 31 March 2020	70,210.20	21,091.86
Net increase	9,356.74	10,056.14

Note: Increase in contract balances is primarily due to higher revenue recognition as compared to progress bills raised during the year

(ii) Revenue recognised during the year from opening balance of contract liability (i.e. due to customer) amounts to ₹ 4,938.48 lakhs.

(iii) Revenue recognised during the year from the performance obligation satisfied upto previous year amounts to ₹ 3,196.62 lakhs.

(d) There are no reconciliation items between revenue from contracts with customers and revenue recognised with contract price.

(e) Cost to obtain or fulfil the contract:

i Amount of amortisation recognised in Statement of Profit and Loss during the year : Nil

ii. Amount recognised as contract assets as at 31 March 2020 : Nil

(f) Under the modified retrospective method, the comparative information in the financial statements would not be restated and would be presented based on the requirements of the previous standard i.e. Ind AS 11 - Construction Contracts as follows:

Disclosure under Ind AS 11 - "Construction Contracts" for the year ended 31 March 2019

₹ lakhs

	31 March 2019
Contract revenue for the year	2,23,915.59
Aggregate amount of cost incurred and recognized profits less recognized losses up to the reporting date on contract under progress	7,27,946.24
Advances received from customers	13,370.30
Retention money	14,688.36
Gross amount due from contractee for contract work (net of retention)	51,225.81
Gross amount due to contractee for contract work	11,035.72

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

Note 37 Leases - Ind AS 116

a. Impact on transition to Ind AS 116

Effective 1 April 2019, the Group has adopted Ind AS 116, Leases, which, applied to all lease contracts outstanding as at 1 April 2019, using modified retrospective at the date of initial application, at an amount equal to lease lability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application and as a result of which the comparative information is not required to be restated.

The Group has made use of the following practical expedients available in its transition to Ind AS 116

(a) The Group will not reassess whether a contract is or contains a lease. Accordingly, the definition of lease in accordance with Ind AS 17 will continue to be applied to lease contracts entered by the Group or modified by the Group before 1 April 2019.

(b) The Group has applied a single discount rate to a portfolio of leases of similar assets in similar economic environment. Consequently, the Group has recorded its lease liability using the present value of remaining lease payments, discounted using the incremental borrowing rate at the date of initial application and the right-of- use asset at its carrying amount as if the standard had been applied since the commencement date of the lease but discounted using the incremental borrowing rate at the date of initial application.

(c) The Group excluded the initial direct costs from measurement of the Right-of-use (RoU) asset at the date of initial application.

The weighted average incremental borrowing rate applied to lease liabilities as at 1 April 2019 is 11.50 %.

Right-of-use Assets:

(i) On transition, the Group has recognized right-of-use assets aggregating ₹ 8,490.31 lakhs

(ii) The net carrying value of right-of-use assets as at 31 March 2020 amounts to ₹ 6,229.89 lakhs (gross carrying and accumulated depreciation value of ₹ 8,932.28 lakhs and ₹ 2,702.39 lakhs, respectively) have been disclosed on the face of the balance sheet (Refer Note 3B)

Lease liabilities:

(i) On transition, the Group has recognised lease liabilities amounting to ₹ 8,248.46 lakhs.

(ii) As at 31 March 2020, the obligations under finance leases amounts to ₹ 6,492.11 (non-current and current obligation amounting ₹ 4,467.21 lakhs and ₹ 2,024.90 lakhs respectively) which have been classified to lease liabilities, under other financial liabilities. (Refer note 19)

(iii) The table below provides details regarding the contractual maturities of lease liabilties as at 31 March 2020:

₹ lakhs

Particulars	Carrying amount	Contractual cash flows			
		Total	0-1 year	1-5 years	5 years and above
Lease Liabilities	6,492.11	8,276.84	2,672.46	4,624.94	979.44

(iv) Prepaid rent on leasehold land and other assets aggregating ₹ 209.06 lakhs, which were earlier classified under 'Other Assets' have been adjusted to the Right-of-use Assets as at 1 April 2019.

b. During the year ended 31 March 2020, the Group recognised the following in the statement of profit and loss:

(i) Depreciation expense from right-of-use assets of ₹ 2,713.98 lakhs (Refer note 3D)

(ii) Finance cost on lease liabilities of ₹ 871.75 lakhs.(Refer note 25)

(iii) Rent expense amounting to ₹ NIL lakhs pertaining to leases of low-value assets and ₹ 14,889.81 lakhs pertaining to leases with less than twelve months of lease term has been included under plant hire expenses and rent expenses (Refer note 26)

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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.

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.

₹ lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Total debt	47,387.28	53,229.46
Total equity	1,05,536.29	1,02,304.22
Total debts to equity ratio (Gearing ratio)	**0.45**	**0.52**

In the long run, the Group's strategy is to continue to maintain a gearing ratio of less than 0.5.

Note 39 Dividend on equity shares

₹ lakhs

Particulars	31 March 2020	15 months ended 31 March 2019
Dividend on equity shares declared and paid during the year		
Final dividend of ₹ 0.40 per share for 15 months ended 31 March 2019 (Year ended 31 December 2017: ₹ 0.40 per share)	687.15	687.15
Dividend distribution tax on final dividend	141.25	141.25
	828.40	**828.40**
Proposed dividend on equity shares not recognised as liability*		
Final dividend of ₹ 0.30 per share for year ended 31 March 2020 (15 months ended 31 March 2019 : ₹ 0.40 per share)	515.36	687.15
Dividend distribution tax on proposed final dividend	-	141.25
	515.36	**828.40**

*Proposed dividend on equity shares is subject to the approval of the shareholders of the Company at the Annual General Meeting and not recognised as liability as at the Balance Sheet date.

SUMMARY OF SIGNIFICANT accounting policies and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2020

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 previous financial statements of the Group have been prepared for a period of 15 months ended 31 March 2019 ('previous period'). Accordingly, the figures for the year ended 31 March 2020 are not comparable with figures for 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 41 Previous period figures have been regrouped or reclassified, to conform to the current year'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 : 17 June 2020

For and on behalf of the Board of Directors

Santi Jongkongka
Executive Vice Chairman
DIN: 08441312

Jayanta Basu
Managing Director
DIN: 08291114

Prasad Patwardhan
Chief Financial Officer
ACA No.44453

Rahul Neogi
Company Secretary
ACS No.10653

Place : Mumbai
Date : 17 June 2020

Corporate Information

Board of Directors

Chairman
Piyachai Karnasuta

Executive Vice Chairman
Santi Jongkongka
(w.e.f. 1 September, 2019)

Adun Saraban
(Upto 31 August, 2019)

Managing Director
Jayanta Basu

Independent Directors
D. P. Roy
Ramola Mahajani
Sunil Shah Singh
Pankaj I.C. Jain

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
Santi Jongkongka
Jayanta Basu

Nomination And Remuneration Committee

Ramola Mahajani - *Chairperson*
Sunil Shah Singh
Piyachai Karnasuta

Corporate Social Responsibility Committee

Piyachai Karnasuta - *Chairman*
D. P. Roy
Santi Jongkongka
Jayanta Basu

Chief Financial Officer

Prasad Patwardhan

Company Secretary

Rahul Neogi

Auditors

Walker Chandiok & Co LLP, Mumbai

Bankers

Indian Bank (earlier 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
Canara Bank (earlier Syndicate Bank)
The Federal Bank Limited
Union Bank of India
IndusInd Bank Limited
IDFC First Bank Limited

Registered Office

National Plastic Building, A-Subhash Road,
Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057.
Phone No.: +91-22-6693 1600
Fax No.: +91-22-6693 1628
Email: investor.relations@itdcem.co.in
Website: www.itdcem.co.in

Branch Office

Myanmar

Area Offices

Kolkata | Delhi | Chennai

R & D Location

Kolkata

Registrar And Share Transfer Agents

KFin Technologies Private Limited
Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032.
Phone No.: +91 40 67162222
Fax No.: +91 40 23420814
Email: einwards.ris@kfintech.com
Website: www.kfintech.com

Annual General Meeting
(E- Annual General Meeting)

Wednesday, 23rd September, 2020, 3.00 P.M.,
Deemed venue of Meeting: National Plastic Building, A-Subhash Road, Paranjape B Scheme, Vile Parle (East), Mumbai - 400 057.

Commitment, Reliability & Quality

ITD Cementation India Limited

CIN: L61000MH1978PLC020435

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