

ITD Cementation India Ltd

AGM 22nd September 2021

- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Good afternoon Dear Members.
- I am Rahul Neogi, Company Secretary of ITD Cementation India Limited. I believe all of you are safe, secure and keeping in fine health.
- I welcome all of you to the 43rd Annual General Meeting of the Company being held today that is 22nd September 2021 at 3pm Indian Standard Time, through video conferencing and other audio-visual means as permitted by the Ministry of Corporate Affairs and Securities & Exchange Board of India. The webcast of this meeting is being provided by National Securities Depository Limited.
- Before we commence, I would like to take you through certain key points for participating in today's AGM.
- The shareholders have been provided the facility to join the meeting through video conferencing, other audio-visual means on first come, first serve basis. All the Members joining this meeting have been kept on mute mode by NSDL by default to avoid any disturbance that could be caused by any background noise, and to ensure smooth and seamless conduct of this meeting. Once the question and answer session begins, I will announce the names of the registered speakers-shareholders one by one. The speaker-shareholders will thereafter be unmuted by NSDL and will be allowed to express their views and ask questions. Before speaking the speaker-shareholders are requested to click the audio and video button appearing on the screen. While speaking if any shareholder is unable to join through video mode due to any reason, the shareholder is requested to kindly switch off the camera, the video and speak through audio mode. Speaker-shareholders are requested to use earphones while speaking so that they are audible and any disturbance that could be caused by any background noise would also be minimized. Please also ensure that while you are speaking, your Wi-Fi is not connected to any other device, and no other background applications are running in order to have good video and audio experience. In the event there is a connectivity problem at any speaker-shareholder's end, he or she will be put on mute mode and we will request the next speaker to join the meeting. Once connectivity improves, then the previous speaker shareholder shall be called back to speak after all other registered speaker-shareholders complete their turn. Speaker-shareholders may please announce their names and the place from where they are attending the AGM before speaking. We request the registered speakers to kindly restrict their speech to not more than 3

minutes, and also not repeat matters already covered by previous speakers. During the meeting if the Members face any technical issue, he or she may call helpline numbers of NSDL as mentioned in the Notice of the AGM. I would now request our Chairman to kindly take over and continue with the proceedings.

- Thank you.
- Over to Chairman Sir now.
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Limited:**
- Thank you Mr. Neogi. Good afternoon Ladies and Gentlemen.
- The required quorum being present the meeting is called to order.
- I, Piyachai Karnasuta, non-Executive Chairman of the Company attending the meeting from Bangkok extend a warm welcome to you all at this 43rd Annual General Meeting of the Company. For your kind information the meeting is being live streamed through webcast. I thank you for your participation in this meeting. The AGM of the Company is being conducted through virtual mode in compliance with the directives issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India, on account of continuance of Corona Virus Pandemic and the need to maintain social distancing. I would now request the Directors who are present in this meeting, to kindly introduce themselves and confirm their participation in the meeting from their respective venues.
- Ramola Mahajani please.
- **Ms. Ramola Mahajani – Independent Director, ITD Cementation India Limited:**
- Good afternoon to all. I am Ramola Mahajani, Independent Director on the Board of the Company, and Chairperson of the Nomination and Remuneration Committee. I am attending this AGM from Mumbai. Thank you.
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Limited:**
- Mr. Sunil Shah Singh please
- **Mr. Sunil Shah Singh – Independent Director, ITD Cementation India Limited:**
- Good afternoon to all. My name is Sunil Shah Singh. I am an Independent Director on the Board of the Company. I am Chairman of the Audit committee of the Company. I am attending the AGM from my residence in Pune.
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Limited:**
- Okay. Mr. Pankaj Jain, Independent Director, is unable to attend the meeting due to certain preoccupation and personal reasons.

- Next, Mr. Santi Jongkongka please.
- **Mr. Santi Jongkongka – Whole Time Director – Executive Vice Chairman, ITD Cementation India Limited:**
- Good afternoon to all. I am Santi Jongkongka, Executive Vice Chairman of your Company. I am attending this AGM from the registered office of the Company in Mumbai. Thank you.
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Limited:**
- Mr. Jayanta Basu please.
- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**
- Good afternoon to all. I am Jayanta Basu, Managing Director of your Company. I am attending the AGM from registered office of the Company in Mumbai. Thank you.
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Limited:**
- Representative of the Statutory Auditors, M/s Walker Chandiak & Co. LLP, representative of the Secretarial Auditors, M/s Parikh and Associates and Cost Auditor Mr. Suresh Shenoy, are also present at the meeting through video conferencing.
- I would now request Mr. Rahul Neogi, Company Secretary, to take us through regulatory matters and other general instructions related to voting process. Thank you.
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Before I take you through the voting process and other matters, let me also introduce you to our CFO Mr. Prasad Patwardhan who is sitting to my extreme left.
- I will now continue with the formalities of the regulatory matters.
- Since this AGM is being held electronically and physical attendance of the Members has been dispensed with, the requirement of appointing proxy is not applicable.
- The Company has received authorization from two shareholders appointing their respective representatives under Section 113 of the Companies Act 2013 in respect of 8,11,00,580 equity shares in aggregate, representing 47.21% of the paid up equity share capital of the Company.
- The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which the Directors are interested are available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to investors.relation@itdcem.co.in in which is also mentioned in the AGM Notice.

- The Notice of the 43rd Annual General Meeting along with the Audited Standalone Financial Statements together with the Board’s Report and the Auditors’ Report thereon and Audited Consolidated Financial Statements along with Auditors’ Report thereon for the year ended 31st March 2021 had been emailed within the statutory period to all the shareholders whose email addresses are registered with their Depository Participant or with the Company or KFin Technologies Private Limited which is the Company’s Registrar and Transfer Agents.
- With your kind permission, I take the Notice of the meeting as read.
- Since there is no qualification reservation, adverse remarks or disclaimer, made either by the Statutory Auditors in the Auditors’ Report on the financial statements of the Company, or by The Secretarial Auditors in the Secretarial Audit Report, relating to statutory compliances for the year ended 31st March 2021, they do not require to be read out at this meeting.
- As required under the law, the Company had provided for remote e-voting facility to the Members to cast their votes electronically in respect of the business stated in the Notice dated 28th May 2021. Members are kindly note that there are four agenda items at this AGM for their approval.
- Three items of Ordinary Business, proposed to be passed as Ordinary Resolutions which are as follows:
 - 1. To receive, consider and adopt the Audited Standalone Financial Statements together with the Board’s Report and Auditors’ Report thereon and Audited Consolidated Financial Statements along with Auditors’ Report for the financial year ended 31st March 2021.
 - 2. To declare a dividend of 0.12 paisa per equity share of Re.1 each which is (12%) for the financial year ended 31st March 2021.
 - 3. To appoint a Director in place of Mr. Santi Jongkongka having DIN number 08441312, who retires by rotation, and being eligible, offers himself for re-appointment.
- There is one item of Special Business proposed to be passed again as Ordinary Resolution which is as follows:
 - Confirmation approval and ratification of payment of fees to the Cost Auditor for the year ended 31st March 2022.
 - As per the timelines mentioned in the AGM Notice, remote e-voting facility was kept open from Sunday 19th September, 2021 (9 am Indian Standard Time), up to Tuesday that was yesterday, 21st September, 2021 (up to 5 pm Indian Standard Time).
 - Members who have already exercised remote e-voting facility prior to the AGM, may attend the AGM through VC or other audio-visual means, but will not be able to cast their votes again on the resolutions. Members who have not cast their votes earlier

through remote e-voting and are otherwise not barred from doing so, are eligible to vote through the e-voting system during the course of the meeting till up to 15 minutes from the time of conclusion of this AGM. Members may please note that there will be no voting by show of hands.

- M/s PN Parikh, or failing him M/s Mitesh Dhaliwala or failing him Ms. Sarwari Shah of Parikh & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
- The Chairman has authorized Mr. Jayanta Basu, the Managing Director and myself, Company Secretary, to declare the voting results severally and to do all acts, deeds, as are necessary in this regard.
- As required by law, the combined results of remote e-voting and e-voting during the AGM along with the Scrutinizer's Report will be declared on or before 24th September 2021. And the results will be placed on the websites of the Company and the Registrar And Transfer Agents, KFin Technologies. The results will also be notified to both BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed. Thank you.
- I will now request Chairman Sir to please take over for reading out his Chairman statement. Thank you.
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Limited:**
- Dear Members, with your kind permission I will read out the Chairman statements.
- Good Afternoon Ladies and Gentlemen.
- It gives me great pleasure to welcome you all to this 43rd Annual General Meeting of the Company.
- The Annual Report together with Audited Financial Statement and Director's report for the year ended 31st March 2021 are already with you. With your permission, I will take them as read.
- It is the second year in a row that I miss the intimacy and warmth of face to face interaction with you because of the continuance of the COVID pandemic. However, the virtual meeting has enabled shareholders to participate in the AGM from the safety of their location.
- **Impact of COVID-19:**

Throughout the first and the second wave of the pandemic, your Company ensured that our employees, workers, sub-contract workforce, have received proactive Medical care by setting up our own quarantine centres at project locations, through hospital tie-ups, doctors on calls, availability of medical facilities and care, supply of nutritious food, and motivational training.

We also ensured that employee and workforce have followed all protocols relating to COVID appropriate behavior. We have completed vaccination drive for most of our employees, workers at various sites, and their family Members as the health of its people is of paramount importance to the Company.

– **Economic scenario and infrastructure opportunity in India:**

India is expected to become the third largest construction market with expected investment worth of 50 trillion across infrastructure segments for sustainable development in the country.

The prime minister recently announced ambitious Rs. 100 Lakh Crores Gati Shakti Master Plan which will offer multi-modal connectivity to more than 1200 industrial clusters including to defence corridors across the country to reduce your logistic costs and provide better connectivity.

The new master plan for multi-model infrastructure will include projects under existing flagship scheme such as Bharatmala, Sagarmala, Udaan Airport modernization, expansion of railway network including metros, inland waterways etc.

This will generate many more opportunities in the infrastructure program under the National Infrastructure Pipeline led by the higher budgetary allocation in the next 5 to 6 years.

I am pleased to inform you that your Company already had rich experience and engineering competence to capitalize on such healthy opportunities in these sectors to align with the Government initiatives in the National Infrastructure Program.

Your Company has a well-diversified order book of 11732 crores as of March 31, 2021. That provides revenue visibility for the next 3 years. The order book comprises mainly of Maritime Structure 33%, Urban Infra, MRTS and Airport 32.6%, Hydro Dams, Tunnels & Irrigation 18.5%, Industrial Structure and Building 11.3%, etc.

– **Company Performance:**

I am happy to report that despite the pandemic induced mortality in the business environment, your Company continued to deliver reasonable operational performance for the year ended 31st March 2021.

Our Company consolidated revenue from operation was at 2728 crores.

Our consolidated EBITDA stood at 258 crores with EBITDA margin of 9.5%.

Our net profit for the year was 18 crores.

However, I would like to highlight, as the situation started to improve in the second half of the financial year, your Company delivered a strong top line growth, healthy EBITDA margin and profit after tax in quarter 3 and quarter 4 of 2020 -2021, thereby demonstrating our operational efficiencies.

Your Company's constant endeavor to focus on cash conversion from projects and reduce financial leverage so as to maximize our shareholder returns. In our quest to achieve the objective, we managed to reduce our consolidated debt by 100 crore, thereby enabling us to achieve debt to equity ratio of 0.4X, which is amongst the lowest in the industry.

Your Company has been constantly rewarding our esteemed shareholders with dividends for the last several years. This year also, despite the several challenges, the Board has recommended a dividend of Re. 0.12 per equity shares which represent an outgrowth of 13.08% of distributable profits.

Your Company is committed on pursuing a profitable growth opportunities both nationally and internationally with sizeable orderbook, timely and cost effective execution of projects, efficient utilization of our resources, so as to create a long term revenue for esteemed shareholders.

- Before concluding I would like to thank the Company leadership and management including our parent Company Italian Thai Development Public Company Limited, for their continued guidance and support.

I wish to convey my sincere thanks to the dedicated employees of our Company for their commitment, devotion and working tirelessly to create excellent enterprise.

I would like to thank our dear shareholders for your continued trust, confidence and support in the endeavor of the Company.

I would like to record our deep appreciation for our customer banks, financial institutions, vendors, subcontractors, suppliers, research associates and various Government & Regulatory Authorities for their continued support and cooperation, trust and understanding.

Finally I take this opportunity to once again thank the Board Members particularly the distinguished Independent Directors for providing their leadership and direction to the Company and its employees. They are always there to provide their invaluable guidance and counsel on a number of topics. And I truly value their partnership which has helped the Company position itself prominently in terms of governance and compliance standards.

I wish and pray that this will emerge victorious from the crisis created by the pandemic. I urge each one of you to stay safe and take care of your loved ones.

- I now request Mr. Jayanta Basu, Managing Director, to share with you the Company's performance related highlights and some other information for general interest.
- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**
- Thank you Mr. Chairman.
- Good Afternoon, and I thank all of you for joining us at the 43rd AGM of your Company.
- It is my pleasure and privilege to be amongst all of you today.
- Our Chairman has already addressed and covered most of our accomplishments in his speech.
- However, I would now like to brief you about some significant achievements during the year, status update on major projects, and opportunities' pipeline that your Company is pursuing to enhance future visibility of the Company.
- During the year, your Company has successfully completed tunneling work for Mumbai underground metro, and Kolkata underground metro projects which are major milestones in our metro projects.

We had difficulties in Calcutta Metro as all of us know, but it was a big challenge and through our technological advancement and our hard work we could work on that and we are very happy about this prospect.

- Despite pandemic challenges, we have owned projects of over 2800 crores in FY21. Some of the major projects are:

Marine Infrastructure Project in Karwar which is around 1145 crores;

Breakwater Project at Vizhinjam which is around 411 crores;

Circuit Bench of Calcutta High Court 377 crores;

Calcutta Metro, there are 7 stations we have secured, 293 crores;

And we have secured a bridge over the river Ganges, which is around 250 crores.

- I am also pleased to share that in current financial year that is till September 2021, your Company has already owned projects of around 1700 crores. These key projects include:

Water and Sewage, Internal Road Bridges work at Karwar which is around 900 crores,

Dream City Depot at Surat Metro 350 crores,

Aerospace Museum at AF Station 235 crores.

- As you are aware, your Company is currently executing some of the complex civil heavy projects across different infrastructure areas:

Normally we are working in marine, underground metro, airport, building, and conventional tunnel and elevated metro work. In marine, the key projects what we are doing today is Udangudi, Port Blair, Haldia, Myanmar which is overseas job and Karwar Sea Bird project.

In underground Mumbai Metro still going on, as we have said, that tunneling work is completed. Calcutta Metro on the verge of completion, and we have just started Bangalore Metro underground work which is around 16% work we have completed so far.

The other segment like airport, Pune airport, Trichy airport, we have done around almost more than 50%.

In building we are doing one work at CPWD Delhi which we have completed around 2%. Conventional tunnel for Indian Railway and IRCON we are doing at Sivok-Rangpo in Sikkim. We have done around 20% of the work. And elevated metro as you know that we had got Bangalore metro, Nagpur metro, which is now on the verge of completion. We hope by another couple of months' time we will be able to complete those jobs.

- One of the significant achievements during the last year is our work at Myanmar which is overseas job. Despite all our adversity, we have progressed well, and we can see that by middle of next year the work will be completed. With this, I will go to the opportunities. I am pleased to inform you that your Company currently has diversified order book of around 12000 crores and this breakup of order book, as Mr. Chairman has already mentioned, we have got from our one infrastructure around 32%, marine 27%, dams, hydro and tunnel 17%, industrial structure 13%, water and waste water around 8%, specialized job 2% and highways and bridges 1%.
- In addition, with strong visibility for metro, marine, industrial structures, building, pipeline, your Company has identified and submitted several bids.
- Your Company expects strong rebound on the back of rapid vaccination drives, task on infrastructure investments, under government and national infrastructure pipeline which shall give a fillip to the infrastructure spending and we expect to improve further in third and fourth quarter of the fiscal year.
- We are confident on the positive outlook of the Company, given that the diversified order book, which provides revenue visibility for the next 3 years, and healthy bidding pipeline, disciplined strong execution capabilities, a lean balance sheet, strong support of advanced technologies, field labour, and our parent Company's

support. We are committed to pursuing profitable growth opportunities both nationally and internationally to create long term value for all our esteemed stakeholders. Thank you.

– **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Limited:**

- I hope you would have obtained a good insight into highlights of your Company's performance.
- I now invite questions, comments if any from the Members on any of the items of business stated in the Notice. I would request Mr. Rahul Neogi, the Company Secretary to announce names of the registered Members one by one for their questions and comments.

– **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**

- Thank you Sir. I would request all speaker shareholders, as I mentioned earlier, who have registered their names, once again to kindly limit their queries to not more than 3 minutes each, giving our their names and place where they are attending the AGM before speaking. We have our first speaker, Mr. RR Havaladar. Mr. Havaladar you may please speak now.

– **Mr. R.R. Havaladar – Shareholder:**

- Yeah very good afternoon. My name is RR Havaladar. Respected Chairman, Executive Vice Chairman, and Managing Director and distinguished Directors and the elite management team of ITD. Very good afternoon. I am very happy as well as very delighted to be part of this 43rd Annual General Body meeting of our Company. I am in receipt of the Annual Report, for the year ending 2021 and I really appreciate overall the report, pictorial report and designs used in making the shareholders understand real activities what we are doing. And they don't have to be – you can make yourself by seeing the pictures. I am also very happy, the works are going very smooth despite pandemic COVID-19 disease for the last 2 years. We have achieved a turnover of about 2200 crores under dynamic leadership of young Chairman, Executive Vice Chairman and the Managing Director of the Company. I am really very, very happy, they have taken all adequate measures in overcoming the present environmental situation and they have executed good amount of work. I am also very happy during the year, we have booked an order of about 2800 crores despite all odds and which we have booked orders of about 1700 crores during the first two quarters of the year. Overall our Chairman has already highlighted, what are the opportunities which are coming on our way in the coming years, and how India is going with this construction area and going to be number 3 and number of works which are coming in our field of operation. And we have got adequate skills to take the challenges and execute these works. I am also very happy to know that we have completed two major tunnels, one in Mumbai and one Calcutta, for Mumbai metro. And there are further new opportunists which are coming along our way. As per the margins are concerned, okay it is a little bit impact is there because of the pandemic COVID-19 but there are lot many opportunities as the work will be coming up we

have got every opportunity to enhance the same. I am very happy with the performance, the overall performance of the Company and I am sure it will increase further and all the shareholders will get benefit out of it. I am very much proud of all the Members, of our management team and the Company for achieving these goals. I wish all the very best to our Company. Thank you.

– **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**

– Thank you Mr. Havaldar. We have our second speaker Ms. Lekha Shah. Ms. Lekha Shah you may kindly speak now.

– **Ms. Lekha Shah – Shareholder:**

– Hello? Can you hear me Sir?

– **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**

– Yes, we can hear you.

– **Ms. Lekha Shah – Shareholder:**

– Thank you Sir.

Respected Chairman Sir, Board of Directors and my fellow Members. Good afternoon to all of you. Myself Lekha Shah, Mumbai from Andheri. First of all, I am very much thankful to our Company secretarial team, especially Solanki ma'am for extending very good investor services and also sending me the AGM Notice by email well in time in such a difficult situation. So I am very grateful to our Company secretarial team. Thank you Chairman Sir for explaining us well about the Company. Congratulations for excellent work Sir. Third, this is the second AGM which is conducted through video conference. I hope, next year, by the grace of God that the situation gets better and we have a physical meeting. Sir, the times are tough and unpredictable currently. I am sure that our Company has ability to deliver growth and increase the shareholder's value in the Company as has been demonstrated this year. I would thank to all persons of our Company receiving awards and recognitions by the various planned during this year 2021. And also I am happy the Company is doing very well in the field of CSR activities. I am proud to be a shareholder of this Company. Chairman Sir, I am happy to see all the good deeds that you have done during these tough times. I pray to God that he is always showering his blessings upon you. Sir, I am confident that with your vision and determination you will lead our company to greater heights, and also I pray to God our Company should progress more and more under you and your team Sir.

– Sir I would like to ask a few questions. My first question is, has there been any impact of COVID second wave on the Company operations? My second question is, what are the learning from the lockdown and how is the Company implementing those learning's? My third question is how is our Company operating? Are we operating from home or are they working from the office? My fourth question is, are

all our employees vaccinated against COVID-19? My fifth question is, how many of our employees were affected by COVID-19? So I would like to say, I strongly propose all the resolutions for today's meeting, and my best wishes always to our Company and its prosperity. Thank you Sir.

– **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**

– Thank you so much Ms. Lekha Shah. Our next speaker is Ms. Celestine Elizabeth Mascarenhas.

– **Ms. Celestine Elizabeth Mascarenhas – Shareholder:**

– Hello? Hello? Can you hear me?

– **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**

– Yes ma'am, we can hear you clearly

– **Ms. Celestine Elizabeth Mascarenhas – Shareholder:**

– Okay video is – yeah video also. Just give me a little time. Let me settle with the video properly. Respected Chairman, Piyachai Karnasuta, other honorable Directors, both from India and Thailand, Bangkok, my fellow shareholders attending this virtual. I am attending from Mumbai. My name is Mrs. CE Mascarenhas. First of all, I thank the Company Secretary Rahul Neogi and his team for sending me e-Notice, AGM Notice and also a report, and also registering to my request for speaking in this meeting and giving me this platform. Now I come to the working. Our order book is up, revenue, PBT also good. EPS has also has gone down. But we have got lot of projects and what I find is our vision, mission, and core principal statement is very good. And with this definitely we are going ahead. Also I congratulate for all the awards for especially being the best, just now chairman has said. I congratulate for this. Also I am happy with the CSR work and also ESG done as requirement of late.

– Now my queries Sir. How many were affected by COVID, recovered how many, and fatalities and the vaccination level. Sir my second question, we are in the following: construction of offshore maritime structures, mass rapid transit systems including elevated corridors, underground metro stations, building and tunnels, industrial structures, airport terminal buildings, technological buildings, hydro-electric power plants, foundation and specialty engineering with reclamation and ground improvement etc., etc. Sir so many thing. I would like to know where in which sort of vertical in this we have a cutting edge as core competence, we are in core competence, because if we have a very good cutting edge in any of these like contracts, we will have a good margin. Sir can you spell out in which we get more margins and which sort of these verticals there is a lot of demand, and the future in these type of things. Number three, order book as on 31/3/2021 was 11732 crores. How much is the order for the last quarter? Sir fourth is did you face any supply chain disruptions also about the contract labours, specially the migrant labours. Please throw some light. We have a very well-defined whistle-blower policy. How

many frauds were detected in this policy? Lastly but not the least, Sir can you spell out future roadmap for the next 3 years with capex, ESG and COVID protocol and the learning from COVID 1 and 2. I have supported all the resolutions. I know our company will stand tall in tough times because tough times don't last all but tough people are definitely lasting always. So with this I wish you all, all very good health and wealth. And may our company grow strength to strength with great relations between Thailand and India. And all good wishes to my Thailand Directors. And I would like to share here from the Chairman, what is the COVID level in Bangkok especially because I have been 3-4 times to Bangkok. So I am quite keen to know what is the COVID happening there. Whereas in India we are having, especially I am coming from Bombay, we are also having many COVID cases. So I feel in the end if he could throw little light on that, it is my inquisitiveness. With this thank you very much for giving me this patient hearing. And may we see for a physical meeting next year along with virtual. With this thank you and namaskar Sir.

- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Thank you Ms. Mascarenhas. Our next speaker is Mr. Vinod Agarwal. Mr. Agarwal you may please speak now.
- **Mr. Vinod Agarwal – Shareholder:**
- Can you hear me?
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Yeah we can hear you. You can put on your video screen also.
- **Mr. Vinod Agarwal – Shareholder:**
- You want me to put on my camera? I am putting on my camera.
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Yes please.
- **Mr. Vinod Agarwal – Shareholder:**
- Yeah hello. Respected Chairman Piyachai Karnasuta and Executive Vice Chairman Santi Jongkongka, our MD Jayanta Basu, CS Rahul Neogi and our CFO Prasad Patwardhan ji. Regards and good afternoon to everyone Sir. I have been going through your Annual Report the way I could. Sir I find the order book has increased substantially over the past 3-4 years but the revenues have not been able to match up to the order book that we have got Sir. For the past 3 years we have been having increased order books on our hands, but the total revenue growth has not matched it Sir. I think is it due to only the COVID factor or the executions have become slower. Because the execution is slower the profits are lower Sir. And it is healthy that you have reduced 100 crores of debt last year and your debt equity is only 0.3% of the point left Sir. And Sir I have seen your projects in the Annual Report from pages 26 to

41. They are excellent projects, very infrastructure projects Sir. And also the awards mentioned on page 45 are commendable for our Company Sir. And I would like to thank for the very colorful pictorial and very comprehensive Annual Report, been well-tabulated, well-graphic, it is easy to understand the graphic and tabulated Annual Report Sir. For this, Rahul Neogi and his team deserves a good compliment Sir. And the dividend you have shelled out is 12 paise on Re. 1 share. Sir it has been noted. Sir one second Sir. Sir, Sir, hello. One second Sir. Our order book is on standalone 9850 crores and on consolidated is about 12000 crores Sir, 11732 crores. With the execution and the revenues which are seen, this should last for about 4 years, the order book on hand. And if we win more orders we will -- the time period would get extended. And I would like to know this order book, are there any time lines to be finished? It can be 2 years, 3 years. What is the time line given to execute these projects Sir, this 11732 crores of projects to be executed by when Sir. I am signing off. Vinod Agarwal from Mumbai Sir. Thank you.

- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Thank you Mr. Vinod Agarwal. Our next speaker is Mr. Tamal Kumar Majumdar. Mr. Majumdar you may kindly speak now.
- **Mr. Tamal Kumar Majumdar – Shareholder:**
- One minute Sir, one minute. One minute. I am joining, Is it okay?
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- We are not able to hear you clearly.
- **Mr. Tamal Kumar Majumdar – Shareholder:**
- Is it okay now? Is it okay?
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Yeah now it is okay and you can put on your camera also please. Yes you are visible now, yes.
- **Mr. Tamal Kumar Majumdar – Shareholder:**
- Good afternoon Mr. Karnasuta, MD Mr. Basu, and Mr. Singh and other Directors of the Company. Myself Tamal Kumar Majumdar, an equity shareholder of the company from Calcutta. I am joining the meeting after a long time. And thank you both Mr. Chairman and Mr. Basu for sharing their thoughts with us. Our secretarial team under the leadership of Rahul Neogi is always ready to help its shareholders. He, though a bit introvert, is one of the best company secretaries of our time. He always remains low profile despite his vast knowledge. Thank you Mr. Chairman for choosing such a fantastic professional to look after shareholder related issues. I have gone through the Annual Report of financial year 2021 which is more than 200 pages. 225 I think, investor presentation as well as Q1 results. And I believe within 3

minutes it is not possible to talk like this. So I seek your indulgence. I have some queries and I seek your indulgence. I am not going to take 30 minutes or 10 minutes or like that. But will try to complete as soon as possible.

- Sir considering the COVID pandemic our Company's financial results for financial year 2021 is not at all bad. During financial year 2021 our company booked a PAT of 19 crores on standalone basis. Company's recovery Notice being Q4 of financial year 2022 with EBI of 21 with EBITDA margin of 14.3% and despite second wave of COVID, its EBITDA margin of Q1 for financial year 2022 was 11.5% on standalone basis. And it booked a profit of 24 crores on standalone basis in Q1. Sir in page 11 of our report, Mr. Basu, you and our Vice Chairman mentioned that they hope to double our top line and order book with improved margins, supported by healthy cash flows. Taking into account these factors, would you please share with us your expectations for the remaining part of the year? Sir, the Company booked 8.48 crores as provision no longer required written back under "Revenue from Operations". It is on page 139. Instead of other income. Why it is being shown as revenue from turnover? It is being added to turnover. I never came across such thing earlier. It is a provision write back and you are showing it on the turnover. So I want to know your position in this respect, what is the reason. And Sir, Company reduced its debt by 100 crores during financial year 2021. Do you believe that within a period of 5 years we will be able to repay all our debts and depend on internal accruals for our future requirements? Sir, the Statutory Auditor put emphasis of matter in its audit report. Whether it is still affecting our business. And Sir, as per investor presentation dated 6/8/2021, total work of the group in hand on 18/5/2021 was in construction and concession was 81044 crores. And our share was 11732 crores as on 31st March. But Mr. Basu, you mentioned that in September you got another 1700 crores. So it comes to nearly 12000 crores. So the share is nearly 15% of the total order which the Company showed in its presentation of the total order booked. And Company also mentioned in its presentation that there are projects with lowest bids under negotiation was 4662 crores. What is our share in it? In this 4662 crores what is our share? And whether projects with lowest bid under negotiation converted into actual order till date. Sir, the management proudly mentioned our presence in 13 states, one union territory and Delhi/NCR. But if you look at the state wise order book position, that maybe noted that four states namely Karnataka, West Bengal, Tamil Nadu, Gujarat and Delhi/NCR contributed 75% of our total order. So out of 13, 4 states and one Delhi/NCR contributed 75% of our order. What about other states like UP? UP and others? Your view please Sir in this regard. Sir, it is noted from 153 that top five customers contributed 50.33% and one client contributed 14.1% of revenue during financial year 2021 on standalone basis. Don't you think that dependence on top – high dependence on top tiers is not at all a good sign for a Company like ours? Failure to pay by one client like Ever Grande in China, what happened in Ever Grande in China, will do havoc in our financials. Don't you think? You are depending on 5 customers for getting 50% of your orders. And take for example last year our company provided 40.93 crores under exceptional items towards current debts. Unbilled WIP from a customer. What steps you have taken to avoid such occurrence? And whether you filed any case against the Company, against whom we provided 40.93 crores. And any recovery made till date? Present status is to be

disclosed mentioning the name of the company. Sir, we are depending heavily on PSU and Government. Their contribution is 90% of our total contracts, of our order book position. And remaining 10% with private sector. And what I noted from your clients, the only GSW and Tata Power's name is there from the private sector. Depending on government projects creates problems due to delayed payments and other factors which increases our interest cost. Take for example out of total net receivable, of Rs. 481.32 crores during financial year 2021, 71.38% dues on 343.57 crores receivable from government PSUs. It is in 153 page. It is on 153 Sir. How are we coping with the problem? And Sir, in the era of soft interest regime, why we are paying 11 to 12.5% interest on per annum against plant loans from others? Because soft loan is there now. So 11 to 12.5% is very high from loans from others for buying plant and machinery like others. Why we are paying? Why we are not approaching the banks or tapping the banks in this regard? And Sir, what plant expenses under other expenses in page 131, increased to abnormally during financial year 2021 at 121.41 crores from 88.41 crores during financial year 20? Sir, I am a bit surprised, noticing the wording of note 34, page 144 of a professionally managed company. Where it mentioned that one scrap dealer defrauded the company by manipulating the quantity of scrap purchased valued at 48 lakhs. It is not clear to me on what basis the company is ruled out involvement of any enquiry official as it is the duty of the company staff officials to check the quantity purchased before its billing by the scarp dealer. How the dealer took it outside without the connivance of employees or security guards? We don't expect such childish note. Childish note from a company controlled by an MNC. And one straight reply from your end, what is the present status in this regard? Any recovery made as on date? Sir, the company paid royalty of Rs. 10.77 crores to its parent during financial year 2021. It is on page 141. What is the basis of the payment? How you used to calculate? And Sir we have a free reserve balance of 1047.52 crores as on 31st March 2021 consisting of securities' premium, reserves and retained earnings. It is on page 113. If we divide it with the number of shares, then it comes to 60.97 per share of Re. 1 each. It is in 113 Sir. So for every share the free reserve is 60.97. That is nearly Rs. 61 per share. The company has not declared any bonus. Bonus during its 90 years. Company proudly declared they are in India for 90 years. And it is sad there is no bonus issued during its lifetime, nor it is paying high dividend. With the free reserve of 60.97 per equity share of Re. 1 each, whether we may expect a special dividend in the near future. Last point Sir, is there any possibility on the part of our parent Italian-Thai Development Company Limited, to increase its stake to more than 50% in the near future from its current holding of 46.64%? Mr. Chairman as you are representing our parent company so asking this question to you Sir. Thank you all for patient hearing.

- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Thank you Mr. Majumdar. We have our next speaker, Mr. Kirti Shah. Mr. Shah you may speak now.
- **Host:**
- Sir Mr. Shah has not joined the meeting. With this we have completed all the speaker shareholders.

- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Okay. Thank you so much. I would request our MD and Mr. CFO kindly respond to the queries of the shareholders.
- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**
- Okay thank you for all the questions. Will answer Ms. Lekha Shah first. Madam your first question was whether and what is the effect of second wave of COVID in our business. Yes, it has affected a bit but as we had a similar situation last year, we probably know better. Better placed today how to handle it, and effect of second wave is less. There is some effect of lockdown which continued till two months back, mainly affected our supply chain and therefore project performance. But as far as workmen are concerned, we could able to keep them this time at Project site. In nutshell that second wave has affected but much less than the first wave. Work from home was continuing till a month back. Now mostly we are working from office. And in fact the project sites are concerned, they are all working from project since last year.
- The second question was whether everybody is vaccinated. We had taken a special drive at each of the project sites and office including the family Members of the employees, all are vaccinated. Our HR and IR team has done a very good job in this. I think that is all from Ms. Lekha Shah.
- Then next questions were s from Ms. Mascarenhas. Madam, you were enquiring about the effect of COVID on our staff, any any casualty? – yes, we have, we are very sorry to say that we have lost three of our good colleagues due to COVID. Nothing can compensate the life however your company tried to help the effected families with some financial compensation. We had a policy developed. To answer your next question, on Vaccination level as we have just mentioned, Most of the staff are vaccinated. The third question was about that we are working in several segments like marine, underground, MRTS, airport and many others. Which of the segments out of these are good, profit making? marine and underground metro are good segments and generating better bottom line in business. t. And our focus is also to increase our revenue in these two segments. Your third question was regarding order book. Yes, we have robust order book of Rs 11732 crores. We are still trying to improve it as for growth order book also has to increase. Regarding supply chain management and migrant labours I have already replied. Migrant labours effect is much less now because the amount of care we have taken for the labour during the first COVID they believe that it is better for them to stay at project than going back to their native place. we could encourage them to stay at site, and so the labor problem has been much less now. Regarding future roadmap, well we want to definitely grow at certain percentage that we are working out. On, capex, its mostly for the plant and machinery which we replace. Otherwise our capex is also under control. I think that answers most of the questions by Ms. Mascarenhas.
- Third set of questions were from Mr. Vinod Agarwal. First question from Mr Agarwal was order book of 12000 crores. But his question was different. His question was

that order book is so high why the revenue is less. Well, revenue mostly affected last year due to COVID. As you can see that in our first quarter, our revenue was only 400 crores. Normally we work around 800 crores per quarter. Second quarter around 500 crores. So it is a clear demonstration that due to COVID we could not do well in first two quarters. And that has affected the overall revenue of last year. Otherwise this 12000 crores order we should complete by 3 years' time, 3.5 years' time. And I think that is all from Mr. Vinod Agarwal.

- And the next set of questions were Mr. Tamal Majumdar, there are number of questions and we have tried to jot down as much as possible, Mr. Tamal, but I am sure that we will not be able to answer all the questions because we have not been able to get time to jot down all the questions. You said that despite Covid our PAT of 19 crores is not bad, thank you for your appreciation and you wanted to have the guidelines going forward about revenue and EBITDA. we should grow at the rate of somewhere between 15 to 20%, we will try to maintain this run rate going forward for another 2-3years time. Regarding revenue, there is a specific question about write back of 8 crores, Prasad will you be able to answer that.
- **Mr. Prasad Patwardhan – CFO, ITD Cementation India Ltd:**
 - When we write off any expense or any receivables it gets reported as a cost, as an expense and when it is written back it is shown on the income side in our profit and loss account, so although it is not directly a revenue from our operations, it is shown on the income side and that is the way it is presented in the financial statements.
- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Ltd:**
 - You have appreciated that we have reduced the debt by 100 crores and going forward we will try to maintain the same tempo to reduce the debt further.
 - You have a question about the distribution of job among the states of India, you say we have so many states why you are only concentrating on West Bengal, Tamil Nadu, Karnataka, why not UP and other states. Look the jobs that we are in is basically marine and underground, so marine jobs are all in coastal area which is basically Karnataka , Tamil Nadu and Gujarat and metro jobs also we are doing in Karnataka and West Bengal. It has just happened like that, there is no intention not to do work in UP or do more work in some other states, it has just happened because there were an opportunity and we could secure the job. That is why in certain states like Karnataka and West Bengal our presence is more. In fact, there is no specific strategy whether to work in certain states or not, it has just happened like that.
 - You had a question of top 5 customers who gives 50% revenue is it a risky proposition, yes, I agree with you that we should not put everything in one basket but at the same time if you see today customer like metro, airport and railways they are the main customers from where we are getting our work, naturally it is restricted to only 3 or 4 government customers. Similarly, in private also it is basically Adani port, DP World, port of Singapore those who are in marine sector. So it is a fact that our 80% revenue comes from 5 or 6 customers and we are okay with that. You have

mentioned about that last year write off of 39 crores from some of the customer. To answer, let me clarify that it is ILFS. and though we have written off, but still our effort is on to get back those moneys, but as we all know that ILFS is a global issue and so far we couldn't do much, we are trying our best whatever is possible we will try to retrieve from there. And your second question was how to prevent such situations in future, very pertinent question. In fact, every day we are developing, we are having a very robust system of the evaluation of the tender, we see who is the client, what is the nature of the job, we have improved our risk mitigation measure, we hope that in future we will be trying to avoid such type of jobs where we have risk of not getting paid. Similarly, our work dependence on PSU government jobs also you have mentioned, but I slightly differ with you, because it is not only PSU government jobs we do a lot of jobs for private sectors, particularly clients those who are having MNC presence like Port of Singapore, DP World and A.P. Moller, Toyo, some of the Japanese clients, and even from India, Adani. So there are a lot of private players, those who are our clients and we are equally working for them as well. You have mentioned that why you pay 11 to 12% interest which is high. We have to say that every company has got limitation to avail bank facilities, we need money to run the business and it comes from bank, and our clients in the from advance as well. Now you have to accept the tender condition, in tender condition most of the government companies they maintain that rate of interest 10 to 11% or SBLR plus 1% which comes to 11-12%, we don't have much choice on that. But at the same time I must also say that the private clients we try to take advance at 0% interest level. And we are quite successful in that so it is a mix of that. So somewhere where we cannot do anything we take in higher interest, in some places in 0% interest. Your question regarding the scrap at Nagpur, yes, we are all concerned about that but it has happened that someone, this vendor, he could do something electronically to reduce the weight of the consignment and we are investigating it, even before that there is a police case and there is a warrant against the supplier and he is now a fugitive. So we are taking all action to punish this guy and at the same time we have put our team to find out what improvement is required to prevent such issues in future. There is a question regarding the basis on the royalty, Prasad, could you get that question.

- **Mr. Prasad Patwardhan - CFO, ITD Cementation India Ltd:**
- Parent, Company ITD for a number of years now you know, as our parent company and single largest shareholder, they work very closely with us on the execution strategy of our projects, on the bidding and they are also involved with us in passing on the technology that we require for execution of these projects, and for this we are paying them a royalty of 0.5% of our turnover. And that is what is getting reported in our financial statements.
- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Ltd:**
- Regarding special dividend and bonus.
- **Mr. Prasad Patwardhan - CFO, ITD Cementation India Ltd:**

- Management can consider that at an appropriate time and come back to you, right now we are more concerned with using our resources for our project execution and getting out of the Covid related issues that we have been facing, and hopefully once Covid is behind us and we come back to the normal scale and level of our operations, we will again evaluate the possibility of how we can reward the shareholders and then come back to the shareholders with that.
- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Ltd:**
- Last question, probably I have missed one or two for sure, but still the last question to our chairman is that is there any possibility for parent company to increase the share from 46%. So I would request Mr. Chairman if he can kindly address this.
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Ltd:**
- Yes I think in the future it might be possible but it depends on the direction of ITD too, but it is a big possibility that we can increase in the future.
- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Ltd:**
- Thank you very much. Chairman Sir, if you can kindly....
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Ltd:**
- Ok, I believe that the questions and comments have been dealt with. I thank the Members for showing their interest in the company's operations, for incisive questions asked and valuable comments made. I would like to thank all the shareholders who are attending this meeting through video conferencing. The e-voting process will continue for the next 15 minutes and will be disabled after. With your kind consent and all the Board Members, I now declare the meeting closed and wish all the shareholders and their families a very healthy and safe future. Thank you, Ladies and Gentlemen, once again for being with us this afternoon, through video conferencing. Thank you.
- **End of file [e-voting]**