

Walker, Chandio & Co

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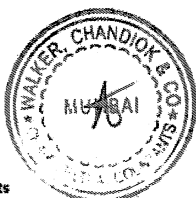
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Review Report

The Board of Directors of ITD Cementation India Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of **ITD Cementation India Limited** (the 'Company'), its subsidiaries and joint ventures (collectively referred to as the 'Group') for the quarter ended September 30, 2012 and the year to date results for period 1 January 2012 to 30 September 2012, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. i. *As described in Note 3(a) to the Statement, receivables as at 30 September 2012 include variation claims of Rs. 3,278 lakhs which are disputed by the customer. Out of this, claims amounting to Rs. 2,346 lakhs are a subject matter of arbitration. The Company has received arbitration awards in its favour in respect of the balance amount of Rs. 932 lakhs which have since been challenged by the customer.*
- ii. *As described in Note 3(b) to the Statement, receivables as at 30 September 2012 includes Rs. 3,384 lakhs representing interim work bills for work done which have not been certified by customers beyond normal periods of certification.*

Audit report on the financial statements for the year ended 31 December 2011 was also qualified in respect of this above matters by the erstwhile auditors.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurgaon, Hyderabad, Mumbai, New Delhi and Pune

Walker, Chandio & Co

4. *In our view there is an uncertainty in respect of realisability of the claims and receivables described in paragraph 3 above. Accordingly, pending the ultimate outcome of these disputes, arbitration and related matters and certification, we are unable to comment on the adjustments, if any, that may be necessary to total income, receivables, the profit before tax, reserves and earnings per share reported in the Statement for the quarter ended 30 September 2012.*
5. Based on our review conducted as above and consideration of reports of other auditors, *except for the matters referred to in paragraphs 3 and 4 above, the outcome of which is presently not ascertainable*, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. Without qualifying our report, we draw attention to
 - i. As described in Notes 4 and 5 to the Statement, receivables as at 30 September 2012 includes Rs. 1,449 lakhs relating to price escalation and variation claims which are disputed by the customer. These claims are in various stages of litigation and the realisability of these amounts is dependent upon these matters being finally resolved in favour of the Company.
 - ii. As described in Note 6 to the Statement, receivables and unbilled work-in-progress as at 30 September 2012 includes Rs.616 lakhs and Rs.2,757 lakhs respectively, in respect of a contract which has been rescinded by the Company and unbilled work in progress as at 30 September 2012 includes Rs.5,929 lakhs in respect of another contract where the Company has received a notice from the customer withdrawing from the Company the balance works to be executed under the contract for which the Company had also issued bank guarantees aggregating Rs. 2,227 lakhs. The Company has made claims against the customer to recover these amounts and has initiated legal action. Based upon legal advice received, management is reasonably confident of recovery of these amounts of work in progress. The recovery of these amounts is dependent upon these matters ultimately being resolved in favour of the Company.
7. The review of the financial results for the three months period ended 30 September 2011 included in the Statement was carried out and reported by S.R. Batliboi & Associates vide their modified review report dated 27 October 2011, whose report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement. Our review report is not qualified in respect of this matter.

Walker, Chandio & Co
For Walker, Chandio & Co
Chartered Accountants
Firm Registration No: 001076N

Amy Jassani
per Amy Jassani
Partner
Membership No. F 46447
Place: Mumbai
Date: 5 November 2012

**STATEMENT OF CONSOLIDATED UNAUDITED RESULTS
FOR THE QUARTER ENDED 30TH SEPTEMBER, 2012**

PART I

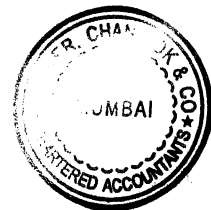
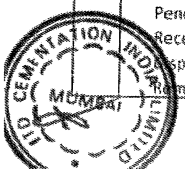
(Rupees in Lakhs)

Particulars	3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	Year to date figures for current period ended	Year to date figures for the previous year ended	Previous year ended
	30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	31.12.2011
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1 Income from Operations						
a) Net Sales / Income from Operations	34,561.81	40,289.22	39,072.51	125,212.30	127,895.90	171,218.57
b) Other Operating Income	-	-	-	-	-	-
Total Income from Operations	34,561.81	40,289.22	39,072.51	125,212.30	127,895.90	171,218.57
2 Expenses						
a) Cost of materials consumed	11,180.77	15,533.09	13,718.81	46,503.42	45,055.36	59,379.41
b) Employee benefits expense	4,844.79	4,686.19	4,360.00	14,199.90	12,719.38	17,365.30
c) Sub-contracts charges	5,683.90	6,996.93	7,304.86	21,203.65	24,161.32	32,483.46
d) Depreciation and amortisation expense	1,578.18	1,135.76	1,178.87	3,843.45	3,109.38	4,203.61
e) Other expenses	8,221.43	8,703.05	9,422.56	28,643.51	33,654.66	45,339.03
Total expenses	31,509.07	37,055.02	35,985.10	114,393.93	118,700.10	158,770.81
3 Profit from Operations before other income, finance costs and Exceptional Items (1-2)	3,052.74	3,234.20	3,087.41	10,818.37	9,195.80	12,447.76
4 Other Income	161.05	555.29	101.91	882.59	734.77	965.20
5 Profit from ordinary activities before finance costs and Exceptional Items (3+4)	3,213.79	3,789.49	3,189.32	11,700.96	9,930.57	13,412.96
6 Finance costs	2,870.23	2,694.05	2,825.63	8,655.18	7,752.51	10,595.96
7 Profit from ordinary activities after finance costs but before Exceptional Items (5-6)	343.56	1,095.44	363.69	3,045.78	2,178.06	2,817.00
8 Exceptional Items	-	-	-	-	-	-
9 Profit from Ordinary Activities before Tax (7+8)	343.56	1,095.44	363.69	3,045.78	2,178.06	2,817.00
10 Tax Expense (Refer note 7)	119.59	455.16	202.02	985.97	1,158.39	559.47
11 Net Profit from Ordinary Activities after Tax (9-10)	223.97	640.28	161.67	2,059.81	1,019.67	2,257.53
12 Extraordinary Items	-	-	-	-	-	-
13 Net Profit for the period (11-12)	223.97	640.28	161.67	2,059.81	1,019.67	2,257.53
14 Share of profit / (loss) of associates	-	-	-	-	-	-
15 Minority interest	-	-	-	-	-	-
16 Net Profit after taxes, minority interest and share of profit / (loss) of associates (13+14-15)	223.97	640.28	161.67	2,059.81	1,019.67	2,257.53
17 Paid-up equity share capital (Face Value: Rs. 10/- per share)	1,151.58	1,151.58	1,151.58	1,151.58	1,151.58	1,151.58
18 Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year	-	-	-	-	-	36,965.35
19. i Earnings per share (before extraordinary items)(Face Value: Rs. 10/- per share) (not annualised)	-	-	-	-	-	-
a) Basic	1.94	5.56	1.40	17.89	8.85	19.60
b) Diluted	1.94	5.56	1.40	17.89	8.85	19.60
19. ii Earnings per share (after extraordinary items)(Face Value: Rs. 10/- per share) (not annualised)	-	-	-	-	-	-
a) Basic	1.94	5.56	1.40	17.89	8.85	19.60
b) Diluted	1.94	5.56	1.40	17.89	8.85	19.60
See accompanying note to the financial results						

PART II

A	PARTICULARS OF SHAREHOLDING					
1	Public Shareholding					
	Number of Shares	3,504,472	3,504,472	3,504,472	3,504,472	3,504,472
	Percentage of Shareholding	30.43%	30.43%	30.43%	30.43%	30.43%
2	Promoters and promoter group Shareholding					
a)	Pledged/Encumbered					
	- Number of shares	NIL	NIL	NIL	NIL	NIL
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL
	- Percentage of shares (as a % of the total share capital of the company)	NIL	NIL	NIL	NIL	NIL
b)	Non-encumbered					
	- Number of shares	8,011,318	8,011,318	8,011,318	8,011,318	8,011,318
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100%	100%	100%	100%	100%
	- Percentage of shares (as a % of the total share capital of the company)	69.57%	69.57%	69.57%	69.57%	69.57%

B	INVESTOR COMPLAINTS	3 months ended 30-9-2012
	Pending at the beginning of the quarter	NIL
	Received during the quarter	19
	Disposed of during the quarter	19
	Remaining unresolved at the end of the quarter	NIL



Notes:

- 1) The above statement of unaudited consolidated results was reviewed by the Audit Committee at its Meeting held on November 5, 2012 and on recommendation of Audit Committee has been approved by the Board of Directors of the Company at its meeting held on November 5, 2012.
- 2) The Company operates in one segment viz. Construction.
- 3) In respect of qualifications (*italics*) in the auditors report, it is clarified that:
 - a) Trade receivables as at September 30, 2012 include variation claims of Rs. 3,278 lakhs recognised upto September 30, 2012, which are disputed by the customer. Out of this, claims amounting to Rs. 2,346 lakhs are a subject matter of arbitration. The Company has received arbitration award in its favour in respect of the balance amount of Rs. 932 lakhs which have since been challenged by the customer. Considering the legal advice from Company's counsel in the matter, the management is reasonably confident of recovery of these amounts.
 - b) Trade receivables as at September 30, 2012 include Rs. 3,384 lakhs representing interim work bills for work done which have not been certified by customers beyond normal periods of certification. The management is reasonably confident of the certification and recovery of the same progressively on these contracts based on past experience of the Company, assessment of work done and the fact that these amounts are not disputed by the customer.

The matters listed in 3 (a) and 3 (b) above were also the subject matter of audit qualifications in the Audited Accounts of the previous accounting year ended December 31, 2011.
- 4) Trade receivables as at September 30, 2012 include Rs. 1,140 lakhs relating to price escalation claims which are disputed by the customer. The Company has received favourable verdicts from the Dispute Redressal Board and also thereafter in Arbitration in respect of these claims. The Customer has appealed against the Arbitration Award. Management is reasonably confident of recovery of these amounts based on the above and independent legal advice from eminent counsel in the matter.
- 5) Trade receivables as at September 30, 2012 include Rs. 309 lakhs for which the Company had received an arbitration award in its favour which has subsequently been upheld by the District Court. The customer has challenged this Court Order. However, based on the above arbitration award and Court Order, management is reasonably confident of recovery of these amounts.
- 6) Trade receivables and Unbilled Work-in-progress as at September 30, 2012 includes Rs. 616 lakhs and Rs. 2,757 lakhs respectively, in respect of a contract which has been rescinded by the Company and Unbilled work-in-progress as at September 30, 2012 includes Rs. 5,929 lakhs in respect of another contract where the Company has received a notice from the customer withdrawing from the Company the balance works to be executed under the contract for which the Company has also issued guarantees aggregating Rs. 2,227 lakhs. The Company has made claims against the customer to recover these amounts and has initiated legal action. Based upon legal advice received, the management is reasonably confident of recovery of these amounts of work in progress and consequently no changes have been made to the values and classification of these amounts in the financial statements.
- 7) Tax expense for the year ended December 31, 2011 is stated net of credit relating to earlier years Rs. 0.92 lakhs.
- 8) The Company has changed the basis of measurement of percentage of completion from 'physical proportion of the contract work' to 'proportion of contract costs incurred for the work performed to date to the estimated total contract costs'. Consequent to the change in method, turnover and profit before tax for the three months ended September 30, 2012 is higher by Rs. 739 lakhs and Rs. 222 lakhs, respectively. The turnover and profit before tax for the year to date upto September 30, 2012 is lower by Rs. 864 lakhs and higher by Rs. 59 lakhs, respectively.
- 9) The unaudited standalone results of the Company for the quarter ended September 30, 2012 are available on the Company's website (www.itdcm.co.in) and on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com).
- 10) The figures for the previous periods have been regrouped wherever necessary to conform to the current period's presentation.
- 11) The Company has changed its registered office address to National Plastic Building, A-Subhash Road, Paranjape B-Scheme, Vile Parle (East), Mumbai-400 057

12) Standalone results

(Rupees in Lakhs)

	3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	Year to date figures for current period ended	Year to date figures for the previous year ended	Previous year ended
	30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	31.12.2011
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
a) Net Sales / Income from Operations	26,664.46	33,209.18	29,205.12	98,273.28	97,087.94	129,744.76
b) Profit before tax	121.86	1,193.54	250.92	2,884.86	1,500.72	2,202.66
c) Net Profit after tax	223.86	640.54	161.59	2,059.86	1,019.64	2,257.58

By Order of the Board

Adun Saraban

Managing Director

Place : Mumbai

Dated : November 5, 2012

For ITD CEMENTATION INDIA LIMITED

Adun Saraban
Managing Director

