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**45<sup>th</sup> AGM of ITD Cementation India Limited**  
**August 28, 2023**

- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Good afternoon, Dear shareholders, thanks to all of you for being with us today at the AGM. 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 extend a warm welcome to all of you at the 45<sup>th</sup> Annual General Meeting of the shareholders of the Company being held today i.e. 28<sup>th</sup> August 2023 at 4.00 pm Indian Standard Time through video conferencing and other audio-visual means as permitted by the Ministry of Corporate Affairs and Securities and Exchange Board of India.
- For your kind information this meeting is being live streamed and the webcast of this meeting is being provided by National Securities Depository Limited, NSDL. The registered office of the Company in Mumbai is the deemed venue for this AGM.
- Before we commence, I would like to take you through certain key points for participation in today's AGM. The shareholders have been provided with the facility to join this meeting through video conferencing other audio-visual means on first come first served basis. All the shareholders 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 the meeting. Once the question-and-answer session begins I will announce the names of the registered speaker 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 to switch them on. While speaking if any shareholder is unable to join through video mode due to any reason the shareholder is requested to 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 there is proper lighting, the background sound is minimized and 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 then 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 would 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 shareholder faces any technical issue, he or she may call helpline numbers of NSDL as mentioned in the notice of the AGM.
- Now I would like to take this opportunity to introduce you all to the directors in the board of our Company.
- Mr. Piyachai Karnasuta is the Chairman of the board of directors. He is also the Chairman of the CSR Committee and member of the Audit Committee, the Nomination and Remuneration



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- Committee and Stakeholder Relationship Committee. He is attending the AGM from Bangkok.
- Mr. Sunil Shah Singh, Independent Director, is the Chairman of the Audit Committee and Nomination and Remuneration Committee. He is also member of the CSR Committee. He is attending the AGM from Pune.
  - Ms. Jana Chatra, Independent Director and a member of the Nomination and Remuneration Committee. She is attending the AGM from USA.
  - Mr. Pankaj I.C. Jain, another Independent Director, is the Chairman of Stakeholder Relationship Committee and a member of the Audit Committee and Risk Management Committee.
  - I have been authorized by the Chairman to inform you that due to sudden pre-occupation and personal reasons he is unable to attend the AGM today and has therefore authorized the Managing Director of the Company, Mr. Jayanta Basu, a member of the Stakeholder Relationship Committee to attend the meeting on his behalf.
  - Mr. Santi Jongkongka is the Executive Vice Chairman of the Company and Chairman of the Risk Management Committee. He is also a member of the CSR Committee and Stakeholder Relationship Committee. He is attending the AGM from the Company's registered office in Mumbai.
  - Mr. Jayanta Basu is the Managing Director of the Company. He is also a member of the CSR Committee, Stakeholder Relationship Committee and Risk Management Committee. He is attending the AGM from Company's registered office in Mumbai.
  - Representatives of the statutory auditors, Ms. T.R. Chadha & Company, representatives of the secretarial auditors, M/s. Parikh & Associates, and cost auditors are also present at this AGM through video conferencing.
  - Before I take you through the voting process and other matters, let me also introduce you to our Chief Financial Officer, Mr. Prasad Patwardhan, who is sitting to my extreme left.
  - Now I come down to the voting process and other matters.
  - Since this AGM is being held electronically and physical attendance of the shareholders has been dispensed with, the requirement of appointing proxy is not applicable.
  - The Company has received authorization from 1 shareholder appointing their representatives under Section 113 of the Companies Act, 2013, in respect of 80113180 equity shares in aggregate representing 46.64% of the paid up equity share capital of the Company.
  - The register of the directors and key managerial personnel and their shareholding and the register of contracts and arrangements in which the directors are interested are available electronically for inspection by the shareholders during the AGM. Shareholders seeking to inspect such documents can send an e-mail to [investors.relation@itdcem.co.in](mailto:investors.relation@itdcem.co.in) which is also mentioned in the AGM notice.



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- The notice of 45<sup>th</sup> Annual General Meeting along with the audited standalone financial statements together with the board's report and Auditor's report thereon and audited consolidated financial statements along with auditor's report thereon for the year ended 31<sup>st</sup> March, 2023, had been emailed within the statutory period to all the shareholders whose email addresses are registered with their depository participants or with the Company or with KFIN Technologies Limited, the Company's registrar and transfer agents. Hard copies were also dispatched to those shareholders who have requested for the same.
- With your kind permission I will take the notice of the meeting as read.
- Since there is no qualification, reservation, adverse remark or disclaimer made either by the Statutory Auditors in the auditor's report on our financial statements of the Company or by the Secretarial Auditors in the secretarial audit report relating to statutory compliances for the year ended 31<sup>st</sup> March, 2023, 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 shareholders to cast their votes electronically in respect of the business stated in the notice dated 25<sup>th</sup> May 2023.
- Shareholders may kindly note that there are 4 agenda items at this AGM for their approval. 3 agenda items are of ordinary business which are proposed to be passed as ordinary resolutions which are as follows:
  - Number one being: To receive, consider and adopt the audited standalone financial statements together with the Board Report and Auditor's Report thereon, and audited consolidated financial statements along with Auditor's Report for the financial year ended 31<sup>st</sup> March, 2023.
  - The second item of business being: To declare a dividend of Rs. 0.75 per equity share of Re. 1 each which is 75% for the financial year ended 31<sup>st</sup> March, 2023.
  - The third ordinary business item being: To appoint a director in place of Ms. Santi Jongkongka, (DIN No. 08441312), who retires by rotation and, being eligible, offers himself for reappointment.
- There is one item of special business which is proposed to be passed as ordinary resolution which is as follows: Confirmation, approval and ratification of payment of fees to the cost auditor for the year ended 31<sup>st</sup> March 2024.
- As per the timeline mentioned in the AGM notice, remote e-voting facility was kept open from Friday, 25<sup>th</sup> August 2023, 9 am Indian Standard Time upto Sunday, 27<sup>th</sup> August 2023, 5 pm Indian Standard Time. The voting at the AGM will be conducted by the same e-voting system of NSDL which was used during the remote e-voting mentioned above. Shareholders who have already exercised remote e-voting facility prior to the AGM may attend the AGM through VC or other audiovisual means but will not be able to cast their votes again on the resolutions. Shareholders 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 upto 15 minutes from the time of conclusion of this AGM. Shareholders may please note that there will be no voting by show of hands.



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- Mr. P.N. Parikh or failing him, Mr. Nitesh Dhaliwala or failing him, Ms. Sharvari Shah of M/s Parikh & Associates, Practising Company Secretaries, has been appointed as scrutinizers for scrutinizing the e-voting process in a fair and transparent manner. The Chairman has authorized Mr. Jayanta Basu, the Managing Director, and myself, the 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 30<sup>th</sup> August, 2023, and the results will be placed on the websites of the Company and NSDL. The results will also be notified to both BSE Limited and National Stock Exchange of India Limited where the Company shares are listed.
- Since a requisite quorum is present in the meeting, I will hereby request our Chairman Sir to please call the meeting to order and address the members by reading out the Chairman statement.
- Thank you so much.
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Limited:**
- Thank you, Mr. Neogi.
- Good afternoon, ladies and gentlemen. The requisite quorum being present, I call the meeting to order. With your kind permission, I will read out the Chairman's statement.
- Good evening, Ladies and Gentlemen. It is with great pleasure that I welcome you today on the 45<sup>th</sup> Annual General Meeting of your Company to highlight our performance achievement and chart a course for our future endeavours. The annual report together with the audited financial statements and the Directors' Report for the year ended 31<sup>st</sup> March, 2023, are already with you and, with your consent, I will take them as read.
- Before we dive into the achievements and milestones of the past fiscal year, let me start with the outlook on the construction sector and opportunities that lie ahead of your Company.
- The Indian construction industry continued to play a pivotal role in driving the Indian economy with a strong forecast from the government on fostering infrastructure development.
- Some of the major initiatives by Government are as follows:
- To support and expedite infrastructure development in the nation:
- The capital investments expenditure for infrastructure has been increased by 33% to 10 lakh crores in the Union Budget 2023 to 2024, equalling 3.3% of GDP and roughly 3 times of the outlay in the 2019 to 2020. Some of the key drivers of infrastructure development is the national infrastructure pipeline, national monetization pipeline, Gati Shakti Masterplan, national logistics policy, Udaan Scheme, that's the roadmap for upcoming and under construction projects. Further dedicated institutions like the National Investments and Infrastructure Funds and National Bank for Financial Infrastructure and Development have been established to take care of the financial needs of the infrastructure projects. Also, Project Export initiative of the Government of India is a very encouraging move for the sector to enable companies to bid for overseas projects which will be funded by Export-Import Bank



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of India. The construction sector in India is marked by challenges and opportunity in equal measure. In the face of these dynamics, I am proud to say that your Company has consistently demonstrated resilience, adaptability and innovation in various aspects of its operations. Our ability to secure projects and deliver complete projects to the highest standard remain the testament to the dedication and expertise of our team.

Company performance:

- I am pleased to announce that your Company has achieved remarkable financial results during the last fiscal year. Our revenue, profitability and order inflow has seen a significant upswing with a robust growth across various business areas. This remarkable performance reflects your Company's team dedication, strategic foresight and adaptability to changing market dynamics. Your Company recorded the highest ever consolidated revenue of 5,091 crores which represents a healthy growth of 34% year-on-year basis.

Our consolidated operating profits was 463 crores representing a growth of 37% year-on-year basis. Highest ever consolidated net profit of 125 crores, which is a stellar growth of 80% year-on-year basis.

- Your Company continues to maintain a conservatively financed balance sheet with Net Debt to equity of 22 times which demonstrate a prudent financial management and provides with a flexibility to pursue further growth opportunities.

Operational excellence:

- I am pleased to share that during fiscal year 2022 and 2023 your Company has secured highest ever order inflow of approximately 8000 crores which has resulted in the Company achieve an all-time high order book of 20,044 crores as on March 31<sup>st</sup> March, 2023. This healthy order book provides a multiyear revenue visible to our stakeholders and demonstrates a strong brand recall amongst customers.

– Some of the prestigious contracts that your Company has secured during this year:

- Secured single largest contract to construct a six-laning road in Uttar Pradesh.
- Project to construct West Container Terminal in port of Colombo, Sri Lanka.
- Wharf and Approach Trestle Work at Jawaharlal Nehru Port Trust in Maharashtra.
- Thal Sena Bhawan building in Delhi.
- The successful completion of several complex projects demonstrates our commitment to delivering excellence to our customers. Our adherence to stringent quality standards and seamless execution of projects has been instrumental in gaining trust of our customers and partners.

Some of the projects that we have completed during this year are as follows:

- Successfully completed our first international project in Yangon, Myanmar.
- Completed iconic Pamban Rameswaram bridge in Tamil Nadu.
- Completed 4 package of Bangalore elevated metro project in Karnataka successfully complete.



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Environment, social and governance:

- Your Company recognizes the importance of sustainable development in line with our commitment to environmental stewardship. We have adopted innovative practice and leveraged technology to minimize our carbon footprint. Our forecast on sustainability does not only contribute to a greener future but also strengthens our position as a social responsible organization.
- Your Company is among a few construction Company in India accredited with ISO 9001:2015 for quality management system. ISO 14001:2015 for environmental management system and ISO 45001:2018 for Occupational Health and Safety by TUV-Nord.
- Our dedication to social welfare is at the core of our philosophy, we have extended our support to communities through various CSR initiatives, uplifting life and making a positive impact on society. We believe that to grow as a Company we must also contribute to growth and wellbeing of the community we serve.
- Our effort to reduce ecological footprint and create positive social impact remains a fundamental pillar of our identity.

Awards and recognition:

- It gives me immense pleasure to announce some of the awards and recognition that your Company has received from prestigious national and international organization as a testament to our unwavering pursuit of excellence and commitment, reliability, sustainability and quality.
  1. International Safety Award to Trichy Airport and Tangedco Marine Project by British Safety Council.
  2. Best Construction Project of Nagpur Elevated Metro and Trichy Airport Project by Construction Industry Development Council.
  3. Special Suraksha Puraskar for Myanmar Project by National Safety Council India.
  4. Award of Excellence for Bangalore Elevated Metro Project from American Concrete Institute.

Future Outlook:

- As we look ahead, we remain committed to further strengthen our position in the market and exploring new avenues of growth. Our focus on innovation, operational efficiency and customer satisfaction will continue to drive us towards realizing our vision of being the preferred choice for infrastructure development. With the collective effort of our passionate team, we are poised to embrace the challenges and opportunities that lie ahead. Looking ahead the future looks promising with our indicators pointing towards robust growth in infrastructure for the next 3 to 5 years at least. The increasing allocation for infrastructure development is expected to bolster the development and transformation of our city paving the way for a more prosperous sustainable future.

I would like to take this opportunity to thank our parent Company Italian-Thai Development Public Company Limited and our esteemed Board Members for providing the Company with their leadership and guidance.





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- I want to express my heartfelt gratitude to our valued stakeholders including government agencies, regulatory authorities, customers, vendors, lenders and all our shareholders for unwavering support and belief in ITD Cementation India Limited. Your trust in us fuels our determination to strive for excellence in every aspect of our operation.

I would like to take this moment to extend my gratitude to our employees, whose dedication and hard work are the bedrock of our achievement and the passion and the commitment that drives us forward and make us proud to be a part of the ITD Cementation family.

Thank you all once again for unwavering support and I look forward to celebrate milestones, more milestones with you in the year to come.

I now request, Mr. Jayanta Basu, Managing Director to share with you the Company's performance related highlights and some other information of general interest.

- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**
- Thank you Mr. Chairman and good evening to esteemed Board members, distinguished shareholders of this Company. I thank all of you for attending this AGM of your Company. It gives me immense pleasure to share the operational performance of your Company for the year 2022 and 23. As we gather here, I am honoured to address and reflect on path ahead. It is evident that our dedication to quality and our ability to adapt to changing times have been key drivers in our success. The projects we have undertaken, the challenges we have overcome and the solutions we have devised demonstrate our team's proficiency and determination. In 22-23, the Company has seen a remarkable year of delivering growth with excellence demonstrated by strong operational and financial performance. As highlighted by our Chairman, the Company has achieved highest ever revenue, profitability and order book win. Your Company has well diversified order book spread across various business segments and geographies which help to gain leverage and mitigate execution risk.

We are in urban infrastructure such as elevated metro rail transit, underground metro rail and airport. We are into highways, bridges and flyovers, maritime structures, industrial structures and buildings, hydro, dam, tunnel and irrigation, water and waste water. We are a specialized foundation engineering company as well. Your Company is proud to be involved in many key projects giving opportunity to the Company to demonstrate its capability and drive positive changes. In metro sector, the Company is engaged in underground metro projects in Chennai, Bengaluru, Kolkata and Mumbai with focus on improving urban transport and connectivity. Our presence in the airport sector is on modernising Trichy airport, Pune and Ahmedabad airport to meet growing demands. In highways and bridges and flyovers, the 6 lane road in UP is a noteworthy project to enhance road connectivity. In maritime structures, your Company is executing projects like Captive coal jetty and island breakwater in Udangudi which is in Tamil Nadu. Marine infrastructure projects in Karwar, project Seabird for Indian Navy, deep sea breakwater in Vizhinjam, Kerala. We are developing captive coal jetty, oil jetty at Kamarajar Port, that is at Ennore, another oil jetty at Mumbai Port. We are also constructing container terminal about 1km long berth at JNPT Mumbai, international maritime project at Colombo, Sri Lanka and Bangladesh we have just started.

In the tunnels and irrigation sector, we are building railways tunnels between Sivok and Rangpo in West Bengal and Sikkim, and irrigation project in Paranhita, Telengana thereby improving railway connectivity and water management.



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- In buildings, the projects undertaken are construction of circuit bench of Calcutta High Court at Jalpaiguri in North Bengal. We are also building Sikkim University near Gangtok, aerospace museum at Palam in Delhi, Navy headquarters, New Headquarter of Indian Army at Delhi, which is called Thal Sena Bhavan. These projects highlight our diverse capabilities and commitment to driving positive change through sustainable growth. Our order book has increased substantially as compared to past years. Good amount of work in hand with diversified compositions of projects gives us enough leverage and freedom to strategize our pursuit to growth with excellence in all parameters.

Your Company's ability to harness new technologies, streamline process, quick decision making ability, creative thinking and culture of caring people and flexibility to adopt changes will be instrumental in maintaining competitive edge along with our target of expanding horizons and accelerating growth.

- In conclusion, we firmly believe that our past achievements are stepping stone to an even more promising future. As employees, stakeholders and partners of ITD Cementation India Ltd., we are entrusted with responsibility of upholding Company's legacy and propelling it to greater heights.
- Thank you for your unwavering support. Together, we will continue to build a legacy of excellence that will stand the test of time. Thank you.

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

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

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

- Thank you Chairman Sir.

- Dear shareholders, on behalf of Chairman, I would like to announce the commencement of e-voting at the AGM on all the agenda items by all the shareholders who have not cast their votes through remote e-voting facility that was made available from 25<sup>th</sup> August 2023 to 27<sup>th</sup> August 2023. Kindly note that votes once cast cannot be changed subsequently. I would now request all speaker shareholders who have registered their names once again to kindly limit their queries to not more than 3 mins each, giving out their names and the place from where they are attending the AGM before speaking.

- Our 1<sup>st</sup> speaker today is Mr. Anil Mehta. Mr. Mehta Sir, kindly click on the audio and video button appearing on your screen and you may now start speaking now sir. Thank you.

- **Mr. Anil Mehta – Shareholder:**

- Am I audible sir?





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- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Yes sir, you are audible.
- **Mr. Anil Mehta – Shareholder:**
- Hello?
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Can you be a little bit louder? You are audible sir.
- **Mr. Anil Mehta – Shareholder:**
- Now it is ok?
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Yes sir.
- **Mr. Anil Mehta – Shareholder:**
- Ok, thank you very much sir. Good afternoon to all. This is Anil Mehta attending this meeting from Bombay. Sir, I have a few questions. Question no.1, is how does the Company identify the new directors? Has the Company used outside recruitment services to find the directors? What fees were paid to these consulting clients? Does the Company consider nomination from the shareholders?
- Next question is that sir, what is the Company doing to improve the shareholders' relations?
- And the last question is that, what step has the Board of Directors taken to monitor management action and encourage shareholders' interest are protected? With this we are supporting all the resolutions and thanks to the Secretarial department for their co-operative and helpful nature and all the best for the future. Thank you very much sir.
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Thank you sir. Our next speaker is Mr. B. Vijaykumar. Mr. Vijay Kumar Sir, you can kindly click on the audio and video button appearing and you may now start speaking now sir. Mr. Vijay Kumar sir.
- **Ms. Rimpa Bag – Co-host:**
- Sir, please unmute yourself.
- **Mr. B. Vijay Kumar – Shareholder:**



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- Can you hear me?
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Yes sir, yes.
- **Mr. B. Vijay Kumar – Shareholder:**
- Good evening dear distinguished Chairman, Executive Vice Chairman, Managing Director and the Senior Management. At the outset, I congratulate the excellent performance delivered by our Company ITD Cementation. I have seen in the last 4yrs., our leadership has catalized and transformed for a real positive metamorphosis. That's my first observation. Our annual report has been the best testimony for the current year and beautifully covered the entire spectrum of our business especially the projects which we are executing. My congratulations to the investor team and the secretarial team and the corporate team. They have really come out. And I have a small suggestion here and our Chairman addressed that we have won several significant awards. Why we should not refer our AR, Annual Report in our winning nomination to ICI, Institute of Chartered Accountant, Free Business Journal and other ad associated in the infra space where our annual report efforts are laudable. That's one of my suggestions because it really gives the complete depth of quality of business and complexity of projects our Company is carrying. I am very happy to see some of the iconic projects' pictures in this.
- Now coming as a shareholder, I am very happy that in one year, our shares have reached the phenomenal 120% growth from last year, that is the metamorphosis which I was talking because of the leadership catalyst, which I shared at the outset. Sir, coming to other 3-4 issues which I wanted to talk, that our MDA Analysis I have gone through, BRR I have gone through and our CSR efforts that I have gone through, it is almost aligned to the ESG which is a very very good sign for a well compliant Company like ours which is a real future readiness for our ESG levels. That's one of my observations.
- Sir, now coming to the last 3 important which I would like to ask our Chairman and our MD. ITD has been supporting our Company over 20yrs., if I am correct. Our growth has been tremendously supported by our parent Company and their lineage as MNC. Perhaps, we are the only Company in India with MNC lineage so how they look at India next 5yrs. is my 1<sup>st</sup> to our Chairman, no.1. 2<sup>nd</sup> to our MD, that our bidding pipeline, is how robust is so many projects are coming through Government initiatives and recently, I think we have secured a Bangladesh project and Sri Lanka and made a footprint in sub-continent after our Myanmar efforts. So these were my thoughts plus how the major project Ganga, which is one of the biggest projects our Company has secured, How is the progress in terms of its 27 months, I had seen that it is going to be completed and how this project is moving along with the 2/3 metros which our MD referred along with the iconic project Udangudi. Lastly, I will congratulate the entire team who have delivered operational excellence, financial excellence and shareholder's delight and I am sure, this year with the 1<sup>st</sup> quarter performance is an indication for the next 3 quarters with this tempo of 30-40% growth will demonstrate for the shareholders. Thank you very much.



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- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Thank you so much Mr. Vijay Kumar. Our next speaker is Mr. Mahesh Bubna. Mr. Bubna Sir, you can kindly click on the audio and video button.
- **Ms. Rimpa Bag – Co-host:**
- Sir, Mr. Mahesh Sir has not joined. We can move to the next speaker shareholder.
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Ok. Our next speaker is Mr. Rajendra Sheth. You may please speak now.
- **Mr. Rajendra Sheth – Shareholder:**
- Hello, can you hear me sir?
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Yes sir, I can hear you.
- **Mr. Rajendra Sheth – Shareholder:**
- Ok. I am speaking to you from my factory in Bhiwandi. Chairman Sir and management team, I am Rajendra Sheth speaking from Thane. Sir, I would first like to heartily congratulate our management team. The Company has given us excellent results. I have always had full trust on the management right from the beginning and it has really become true today. I have only 2-3 questions sir. What are we going to do in CSR activity in the future? Tell me about that please. Sir, please tell me about the dividend policy. Does the Company get impact by political changes or does it impact the business? Tell me about that please. The growth of the Company has been very good, very very good. I thank the management for the same. I support all the resolutions of the Company. I give my best wishes to the Company. Your secretarial team is working very well under the leadership of Rahulji. They sent me the notice on time for which I am very grateful. That's it. I will end my speech with a shlok. Please listen to me sir. '*Ya Devi sarva bhuteshu shanti rupen sansitha. Namastasye, namastasye, namastasye namoh namah!*' I will pray to God that our Company goes ahead under your leadership. Thank you for giving me a chance to speak. Thank you Sir, Thank you.
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Thank you so much Mr. Sheth Sahab. Our next speaker is Ms. Lekha Shah.
- **Ms. Rimpa Bag – Co-host:**
- Sir, Ms. Lekha Shah Mam has not joined.
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**



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Ok. Our next speaker is Mr. Tamal Kumar Majumdar. Mr. Majumdar Sir, you may kindly click on the audio and video button and start speaking.

– **Mr. Tamal Kumar Majumdar – Shareholder:**

- Yes. Respected Mr. Karnasuta, Mr. Basu and other directors of the Company. Myself Tamal Kumar Majumdar. I am an equity shareholder from Kolkata. My special thanks to our Company Secretary Rahul Neogi who sent me the hard copy of the annual report and for the link for the meeting so that I can do my homework and attend the meeting. Thank you Mr. Chairman for sharing your thoughts with us. But I am a bit disturbed and I am a bit disheartened hearing our MD's speech at the meeting because it appears to us that the Company, the MD and others are more interested in sharing more information with the analyst and not with the shareholders. What you told at the meeting? Only read out a note, nothing else. No presentation, nothing is there. It looks odd, na? You are not taking your shareholders seriously. You are more interested in disclosing more information to your analysts and then to your shareholders. This gives a wrong signal. But this is the trend in India now. Your shareholders are for the packets and nothing else. So why should we share information with them? This is the attitude. Sir, I have gone through the annual report and I have some queries related to the audited accounts and other matters and seek your indulgence. During the financial year 23 and Q1 of financial year 24, the Company declared excellent results. Mr. Basu in the analyst meet held on 8.8.2023 disclosed that Q1 for FY 24, the margin was around 9.4-9.5%. He also said that it may be below, it may be below double digit during Q2 and may cross double digit during Q3 and Q4. Would you please share some details in this regard with us also. I do believe that the total revenue for financial year 24 will surpass financial year 23 revenue. What about legacy contracts? Our margins are very low. Despite better results, shareholders are not getting the benefits and promoter shareholders in addition to royalty which is increasing every year due to increase in the revenue. This year, it was 23.13cr. Last year, it was 15.97cr. In addition to that, getting dividend also. And what the poor shareholders are getting? They are getting a mere dividend of Rs.0.75 per share involving only 12.28 cr, which comes to only 10.37% of distributable profit. It looks odd for a Company which is making so much profit that they are distributing less than 11% to their shareholders. The Company has a free reserve balance of 1215cr. After deduction of proposed dividend of Rs.12.88cr. for financial year 23 as on 31<sup>st</sup> March 2023. If we divide the yield by the total number of equity shares, then it comes to Rs.70.77 per equity share of Re.1 each. Further the management has any thinking in respect of distributing this nearly 71cr., a proportion of the free reserve among its shareholders in the coming months. The Company shouldn't be considered as for the promoters, by the promoters and of the promoters. Please share your thoughts in this regard. Sir, under the other expenses during the financial year 23, retirement allowance was shown as 27.72cr. During Q1 of FY 24, the Company provided Rs.29cr. relating to its elevated metro project in Bengaluru. Would you please share details and present status in this regard, last year's provision as well as Q1's provision? What is the status? Whether the Company is going to provide more amount in the coming months? Sir, our Company booked losses to the tune of 120.80 cr. It was in 2023, it was 65.03 and in 2022, it was 55.77cr. It is in page 144. During last two years, relating to its Cemindia JV, relating to ITD Cemindia JV, what is the reason for booking continuous loss by the said JV? What was its position during Q1 in financial year 24? Your position, please be confirmed in this regard. Sir, the Company has a gross debt level of 790cr. as on 30<sup>th</sup> June 2023. What is the average rate of interest in it and whether the management is taking steps to decrease the rate of



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interest? And it is nice to note that the Company received a favourable arbitration order dated 25<sup>th</sup> August 2023 through which the arbitrator awarded the Company its claim totalling 4.71cr. plus interest plus arbitration expenses of 0.15cr. What will be the total recoverable amount after having interest and arbitration expenses? Whether the claim of Rs. 4.71cr. shown in the accounts of the Company during earlier years? Do you expect its recovery shortly? And what is the status of recovery against trade receivables of Rs.15.77cr. and unbilled work in progress of 52.52 cr. mainly on account of cost over-run? It is in page 195 Sir. Your thoughts please be shared with us. Last question of whether Massachusetts Institute of Technology with a shareholding of 6.74% has any nominee on the board or ever asked for a position of the board or whether they are here only as an investor? Thank you all for patient hearing. Thank you.

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

– Thank you Sir. Our next speaker is Mr. Anil Parekh Sir. Mr. Parekh Sir, you may please speak now.

– **Ms. Rimpa Bag – Cohost:**

– Sir, Mr. Anil Parekh sir has not joined.

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

– Ok. Our next speaker is Mr. Vinod Agarwal. Mr. Agarwal, you may please speak now.

– **Mr. Vinod Agarwal – Shareholder:**

– Hello? Can you hear me?

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

– Yes, yes, you are audible.

– **Mr. Vinod Agarwal – Shareholder:**

– Respected Chairman Mr. Piyachai Karnasuta, MD Jayanta Basu, CFO Prasad Patwardhan and CS Rahul Neogi, good afternoon and regards to everyone Sir. I voted for the 4 resolutions that ought to be passed in today's meeting. I have seen the annual report. It is highly pictorial. It is showing so many pictures of our projects which are very prestigious and heavy engineering projects. So it's good. As the previous speaker said sir, we had an EPS of 7.23 but the dividend was only 75p. That works out to less than 11%, just a little over 10% Sir. We shareholders expect about 30% to be dividend pay-out minimum and the rest you can plough back into the Company. But the dividend is also expected by the minority shareholders Sir, which you have not been able to give to the extent it should have been Sir. When I see the borrowings of over 725cr. and the cash balances are there 444cr. and 28cr and 155cr, so the net debt level which you have shown as 0.6, it comes down to much lower than 0.6. It will be just about 0.15 sir it will be 0.015 it should be. It cannot be 0.6 which you have shown in your annual report sir. Sir, I am pleased with the new order book that you have got 8000. It's



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taking your order book to 20,444. I want to know what is the timeline for the execution of these projects? We know the revenue stream. It is already at 5000cr. Does it go to 7000cr or 8000cr. within next year? If it is 3yr., it should go to 7000cr. I am pleased with the award that the Company has got. Page is 34 and 35 mentioned. Even the projects which you have got are still heavy engineering. In the road construction, 157kms, 6 lanes. The jetty and maritime structures, even the Thal Army Sena Bhavan, all very good Sir. I am pleased with the performance of the Company. You should only look at the dividend. It must be 30% payout from next year Sir. Thank you, signing off. Vinod Agarwal from Mumbai.

- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Thank you sir. Our next speaker is Mr. Vinay Bhide Sir. Mr. Bhide Sir, you may please speak now.
- **Mr. Vinay Bhide – Shareholder:**
- Could you hear me?
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Yeah, we can hear you but we cannot see you. If you can kindly put on camera.
- **Mr. Vinay Bhide started the video.**
- **Mr. Rahul Neogi:** Right Right.
- **Mr. Vinay Bhide – Shareholder:**
- Chairman - Mr. Piyachai Karnasuta, Executive Vice Chairman – Mr. Santi Jongkongka, Managing Director – Mr. Basu, other distinguished directors present at today's AGM, Company Executives, fellow shareholders, good evening to all of you. As already announced, I'm Vinay Bhide, a long-time supporter and shareholder speaking from Mumbai. 'Expanding horizons, accelerating growth', that seems to be the cover theme of this year's Annual Report. I'm indeed pleased to be a speaker and actively participate in the 45<sup>th</sup> AGM of our Company. You will also be pleased to note, that our family holds shares since the initial public offering. My parents were the first to hold shares, and myself subsequently in later years. We continue to hold shares even to this date. Ours is probably the only publicly listed infrastructure/specialised infrastructure Company in India with a multinational tag. I used to participate in physical AGMs earlier, and continue to do so now in the online mode.
- Galloping order book for the last 3 financial years, followed up equally by rapid sales growth, reached 4,675 crores in the last year. While steadily maintaining EBITDA margins, our net profit has substantially improved from 16 crores to 124 crores in FY22-23. Congratulations on this stupendous performance. I'm also pleased to note an observation of another shareholder, Mr. Basu mentioned that in Q1 margins are just under 10%, and we're expecting to go well above double-digits in the latter half of the year. Our Finance Team led by Mr. Prasad Patwardhan also needs to be congratulated on this sustained performance.
- Now, a few questions that I've listed out. First question is that What percentage of our FY22-23 sales came from variable cost-based orders/contracts? The Second question is that What





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percentage of FY22-23 order book comes from variable cost-based orders? I just want to add something in between the questions. I heard a few speakers earlier mention about importance being given to analysts, and not to small shareholders. And, these sample few questions will help you the different dimensions or different lengths from which we look at the companies. The third question is Page 14 shows Order Book in Key Business Areas. Thank you for the same. I have a question here. Urban infra, MRTS and airports is one such key business area, the second being, hydro, dams and tunnels. My question here is there, if I look at the figures for the order book for the 2 years that you've shown there and the present situation that we stand here today, how do you look at the order book conclusion for the current financial year? Next question What is the percentage wise order? Order book percentage in government and non-government sector in our order book? Based on present trends, tenders, order book, how do you expect to end the order book for FY23-24 in its key business areas?

- Congratulations on the awards, as mentioned by the earlier shareholders on pages 34-35 of the Annual Report. Please keep the flag flying. It gives us a lot of confidence. Also for the sake of repetition, I did hear an earlier shareholder mention you know about the heavy reserves. Just look at you know at the paid up capital and you know the handsome reserves, and you will not need anyone to tell you that loyal shareholders like us will be asking for a handsome rewards, not only in the form of dividends or special dividends, but also for a handsome bonus issue. You can also tell us as to when we have paid, when we have given the last bonus issue. And finally in conclusion, a mention must also be made of our Company Secretary Mr. Rahul Neogi and his colleague Rekha, for supporting us in this participation. I think I have just about taken the time allotted to me. I will close with best wishes to the entire board, to the employees at all levels. Thank you for giving me an opportunity to speak. Jai Hind! Thank you so much.
- **Mr. Rahul Neogi – Company Secretary, ITD Cementation India Limited:**
- Thank you Sir. We have received the following query from one shareholder Mr. Nirvana Laha. I'll just read out the questions. We have seen several mid-sized infra companies doing very well in the road sector, NHAI, over the last 5 plus years. These companies have been consistently growing top line, being paid on time by National Highway Authority of India (NHAI), and earning a very commendable 15-16% EBITDA margins in these projects, which are much superior to the margins that ITD Cementation seems to be earning even on new projects. The HAM model especially, seems to be working well. There are virtually no projects which get stranded due to land availability issues, and there's a clear step-wise land handover mechanism to the willing Company, failing which, the government has to pay penalties. The next question is, why is there 100 crore worth of payable pending for over 2 plus years and 65 crore worth of payables pending for 1-2 years? In general, why does the Company have such high payable days when benchmarked with other infra companies?
- These queries will be responded to suitably, along with queries of other shareholders, if any. I would now request our MD – Mr. Basu and Mr. Prasad Patwardhan our CFO to kindly respond to the queries of the shareholders.
- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**
- I think we will first answer Mr. Nirvana Laha who has sent his question before, that why we are not in the NHAI project, particularly in HAM where some of the companies are making



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good margins, it seems. First of all, I'd like to mention that, profitability is very important, but consistency and longevity also equally important. We found that the job which we are in, like marine structures, urban infra, are very challenging, and we are able to maintain our profitability in a long-term basis consistently. But our experience with road projects in past was not so good. And we normally in the business of EPC, we're not in HAM. So, we'll not be able to comment that whether we'll be able to be successful like other companies in this segment of road projects. And specifically NHAI, if you see the competition, in each contract atleast 15-20 competitors are bidding for the job. I don't think that that will be our cup of tea. But definitely, your suggestion is well taken and we'll look into that in the future, if we can find some... maybe we'll see that in the future, but not now.

- Regarding your second question about the payment of over dues to sub-contractors, Prasad, if you can address that.

– **Mr. Prasad Patwardhan - CFO, ITD Cementation India Limited:**

- Yeah sure. Regarding the payables that we have for you know more than 2-3 years, this largely comprises of retention money that we have held back from some of the vendors. And the second thing is you know in some instances, we have got back-to-back payment terms with our sub-contractors. So, we'll release the payment to the sub-contractors only when we get the payment from our customers. So because of these two reasons, we have these payables for more than 2 years in some instances, because these projects are going on, and our retention money is also held back by the customer. So, when our money is released by the customer, we'll release the payment to the sub-contractors as well.

– **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**

- Now I'll start with Mr. Anil Mehta. Your first question was, do you have any procedure to identify the directors? Yes, we have got our internal procedures that we go through it which we cannot discuss that right now here. But definitely, as a limited Company and a very old Company, we have our procedures to follow that.

- Your second question was, what do you do about shareholder relationship?

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

- We have a very robust system to address shareholder's grievances, as and when we come across, and we proactively deal with the shareholder's queries and grievances. It is our utmost effort to reach out to the shareholders in the best possible manner that we do. We are always open to suggestions from you, if there is any. We look forward to those suggestions. However, we want to go on record to say that, we are one of those companies which is very very compliant, and we take shareholder's grievances and request for redressal of grievances very very seriously. And, we try to see to it, that they are being addressed properly and in the right perspective.

– **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**

- Next question was from Mr. Vijay Kumar. Mr. Vijaykumar, you have appreciated our good performance and good quality of the Annual Report, thank you for that. Your suggestion was to convey our awards and good work to various media and forums, which is also well taken;



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we'll try to do that. You have appreciated our growth, thank you for that. And your definite question was, what is the bidding in pipeline and what we are going to do with the Bangladesh and Sri Lanka job and about Ganga Expressway? Bidding is in pipeline. In addition to that, there are several works which are under tender process, or pre-qualification. Most of them are from underground metro, marine jobs and some buildings. Regarding the newly secured job at Sri Lanka, we have started the work, and as far as our program is concerned, we are on schedule. There are no hiccups there, it's going on well. Bangladesh order we have just secured a week back. It's now in a very initial stage, and we have to see how it goes. Regarding Ganga Expressway, yes, it's a 27 month job. So far the progress is quite encouraging, and we have been able to achieve the progress, what it should be, as per the original program. So, we are going well there. You had a definite question to our Chairman, that what is the outlook of ITD for the next 5 years on ITD Cementation? On behalf of the Chairman, I can say that outrightly, ITD is very happy with our performance, and they want to grow their business in India. Mr. Chairman, if you want to address something on this issue?

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

– Yes. The same what Mr. Basu just said, as I explained in the Chairman's statement already, the Government of India has many jobs in the coming 3-5 years, and as a supporter, we think the Indian economy in infrastructure will be a lot, and will support ITD and ITD Cem. Thank you.

– **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**

– Thank you Chairman. I think the next question was from Mr. Rajendra Sheth. Thank you for your congratulations to our management for our performance what we had. You had a definite question about the CSR policy. Yes, we have a CSR policy. Would you like to mention something about that?

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

– Yes, I would like to take this opportunity to inform you that we take specific pains to ensure that whatever we do on CSR, reaches the poorest of the poor, the under privileged sections of the society, and we also take care to ensure that we take up these CSR projects in and around the areas where we are operating currently; they include remote areas also. And, our basic aim is to aid in poverty alleviation, eradication of hunger and malnutrition, healthcare and all those things. And again, I wish to say that we are very serious in identifying projects that will help the needy people, and that is our motto for CSR. Thank you.

– **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**

– Mr. Rajendra Sheth had one more question about COVID. Is there any effect? I think COVID is behind us now. We don't see that it has got any effect on our performance now. Thank you for your Sanskrit Shlok. It was very refreshing as usual, like last year.

– The next question was from Mr. Tamal Majumdar. It is always very interesting to have questions from Mr. Majumdar, this year as well. And I think you are very disappointed with my speech, because it was very brief. But, we can talk whole day about the business prospects of our Company, what we are doing, that's not an issue and there is no intention of keeping it limited.



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- Yes, in Q1 our EBITDA was around 9.5%.
- Regarding legacy contracts, as all of you know, we had few legacy contracts like CC-26 at Delhi, Bangalore Metro Elevated job. But, I can say that, I even mentioned this in the last concall, those legacy contracts are behind us and we will not have any negative effect from those contracts going forward.
- Lot many questions about the dividend distribution. The points are well noted and that has been communicated to our top management and the Board. And as because , we have just started doing better, definitely this will be considered in a much better way next time onwards, that I can confirm to all the shareholders.
- Elevated metro Bangalore, Mr. Majumdar had a definite question. Yeah, last quarter also we booked a loss of around 29 crores, that is true. But, I have just mentioned that, that was the end of all. In fact, even it was not necessary, but to have a prudent management system, accounting policy, we have done that. There are lot many claims lying with us to the client. So, we don't expect any loss from this contract going forward.
- Your question regarding 65 crores loss from ITD Cem JV. This 65 crores loss is from the single contract i.e. BMRCL elevated, 80:20. I think that answers your question.
- Regarding arbitration award, 4.7 crores we have just got. So, we have to work out in detail, because hardly one week that we have got. You have some specific questions about the receivable on that. I think, we have to work it out. At this, I don't have the answer.
- You have some specific questions about unbilled WIP, page 195. Prasad, can you...?
- **Mr. Prasad Patwardhan - CFO, ITD Cementation India Limited:**
  - ...relating to some of the projects that are nearing completion or completed, and we are engaging with the customer for recovery of these amounts. And, as and when the discussions reach a conclusion, we'll be able to recover the money. And, we are hopeful of recovering the money, going forward.
  - Just to add further on a couple of other questions that Mr. Majumdar had – Our debt of Rs. 790 crores as of June, the rate of interest that we are paying, the average rate of interest is about 10-10½ %.
  - And, one more question which Mr. Majumdar had, was regarding the shareholding by Massachusetts Institute of Technology. I would like to inform you that MIT does not have any nominee director on our board. So, they are purely a financial investor with no board representation being given to them.
- **Mr. Jayanta Basu – Managing Director, ITD Cementation India Limited:**
  - Finally to answer Mr. Majumdar, definitely your suggestions are well taken regarding the operation and the financial performance to elaborate in a much detailed manner. That will be done from the next time.



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- The next question was from Mr. Vinod Agarwal. Thank you for your appreciation of our good Annual Report. Again, it goes back to the dividend, we have just addressed it. We will look into that. We will definitely look into how it can be increased.
- New order, timeline for execution. Normally in our construction business, the average timeline for a project is around 3 years. So, it varies from segment to segment – 2 ½ years to 3 years that is the timeline for the execution of a new project.
- You have mentioned about the Ganga Expressway, Thal Sena Bhawan and some more new projects which we have secured. So, those things are under control. Mobilisation has been done. So, they will be taken up very soon.
- The last question was from Mr. Vinay Vishnu Bhide. Thank you very much sir. You mentioned that you are one of the very old shareholders of this Company, from generation after generation. And we really thank you for your faith in us. And, we'll try to maintain our good performance so that you remain a shareholder of this Company forever.
- There are few questions regarding order book backlog. Actually, it has been mentioned in the Annual Report, but I'd like to mention that out of 20,000 crores, 6,000 will be from urban infra which consists of underground metro, airport and elevated metro. Marine will be around 4,000 crores. There are hydro tunnel and the rest is from the building. So, these are the key components of our order. In terms of the percentage of government order and the private order, it is around 60:40. 60% government and 40% belongs to the private.
- Was there any other question? I think that's all what we had today. Thank you for your patient hearing. Now I hand it over to Mr. Neogi.
- **Mr. Rahul Neogi - Company Secretary, ITD Cementation India Limited:**
- I would request our Chairman Sir to speak.
- **Mr. Piyachai Karnasuta – Chairman, ITD Cementation India Limited:**
- Okay, I believe that the questions and the comments have been appropriately dealt with. I thank the shareholders for showing their interest in the Company's operations, for your incisive questions asked and your 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 other 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 MEETING / E-VOTING BEGINS***